

HECLA MINING CO/DE/  
Form 10-Q  
November 03, 2009

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

**FORM 10-Q**

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

For the quarterly period ended September 30, 2009

Commission file number 1-8491

**HECLA MINING COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

77-0664171  
(I.R.S. Employer  
Identification No.)

6500 Mineral Drive, Suite 200  
Coeur d Alene, Idaho  
(Address of principal executive offices)

83815-9408  
(Zip Code)

208-769-4100

(Registrant's telephone number, including area code)

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, 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

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Non-Accelerated Filer

Small reporting company

(Do not check if a smaller reporting company)

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

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                                       | Shares Outstanding November 2, 2009 |
|---|-------------------------------------|
| Common stock, par value<br>\$0.25 per share | 238,315,396                         |

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Hecla Mining Company and Subsidiaries

Form 10-Q

For the Quarter Ended September 30, 2009

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\*Items 2, 3, 4 and 5 of Part II are omitted as they are not applicable.

## Item 1. Financial Statements

## Part I - Financial Information

## Hecla Mining Company and Subsidiaries

Condensed Consolidated Balance Sheets (Unaudited)  
(In thousands, except shares and per share data)

|  | September 30,<br>2009 | December 31,<br>2008 |
|--|-----------------------|----------------------|
| <b>ASSETS</b>  |                       |                      |
| Current assets:  |                       |                      |
| Cash and cash equivalents  | \$ 84,662             | \$ 36,470            |
| Investments  | 2,717                 |                      |
| Accounts receivable:   |                       |                      |
| Trade  | 41,569                | 8,314                |
| Other, net   | 639                   | 1,100                |
| Inventories  | 17,312                | 21,331               |
| Current deferred income taxes  | 2,850                 | 2,481                |
| Other current assets   | 5,126                 | 4,154                |
| Total current assets   | 154,875               | 73,850               |
| Non-current investments  |                       |                      |
| Non-current restricted cash and investments  | 2,483                 | 3,118                |
| Properties, plants, equipment and mineral interests, net   | 10,945                | 13,133               |
| Non-current deferred income taxes  | 829,073               | 852,113              |
| Other non-current assets and deferred charges  | 35,702                | 36,071               |
| Total assets   | \$ 1,038,279          | \$ 988,791           |
| <b>LIABILITIES</b>   |                       |                      |
| Current liabilities:   |                       |                      |
| Accounts payable and accrued liabilities   | \$ 12,776             | \$ 21,850            |
| Accrued payroll and related benefits   | 11,401                | 8,475                |
| Accrued taxes  | 7,208                 | 4,408                |
| Short-term debt  | 38,337                | 40,000               |
| Current portion of long-term debt and capital leases   | 1,569                 | 8,018                |
| Current portion of accrued reclamation and closure costs   | 4,941                 | 2,227                |
| Total current liabilities  | 76,232                | 84,978               |
| Long-term debt and capital leases  |                       |                      |
| Accrued reclamation and closure costs  | 3,675                 | 113,649              |
| Other noncurrent liabilities   | 118,491               | 119,120              |
| Total liabilities  | 13,471                | 21,587               |
| Commitments and contingencies (Notes 2, 6 and 11)  | 211,869               | 339,334              |
| <b>SHAREHOLDERS EQUITY</b>   |                       |                      |
| Preferred stock, 5,000,000 shares authorized:  |                       |                      |
| Series B preferred stock, \$0.25 par value, 157,816 shares issued and outstanding, liquidation preference 2009 \$8,443 and 2008 \$8,029                    | 39                    | 39                   |
| Mandatory convertible preferred stock, \$0.25 par value, 2,012,500 shares issued and outstanding, liquidation preference 2009 \$214,330 and 2008 \$204,520 | 504                   | 504                  |
| Common stock, \$0.25 par value, 400,000,000 shares authorized; issued and outstanding 2009 236,493,675 shares and 2008 180,379,996 shares                  |                       |                      |
| Capital surplus  | 59,148                | 45,115               |
| Accumulated deficit  | 1,101,598             | 981,161              |
| Accumulated other comprehensive loss   | (315,943)             | (351,700)            |
| Treasury stock, at cost; 81,375 common shares  | (18,296)              | (25,022)             |
| Total shareholders equity  | (640)                 | (640)                |
|  | 826,410               | 649,457              |

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|  |              |            |
|--|--------------|------------|
| Total liabilities and shareholders' equity | \$ 1,038,279 | \$ 988,791 |
|--|--------------|------------|

The accompanying notes are an integral part of the interim consolidated financial statements.

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Part I - Financial Information (Continued)

Hecla Mining Company and Subsidiaries

Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited)  
(Dollars and shares in thousands, except for per-share amounts)

|  | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Sales of products  | \$ 95,181             | \$ 68,485             | \$ 224,512            | \$ 173,446            |
| Cost of sales and other direct production costs  | 41,079                | 47,188                | 112,239               | 118,832               |
| Depreciation, depletion and amortization   | 15,986                | 9,900                 | 47,131                | 22,940                |
|  | 57,065                | 57,088                | 159,370               | 141,772               |
| Gross profit   | 38,116                | 11,397                | 65,142                | 31,674                |
| Other operating expenses:  |                       |                       |                       |                       |
| General and administrative   | 4,479                 | 2,893                 | 13,807                | 13,225                |
| Exploration  | 2,737                 | 5,454                 | 5,001                 | 18,365                |
| Other operating expense  | 1,091                 | 814                   | 3,715                 | 2,271                 |
| Gain on sale of properties, plants, equipment, and mineral interests   | (6)                   | (506)                 | (6,234)               | (506)                 |
| Termination of employee benefit plan   |                       |                       | (8,950)               |                       |
| Provision for closed operations and environmental matters  | 510                   | 896                   | 2,416                 | 2,386                 |
|  | 8,811                 | 9,551                 | 9,755                 | 35,741                |
| Income (loss) from operations  | 29,305                | 1,846                 | 55,387                | (4,067)               |
| Other income (expense):  |                       |                       |                       |                       |
| Gain on sale of investments  |                       |                       |                       | 8,097                 |
| Loss on impairment of investments  |                       |                       | (3,018)               |                       |
| Interest and other income  | 26                    | 481                   | 372                   | 3,576                 |
| Debt-related fees  | 14                    |                       | (5,725)               |                       |
| Interest expense, net of amount capitalized  | (2,801)               | (6,842)               | (10,231)              | (12,681)              |
|  | (2,761)               | (6,361)               | (18,602)              | (1,008)               |
| Income (loss) from continuing operations before income taxes   | 26,544                | (4,515)               | 36,785                | (5,075)               |
| Income tax benefit (provision)   | (598)                 | 749                   | (1,028)               | 4,564                 |
| Income (loss) from continuing operations   | 25,946                | (3,766)               | 35,757                | (511)                 |
| Loss from discontinued operations, net of taxes  |                       | (15)                  |                       | (17,395)              |
| Gain (loss) on sale of discontinued operations, net of taxes   |                       | 25                    |                       | (11,347)              |
| Net income (loss)  | 25,946                | (3,756)               | 35,757                | (29,253)              |
| Preferred stock dividends  | (3,408)               | (3,408)               | (10,225)              | (10,225)              |
| Income (loss) applicable to common shareholders  | \$ 22,538             | \$ (7,164)            | \$ 25,532             | \$ (39,478)           |
| Comprehensive income (loss):   |                       |                       |                       |                       |
| Net income (loss)  | \$ 25,946             | \$ (3,756)            | \$ 35,757             | \$ (29,253)           |
| Reclassification of (gain) loss on sale or impairment of marketable securities included in net income (loss) |                       |                       | 3,018                 | (8,115)               |
| Change in derivative contract  | 941                   | 192                   | 1,565                 | 267                   |
| Unrealized holding gains (losses) on investments   | 1,687                 | (6,110)               | 1,457                 | (2,752)               |
| Comprehensive income (loss)  | \$ 28,574             | \$ (9,674)            | \$ 41,797             | \$ (39,853)           |
| Basic income (loss) per common share:  |                       |                       |                       |                       |
| Income (loss) from continuing operations   | \$ 0.10               | \$ (0.05)             | \$ 0.12               | \$ (0.08)             |
| Loss from discontinued operations  | \$                    | \$                    | \$                    | \$ (0.14)             |

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|  |    |         |    |         |        |         |    |         |
|--|----|---------|----|---------|--------|---------|----|---------|
| Loss on sale of discontinued operations                        | \$ | \$      | \$ | \$      | (0.09) |         |    |         |
| Income (loss) per common share                                 | \$ | 0.10    | \$ | (0.05)  | \$     | 0.12    | \$ | (0.31)  |
| Diluted income per common share:                               |    |         |    |         |        |         |    |         |
| Income (loss) from continuing operations                       | \$ | 0.09    | \$ | (0.05)  | \$     | 0.11    | \$ | (0.08)  |
| Loss from discontinued operations                              | \$ |         | \$ |         | \$     |         | \$ | (0.14)  |
| Loss on sale of discontinued operations                        | \$ |         | \$ |         | \$     |         | \$ | (0.09)  |
| Income (loss) per common share                                 | \$ | 0.09    | \$ | (0.05)  | \$     | 0.11    | \$ | (0.31)  |
| Weighted average number of common shares outstanding - basic   |    | 236,379 |    | 136,148 |        | 220,523 |    | 128,882 |
| Weighted average number of common shares outstanding - diluted |    | 244,337 |    | 136,148 |        | 223,727 |    | 128,882 |

The accompanying notes are an integral part of the interim consolidated financial statements.

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Part I - Financial Information (Continued)

Hecla Mining Company and Subsidiaries

Condensed Consolidated Statements of Cash Flows (Unaudited)  
(In thousands)

|   | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|
|   | September 30,<br>2009 | September 30,<br>2008 |
| <b>Operating activities:</b>  |                       |                       |
| Net income (loss)   | \$ 35,757             | \$ (29,253)           |
| Loss on discontinued operations, net of tax                             |                       | 28,742                |
| Income (loss) from continuing operations                                | 35,757                | (511)                 |
| <b>Non-cash elements included in net income (loss):</b>                 |                       |                       |
| Depreciation, depletion and amortization                                | 47,324                | 23,579                |
| Gain on sale of investments   |                       | (8,097)               |
| Loss on impairment of investments                                       | 3,018                 |                       |
| Gain on disposition of properties, plants and equipment                 | (6,234)               | (506)                 |
| Provision for reclamation and closure costs                             | 1,013                 | 617                   |
| Stock compensation  | 2,312                 | 3,748                 |
| Preferred shares issued for debt-related expenses                       | 4,262                 |                       |
| Deferred income taxes   |                       | (1,720)               |
| Amortization of loan origination fees                                   | 3,622                 | 3,127                 |
| Gain on termination of employee benefit plan                            | (8,950)               |                       |
| Loss on derivative contract   | 2,139                 |                       |
| Other non-cash charges, net   | 966                   | 646                   |
| <b>Change in assets and liabilities:</b>                                |                       |                       |
| Accounts receivable   | (32,796)              | 10,650                |
| Inventories   | 4,019                 | 5,734                 |
| Reversal of purchase price allocation to product inventory              |                       | 16,637                |
| Other current and non-current assets                                    | (1,604)               | (2,551)               |
| Accounts payable and accrued liabilities                                | (9,075)               | (9,975)               |
| Accrued payroll and related benefits                                    | 3,252                 | 759                   |
| Accrued taxes   | 2,800                 | (740)                 |
| Other noncurrent liabilities  | 2,127                 | 45                    |
| Accrued reclamation and closure costs and other non-current liabilities | (2,070)               | (5,935)               |
| Net cash used by discontinued operations                                |                       | (12,488)              |
| Cash provided by operating activities                                   | 51,882                | 23,019                |
| <b>Investing activities:</b>  |                       |                       |
| Additions to properties, plants, equipment and mineral interests        | (17,337)              | (54,045)              |
| Purchase of 70.3% of Greens Creek, net of cash acquired                 |                       | (688,091)             |
| Proceeds from sale of investments                                       |                       | 27,001                |
| Proceeds from disposition of properties, plants and equipment           | 8,023                 | 496                   |
| Decrease in restricted investments                                      | 3,487                 | 22,437                |
| Maturities of short-term investments and securities held for sale       |                       | 4,036                 |
| Net cash provided by discontinued operations                            |                       | 21,159                |
| Net cash used in investing activities                                   | (5,827)               | (667,007)             |
| <b>Financing activities:</b>  |                       |                       |
| Proceeds from issue of common stock, net of related costs               | 128,325               | 163,916               |
| Dividends paid to preferred shareholders                                |                       | (7,427)               |
| Loan origination fees   |                       | (5,276)               |
| Payments on interest rate swap  | (2,220)               |                       |



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|  |           |           |
|--|-----------|-----------|
| Borrowings on debt                                       |           | 380,000   |
| Repayments of debt and capital leases                    | (123,968) | (181,233) |
| Net cash provided by financing activities                | 2,137     | 349,980   |
| Change in cash and cash equivalents:                     |           |           |
| Net increase (decrease) in cash and cash equivalents     | 48,192    | (294,008) |
| Cash and cash equivalents at beginning of period         | 36,470    | 373,123   |
| Cash and cash equivalents at end of period               | \$ 84,662 | \$ 79,115 |
| Significant non-cash investing and financing activities: |           |           |
| Stock issued for acquisition of properties               | \$        | \$ 10,494 |
| Capital leases acquired                                  | \$ 5,882  | \$        |
| Stock issued for acquisition of 70.3% of Greens Creek    | \$        | \$ 53,384 |

The accompanying notes are an integral part of the interim consolidated financial statements.

**Note 1. Basis of Preparation of Financial Statements**

In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements and notes to unaudited interim condensed consolidated financial statements contain all adjustments, consisting of normal recurring items, necessary to present fairly, in all material respects, the financial position of Hecla Mining Company and its consolidated subsidiaries ( we or our or us ). These unaudited interim condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and related footnotes as set forth in our annual report filed on Form 10-K for the year ended December 31, 2008, as it may be amended from time to time.

The results of operations for the periods presented may not be indicative of those which may be expected for a full year. The unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States ( GAAP ) have been condensed or omitted pursuant to those rules and regulations, although we believe that the disclosures are adequate to make the information not misleading.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, the reported amounts of revenues and expenses during the reporting period and the disclosures of contingent liabilities. Accordingly, ultimate results could differ materially from those estimates.

When assets are retired or sold, the costs and related allowances for depreciation and amortization are eliminated from the accounts and any resulting gain or loss is reflected in current period net income (loss). Idle facilities placed on standby basis are carried at the lower of net carrying value or estimated net realizable value. The net carrying values of idle facilities are written-down to salvage value upon reaching the end of the economic mine life and being placed on standby basis. Therefore, with the exception of depreciation recorded on mobile equipment used in ongoing exploration and reclamation efforts at such properties, we do not record depreciation on idle facilities when they are not in operation.

Undeveloped mineral interests are not amortized until such time as they are converted to proven and probable reserves. At that time, the basis of the mineral interest is amortized on a units-of-production basis. Pursuant to our policy on impairment of long-lived assets, if it is determined that an undeveloped mineral interest cannot be economically converted to proven and probable reserves, the basis of the mineral interest is reduced to its net realizable value and an impairment loss is recorded to expense in the period in which it is determined to be impaired.

On April 16, 2008, we completed the acquisition of the companies owning 70.3% of the joint venture operating the Greens Creek mine for \$700 million in cash and 4,365,000 shares of our common stock, resulting in 100% ownership of Greens Creek by our various wholly owned subsidiaries. The operating results of the 70.3% portion of Greens Creek are included in our operating results from the date of acquisition and therefore, operating results on a period-by-period basis may not be comparable.

On July 8, 2008, we completed the sale of all of the outstanding capital stock of El Callao Gold Mining Company ( El Callao ) and Drake-Bering Holdings B.V. ( Drake-Bering ), our wholly owned subsidiaries which together owned our business and operations in Venezuela, to Rusoro Mining, Ltd. ( Rusoro ) for \$20 million in cash and 3,595,781 shares of Rusoro common stock, then valued at \$4.5 million. The results of our sold Venezuelan operations have been reported in discontinued operations for all periods presented. As a result of the sale, we revised our segment reporting to cease reporting a segment for our discontinued Venezuelan operations. All periods presented have been conformed to the current period s presentation. See *Note 5* for further discussion.

**Note 2. Investments and Restricted Cash**

*Investments*

At September 30, 2009, the fair market value of our current investments was \$2.7 million, with no current investments held at December 31, 2008. At September 30, 2009 and December 31, 2008, the fair market value of our non-current investments was \$2.5 million and \$3.1 million, respectively. Marketable equity securities are carried at fair market value, as they are classified as available-for-sale. The basis of our current investments, representing equity securities, was \$22,000 at September 30, 2009. The basis of our non-current investments, representing equity securities, was approximately \$2.5 million at September 30, 2009 and \$5.5 million at December 31, 2008. Of the \$2.5 million non-current investments balance at September 30, 2009, \$1.4 million represents approximately 3.6 million shares of Rusoro stock transferred to us upon the sale of El Callao and Drake Bering (see *Note 5* for information on the sale of our discontinued Venezuelan operations). During the second quarter of 2009, we recognized a \$3.0 million loss on impairment of the Rusoro shares, as we determined the impairment to be other-than-temporary.

At September 30, 2009, total unrealized gains of \$2.7 million for current investments held having a net gain position, total unrealized gains of \$0.5 million for non-current investments held having a net gain position, and total unrealized losses of \$0.2 million for non-current investments held having a net loss position were included in accumulated other comprehensive income (loss).

*Restricted Cash and Investments*

Various laws and permits require that financial assurances be in place for certain environmental and reclamation obligations and other potential liabilities. Restricted investments primarily represent investments in money market funds and certificates of deposit. These investments (which included current and non-current balances) are restricted primarily for reclamation funding or surety bonds and were \$11.8 million at September 30, 2009, and \$15.2 million at December 31, 2008.

Our loan covenants required that we maintain an unencumbered cash balance of at least \$8.7 million at September 30, 2009. There is no legal restriction on the funds, therefore, we did not classify them as restricted cash. See *Note 11* for more information on our loan covenants.

**Note 3. Income Taxes**

For the three and nine months ended September 30, 2009, we recorded \$0.6 million and \$1.0 million income tax provisions, respectively, primarily the result of U.S. alternative minimum tax and foreign income tax and withholding tax expense. For the three months ended September 30, 2008, we recorded a \$0.7 million income tax benefit, which was primarily the result of the reduction in 2008 tax expense due to third quarter losses. For the nine months ended September 30, 2008, we recorded a \$1.6 million net tax benefit as a result of a reduction to the valuation allowance of \$4.9 million in the first quarter of 2008, reduced by a \$3.0 million provision arising from discontinued operations (see *Note 5* for further discussion of discontinued operations), less a current provision of \$0.3 million for alternative minimum tax, state income tax and foreign withholding taxes.

We assessed our estimate for the realization of our net deferred tax assets as of September 30, 2009. A favorable increase in metal prices and improved operational performance of the company through September 30, 2009 resulted in realization of a previously unrecognized benefit of \$5.2 million which is recognized through the effective tax rate for the year. The net deferred tax asset remains at \$38.5 million at September 30, 2009.

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The acquisition of the remaining 70.3% of Greens Creek in the second quarter of 2008 was a taxable acquisition whereby the tax bases of the assets acquired and liabilities assumed equaled their book bases. No deferred taxes (other than for an adjustment to the existing valuation allowance discussed below) were recognized as a result of the acquisition. Subsequent to the acquisition date, deferred taxes related to acquired operations were recorded for differences in tax and book treatment on a prospective basis.

In connection with the acquisition in 2008, the valuation allowance was reduced as a result of the consideration of future earnings from our additional interest in Greens Creek. This reduction resulted in an increase in current deferred tax assets of \$2,373,000, an increase in non-current deferred tax assets of \$20,627,000, and a decrease in mineral interests acquired of \$23,000,000 on the acquisition date.

The income tax provisions for the three and nine-month periods ended September 30, 2009 and 2008 vary from the amount that would have resulted from applying the statutory income tax rate to pre-tax income, primarily due to the effects of tax net operating loss carryforwards and the valuation allowance.

### Note 4. Inventories

Inventories consist of the following (in thousands):

|   | September 30,<br>2009 | December 31,<br>2008 |
|---|-----------------------|----------------------|
| Concentrates, doré, bullion, metals in transit and in-process inventories | \$ 8,571              | \$ 12,874            |
| Materials and supplies  | 8,741                 | 8,457                |
|   | \$ 17,312             | \$ 21,331            |

### Note 5. Discontinued Operations

During the second quarter of 2008, we committed to a plan to sell all of the outstanding capital stock of El Callao Gold Mining Company ( El Callao ) and Drake-Bering Holdings B.V. ( Drake-Bering ), our wholly owned subsidiaries which together owned our business and operations in Venezuela, for \$20 million in cash and 3,595,781 shares of Rusoro common stock. The transaction closed on July 8, 2008. The results of our Venezuelan operations have been reported in discontinued operations for all periods presented.

The following table details selected financial information included in the loss from discontinued operations in the consolidated statements of operations for the three and nine months ended September 30, 2008 (in thousands):

|   | Three months<br>ended<br>September 30, 2008 | Nine months ended<br>September 30, 2008 |
|---|---|---|
| Sales of products                               | \$  | \$ 23,855                               |
| Cost of sales and other direct production costs |   | (21,656)                                |
| Depreciation, depletion and amortization        |   | (4,785)                                 |
| Exploration expense                             |   | (1,167)                                 |
| Other operating income (expense)                | (15)  | (44)                                    |
| Provision for closed operations                 |   | (502)                                   |
| Interest income                                 |   | 141                                     |
| Foreign exchange loss                           |   | (13,308)                                |
| Interest expense                                |   | 71                                      |
| Income tax benefit (provision)                  |   |   |
| Loss from discontinued operations               | \$ (15)                                     | \$ (17,395)                             |

**Note 6. Commitments and Contingencies**

*Bunker Hill Superfund Site*

In 1994, we, as a potentially responsible party under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ( CERCLA ), entered into a Consent Decree with the U.S. Environmental Protection Agency ( EPA ) and the State of Idaho concerning environmental remediation obligations at the Bunker Hill Superfund site, a 21-square-mile site located near Kellogg, Idaho (the Bunker Hill site ). The 1994 Consent Decree (the Bunker Hill Decree or Decree ) settled our response-cost responsibility under CERCLA at the Bunker Hill site. Parties to the Decree included us, Sunshine Mining and Refining Company ( Sunshine ) and ASARCO Incorporated ( ASARCO ). Sunshine subsequently filed bankruptcy and settled all of its obligations under the Bunker Hill Decree.

In 1994, we entered into a cost-sharing agreement with other potentially responsible parties, including ASARCO, relating to required expenditures under the Bunker Hill Decree. ASARCO is in default of its obligations under the cost-sharing agreement and consequently in August 2005, we filed a lawsuit against ASARCO in Idaho State Court seeking amounts due us for work completed under the Decree. Additionally, we have claimed certain amounts due us under a separate agreement related to expert costs incurred to defend both parties with respect to the Coeur d Alene River Basin litigation in Federal District Court, discussed further below. After we filed suit, ASARCO filed for Chapter 11 bankruptcy protection in United States Bankruptcy Court in Texas in August 2005. As a result of this filing, an automatic stay is in effect for our claims against ASARCO. We are unable to proceed with the Idaho State Court litigation against ASARCO because of the stay, and have asserted our claims in the context of the bankruptcy proceeding.

In late September 2008, we reached an agreement with ASARCO to allow our claim against ASARCO in ASARCO s bankruptcy proceedings in the amount of approximately \$3.3 million. Our claim included approximately \$3.0 million in clean up costs incurred by us for ASARCO s share of such costs under the cost sharing agreement with ASARCO related to the Bunker Hill Decree. The remaining \$330,000 is litigation-related costs incurred by us for ASARCO s share of expert fees in the Basin litigation. The agreement also provides that we and ASARCO release each other from any and all liability under the cost sharing agreement, the Bunker Hill Decree and the Basin CERCLA site (discussed below). The agreement is subject to ASARCO obtaining an order from the Federal District Court in Idaho modifying the existing Consent Decree for the Bunker Hill site. The mutual release of liability provision of the agreement is subject to final bankruptcy court approval of ASARCO s separate settlement agreement with the United States which, among other things, set and allowed the United States claim against ASARCO for ASARCO s Basin CERCLA liability. Depending on the resolution of ASARCO s bankruptcy proceedings, we could receive a portion of or all of our \$3.3 million allowed claim against ASARCO in the bankruptcy proceeding. Although the Bankruptcy Court has recently recommended approval of a plan of reorganization for ASARCO, due to challenges to the plan, and required approval by the Federal District Court in Texas, we are unable to predict the outcome and timing of ASARCO s bankruptcy proceeding.

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In December 2005, we received notice that the EPA allegedly incurred \$14.6 million in costs relating to the Bunker Hill site from January 2002 to March 2005. The notice was provided so that we and ASARCO might have an opportunity to review and comment on the EPA's alleged costs prior to the EPA's submission of a formal demand for reimbursement, which has not occurred as of the date of this filing. We reviewed the costs submitted by the EPA to determine whether we have any obligation to pay any portion of the EPA's alleged costs relating to the Bunker Hill site. We were unable to determine what costs we will be obligated to pay under the Bunker Hill Decree based on the information submitted by the EPA. We requested that the EPA provide additional documentation relating to these costs. In September 2006, we received from the EPA a certified narrative cost summary, and certain documentation said to support that summary, which revised the EPA's earlier determination to state that it had incurred \$15.2 million in response costs. The September notice stated that it was not a formal demand and invited us to discuss or comment on the matter. In the second quarter of 2007, we were able to identify certain costs submitted by the EPA that we believe it is probable that we may have liability for within the context of the Decree, and accordingly, in June of 2007, we estimated the range of our potential liability to be between \$2.7 million and \$6.8 million, and accrued the minimum of the range as we believed no amount in the range was more likely than any other. If we are unable to reach a satisfactory resolution, we may exercise our right under the Bunker Hill Decree to challenge reimbursement of the alleged costs. However, an unsuccessful challenge would likely require us to further increase our expenditures and/or accrual relating to the Bunker Hill site.

The accrued liability balance at September 30, 2009 relating to the Bunker Hill site was \$2.8 million. The liability balance represents our portion of the remaining remediation activities associated with the site, our estimated portion of a long-term institutional controls program required by the Bunker Hill Decree, and potential reimbursement to the EPA of costs allegedly incurred by the agency as described in a notice to us by the agency, less amounts we anticipate receiving based upon our claim in the ASARCO bankruptcy. We believe ASARCO's remaining share of its future obligations will be paid through proceeds from an ASARCO trust created in 2003 for the purpose of funding certain of ASARCO's environmental obligations, as well as distributions for State of Idaho and U.S. claims which have been allowed in the ASARCO bankruptcy proceedings. In the event we are not successful in collecting what is due us from the ASARCO trust or through the bankruptcy proceedings and the State of Idaho and U.S. do not receive distributions for their allowed claims in the bankruptcy proceedings, because the Bunker Hill Decree holds us jointly and severally liable, it is possible our liability balance for the remedial activity at the Bunker Hill site could be \$17.9 million, the amount we currently estimate to complete the total remaining obligation under the Decree, as well as potential reimbursement to the EPA of costs allegedly incurred by the agency at the Bunker Hill site. There can be no assurance as to the ultimate disposition of litigation and environmental liability associated with the Bunker Hill Superfund site, and we believe it is possible that a combination of various events, as discussed above, or other events could be materially adverse to our financial results or financial condition.

### *Coeur d'Alene River Basin Environmental Claims*

#### **Coeur d'Alene Indian Tribe Claims**

In July 1991, the Coeur d'Alene Indian Tribe (Tribe) brought a lawsuit, under CERCLA, in Federal District Court in Idaho against us, ASARCO and a number of other mining companies asserting claims for damages to natural resources downstream from the Bunker Hill site over which the Tribe alleges some ownership or control. The Tribe's natural resource damage litigation has been consolidated with the United States' litigation described below. Because of various bankruptcies and settlements of other defendants, we are the only remaining defendant in the Tribe's natural resource damages case.

#### **U.S. Government Claims**

In March 1996, the United States filed a lawsuit in Federal District Court in Idaho against certain mining companies, including us, that conducted historic mining operations in the Silver Valley of northern Idaho. The lawsuit asserts claims under CERCLA and the Clean Water Act, and seeks recovery for alleged damages to, or loss of, natural resources located in the Coeur d'Alene River Basin (Basin) in northern Idaho for which the United States asserts it is the trustee under CERCLA. The lawsuit claims that the defendants' historic mining activity resulted in releases of hazardous substances and damaged natural resources within the Basin. The suit also seeks declaratory relief that we and other defendants are jointly and severally liable for response costs under CERCLA for historic mining impacts in the Basin outside the Bunker Hill site. We have asserted a number of defenses to the United States' claims.

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In May 1998, the EPA announced that it had commenced a Remedial Investigation/ Feasibility Study under CERCLA for the entire Basin, including Lake Coeur d'Alene, as well as the Bunker Hill site, in support of its response cost claims asserted in its March 1996 lawsuit. In October 2001, the EPA issued its proposed clean-up plan for the Basin. The EPA issued the Record of Decision ( ROD ) on the Basin in September 2002, proposing a \$359.0 million Basin-wide clean-up plan to be implemented over 30 years and establishing a review process at the end of the 30-year period to determine if further remediation would be appropriate. In 2009, the EPA commenced a process expected by mid-2010 to result in an amendment to the ROD for the Basin adopting certain changes to the ecological cleanup plan for the upper portion of the Basin.

During 2000 and 2001, we were involved in settlement negotiations with representatives of the United States, the State of Idaho and the Tribe. These settlement efforts were unsuccessful. However, we have resumed efforts to explore possible settlement of these and other matters, but it is not possible to predict the outcome of these efforts.

Phase I of the trial on the consolidated Tribe's and the United States' claims commenced in January 2001, and was concluded in July 2001. Phase I addressed the extent of liability, if any, of the defendants and the allocation of liability among the defendants and others, including the United States. In September 2003, the Court issued its Phase I ruling, holding that we have some liability for Basin environmental conditions. The Court refused to hold the defendants jointly and severally liable for historic tailings releases and instead allocated a 31% share of liability to us for impacts resulting from these releases. The portion of damages, past costs and clean-up costs to which this 31% applies, other cost allocations applicable to us and the Court's determination of an appropriate clean-up plan is to be addressed in Phase II of the litigation. The Court also left issues on the deference, if any, to be afforded the United States' clean-up plan, for Phase II.

The Court found that while certain Basin natural resources had been injured, there has been an exaggerated overstatement by the plaintiffs of Basin environmental conditions and the mining impact. The Court significantly limited the scope of the trustee plaintiffs' resource trusteeship and will require proof in Phase II of the litigation of the trustees' percentage of trusteeship in co-managed resources. The United States and the Tribe are re-evaluating their claims for natural resource damages for Phase II; such claims may be in the range of \$2.0 billion to \$3.4 billion. We believe we have limited liability for natural resource damages because of the actions of the Court described above. Because of a number of factors relating to the quality and uncertainty of the United States' and Tribe's natural resources damage claims, we are currently unable to estimate what, if any, liability or range of liability we may have for these claims.

Two of the defendant mining companies, Coeur d'Alene Mines Corporation and Sunshine Mining and Refining Company, settled their liabilities under the litigation during 2001. We and ASARCO (which, as discussed above, filed for bankruptcy in August 2005) are the only defendants remaining in the United States' litigation. Phase II of the trial was scheduled to commence in January 2006. As a result of ASARCO's bankruptcy filing, the Idaho Federal Court vacated the January 2006 trial date. We anticipate the Court will schedule a status conference to address rescheduling the Phase II trial date sometime in early to mid-2010.

In 2003, we estimated the range of potential liability for remediation in the Basin to be between \$18 million and \$58 million and accrued the minimum of the range, as we believed no amount in the range was more likely than any other amount at that time. In the second quarter of 2007, we determined that the cash payment approach to estimating our potential liability used in 2003 was not reasonably likely to be successful, and changed to an approach of estimating our liability through the implementation of actual remediation in portions of the Basin. Accordingly, we finalized an upper Basin cleanup plan, including a cost estimate, and reassessed our potential liability for remediation of other portions of the Basin, which caused us to increase our estimate of potential liability for Basin cleanup to the range of \$60.0 million to \$80.0 million. Accordingly, in June 2007, we recorded a provision of \$42.0 million, which increased our total liability for remediation in the Basin from \$18.0 million to \$60.0 million, the low end of the estimated range of liability, with no amount in the range being more likely than any other amount. The liability is not discounted, as the timing of the expenditures is uncertain, but is expected to occur over the next 20 to 30 years.

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In expert reports exchanged with the defendants in August and September 2004, the United States claimed to have incurred approximately \$87.0 million for past environmental study, remediation and legal costs associated with the Basin for which it is alleging it is entitled to reimbursement in Phase II. In its claims filed in the ASARCO bankruptcy case, the U.S. increased this claim to \$180 million. A portion of these costs is also included in the work to be done under the ROD. With respect to the United States' past cost claims, as of September 30, 2009, we have determined a potential range of liability for this past response cost to be \$5.6 million to \$13.6 million, with no amount in the range being more likely than any other amount.

Although the United States has previously issued its ROD proposing a clean-up plan totaling approximately \$359.0 million and its past cost claim is \$87.0 million, based upon the Court's prior orders, including its September 2003 order and other factors and issues to be addressed by the Court in Phase II of the trial, we currently estimate the range of our potential liability for both past costs and remediation (but not natural resource damages as discussed above) in the Basin to be \$65.6 million to \$93.6 million (including the potential range of liabilities of \$60.0 million to \$80.0 million for Basin cleanup, and \$5.6 million to \$13.6 million for the United States' past cost claims as discussed above), with no amount in the range being more likely than any other number at this time. We have accrued the minimum liability within this range, which at September 30, 2009, was \$65.6 million. It is possible that our ability to estimate what, if any, additional liability we may have relating to the Basin may change in the future depending on a number of factors, including but not limited to information obtained or developed by us prior to Phase II of the trial and its outcome, and, any interim court determinations. There can be no assurance as to the outcome of the Coeur d'Alene River Basin environmental claims and we believe it is possible that a combination of various events, as discussed above, or other events could be materially adverse to our financial results or financial condition.

### *Insurance Coverage Litigation*

In 1991, we initiated litigation in the Idaho District Court, County of Kootenai, against a number of insurance companies that provided comprehensive general liability insurance coverage to us and our predecessors. We believe the insurance companies have a duty to defend and indemnify us under their policies of insurance for all liabilities and claims asserted against us by the EPA and the Tribe under CERCLA related to the Bunker Hill site and the Basin. In 1992, the Idaho State District Court ruled that the primary insurance companies had a duty to defend us in the Tribe's lawsuit. During 1995 and 1996, we entered into settlement agreements with a number of the insurance carriers named in the litigation. Prior to 2009, we have received a total of approximately \$7.2 million under the terms of the settlement agreements. Thirty percent of these settlements were paid to the EPA to reimburse the U.S. Government for past costs under the Bunker Hill Decree. Litigation is still pending against one insurer with trial suspended until the underlying environmental claims against us are resolved or settled. The remaining insurer in the litigation, along with a second insurer not named in the litigation, is providing us with a partial defense in all Basin environmental litigation. As of September 30, 2009, we have not recorded a receivable or reduced our accrual for reclamation and closure costs to reflect the receipt of any potential insurance proceeds.

### *Mexico Litigation*

In Mexico, our wholly owned subsidiary, Minera Hecla, S.A de C.V., has been involved in two cases in the State of Durango, Mexico, concerning title to the Velardeña mill. The Velardeña mill, which processed ore from our now closed San Sebastian mine, was placed on care and maintenance upon closure of the mine. In January 2009, we began negotiations to sell the mill to the claimant in the Mexico litigation. We reached an agreement to sell the mill and resolve the claims in the litigation and the transaction closed in March 2009 (see *Note 15* for more information). As part of the Asset Purchase Agreement, the parties agreed to work cooperatively under the applicable procedures of Mexican law to dismiss the litigation between the parties. As of September 30, 2009, the trial court rulings have been dismissed, and the litigation is concluded.



*BNSF Railway Company Claim*

In early November 2008, legal counsel for the BNSF Railway Company ( BNSF ) submitted a contribution claim under CERCLA against us for approximately \$52,000 in past costs BNSF incurred in investigation of environmental conditions at the Wallace Yard near Wallace, Idaho. BNSF asserts that a portion of the Wallace Yard site includes the historic Hercules Mill owned and operated by Hercules Mining Company and that Hecla Limited is a successor to Hercules Mining Company. BNSF proposes that we reimburse them for the \$52,000 in past costs and agree to pay all future clean up for the Hercules mill portion of the site, estimated to be \$291,000, and 12.5% of any other site costs that cannot be apportioned. We requested and received additional information from BNSF and are investigating the claim, but do not believe that the outcome of this claim will have a material adverse effect on our results from operations or financial position. We have not recorded a liability relating to the claim as of September 30, 2009.

*Rio Grande Silver Guaranty*

On February 21, 2008, our wholly-owned subsidiary, Rio Grande Silver Inc. ( Rio ), entered into an agreement with Emerald Mining & Leasing, LLC ( EML ) and Golden 8 Mining, LLC ( G8 ) to acquire the right to earn-in to a 70% interest in the San Juan Silver Joint Venture, which holds a land package in the Creede Mining District of Colorado. On October 24, 2008, Rio entered into an amendment to the agreement which delays the incurrence of qualifying expenses to be paid by Rio pursuant to the original agreement. In connection with the amended agreement, we are required to guarantee certain environmental remediation-related obligations of EML and G8 to Homestake Mining Company of California ( Homestake ) up to a maximum liability to us of \$2.5 million. As of September 30, 2009, we have not been required to make any payments pursuant to the guaranty. We may be required to make payments in the future, limited to the \$2.5 million maximum liability, should EML and G8 fail to meet their obligations to Homestake (which has since been acquired by Barrick). However, to the extent that any payments are made by us under the guaranty, EML and G8, in addition to other parties named in the amended agreement, have jointly and severally agreed to reimburse and indemnify us for any such payments. We have not recorded a liability relating to the guaranty as of September 30, 2009.

*Lucky Friday Water Permit Exceedances*

In late 2008 and during 2009, we experienced a number of water permit exceedances for water discharges at our Lucky Friday unit. In April 2009, we entered into a Consent Agreement and Final Order ( CAFO ) and a Compliance Order with the EPA, which included an extended compliance timeline. In connection with the CAFO, we agreed to pay an administrative penalty to the EPA of \$177,500 to settle any liability for such exceedances. We are undertaking efforts that we believe will be successful in bringing our water discharges at the Lucky Friday unit into compliance with the permit, but cannot provide assurances that we will be able to fully comply with the permit limits, particularly in the near future.

*Other Commitments*

Our contractual obligations as of September 30, 2009 included approximately \$0.5 million for various capital projects at the Greens Creek and Lucky Friday units, and approximately \$11.6 million for commitments relating to non-capital items at Greens Creek. In addition, our commitments relating to open purchase orders at September 30, 2009 included approximately \$0.1 million and \$0.2 million, respectively, for various capital items at the Greens Creek and Lucky Friday units, and approximately \$0.3 million and \$0.2 million, respectively, for various non-capital costs. We also have total commitments of approximately \$5.5 million relating to scheduled payments on capital leases for equipment at our Greens Creek and Lucky Friday units (see *Note 11* for more information).

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We periodically use derivative financial instruments to manage certain interest rate and other financial risks. In May 2008, we entered into an interest rate swap agreement that had the economic effect of modifying the LIBOR-based variable interest obligations associated with our term debt facility. However, in October 2009 we paid-off the remaining balance on our term debt facility and settled our remaining obligation under the swap agreement. See *Note 13* for more information on our interest rate swap.

### *Other Contingencies*

We are subject to other legal proceedings and claims not disclosed above which have arisen in the ordinary course of our business and have not been finally adjudicated. These can include, but are not limited to, legal proceedings and/or claims pertaining to environmental or safety matters. Although there can be no assurance as to the ultimate disposition of these other matters, we believe the outcome of these other proceedings will not have a material adverse effect on our results from operations or financial position.

### **Note 7. Earnings Per Common Share**

We are authorized to issue 400,000,000 shares of common stock, \$0.25 par value per share, of which 236,575,050 shares were issued at September 30, 2009.

The following table reconciles weighted average common shares used in the computations of basic and diluted earnings per share for the three-month and nine-month periods ended September 30, 2009 and 2008 (in thousands, except per-share amounts):

|  | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2009</b>                                 | <b>2008</b> | <b>2009</b>                                | <b>2008</b> |
| <b>Numerator</b>   |   |             |  |             |
| Income (loss) from continuing operations   | \$ 25,946                                   | \$ (3,766)  | \$ 35,757                                  | \$ (511)    |
| Preferred stock dividends  | (3,408)                                     | (3,408)     | (10,225)                                   | (10,225)    |
| Income (loss) from continuing operations applicable to common shares                   | 22,538                                      | (7,174)     | 25,532                                     | (10,736)    |
| Loss on discontinued operations, net of tax  |   | (15)        |  | (17,395)    |
| Gain (loss) on sale of discontinued operations, net of tax                             |   | 25          |  | (11,347)    |
| Net income (loss) applicable to common shares for basic and diluted earnings per share | \$ 22,538                                   | \$ (7,164)  | \$ 25,532                                  | \$ (39,478) |
| <b>Denominator</b>   |   |             |  |             |
| Basic weighted average common shares   | 236,379                                     | 136,148     | 220,523                                    | 128,882     |
| Dilutive stock options and restricted stock  | 7,958                                       |             | 3,204                                      |             |
| Diluted weighted average common shares   | 244,337                                     | 136,148     | 223,727                                    | 128,882     |
| <b>Basic earnings per common share</b>   |   |             |  |             |
| Income (loss) from continuing operations   | \$ 0.10                                     | \$ (0.05)   | \$ 0.12                                    | \$ (0.08)   |
| Loss from discontinued operations  |   |             |  | (0.14)      |
| Loss on sale of discontinued operations  |   |             |  | (0.09)      |
| Net income (loss) applicable to common shares  | \$ 0.10                                     | \$ (0.05)   | \$ 0.12                                    | \$ (0.31)   |
| <b>Diluted earnings per common share</b>   |   |             |  |             |
| Income (loss) from continuing operations   | \$ 0.09                                     | \$ (0.05)   | \$ 0.11                                    | \$ (0.08)   |
| Loss from discontinued operations  |   |             |  | (0.14)      |
| Loss on sale of discontinued operations  |   |             |  | (0.09)      |
| Net (loss) income applicable to common shares  | \$ 0.09                                     | \$ (0.05)   | \$ 0.11                                    | \$ (0.31)   |

Diluted income per share for the three and nine months ended September 30, 2009 and 2008 exclude the potential effects of outstanding shares of our convertible preferred stock, as their conversion and exercise would have no effect on the calculation of dilutive shares.

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Options to purchase 1,713,925 shares of our common stock and warrants to purchase 12,173,913 shares of our common stock were not included in the computation of diluted earnings per share in the three- and nine-month periods ended September 30, 2009, as the exercise price of the options and warrants exceeded the average price of our stock during the periods and therefore would not affect the calculation of earnings per share. Options to purchase 1,542,060 shares of our common stock and 132,028 restricted share unit awards were not included in the computation of diluted earnings per share in the three- and nine-month periods ended September 30, 2008, as our reported net losses for those periods would cause their conversion and exercise to have no effect on the calculation of earnings per share.

### **Note 8. Business Segments**

We are currently organized and managed by two segments, which represent our operating units: the Greens Creek unit and the Lucky Friday unit.

Prior to the first quarter of 2009, we reported an additional segment, the San Sebastian unit, for our various properties and exploration activities in Mexico. However, as a result of a recent work force reduction and a decrease in exploration activity there resulting from a company-wide cash conservation effort, and our ownership of 100% of Greens Creek (discussed further below), we have determined that the San Sebastian unit no longer meets the criteria for disclosure as a reportable segment as of and for the three- and nine-month periods ended September 30, 2009. The corresponding information for all periods presented has been restated.

Prior to the second quarter of 2008, we also reported a fourth segment, the La Camorra unit, representing our operations and various exploration activities in Venezuela. On June 19, 2008, we entered into an agreement to sell our wholly owned subsidiaries holding our business and operations in Venezuela, with the transaction closing on July 8, 2008. Our Venezuelan activities are reported as discontinued operations on the Condensed Consolidated Statement of Operations and Cash Flows for all periods presented (see *Note 5. Discontinued Operations*). As a result, we have determined that it is no longer appropriate to present a separate segment representing our operations in Venezuela.

On April 16, 2008, we completed the acquisition of the companies owning 70.3% of the joint venture operating the Greens Creek mine for \$700 million in cash and 4,365,000 shares of our common stock, resulting in 100% ownership of Greens Creek by our various wholly-owned subsidiaries. Accordingly, the information on our segments presented below reflects our 100% ownership of Greens Creek as of the April 16, 2008 acquisition date, and our previous 29.7% ownership interest prior to that date.

General corporate activities not associated with operating units and their various exploration activities, as well as discontinued operations and idle properties, are presented as other. Interest expense, interest income and income taxes are considered general corporate items, and are not allocated to our segments.

The following tables present information about reportable segments for the three and nine months ended September 30, 2009 and 2008 (in thousands):

|  | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |            |
|--|-------------------------------------|-----------|------------------------------------|------------|
|  | 2009                                | 2008      | 2009                               | 2008       |
| <b>Net sales from continuing operations to unaffiliated customers:</b> |                                     |           |                                    |            |
| Greens Creek   | \$ 71,670                           | \$ 53,894 | \$ 167,240                         | \$ 118,211 |
| Lucky Friday   | 23,511                              | 14,591    | 57,272                             | 55,235     |
|  | \$ 95,181                           | \$ 68,485 | \$ 224,512                         | \$ 173,446 |
| <b>Income (loss) from operations:</b>                                  |                                     |           |                                    |            |
| Greens Creek   | \$ 27,391                           | \$ 6,364  | \$ 55,250                          | \$ 8,663   |
| Lucky Friday   | 9,333                               | 3,161     | 16,662                             | 17,881     |
| Other  | (7,419)                             | (7,679)   | (16,525)                           | (30,611)   |
|  | \$ 29,305                           | \$ 1,846  | \$ 55,387                          | \$ (4,067) |

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The following table presents identifiable assets by reportable segment as of September 30, 2009 and December 31, 2008 (in thousands):

|                      | September 30,<br>2009 | December 31,<br>2008 |
|----------------------|-----------------------|----------------------|
| Identifiable assets: |                       |                      |
| Greens Creek         | \$ 789,569            | \$ 800,030           |
| Lucky Friday         | 117,566               | 103,748              |
| Other                | 131,144               | 85,013               |
|                      | \$ 1,038,279          | \$ 988,791           |

**Note 9. Employee Benefit Plans**

We sponsor defined benefit pension plans covering most U.S. employees. Net periodic pension cost (income) for the plans consisted of the following for the three and nine months ended September 30, 2009 and 2008 (in thousands):

|                                    | Three Months Ended<br>September 30, |         |                |        |
|------------------------------------|-------------------------------------|---------|----------------|--------|
|                                    | Pension Benefits                    |         | Other Benefits |        |
|                                    | 2009                                | 2008    | 2009           | 2008   |
| Service cost                       | \$ 568                              | \$ 493  | \$ 4           | \$ 350 |
| Interest cost                      | 915                                 | 917     | 13             | 135    |
| Expected return on plan assets     | (1,168)                             | (1,587) |                |        |
| Amortization of prior service cost | 151                                 | 136     | (1)            | 165    |
| Amortization of net gain           | 307                                 | 5       | (10)           |        |
| Net periodic benefit cost (income) | \$ 773                              | \$ (36) | \$ 6           | \$ 650 |

|                                    | Nine Months Ended<br>September 30, |          |                |          |
|------------------------------------|------------------------------------|----------|----------------|----------|
|                                    | Pension Benefits                   |          | Other Benefits |          |
|                                    | 2009                               | 2008     | 2009           | 2008     |
| Service cost                       | \$ 1,702                           | \$ 1,194 | \$ 11          | \$ 618   |
| Interest cost                      | 2,746                              | 2,724    | 41             | 272      |
| Expected return on plan assets     | (3,505)                            | (4,822)  |                |          |
| Amortization of prior service cost | 452                                | 380      | (2)            | 289      |
| Amortization of net (gain) loss    | 924                                | (25)     | (32)           | (25)     |
| Net periodic benefit cost (income) | \$ 2,319                           | \$ (549) | \$ 18          | \$ 1,154 |

We do not expect to contribute to the pension plans during the year.

At the end of March 2009 we made the decision to terminate a post-retirement medical benefit plan covering employees at our Greens Creek unit. Notification of the termination was sent to the plan participants on March 31, 2009. As a result, we recognized a \$9 million non-cash gain on termination of the plan during the first quarter of 2009.

**Note 10. Shareholders Equity***Share-based Compensation Plans*

We periodically grant stock options and/or restricted stock unit awards to our employees. We measure the fair value of compensation cost for stock options issued pursuant to our plans using the Black-Scholes options pricing model. Stock option grants generally vest immediately; however, grants to individual executives upon hiring vest over a defined service period, with cost amortized over that period. We measure compensation cost for restricted stock unit grants at the closing price of our stock at the time of grant, net of estimated forfeiture. Restricted stock unit grants vest after a named period, usually one year, with compensation cost amortized over that period.

On May 28, 2009 the board of directors granted, under already existing plans, 559,685 stock options vesting on the grant date. The grant-date exercise price of the stock options is \$3.42. The options expire 5 years after grant. The fair value of the stock options granted during 2009 was measured using the following assumptions:

| Grant Date   | Expected Life | Expected Volatility | Risk-Free Interest Rate | Grant Date Fair Value per Option |
|--------------|---------------|---------------------|-------------------------|----------------------------------|
| May 28, 2009 | 2.67 years    | 90%                 | 1.99%                   | \$1.91                           |

On May 28, 2009 the board of directors also granted 74,830 stock units that vested immediately, and 464,622 restricted stock units that vest in May 2010.

In March 2009, certain portions of employee bonuses, which were accrued at December 31, 2008, were paid with 1,784,671 stock units. Of these units, 739,350 were distributed as shares of common stock issued to the employees in March of 2009. The remaining 1,045,321 units have been deferred and will be distributed as common shares on January 2, 2010.

Share-based compensation expense for stock option and restricted stock unit grants recorded in the first nine months of 2009 totaled \$2.3 million, compared to \$3.7 million in the same period last year.

*Private Placement Offering*

On June 2, 2009, we entered into a definitive agreement to sell securities in a private placement for gross proceeds of approximately \$60 million, which closed on June 4, 2009. The securities in the sale included:

Approximately 17.4 million shares of our common stock.

Series 4 warrants to purchase up to approximately 12.2 million shares of our common stock at an exercise of \$3.68 per share, subject to certain adjustments. The Series 4 warrants are exercisable on December 7, 2009 and during the 181 day period following that date.

The units, including common stock and warrants, were priced at \$3.45 per unit, resulting in gross proceeds of approximately \$60 million. Net proceeds to us were approximately \$57.5 million after related expenses (including placement fees). In arriving at the relative values of the common stock and warrants, we used the Black-Scholes option pricing model with a risk-free interest rate of 1.99%, stock price at closing on the date before issuance of \$3.33, volatility of 131%, dividend yield of 0%, and terms equal to the terms of the warrants. The relative values of our stock and warrants, in thousands, were:

|  | Shares     | Value     |
|--|------------|-----------|
| Common Stock                               | 17,391,302 | \$ 43,393 |
| Series 4 warrants to purchase Common Stock | 12,173,913 | 14,168    |
| Total                                      |            | \$ 57,561 |

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*Underwritten Offering*

Pursuant to our Form S-3 registration statement, on February 4, 2009, we entered into a definitive agreement for an underwritten public offering of securities for aggregate proceeds of \$71.3 million, including the underwriters' exercise of their over-allotment option. The offering closed on February 5, 2009. The securities in the sale included:

Approximately 36.8 million shares of our common stock.

Series 3 warrants to purchase up to approximately 18.4 million shares of our common stock at an exercise price of \$2.50 per share, expiring in five years. The Series 3 warrants are exercisable from August 10, 2009 through August 10, 2014.

The units, including common stock and warrants, were priced at \$2.05 per unit, resulting in gross proceeds of \$75.4 million. Net proceeds to us were approximately \$71 million after related expenses (including underwriting fees). In arriving at the relative values of the common stock and warrants, we used the Black-Scholes option pricing model with a risk-free interest rate of 1.99%, stock price at closing on the date before issuance of \$1.74, volatility of 73%, dividend yield of 0%, and terms equal to the terms of the warrants. The relative values of our stock and warrants, in thousands, were:

|  | Shares     | Value            |
|--|------------|------------------|
| Common Stock                               | 36,800,000 | \$ 56,135        |
| Series 3 warrants to purchase Common Stock | 18,400,000 | 14,816           |
| <b>Total</b>                               |            | <b>\$ 70,951</b> |

The following table summarizes certain information about our stock purchase warrants at September 30, 2009:

|   | Warrants          | Exercise Price | Value at Issuance Date (in thousands) | Expiration/Exercise Date |
|---|-------------------|----------------|---------------------------------------|--------------------------|
| <b>Warrants Issued:</b>                           |                   |                |                                       |                          |
| Series 1 warrants to purchase Common Stock        | 7,682,927         | \$ 2.45        | \$ 5,335                              | June 2014                |
| Series 1 warrants to purchase Common Stock        | 460,976           | 2.56           |                                       | June 2014                |
| Series 2 warrants to purchase Common Stock        | 7,682,927         | 2.35           | 620                                   | February 2009            |
| Series 3 warrants to purchase Common Stock        | 18,400,000        | 2.50           | 14,816                                | August 2014              |
| Series 4 warrants to purchase Common Stock        | 12,173,913        | 3.68           | 14,168                                | May 2010                 |
| <b>Total Warrants Issued</b>                      | <b>46,400,743</b> |                | <b>34,939</b>                         |                          |
| <b>Warrants Exercised:</b>                        |                   |                |                                       |                          |
| Series 3 warrants to purchase Common Stock        | (15,000)          | 2.50           | (12)                                  | September 2009           |
| <b>Warrants Expired:</b>                          |                   |                |                                       |                          |
| Series 2 warrants to purchase Common Stock        | (7,682,927)       | 2.35           | (620)                                 | February 2009            |
| <b>Total Warrants Outstanding and Exercisable</b> | <b>38,702,816</b> |                | <b>\$ 34,307</b>                      |                          |

*12% Convertible Preferred Stock*

In connection with the Fourth Amendment of our credit agreement in February 2009, we established a new series of 12% Convertible Preferred Stock. Pursuant to the amended and restated credit agreement, 42,621 shares of the 12% Convertible Preferred Stock were issued to the lenders in February 2009 and valued at \$4.3 million at the time of issuance. In addition, we agreed to issue to the lenders an aggregate amount of 12% Convertible Preferred Stock equal to 3.75% of the aggregate principal amount of the term facility outstanding on each subsequent July 1<sup>st</sup> and January 1<sup>st</sup> that the term loan is outstanding until the term facility is paid in full. However, we entered into a Fifth Amendment of our credit agreement in June 2009 which waived, through September 15, 2009, the 3.75% semiannual fee to be paid in the 12% Convertible Preferred Stock. The fee waiver was extended in September 2009 for an additional month, until October 15, 2009, and we repaid the remaining outstanding principal balance on the credit facility on October 14, 2009. See *Note 11* for more information on our credit facilities.

The terms of our 12% Convertible Preferred Stock require that we redeem all outstanding shares of stock on the five-year anniversary of its issuance date at a price equal to the sum of the liquidation preference and all accumulated and unpaid dividends. We have therefore classified the preferred stock as a non-current liability on our balance sheet, including the accrual of interest expense for dividends in arrears on the shares. The liability balance was \$3.1 million as of September 30, 2009.

In July of 2009, certain holders of 12% Convertible Preferred Stock converted 13,700 shares of their preferred stock into 828,326 shares of common stock pursuant to the Certificate of Designations of the 12% Convertible Preferred Stock. In October of 2009, the holders of the 12% Convertible Preferred Stock converted their remaining 28,921 preferred shares into 1,801,171 shares of common stock pursuant to the Certificate of Designations, and there are no longer any shares of 12% Convertible Preferred Stock outstanding. See *Note 17* for more information.

**Note 11. Debt and Capital Leases**

Debt and capital lease obligations consist of the following:

|   | September 30,<br>2009 | December 31<br>2008 |
|---|-----------------------|---------------------|
| Long-term debt  | \$                    | \$ 121,667          |
| Short-term debt   | 38,337                | 40,000              |
| Capital lease obligations   | 5,244                 |                     |
| Total debt and capital lease obligations                            | 43,581                | 161,667             |
| Less: Current maturities  | (39,906)              | (48,018)            |
| Non-current portion of long-term debt and capital lease obligations | \$ 3,675              | \$ 113,649          |

The annual maturities of all long-term debt and capital lease commitments are:

| Twelve-month period ending September 30, | Long-term debt | Capital Leases |
|--|----------------|----------------|
| 2010                                     | \$ 38,337      | \$ 1,569       |
| 2011                                     |                | 1,595          |
| 2012                                     |                | 2,080          |
| Total                                    | \$ 38,337      | \$ 5,244       |

*Credit Facilities*

On April 16, 2008, our existing revolving credit agreement was amended and restated in connection with our acquisition of the companies owning 70.3% of the joint venture operating the Greens Creek mine. The amended and restated agreement involved a \$380 million facility, consisting of a \$140 million three-year term facility originally maturing on March 31, 2011, which was fully drawn upon closing of the Greens Creek transaction, and a \$240 million bridge facility, which originally was scheduled to mature in October 2008. We utilized \$220 million from the bridge facility at the time of closing the Greens Creek transaction, and used the remaining \$20 million balance for general corporate purposes in September 2008.

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The first term facility principal payment of \$18.3 was paid on September 30, 2008. We applied \$162.9 million in proceeds from the public offering of 34.4 million shares of our common stock against the bridge loan principal balance during the third quarter of 2008. On October 16, 2008, we repaid an additional \$37.1 million of the bridge facility balance and reached an agreement with our bank syndicate to extend the remaining \$40 million outstanding bridge facility balance until February 16, 2009. In December 2008, we reached an agreement with the bank syndicate to move the \$18.3 million term facility principal payment originally scheduled for December 31, 2008 to February 13, 2009, and repayment of the \$40 million bridge facility balance was due on February 13, 2009 as a result of the amendment. On February 3, 2009, we again amended the terms of the credit agreement to defer all scheduled term facility principal payments due in 2009, totaling \$66.7 million, to 2010 and 2011.

On February 4, 2009, we entered into an agreement to sell 32 million units comprised of one share of common stock and one-half Series 3 Warrant to purchase one share of common stock in an underwritten public offering for proceeds of approximately \$65.6 million. On February 6, 2009, the underwriters exercised their over-allotment option in connection with the original offering, resulting in the issuance and sale of 4.8 million additional units for additional proceeds of approximately \$9.8 million. We applied \$40 million of the total proceeds to the retirement of our outstanding bridge facility balance on February 10, 2009. In accordance with the credit facilities, we also reduced our term loan by approximately \$8 million in February 2009.

On June 4, 2009, we completed the sale in a private placement of 17.4 million shares of our common stock and Series 4 Warrants to purchase 12.2 million shares of our common stock for gross proceeds of \$60 million (see *Note 10* for more information). \$57.2 million of the proceeds were applied against the outstanding term facility balance in June 2009.

On June 29, 2009, we made an \$18.2 million prepayment of our term facility principal balance under an additional amendment to our credit facility under which principal payments of \$15 million were to be made on March 31 and June 30, 2010, with a final payment of \$8.3 million due on September 30, 2010. As a result, the \$38.3 million outstanding term facility balance as of September 30, 2009 was classified as current. However, we repaid the remaining \$38.3 million term facility balance on October 14, 2009 (see *Note 17* for more information).

The December 2008 amendment to the credit agreement to defer the \$18.3 million principal payment discussed above also resulted in a change to the interest rate on the term facility from an applicable margin of 2.25% and 3.00% over the London InterBank Offered Rate (LIBOR) to an applicable margin of 6% over LIBOR, or an alternative base rate plus an applicable margin of 5.00%. However, we entered into an interest rate swap agreement to manage the effects of interest rate volatility on the term facility (see *Note 13*). The \$38.3 million term facility balance outstanding at September 30, 2009 was subject to the interest rate swap and had an interest rate of 9.38% at September 30, 2009. The interest rate applicable margins did not change as a result of the February 3 and June 29, 2009 amendments to the agreement. During the first nine months of 2009, we incurred interest expense totaling \$10.8 million for the term facility, including amortization of loan origination fees and net expense incurred for the interest rate swap. The bridge facility had an interest rate of either LIBOR plus 6.00% or an alternative base rate plus 5.00%. During the first quarter of 2009, we incurred interest expense totaling \$2.3 million, including amortization of loan origination fees, for the bridge facility prior to our repayment of the outstanding balance in February 2009. Total interest expense incurred for our credit facilities for the first nine months of 2009 included \$3.6 million for the amortization of loan origination fees and net expense of \$2.6 million related to interest rate swap adjustments.



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The February 3, 2009 amendment to the credit agreement also required us to pay an additional fee to our lenders upon effectiveness of the amendment, and on each subsequent July 1<sup>st</sup> and January 1<sup>st</sup>, by issuing to the lenders an aggregate amount of a new Series of 12% Convertible Preferred Stock (discussed further in *Note 10*) equal to 3.75% of the aggregate principal amount of the term facility outstanding on February 10, 2009 and on each July 1<sup>st</sup> and January 1<sup>st</sup> thereafter until the term facility is paid off in full. Pursuant to this requirement, 42,621 shares of 12% Convertible Preferred Stock valued at \$4.3 million were issued to the lenders in February 2009. However, the June 2009 amendment to our credit agreement waived, through September 15, 2009, the 3.75% semiannual fee paid in 12% Convertible Preferred Stock. The fee waiver was extended for an additional month in September 2009, until October 15, 2009, and we repaid the remaining outstanding balance on the term facility on October 14, 2009. In July 2009, 13,700 of the 12% Convertible Preferred Shares were converted to common stock, with the remaining 28,921 shares converted in October 2009.

\$0.7 million in interest expense incurred on our credit facilities was capitalized and \$2.5 million was recorded to expense during the three months ended September 30, 2009. \$1.9 million in interest expense incurred was capitalized and \$9.6 million was recorded to expense during the nine months ended September 30, 2009.

The credit agreement included various covenants and information and reporting requirements. The covenants included the requirement that our aggregate capital expenditures and exploration costs not exceed \$75 million from January 15, 2009 through January 15, 2010. In addition, the covenants included a requirement to achieve a minimum earnings before interest, taxes, depreciation and amortization ( EBITDA ) level of approximately \$8.0 million for the period January 1 through September 30, 2009. The covenants also required us to maintain a minimum level of unencumbered cash and equivalents of \$8.7 million as of September 30, 2009. We were in compliance with our covenants and other requirements related to the amended and restated credit agreement as of September 30, 2009.

On October 14, 2009, we entered into a \$60 million revolving credit agreement. See *Note 17. Subsequent Events* for more information.

### *Capital Leases*

We entered into two 36-month lease agreements in January 2009 for equipment at our Greens Creek and Lucky Friday units, which we have determined to be capital leases. As of September 30, 2009, we recorded \$5.9 million for the gross amount of assets acquired under the capital leases, net of \$0.7 million in accumulated depreciation, in *Properties, plants, equipment and mineral interests*. We recorded a total liability balance of \$5.2 million at September 30, 2009 relating to the lease obligations, with \$1.5 million of the liability classified as current and included in *Current portion of long-term debt and capital leases* and the remaining \$3.7 million included in *Long-term debt and capital leases*. The total obligation for future minimum future lease payments was \$5.5 million at September 30, 2009, with \$0.3 million attributed to interest.

### **Note 12. Developments in Accounting Pronouncements**

In August 2009, Accounting Standards Update ( ASU ) 2009-05, *Measuring Liabilities at Fair Value*, was issued to provide guidance on how to measure the fair value of liabilities when observable market information is not available. ASU 2009-05 is effective for the first reporting period (including interim periods) beginning after issuance. Adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In December 2008, FASB Financial Staff Position ( FSP ) No. FAS 132(R)-1, *Employers' Disclosures about Postretirement Benefit Plan Assets* (ASC 715), was issued to provide guidance on an employer's disclosures about plan assets of a defined benefit pension or other post-retirement plan. This guidance is effective for fiscal years ending after December 15, 2009. Adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

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In June 2009, the FASB issued Statement of Financial Accounting Standards No. 166, *Accounting for Transfers of Financial Assets* an amendment of FASB Statement No. 140 ( SFAS 166 ) (ASC 860), which requires entities to provide more information regarding sales of securitized financial assets and similar transactions, particularly if the entity has continuing exposure to the risks related to transferred financial assets. This guidance eliminates the concept of a qualifying special-purpose entity, changes the requirements for derecognizing financial assets and requires additional disclosures. The guidance is effective for fiscal years beginning after November 15, 2009. Adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 167, *Amendments to FASB Interpretation No. 46(R)* ( SFAS 167 ) (ASC 810), which modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. This guidance clarifies that the determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. The guidance requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity, and also requires additional disclosures about a company's involvement in variable interest entities and any significant changes in risk exposure due to that involvement. The guidance is effective for fiscal years beginning after November 15, 2009. Adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

### **Note 13. Derivative Instruments**

At times, we use commodity forward sales commitments, commodity swap contracts and commodity put and call option contracts to manage our exposure to fluctuation in the prices of certain metals which we produce. Contract positions are designed to ensure that we will receive a defined minimum price for certain quantities of our production, thereby partially offsetting our exposure to fluctuations in the market. These instruments do, however, expose us to other risks, including the amount by which the contract price exceeds the spot price of a commodity, and nonperformance by the counterparties to these agreements. At September 30, 2009, we had no outstanding forward sales contracts, commodity put and call options contracts or other commodity hedging positions.

We periodically use derivative financial instruments to manage interest rate risk. In May 2008, we entered into an interest rate swap agreement that had the economic effect of modifying the LIBOR-based variable interest obligations associated with our term facility. As a result, the interest payable related to the \$38.3 million term facility balance at September 30, 2009 was effectively fixed at a rate of 9.38% until the scheduled maturity on September 30, 2010 per the amended and restated credit facility. See *Note 1 Q. Risk Management Contracts* in our annual report filed on Form 10-K for the year ended December 31, 2008 for more information. Hedge accounting was applied for this swap and the terms of the interest rate swap agreement including the notional amounts, interest rate reset dates, and maturity dates matched the terms of the hedged note to which the swap agreement pertains. At inception and on an ongoing basis, we performed an effectiveness test using the hypothetical derivative method, and the swap was determined to be highly effective at offsetting changes in the fair value of the hedged note. The fair value of the swap was calculated using the discounted cash flow method based on market observable inputs. On October 14, 2009, we repaid the remaining \$38.3 million term facility balance (see *Note 17* for more information). As a result, we determined hedge accounting for the swap to be inappropriate as of September 30, 2009, and wrote-off the remaining \$0.8 million accumulated unrealized loss and recorded a \$38,000 mark-to-market adjustment for the fair value of the swap through interest expense in the third quarter of 2009. We paid \$0.7 million in October 2009 to settle the remaining fair value liability associated with the swap as of September 30, 2009. See *Note 11 of Notes to Condensed Consolidated Financial Statements* for more information on our credit facilities.

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On February 3, 2009, we reached an agreement to amend the terms of our credit facilities to defer all scheduled term facility principal payments due in 2009, totaling \$66.7 million, to 2010 and 2011. On June 8, 2009, we repaid \$57.1 million of the outstanding term credit facility balance using proceeds from a private placement equity offering (see *Note 10* for more information), and on June 29, 2009, we repaid an additional \$18.2 million of the outstanding term facility balance as a part of another amendment to our term credit facility (see *Note 11*). As a result of these credit facility amendments and repayments, the hedging relationship was de-designated and a new hedging relationship was re-designated in each case. A final retrospective hedge effectiveness assessment was performed on the prior hedging relationships at the date of each de-designation, and only the May 5, 2008 hedging relationship was determined to be ineffective for the first quarter ended March 31, 2009. Consequently, the change in fair value of the swap of \$0.1 million between December 31, 2008 and February 3, 2009 was recorded as a gain on the income statement. The amount of unrealized loss included in accumulated other comprehensive income relating to the prior hedge was recognized in the income statement in the third quarter of 2009, as the remaining term facility balance was repaid in October 2009.

### Note 14. Fair Value Measurement

Effective January 1, 2008, for our financial assets and liabilities, and January 1, 2009, for our non-financial assets and liabilities, disclosure requirements have been expanded to include the following information for each major category of assets and liabilities that are measured at fair value on a recurring basis:

- a. The fair value measurement;
- b. The level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3);
- c. For fair value measurements using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes during the period attributable to the following:
  - 1) Total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities);
  - 2) The amount of these gains or losses attributable to the change in unrealized gains or losses relating to those assets liabilities still held at the reporting period date and a description of where those unrealized gains or losses are reported;
  - 3) Purchases, sales, issuances, and settlements (net); and
  - 4) Transfers in and/or out of Level 3.

The table below sets forth our assets and liabilities (in thousands) measured at fair value on a recurring and non-recurring basis and the fair value calculation input hierarchy level that we have determined applies to each asset and liability category.

|  | Balance at<br>September 30,<br>2009 | Balance at<br>December 31,<br>2008 | Input<br>Hierarchy<br>Level |
|--|-------------------------------------|------------------------------------|-----------------------------|
| <b><u>Recurring fair value measurements:</u></b>                   |                                     |                                    |                             |
| Assets:  |                                     |                                    |                             |
| Cash and cash equivalents  | \$ 84,662                           | \$ 36,470                          | Level 1                     |
| Investments  | 2,717                               |                                    |                             |
| Trade accounts receivable  | 41,569                              | 8,314                              | Level 2                     |
| Other current assets - current restricted cash                     | 808                                 | 2,107                              | Level 1                     |
| Non-current investments  | 2,483                               | 3,118                              | Level 1                     |
| Non-current restricted cash  | 10,945                              | 13,133                             | Level 1                     |
| Liabilities:   |                                     |                                    |                             |
| Other non-current liabilities interest rate swap                   | 707                                 | 2,481                              | Level 2                     |
| <b><u>Nonrecurring fair value measurements:</u></b>                |                                     |                                    |                             |
| Liabilities:   |                                     |                                    |                             |
| Accrued reclamation and closure costs asset retirement obligations | 35,794                              | 32,004                             | Level 3                     |

The accounting guidance pertaining to asset retirement obligations requires us to record a liability for the present value of our estimated environmental remediation costs, and the related asset created with it, in the period in which the liability is incurred. The liability is accreted over the estimated duration of the remediation plan, and the asset is depreciated over the life of the related asset. Adjustments to the liability for changes resulting from the passage of time (accretion) are recorded to cost of sales and other direct production costs. Our asset retirement obligations fall within Level 3 of the fair value hierarchy because the estimates of environmental remediation costs developed by management involve unobservable inputs. During the third quarter of 2009 we recorded the fair value measurement for a new asset retirement obligation layer resulting from an update to the reclamation plan for the Greens Creek mine. The fair value measurement resulted in a \$4.1 million increase to the liability for asset retirement obligations and an increase to property, plants, equipment and mineral interests for the same amount, with no gain or loss. See *Note 16* for a reconciliation of the change in our asset retirement obligations during the nine-month period ended September 30, 2009.

**Note 15. Sale of the Velardeña Mill**

On March 9, 2009, we completed the sale of our processing facility located in Velardeña, Mexico to ECU Silver Mining Inc. ( ECU ) for \$8 million in cash and 750,000 shares of ECU common stock, valued at \$0.3 million at the time of the transaction. Ore produced from the San Sebastian and Don Sergio mines at our San Sebastian unit was processed at the Velardeña mill. Processing of economic ore was completed during the fourth quarter of 2005, and the mill was placed on care and maintenance at that time. The mill had a book value of approximately \$3 million at the time of the sale. We recognized a pre-tax gain of approximately \$6.2 million during the first quarter of 2009 as a result of the sale. The gain includes \$1.0 million related to the elimination of the asset retirement obligation associated with the mill.

**Note 16. Asset Retirement Obligations**

The following is a reconciliation at September 30, 2009 and December 31, 2008, of the total liability for asset retirement obligations, which are a part of our \$123.4 million and \$121.3 million accrued reclamation and closure costs, respectively (in thousands):

|  | 2009      | 2008      |
|--|-----------|-----------|
| Balance, January 1   | \$ 32,004 | \$ 11,579 |
| Changes in obligations due to acquisition of 70.3% of Greens Creek |           | 12,145    |
| Changes in obligations due to disposition of assets                | (957)     | (4,474)   |
| Changes in obligation due to changes in reclamation plans          | 4,099     | 13,114    |
| Accretion expense  | 1,013     | 475       |
| Payment of reclamation   | (365)     | (835)     |
| Balance, end of period   | \$ 35,794 | \$ 32,004 |

The \$957,000 change in obligations due to disposition of assets in 2009 resulted from the sale of the Velardeña mill at our San Sebastian unit in Mexico and was recorded to *Gain on disposition of properties, plants, equipment and mineral interests* on our *Condensed Consolidated Statements of Income and Comprehensive Income (Unaudited)*. See *Note 15* for more information on the sale. The 2008 change in obligations due to disposition of assets of \$4.5 million is related to the sale of our discontinued Venezuelan operations, which is further discussed in *Note 5*.

**Note 17. Subsequent Events**

We have evaluated all events subsequent to the balance sheet date of September 30, 2009 through the date of filing this Form 10-Q with the SEC on November 3, 2009. We have determined that except as set forth below, there are no subsequent events that require recognition or disclosure in these financial statements.

*Term Credit Facility Repayment*

On October 14, 2009, we repaid the \$38.3 million remaining principal balance on our term credit facility with available cash resources. Prior to the repayment we were scheduled to make payments of \$15 million on March 31 and June 30, 2010 with a final payment of \$8.3 million due on September 30, 2010. See *Note 11* for more information on our credit facilities.

*Revolving Credit Agreement*

On October 14, 2009, we entered into a \$60 million senior secured revolving credit agreement for a three-year term. The facility is secured by our Greens Creek assets, including the common shares owned by us in the wholly-owned subsidiaries that hold the equity interest in the joint venture that owns the Greens Creek mine. Amounts borrowed under the credit agreement are available for general corporate purposes. The interest rate on outstanding loans under the agreement is 6.0% above the one-year LIBOR or an alternative base rate plus an applicable margin of 5.0%. We are required to pay a standby fee of 2.4% per annum on undrawn amounts under the revolving credit agreement. The credit agreement includes various covenants and other limitations related to our various financial ratios and indebtedness and investments, as well as other information and reporting requirements, including the following limitations:

Leverage ratio (calculated as total debt divided by EBITDA) of not more than 3.0:1.

Interest coverage ratio (calculated as EBITDA divided by interest expense) of not less than 3.0:1.

Current ratio (calculated as current assets divided by current liabilities) of not less than 1.10:1.

Tangible net worth of greater than \$500 million.

We have not drawn funds on the revolving credit facility as of the filing date of this Form 10-Q.

*Conversion of 12% Convertible Preferred Stock*

As a part of the credit agreement entered into on October 14, 2009 (discussed above), the Lenders elected to convert all of their shares of 12% Convertible Preferred Stock into shares of our common stock, effective as of October 14, 2009. As part of this conversion, Calder & Co., a nominee of Scotia Bank, converted 19,788 shares of 12% Convertible Preferred Stock into 1,232,374 shares of our common stock, and ING converted 9,133 shares of 12% Convertible Preferred Stock into 568,797 shares of our common stock. The common stock issued to Calder and ING under the conversions included shares issuable upon conversion for accrued but unpaid dividends. As a result of the conversion, the \$3.1 million included in non-current liabilities as of September 30, 2009 associated with the 12% Convertible Preferred Stock will be eliminated with an offsetting increase to common stock and capital surplus recorded in the fourth quarter of 2009. See *Note 10* for more information on our 12% Convertible preferred Stock.

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

*Certain statements contained in this Form 10-Q, including in Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosure About Market Risk, are intended to be covered by the safe harbor provided for under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Our forward-looking statements include our current expectations and projections about future results, performance, results of litigation, prospects and opportunities. We have tried to identify these forward-looking statements by using words such as may, will, expect, anticipate, believe, intend, feel, plan, estimate, project, forecast and similar expressions. These forward-looking statements are based on information currently available to us and are expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.*

*These risks, uncertainties and other factors include, but are not limited to, those set forth under Part I, Item 1A Business Risk Factors in our annual report filed on Form 10-K for the year ended December 31, 2008. Given these risks and uncertainties, readers are cautioned not to place undue reliance on our forward-looking statements. All subsequent written and oral forward-looking statements attributable to Hecla Mining Company or to persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Except as required by federal securities laws, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### Overview

Hecla Mining Company has provided precious and base metals to the U.S. market and worldwide since its incorporation in 1891. We discover, acquire, develop, produce, and market silver, gold, lead and zinc. In doing so, we intend to manage our business activities in a safe, environmentally responsible and cost-effective manner.

We produce both metal concentrates, which we sell to custom smelters, and unrefined gold and silver bullion bars, which may be sold as doré or further refined before sale to precious metals traders. We are organized and managed into two segments that encompass our operating units and significant exploration interests:

The Greens Creek unit; and  
The Lucky Friday unit.

Prior to the first quarter of 2009, we reported an additional segment, the San Sebastian unit, for our various properties and exploration activities in Mexico. However, as a result of a work force reduction in the first quarter of 2009 and a decrease in exploration activity there resulting from a company-wide cash conservation effort, and our ownership of 100% of Greens Creek (discussed further below), we have determined that the San Sebastian unit no longer meets the criteria as a reportable segment as of and for the three- and nine- month periods ended September 30, 2009. The corresponding information for all periods presented has been restated.

Prior to the second quarter of 2008, we also reported a fourth segment, the La Camorra unit, representing our operations and various exploration activities in Venezuela. On June 19, 2008, we entered into an agreement to sell our wholly-owned subsidiaries holding our business and operations in Venezuela, with the transaction closing on July 8, 2008. Our Venezuelan activities are reported as discontinued operations on the Condensed Consolidated Statement of Income for all periods presented (see Note 5 of Notes to Condensed Consolidated Financial Statements (Unaudited) for more information). As a result, we have determined that it is no longer appropriate to present a separate segment representing our operations in Venezuela, and have restated the corresponding information for all periods presented.

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Metals prices represent one of our greatest opportunities, and risks, as well as the basis for some of our most significant estimates. In the first nine months of 2009, the average prices of silver, zinc and lead all were lower than their levels from the same period last year, with average prices for gold being higher in the 2009 period. However, our average realized prices for silver, gold, zinc and lead were all higher in the third quarter of 2009 compared to the same 2008 period, and prices for all four metals improved during the first nine months of 2009 from their levels at December 31, 2008.

The map below shows the locations of our operating units and our exploration projects, as well as our corporate offices located in Coeur d'Alene, Idaho and Vancouver, British Columbia.

Our current business strategy is to focus our financial and human resources in the following areas:

operating our properties cost-effectively;  
expanding our proven and probable reserves and production capacity at our operating properties;  
maintaining and investing in exploration projects in the vicinities of four mining districts we believe to be under-explored and under-invested: North Idaho's Silver Valley in the historic Coeur d'Alene Mining District; the prolific silver-producing district near Durango, Mexico; at our Greens Creek unit on Alaska's Admiralty Island located offshore of Juneau; and the Creede district of Southwestern Colorado; and  
continuing to seek opportunities to acquire and invest in mining properties and companies; and seeking opportunities for growth both internally and through acquisitions (see the *Results of Operations* and *Financial Liquidity and Capital Resources* sections below).  
Our estimate for 2009 silver production is between 10.5 and 11 million ounces.

### Results of Operations

For the third quarter and first nine months of 2009, we recorded income applicable to common shareholders of \$22.5 million and \$25.5 million (\$0.10 and \$0.12 per common share), respectively, compared to losses applicable to common shareholders of \$7.2 million and \$39.5 million (\$0.05 and \$0.31 per common share), respectively, during the same periods in 2008. The following factors resulted in the improved results for the third quarter and first nine months of 2009, compared to the same periods in 2008:

Increased gross profit at our Greens Creek unit by \$20.5 million and \$36.2 million for the third quarter and first nine months of 2009, respectively, compared to the same 2008 periods (see the *Greens Creek Segment* section below for further discussion of these variances). Higher gross profit at our Lucky Friday unit for the third quarter of 2009 (although lower for the nine-month period as discussed below) by \$6.3 million compared to the same period in 2008 (see the *Lucky Friday Segment* section below for more information). A decrease in the loss from discontinued operations at the La Camorra unit from \$17.4 million for the first nine months of 2008. There was no such comparable loss reported in the same 2009 period as we completed the sale of our discontinued Venezuelan operations in July 2008 (see the *Discontinued Operations - La Camorra Unit* section below).

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A loss on the sale of our interests in Venezuela, net of the related income tax effect, of \$11.4 million in the second quarter of 2008 (see *Note 5 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

The termination of an employee benefit plan resulting in a non-cash gain of \$9.0 million recognized in the first quarter of 2009 (see *Note 9 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

The sale of our Velardeña mill in Mexico in March 2009 generating a pre-tax gain of \$6.2 million (see *Note 15 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

Decreased exploration expense of \$2.7 million and \$13.4 million in the third quarter and first nine months of 2009, respectively, compared to the same 2008 periods as a result of an overall cash conservation effort.

Lower interest expense, net of interest capitalized, during the third quarter and first nine months of 2009 by \$4.0 million and \$2.5 million, respectively, compared to the same 2008 periods due to repayments of debt incurred for the acquisition of the remaining 70.3% ownership interest in Greens Creek (see *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

Higher realized metals prices for all four metals produced at our operations during the third quarter of 2009 compared to the same period in 2008. However, realized prices and average market prices for silver, zinc and lead were lower in the first nine months of 2009 compared to the same period last year, as discussed below.

The factors discussed above were partially offset by the following other significant items affecting the comparison of our operating results for the third quarter and first nine months of 2009 compared to the results for the same periods in 2008:

Decreased realized prices and average market prices for silver, zinc and lead produced at our operations, partially offset by higher gold prices, for the nine-month period ended September 30, 2009 compared to the same 2008 period. However, our realized prices for all four metals were higher in the third quarter of 2009 compared to the same period in 2008. The following table compares our realized prices and the average market prices for the three- and nine-month periods ended September 30, 2009 and 2008:

|        |                                 | Three months ended September 30, |          | Nine months ended September 30, |          |
|--------|---------------------------------|----------------------------------|----------|---------------------------------|----------|
|        |                                 | 2009                             | 2008     | 2009                            | 2008     |
| Silver | London PM Fix (\$/ounce)        | \$ 14.70                         | \$ 15.03 | \$ 13.68                        | \$ 16.63 |
|        | Realized price per ounce        | \$ 16.33                         | \$ 12.30 | \$ 14.93                        | \$ 15.93 |
| Gold   | London PM Fix (\$/ounce)        | \$ 960                           | \$ 870   | \$ 930                          | \$ 897   |
|        | Realized price per ounce        | \$ 999                           | \$ 848   | \$ 970                          | \$ 901   |
| Lead   | LME Final Cash Buyer (\$/pound) | \$ 0.87                          | \$ 0.87  | \$ 0.69                         | \$ 1.08  |
|        | Realized price per pound        | \$ 1.02                          | \$ 0.87  | \$ 0.82                         | \$ 1.00  |
| Zinc   | LME Final Cash Buyer (\$/pound) | \$ 0.80                          | \$ 0.80  | \$ 0.67                         | \$ 0.95  |
|        | Realized price per pound        | \$ 0.95                          | \$ 0.73  | \$ 0.78                         | \$ 0.84  |

Sale of our 8.2 million shares of Great Basin Gold stock in the second quarter of 2008 resulting in an \$8.1 million gain.

\$5.7 million in debt-related fees recognized during the first nine months of 2009, including \$4.3 million for preferred shares issued pursuant to our amended and restated credit agreement and \$1.4 million for professional fees incurred related to compliance with our amended and restated credit agreement (see *Note 10 and Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

Decreased gross profit at our Lucky Friday unit by \$2.8 million for the first nine months of 2009 compared to the same 2008 period (see the *Lucky Friday Segment* section below).



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\$3.0 million loss on impairment of investments recognized in the second quarter of 2009 related to our shares of Rusoro stock received in the sale of our Venezuelan operations (see Note 2 of *Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

### *The Greens Creek Segment*

Below is a comparison of the operating results and key production statistics of our Greens Creek segment, which reflects our 29.7% ownership share through April 16, 2008 and our 100% ownership thereafter, as we completed the acquisition of the companies holding the remaining 70.3% ownership of the Greens Creek mine on April 16. Dollars are presented in thousands, except for per ton and per ounce amounts.

|   | Three months ended September 30, |           | Nine months ended September 30, |            |
|---|----------------------------------|-----------|---------------------------------|------------|
|   | 2009                             | 2008      | 2009                            | 2008       |
| Sales   | \$ 71,670                        | \$ 53,894 | \$ 167,240                      | \$ 118,211 |
| Cost of sales and other direct production costs | (29,750)                         | (37,291)  | (79,789)                        | (87,425)   |
| Depreciation, depletion and amortization        | (13,435)                         | (8,572)   | (39,792)                        | (19,349)   |
| Gross profit                                    | \$ 28,485                        | \$ 8,031  | \$ 47,659                       | \$ 11,437  |
| Tons of ore milled                              | 204,984                          | 187,617   | 601,590                         | 393,202    |
| Production:                                     |                                  |           |                                 |            |
| Silver (ounces)                                 | 1,801,692                        | 1,776,914 | 5,913,643                       | 4,017,108  |
| Gold (ounces)                                   | 16,815                           | 16,396    | 50,789                          | 36,504     |
| Zinc (tons)                                     | 17,835                           | 16,452    | 50,829                          | 34,371     |
| Lead (tons)                                     | 5,585                            | 4,781     | 16,124                          | 10,920     |
| Payable metal quantities sold:                  |                                  |           |                                 |            |
| Silver (ounces)                                 | 2,210,838                        | 2,006,266 | 5,474,457                       | 3,735,758  |
| Gold (ounces)                                   | 15,416                           | 17,441    | 43,038                          | 32,047     |
| Zinc (tons)                                     | 10,942                           | 12,947    | 37,589                          | 27,139     |
| Lead (tons)                                     | 5,757                            | 5,269     | 12,946                          | 9,786      |
| Ore grades:                                     |                                  |           |                                 |            |
| Silver ounces per ton                           | 12.63                            | 13.32     | 13.50                           | 14.36      |
| Gold ounces per ton                             | 0.13                             | 0.14      | 0.13                            | 0.15       |
| Zinc percent                                    | 10.04                            | 10.13     | 9.61                            | 10.25      |
| Lead percent                                    | 3.53                             | 3.32      | 3.46                            | 3.60       |
| Total cash cost per silver ounce <sup>(1)</sup> | \$ (0.48)                        | \$ 3.79   | \$ 1.70                         | \$ 1.96    |

(1) A reconciliation of this non-GAAP measure to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Total Cash Costs (non-GAAP) to Costs of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP)*.

The \$20.5 million and \$36.2 million increases in gross profit during the third quarter and first nine months of 2009, respectively, compared to the same 2008 periods, were primarily the result of the following factors:

Positive price adjustments to revenues during the three and nine months ended September 30, 2009 of \$8.1 million and \$15.0 million, respectively, as a result of increases in metals prices between transfer of title of concentrates to buyers and final settlements during those periods, compared to negative price adjustments of \$10.4 million and \$14.3 million, respectively, during the three and nine months ended September 30, 2008.

An increase in our share of production due to our acquisition of the remaining 70.3% of Greens Creek in April 2008.

Cost of sales for the second quarter of 2008 included the excess of fair value over cost of the finished and in-process product inventory acquired upon purchase of the 70.3% ownership. Upon sale of the acquired inventory, the excess of fair market value over cost was expensed, which increased the cost of sales, and decreased the gross profit margin for that period by \$16.6 million.

Improved production costs, which decreased by 23% and 27%, respectively, per ton of ore milled for the three and nine months ended September 30, 2009 compared to the same 2008 periods due to increased availability of grid electric power, lower diesel prices and improved ore production.

Higher realized prices for silver, zinc and lead for the third quarter of 2009 compared to the same 2008 period, and higher average gold prices for the three- and nine-month periods ended September 30, 2009 compared to the same 2008 periods. See the *Results of Operations* section above for a comparison of 2009 and 2008 realized and average market prices.

These factors were partially offset by:

Lower average prices in the nine-month period ended September 30, 2009 for silver, zinc and lead compared to the same 2008 period. Higher depreciation, depletion and amortization expense by \$4.9 million and \$20.4 million, respectively, in the third quarter and first nine months of 2009 compared to the same 2008 periods as a result of additional capitalization and an increase in units-of-production depreciation driven by higher production in 2009.

5% and 6% declines in silver ore grades for the third quarter and first nine months of 2009, compared to the same 2008 periods.

Higher mine license taxes by \$1.6 million and \$2.2 million for the third and first nine months of 2009 compared to the same 2008 periods. The higher taxes are the result of increased profits primarily due to higher realized metals prices and reduced production costs, as discussed above.

The Greens Creek operation is partially powered by diesel generators, and production costs are significantly affected by fluctuations in fuel prices. Infrastructure has been installed that allows hydroelectric power to be supplied to Greens Creek by Alaska Electric Light and Power Company ( AEL&P ), via a submarine cable from North Douglas Island, near Juneau, to Admiralty Island, where Greens Creek is located. This project has reduced production costs at Greens Creek to the extent power has been available. During 2009, the mine has been able to receive an increased proportion of its power needs from AEL&P and expects this to continue for the foreseeable future.

Cash cost per ounce decreased by \$4.27 for the third quarter of 2009 compared to the same 2008 period primarily due to production costs and treatment and freight costs that decreased by \$2.34 and \$0.93 per ounce, respectively, and by-product credits that increased by \$1.79 per ounce, partially offset by production taxes that increased by \$0.90 per ounce. Cash cost per ounce was \$0.26 lower for the first nine months of 2009 compared to the same 2008 period due to production costs and treatment and freight costs that decreased by \$2.91 and \$2.08 per ounce, respectively, partially offset by by-product credits that were lower in the 2009 period by \$4.50 per ounce. While value from zinc, lead and gold by-products is significant, we believe that identification of silver as the primary product is appropriate because:

- silver has historically accounted for a higher proportion of revenue than any other metal and is expected to do so in the future;
- we have historically presented Greens Creek as a producer primarily of silver, based on the original analysis that justified putting the project into production, and believe that consistency in disclosure is important to our investors regardless of the relationships of metals prices and production from year to year;
- metallurgical treatment maximizes silver recovery;
- the Greens Creek deposit is a massive sulfide deposit containing an unusually high proportion of silver; and
- in most of its working areas, Greens Creek utilizes selective mining methods in which silver is the metal targeted for highest recovery.

We periodically review our proven and probable reserves to ensure that reporting of primary products and by-products is appropriate. Within our cost per ounce calculations, because we consider zinc, lead and gold to be by-products of our silver production, the values of these metals offset increases in operating costs due to increased prices.

*The Lucky Friday Segment*

The following is a comparison of the operating results and key production statistics of our Lucky Friday segment (dollars are in thousands, except for per ounce amounts):

|   | Three months ended September 30, |           | Nine months ended September 30, |           |
|---|----------------------------------|-----------|---------------------------------|-----------|
|   | 2009                             | 2008      | 2009                            | 2008      |
| Sales   | \$ 23,511                        | \$ 14,591 | \$ 57,272                       | \$ 55,235 |
| Cost of sales and other direct production costs | (11,329)                         | (9,897)   | (32,450)                        | (31,407)  |
| Depreciation, depletion and amortization        | (2,551)                          | (1,328)   | (7,339)                         | (3,591)   |
| Gross profit                                    | \$ 9,631                         | \$ 3,366  | \$ 17,483                       | \$ 20,237 |
| Tons of ore milled                              | 88,281                           | 81,665    | 258,915                         | 245,480   |
| Production:                                     |                                  |           |                                 |           |
| Silver (ounces)                                 | 930,258                          | 739,870   | 2,664,895                       | 2,164,338 |
| Lead (tons)                                     | 5,615                            | 4,707     | 16,551                          | 13,877    |
| Zinc (tons)                                     | 2,781                            | 2,399     | 7,908                           | 7,489     |
| Payable metal quantities sold:                  |                                  |           |                                 |           |
| Silver (ounces)                                 | 866,899                          | 669,150   | 2,491,437                       | 2,016,149 |
| Lead (tons)                                     | 5,214                            | 4,248     | 15,284                          | 12,841    |
| Zinc (tons)                                     | 2,036                            | 1,743     | 5,745                           | 5,051     |
| Ore grades:                                     |                                  |           |                                 |           |
| Silver ounces per ton                           | 11.22                            | 9.72      | 10.97                           | 9.45      |
| Lead percent                                    | 6.84                             | 6.25      | 6.87                            | 6.10      |
| Zinc percent                                    | 3.52                             | 3.54      | 3.48                            | 3.58      |
| Total cash cost per silver ounce <sup>(1)</sup> | \$ 3.42                          | \$ 6.06   | \$ 5.89                         | \$ 4.55   |

- (1) A reconciliation of this non-GAAP measure to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Total Cash Costs (non-GAAP) to Costs of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP)*.

The \$6.3 million increase in gross profit for the third quarter of 2009 compared to the same 2008 period is primarily the result of higher production due to improving silver ore grades and increased mill tonnage. The \$2.8 million decrease in gross profit for the first nine months of 2009 compared to 2008 is primarily due to lower average metal prices, partially offset by improved production, higher silver ore grades, and a 19% decrease in production costs.

The \$2.64 decrease in total cash costs per silver ounce in the third quarter of 2009 compared to the same 2008 period is primarily attributed to lower production costs and treatment and freight costs by \$1.85 and \$1.71 per ounce, respectively. The \$1.34 increase in total cash cost per silver ounce in the first nine months of 2009 compared to the same 2008 period is primarily due to lower lead and zinc by-product credits by \$5.91 per ounce, due to lower average prices for those metals, partially offset by improved treatment and freight costs and production costs by \$2.23 and \$2.06 per ounce, respectively.

While value from lead and zinc is significant at the Lucky Friday, we believe that identification of silver as the primary product, with lead and zinc as by-products, is appropriate because:

silver has historically accounted for a higher proportion of revenue than any other metal and is expected to do so in the future; the Lucky Friday unit is situated in a mining district long associated with silver production; and the Lucky Friday unit generally utilizes selective mining methods to target silver production.

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We periodically review our proven and probable reserves to ensure that reporting of primary products and by-products is appropriate. Within our cost per ounce calculations, because we consider lead and zinc to be by-products of our silver production, the values of these metals have offset increases in operating costs due to the increased average prices.

### ***Discontinued Operations - The La Camorra Unit***

During the second quarter of 2008, we committed to a plan to sell all of the outstanding capital stock of El Callao Gold Mining Company ( El Callao ) and Drake-Bering Holdings B.V. ( Drake-Bering ), our wholly owned subsidiaries holding our business and operations of the La Camorra Unit to Rusoro Mining, Ltd. ( Rusoro ) for \$20 million in cash and 3,595,781 shares of Rusoro common stock. The transaction closed on July 8, 2008. The results of our Venezuelan operations have been reported in discontinued operations for all periods presented. See *Note 5 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information.

The following is a summary of the operating results and key production statistics of our discontinued Venezuelan operations prior to sale, which included the La Camorra mine, a custom milling business and Mina Isidora (dollars are in thousands, except per ounce amounts):

|   | <b>Nine months ended<br/>September 30,<br/>2008</b> |
|---|---|
| Sales   | \$ 23,855   |
| Cost of sales and other direct production costs | (21,656)  |
| Depreciation, depletion and amortization        | (4,785)   |
| Gross loss                                      | \$ (2,586)  |
|   |   |
| Tons of ore processed                           | 25,516  |
| Gold ounces produced                            | 22,160  |
| Gold ounces per ton                             | 0.894   |
| Total cash cost per gold ounce                  | \$ 996  |

### ***Corporate Matters***

Other significant items affecting the results of our third quarter and first nine months of 2009, as compared to the same periods in 2008, were as follows:

General and administrative expense was higher by \$1.6 million during the third quarter of 2009 compared to the same 2008 period due to higher stock compensation and incentive compensation expense, partially offset by decreased staffing. General and administrative expense was higher by \$0.6 million for the first nine months of 2009 compared to the same 2008 period due to higher stock compensation expense and costs incurred for workforce reductions, partially offset by decreased staffing.

Increases in other operating expense of \$0.2 million and \$1.4 million, respectively, for the three- and nine-month periods ended September 30, 2009 due primarily to an increase in pension benefit costs recognized resulting from a decrease in the expected returns calculated for plan assets due to lower plan asset values.

\$0.5 million and \$3.2 million decreases in interest income for the third quarter and first nine months of 2009 compared to the 2008 periods as a result of lower cash balances.

Lower interest expense by \$4.0 million and \$2.5 million, respectively, for the third quarter and first nine months of 2009 compared to the same 2008 periods due the payoff of our bridge facility balance in February 2009 and reductions in our term facility balance. See *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information on the debt facility.

Higher debt-related fees in the first nine months of 2009 due to \$4.3 million in expense recognized in the first quarter of 2009 for preferred shares issued pursuant to our amended and restated credit agreement and \$1.4 million in professional fees incurred during the first nine months of 2009 related to compliance with our amended and restated credit agreement (see *Note 10 and Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

Income tax provisions of \$0.6 million and \$1.0 million, respectively, for the third quarter and first nine months of 2009 compared to income tax benefits of \$0.7 million and \$4.6 million, respectively, for the third quarter and first nine months of 2008. See *Note 3 of Notes to the Condensed Consolidated Financial Statements (Unaudited)* for more information.

In conjunction with the preparation, analysis, and approval of our long-range forecasts, which generally occur in the fourth quarter, we will weigh factors related to prices, operational performance, capital, and other significant variables. It is possible that the valuation allowance on our deferred tax asset will change as a result, which in turn may result in a tax benefit or provision in the fourth quarter of 2009. Information sufficient to make this determination was not available as of September 30, 2009.

***Reconciliation of Total Cash Costs (non-GAAP) to Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP)***

The tables below present reconciliations between non-GAAP total cash costs to cost of sales and other direct production costs and depreciation, depletion and amortization (GAAP) for our operations at the Greens Creek and Lucky Friday units for the three and nine months ended September 30, 2009 and 2008 (in thousands, except costs per ounce). Tables in previous periods have presented gold cost per ounce; however as a result of our sale of all of our Venezuelan operations in July 2008, our gold operations have been reclassified as discontinued operations for all periods presented.

Total cash costs include all direct and indirect operating cash costs related directly to the physical activities of producing metals, including mining, processing and other plant costs, third-party refining and marketing expense, on-site general and administrative costs, royalties, and mining production taxes, net of by-product revenues earned from all metals other than the primary metal produced at each unit. Total cash costs provide management and investors an indication of net cash flow, after consideration of the average price for by-products produced. Management also uses this measurement for the comparative monitoring of performance of our mining operations period-to-period from a cash flow perspective. Total cash cost per ounce is a measure developed by precious metals companies in an effort to provide a comparable standard; however, there can be no assurance that our reporting of this non-GAAP measure is similar to that reported by other mining companies.

Cost of sales and other direct production costs and depreciation, depletion and amortization, is the most comparable financial measure calculated in accordance with GAAP to total cash costs. The sum of the cost of sales and other direct production costs and depreciation, depletion and amortization for our operating units in the tables below is presented in our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) (Unaudited).

|  | Total, All Properties |                       |                       |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | Three Months Ended    |                       | Nine Months Ended     |                       |
|  | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Total cash costs <sup>(1)</sup>  | \$ 2,314              | \$ 11,215             | \$ 25,776             | \$ 17,699             |
| Divided by ounces produced   | 2,732                 | 2,517                 | 8,579                 | 6,181                 |
| Total cash cost per ounce produced   | \$ 0.85               | \$ 4.46               | \$ 3.00               | \$ 2.86               |
| Reconciliation to GAAP:  |                       |                       |                       |                       |
| Total cash costs   | \$ 2,314              | \$ 11,215             | \$ 25,776             | \$ 17,699             |
| Depreciation, depletion and amortization   | 15,986                | 9,900                 | 47,131                | 22,940                |
| Treatment costs  | (20,377)              | (22,154)              | (55,313)              | (52,591)              |
| By-product credits   | 55,605                | 49,406                | 137,332               | 128,135               |
| Change in product inventory  | 3,815                 | 8,411                 | 4,301                 | 24,934                |
| Reclamation and other costs  | (278)                 | 310                   | 143                   | 655                   |
| <b>Cost of sales and other direct production costs and depreciation, depletion and amortization (GAAP)</b> | <b>\$ 57,065</b>      | <b>\$ 57,088</b>      | <b>\$ 159,370</b>     | <b>\$ 141,772</b>     |

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|  | Greens Creek Unit                |                  |                                 |                   |
|--|----------------------------------|------------------|---------------------------------|-------------------|
|  | Three Months Ended September 30, |                  | Nine Months Ended September 30, |                   |
|  | 2009                             | 2008             | 2009                            | 2008              |
| Total cash costs <sup>(1)</sup>  | \$ (862)                         | \$ 6,728         | \$ 10,079                       | \$ 7,855          |
| Divided by silver ounces produced  | 1,802                            | 1,777            | 5,914                           | 4,017             |
| Total cash cost per ounce produced   | \$ (0.48)                        | \$ 3.79          | \$ 1.70                         | \$ 1.96           |
| Reconciliation to GAAP:  |                                  |                  |                                 |                   |
| Total cash costs   | \$ (862)                         | \$ 6,728         | \$ 10,079                       | \$ 7,855          |
| Depreciation, depletion and amortization   | 13,435                           | 8,572            | 39,792                          | 19,349            |
| Treatment costs  | (15,298)                         | (16,847)         | (41,961)                        | (36,819)          |
| By-product credits <sup>(1)</sup>  | 42,323                           | 38,553           | 107,289                         | 90,955            |
| Change in product inventory  | 3,884                            | 8,555            | 4,244                           | 24,830            |
| Reclamation and other costs  | (297)                            | 302              | 138                             | 604               |
| <b>Cost of sales and other direct production costs and depreciation, depletion and amortization (GAAP)</b> | <b>\$ 43,185</b>                 | <b>\$ 45,863</b> | <b>\$ 119,581</b>               | <b>\$ 106,774</b> |

|  | Lucky Friday Unit                |                  |                                 |                  |
|--|----------------------------------|------------------|---------------------------------|------------------|
|  | Three Months Ended September 30, |                  | Nine Months Ended September 30, |                  |
|  | 2009                             | 2008             | 2009                            | 2008             |
| Total cash costs <sup>(1)</sup>  | \$ 3,176                         | \$ 4,487         | \$ 15,697                       | \$ 9,844         |
| Divided by silver ounces produced  | 930                              | 740              | 2,665                           | 2,164            |
| Total cash cost per ounce produced   | \$ 3.42                          | \$ 6.06          | \$ 5.89                         | \$ 4.55          |
| Reconciliation to GAAP:  |                                  |                  |                                 |                  |
| Total cash costs   | \$ 3,176                         | \$ 4,487         | \$ 15,697                       | \$ 9,844         |
| Depreciation, depletion and amortization   | 2,551                            | 1,328            | 7,339                           | 3,591            |
| Treatment costs  | (5,079)                          | (5,307)          | (13,352)                        | (15,772)         |
| By-product credits   | 13,282                           | 10,853           | 30,043                          | 37,180           |
| Change in product inventory  | (69)                             | (144)            | 57                              | 104              |
| Reclamation and other costs  | 19                               | 8                | 5                               | 51               |
| <b>Cost of sales and other direct production costs and depreciation, depletion and amortization (GAAP)</b> | <b>\$ 13,880</b>                 | <b>\$ 11,225</b> | <b>\$ 39,789</b>                | <b>\$ 34,998</b> |

- (1) Includes all direct and indirect operating cash costs related directly to the physical activities of producing metals, including mining, processing and other plant costs, third-party refining and marketing expense, on-site general and administrative costs, royalties and mining production taxes, net of by-product revenues earned from all metals other than the primary metal produced at each unit.

**Financial Liquidity and Capital Resources**

Our liquid assets include (in millions):

|  | September 30,<br>2009 | December 31,<br>2008 |
|--|-----------------------|----------------------|
| Cash and cash equivalents                    | \$ 84.7               | \$ 36.5              |
| Marketable equity securities                 | 5.2                   | 3.1                  |
| Total cash, cash equivalents and investments | \$ 89.9               | \$ 39.6              |

Cash and cash equivalents increased by \$48.2 million in the first nine months of 2009, as discussed below, while the value of marketable equity securities increased by \$2.1 million due to changes in market value (see *Note 15 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information).

As described in *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)*, we entered into a \$380 million credit facility in April of 2008 for the acquisition of the companies owning 70.3% of the joint venture operating the Greens Creek mine. We have since fully repaid the facility with a final payment of \$38.3 million from available cash on October 14, 2009. On October 14, 2009, we entered into a three year, \$60 million senior-secured revolving credit facility. We plan to use the facility for general corporate purposes and, based on our current cash position and business plan, do not currently contemplate drawing on the facility in the near term. See *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for information on how the covenants in our credit facility may impact our liquidity and capital resources in the future. We also may pursue additional acquisition opportunities or capital expansion projects, which could require additional equity issuances or financing. There can be no assurances that such financing will be available to us.

As a result of our current cash balance, improved performance of our operations, current metals prices, and full availability of our \$60 million revolving credit agreement, we believe our cash, cash equivalents, investments, cash from operations, and availability of financing if needed will be adequate to meet our obligations during the next twelve months. We estimate that approximately \$5 to \$7 million will be committed to sustaining capital expenditures through the end of this year.

|  | Nine Months Ended<br>September 30, |                |
|--|------------------------------------|----------------|
|  | 2009                               | 2008           |
| <b>Cash provided by operating activities (in millions)</b> | <b>\$ 51.9</b>                     | <b>\$ 23.0</b> |

Cash provided by operating activities in the first nine months of 2009 has increased, compared to the same 2008 period, primarily due to higher income, as adjusted for non-cash items. The improved results are attributable to the production from our increased ownership interest in the Greens Creek joint venture, of which we acquired the remaining 70.3% interest in April of 2008, increased sales from both of our mines, lower costs at both operations, and decreased exploration costs. Partly offsetting the improved operating results, metals prices have been lower in the first nine months of 2009 than in the comparable 2008 period, with the exception of gold. Along with the favorable change in our results of operations, the use of \$12.5 million in 2008 for discontinued operations had no equivalent use of cash in 2009. Working capital and other operating asset and liability changes increased \$33.3 million in the first nine months after a decrease of \$14.6 million in the 2008 period, a difference of \$47.9 million due primarily to increased accounts receivable. The higher customer balances this year are attributable primarily to increased metals prices, a 40% reduction of inventory of our lead concentrate at Greens Creek during 2009, the effect of falling prices during the third quarter last year, and the timing of concentrate shipments from Greens Creek. A shipment of lead, zinc and bulk concentrates left Greens Creek in late September 2009 and we had not received the initial provisional smelter payments for those parcels as of September 30, 2009. While realized prices exceeded market averages in the third quarter of 2009, resulting in positive adjustments to provisional sales and increased receivable balances, realized prices were less than market averages in the third quarter last year, resulting in lower customer balances.



|  | Nine Months Ended<br>September 30, |          |
|--|------------------------------------|----------|
|  | 2009                               | 2008     |
| <b>Cash used in investing activities (in millions)</b> | \$ 5.8                             | \$ 667.0 |

During the first nine months of 2009 we invested \$17.3 million in capital expenditures, lower by \$36.7 million than the same period last year, due to our efforts to reduce costs following the recent worldwide economic crisis. In addition, we received \$8.0 million proceeds from the sale of the Velardeña mill in Mexico (see *Note 15 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information on the sale). We reduced our restricted cash balances for environmental bonds by \$3.5 million this year versus \$22.4 million last year by lowering our collateral requirements. During 2008 we invested \$688.1 million for the acquisition of the remaining 70.3% interest in the Greens Creek joint venture, received \$27.0 million in proceeds from the sale of Great Basin stock, and received \$21.1 million from Rusoro for its acquisition of our Venezuelan operations.

|  | Nine Months Ended<br>September 30, |          |
|--|------------------------------------|----------|
|  | 2009                               | 2008     |
| <b>Cash provided by financing activities</b> | \$ 2.1                             | \$ 350.0 |

Our financing activities in the first nine months of 2009 included sales of common stock and warrants which yielded \$128.3 million cash, net of related issuance costs, which was applied to repayments of our debt facility totaling \$123.4 million, and have made payments totaling \$2.2 million pursuant to our interest rate swap. In the comparable period of 2008, we borrowed \$380 million on our debt facility for the acquisition of the remaining 70.3% of the Greens Creek joint venture, of which we repaid \$181.2 million largely from common stock sales totaling \$163.8 million. We also incurred loan origination fees last year of \$5.3 million, and paid cash dividends totaling \$7.4 million. We have not paid cash dividends since the second quarter of 2008.

#### *Contractual Obligations, Contingent Liabilities and Commitments*

The table below presents our fixed, non-cancelable contractual obligations and commitments primarily related to our outstanding purchase orders, certain capital expenditures, our credit facility (as modified by amendments) and lease arrangements as of September 30, 2009 (in thousands):

|  | Payments due by period |           |           |                      | Total     |
|--|------------------------|-----------|-----------|----------------------|-----------|
|  | Less than<br>1 year    | 1-3 years | 3-5 years | More than<br>5 Years |           |
| Purchase obligations <sup>(1)</sup>        | \$ 799                 | \$        | \$        | \$                   | \$ 799    |
| Long-term debt <sup>(2)</sup>              | 38,432                 |           |           |                      | 38,432    |
| Contractual obligations <sup>(3)</sup>     | 11,634                 |           |           |                      | 11,634    |
| Capital lease commitments <sup>(4)</sup>   | 2,078                  | 3,440     |           |                      | 5,518     |
| Operating lease commitments <sup>(5)</sup> | 1,267                  | 1,231     | 64        |                      | 2,562     |
| Total contractual cash obligations         | \$ 54,210              | \$ 4,671  | \$ 64     | \$                   | \$ 58,945 |

- (1) Consists of open purchase orders of approximately \$0.4 million at the Greens Creek unit and \$0.4 million at the Lucky Friday unit. Included in these amounts are approximately \$0.1 million and \$0.2 million related to various capital projects at the Greens Creek and Lucky Friday units, respectively.
- (2) We repaid the remaining balance on our term credit facility on October 14, 2009. The obligation as of September 30, 2009 included \$38.3 million for the term facility principal balance and \$0.1 million for interest due upon the repayment. We also entered into a \$60 million revolving credit agreement on October 14, 2009 (see *Note 17 of Notes to Condensed Consolidated Financial Statements* for more information).

- (3) Includes approximately \$0.5 million for various capital projects at the Greens Creek and Lucky Friday units. Total contractual obligations at September 30, 2009 also included approximately \$11.6 million for commitments relating to non-capital items at Greens Creek.
- (4) Represents scheduled capital lease payments of \$4.5 million and \$1.0 million (including interest), respectively, for equipment at our Greens Creek and Lucky Friday units. These leases have fixed payment terms and contain bargain purchase options at the end of the lease periods. See *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information.
- (5) We enter into operating leases in the normal course of business. Substantially all lease agreements have fixed payment terms based on the passage of time. Some lease agreements provide us with the option to renew the lease or purchase the leased property. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease arrangements.

We maintain reserves for costs associated with mine closure, land reclamation and other environmental matters. At September 30, 2009, our reserves for these matters totaled \$123.4 million, for which no contractual or commitment obligations exist. Future expenditures related to closure, reclamation and environmental expenditures are difficult to estimate, although we anticipate we will make expenditures relating to these obligations over the next 30 years. For additional information relating to our environmental obligations, see *Note 6 of Notes to the Condensed Consolidated Financial Statements (Unaudited)*.

#### ***Off-Balance Sheet Arrangements***

At September 30, 2009, we had no existing off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

#### ***Critical Accounting Estimates***

Our significant accounting policies are described in *Note 1 of Notes to Consolidated Financial Statements* in our annual report filed on Form 10-K for the year ended December 31, 2008. As described in *Note 1*, we are required to make estimates and assumptions that affect the reported amounts and related disclosures of assets, liabilities, revenue, and expenses. Our estimates are based on our experience and our interpretation of economic, political, regulatory, and other factors that affect our business prospects. Actual results may differ significantly from our estimates.

We believe that our most critical accounting estimates are related to future metals prices, obligations for environmental, reclamation, and closure matters, mineral reserves, and accounting for business combinations, as they require us to make assumptions that were highly uncertain at the time the accounting estimates were made, and changes in them are reasonably likely to occur from period to period. Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our board of directors, and the Audit Committee has reviewed the disclosures presented below. In addition, there are other items within our financial statements that require estimation, but are not deemed to be critical. However, changes in estimates used in these and other items could have a material impact on our financial statements.

#### **Future Metals Prices**

Metals prices are key components in estimates that determine the valuation of some of our significant assets and liabilities, including properties, plants and equipment, deferred tax assets, and certain accounts receivable. As shown under *Item 1A. Risk Factors* in our annual report filed on Form 10-K for the year ended December 31, 2008, metals prices have been historically volatile. While average prices for all four metals we produce performed favorably for the five consecutive years prior to 2008, there was a reduction in the average prices for zinc and lead in 2008 compared to 2007, and average prices for silver, zinc and lead were lower for the first nine months of 2009 compared to the same 2008 period. We have recorded impairments to our asset carrying value because of low prices in the past, and we can offer no assurance that prices will either remain at their current levels or increase.

Processes supporting valuation of our assets and liabilities that are most significantly affected by metals prices include analyses of asset carrying values, depreciation, and deferred income taxes. On at least an annual basis and more frequently if circumstances warrant we examine the carrying values of our assets, our depreciation rates, and the valuation allowances on our deferred tax assets. In our analyses of carrying values and deferred taxes, we apply several pricing views to our forecasting model, including current prices, analyst price estimates, forward-curve prices, and historical prices (see *Mineral Reserves*, below, regarding prices used for reserve estimates). Using applicable accounting guidance and our view of metals markets, we use the average of the various methods to determine whether the values of our assets are fairly stated, and to determine the level of valuation allowances on our deferred tax assets. In addition, estimates of future metals prices are used in the valuation of certain assets in the determination of the purchase price allocations for our acquisitions (see *Business Combinations* below).

Sales of all metals products sold directly to smelters are recorded as revenues when title and risk of loss transfer to the smelter (generally at the time of shipment) at estimated forward metals prices for the estimated month of settlement. Due to the time elapsed from shipment to the smelter and the final settlement with the smelter, we must estimate the prices at which sales of our metals will be settled. Previously recorded sales and trade accounts receivable are adjusted to estimated settlement metals prices until final settlement by the smelter. Changes in metals prices between shipment and final settlement will result in changes to revenues and accounts receivable previously recorded upon shipment. As a result, our trade accounts receivable balances are subject to changes in metals prices until final settlement occurs. For more information, see part *O. Revenue Recognition* of *Note 1* of *Notes to Consolidated Financial Statements* in our annual report filed on Form 10-K for the year ended December 31, 2008.

#### **Obligations for Environmental, Reclamation and Closure Matters**

The most significant liability on our balance sheet is for accrued reclamation and closure costs. We have conducted considerable remediation work at sites in the United States for which remediation requirements have not been fully determined, nor have they been agreed between us and various regulatory agencies with oversight over the properties. We have estimated our liabilities with legal counsel and in accordance with appropriate accounting guidance. On at least an annual basis and more frequently if warranted management reviews our liabilities with our Audit Committee. However, the range of liability proposed by the plaintiffs in environmental proceedings considerably exceeds the liabilities we have recognized. If substantial damages were awarded or remediation costs incurred in excess of our accruals, our financial results or condition could be materially adversely affected.

#### **Mineral Reserves**

Critical estimates are inherent in the process of determining our reserves. Our reserves are affected largely by our assessment of future metals prices, as well as by engineering and geological estimates of ore grade, accessibility and production cost. Metals prices are estimated at long-term averages, as described in *Item 2. Property Descriptions* in our annual report on Form 10-K filed for the year ended December 31, 2008. Our assessment of reserves occurs at least annually, and periodically utilizes external audits.

Reserves are a key component in valuation of our properties, plants and equipment. Reserve estimates are used in determining appropriate rates of units-of-production depreciation, with net book value of many assets depreciated over remaining estimated reserves. Reserves are also a key component in forecasts, with which we compare future cash flows to current asset values to ensure that carrying values are reported appropriately. Reserves also play a role in the valuation of certain assets in the determination of the purchase price allocations for our acquisitions (see *Business Combinations* below). Reserves represent a culmination of many estimates, and are not guarantees that we will recover the indicated quantities of metals.

## Business Combinations

We are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at acquisition date. The valuation of assets acquired and liabilities assumed requires management to make significant estimates and assumptions, especially with respect to long-lived assets, including estimates of future metals prices and mineral reserves, as discussed above. In some cases, we use third-party appraisers to determine the fair values and lives of property and other identifiable assets.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

The following discussion about our risk management activities includes forward-looking statements that involve risk and uncertainties, as well as summarizes the financial instruments held by us at September 30, 2009, which are sensitive to changes in interest rates and commodity prices and are not held for trading purposes. Actual results could differ materially from those projected in the forward-looking statements. In the normal course of business, we also face risks that are either non-financial or non-quantifiable (see *Item 1A. Risk Factors* in our annual report filed on Form 10-K for the year ended December 31, 2008).

#### *Short-term Investments*

From time to time we hold various types of short-term investments that are subject to changes in market interest rates and are sensitive to those changes. We did not carry any such short-term investments as of September 30, 2009.

#### *Commodity-Price Risk Management*

At times, we use commodity forward sales commitments, commodity swap contracts and commodity put and call option contracts to manage our exposure to fluctuation in the prices of certain metals which we produce. Contract positions are designed to ensure that we will receive a defined minimum price for certain quantities of our production. We use these instruments to reduce risk by offsetting market exposures. We had no commodity-related derivative positions at September 30, 2009.

#### *Interest-Rate Risk Management*

At September 30, 2009, we had \$38.3 million in debt associated with a term credit facility maturing on September 30, 2010 utilized in the acquisition of the remaining 70.3% of the Greens Creek Joint Venture.

On May 5, 2008, we entered into an interest rate swap agreement that had the economic effect of modifying the LIBOR-based variable interest obligations associated with our term facility. On February 3, 2009, we reached an agreement to amend the terms of our credit facilities to defer all scheduled term facility principal payments due in 2009, totaling \$66.7 million, to 2010 and 2011. On June 8, 2009, we repaid \$57.1 million of the outstanding term credit facility balance using proceeds from a private placement equity offering (see *Note 10 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information), and on June 29, 2009, we repaid an additional \$18.2 million of the outstanding term facility balance as a part of another amendment to our term credit facility (see *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)*). As a result of these credit facility amendments and repayments, the hedging relationship was de-designated and a new hedging relationship was re-designated in each case. A final retrospective hedge effectiveness assessment was performed on the prior hedging relationships at the date of each de-designation, and only the May 5, 2008 hedging relationship was determined to be ineffective for the first quarter ended March 31, 2009. Consequently, the change in fair value of the swap of \$0.1 million between December 31, 2008 and February 3, 2009 was recorded as a gain on the income statement.

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As a result of the swap, the interest payable related to the \$38.3 million term facility balance at September 30, 2009 was to be fixed at a rate of 9.38% until the scheduled maturity on September 30, 2010 according to the amended and restated credit agreement. See *Note 1 Q. Risk Management Contracts* in our annual report filed on Form 10-K for the year ended December 31, 2008 for more information. Hedge accounting was applied for this swap and the terms of the interest rate swap agreement including the notional amounts, interest rate reset dates, and maturity dates matched the terms of the hedged note to which the swap agreement pertains. The hedge was determined to be highly effective at offsetting changes in fair value of the hedged note. However, on October 14, 2009, we repaid the remaining \$38.3 million term facility balance (see *Note 17 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information). As a result, we determined hedge accounting for the swap to be inappropriate as of September 30, 2009, and wrote-off the remaining \$0.8 million accumulated unrealized loss and recorded a \$38,000 mark-to-market adjustment for the fair value of the swap through interest expense in the third quarter of 2009. In October 2009, we paid \$0.7 million to settle the remaining fair value liability associated with the swap as of September 30, 2009. For additional information regarding our credit facilities, see *Note 11 of Notes to Condensed Consolidated Financial Statements (Unaudited)*.

On October 14, 2009, we entered into a \$60 million revolving credit agreement for a three-year term. See *Note 17 of Notes to Condensed Consolidated Financial Statements (Unaudited)* for more information. We have not drawn on the revolving credit facility. However, if used, amounts borrowed under the facility would be subject to changes in market interest rates.

### *Provisional Sales*

Sales of all metals products sold directly to smelters, including by-product metals, are recorded as revenues when title and risk of loss transfer to the smelter (generally at the time of shipment) at estimated forward prices for the estimated month of settlement. Due to the time elapsed from shipment to the smelter and the final settlement with the smelter, we must estimate the prices at which sales of our metals will be settled. Previously recorded sales are adjusted to estimated settlement metals prices until final settlement by the smelter. Changes in metals prices between shipment and final settlement will result in changes to revenues recorded at the time of sale. Our concentrate sales are based on a provisional sales price containing an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the concentrates at the forward price at the time of the sale. The embedded derivative, which does not qualify for hedge accounting, is adjusted to market through earnings each period prior to final settlement. At September 30, 2009 and 2008, the amounts of the derivative instruments were \$0.8 million and \$0.5 million, respectively, which were recorded as increases to revenue and trade accounts receivable. Metals prices can and often do fluctuate widely and are affected by numerous factors beyond our control (see *Item 1A Risk Factors A substantial or extended decline in metals prices would have a material adverse effect on us* in our annual report filed on Form 10-K for the year ended December 31, 2008 for more information). At September 30, 2009, metals contained in concentrates and exposed to future price changes totaled approximately 2,158,099 ounces of silver, 9,967 ounces of gold, 9,217 tons of zinc, and 6,720 tons of lead. If the price of each metal were to change by one percent, the change in the total value of the concentrates would be approximately \$0.8 million.

**Item 4. Controls and Procedures**

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), of the effectiveness of the design and operation of our disclosure controls and procedures as required by Exchange Act Rules 13a-15(e) and 15d-15(e) as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures, including controls and procedures designed to ensure that information required to be disclosed by us is accumulated and communicated to our management (including our CEO and CFO), were effective as of September 30, 2009, in ensuring them in a timely manner that material information required to be disclosed in this report has been properly recorded, processed, summarized and reported. There were no changes in our internal control over financial reporting during the quarter ended September 30, 2009, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Internal control systems, no matter how well designed and operated, have inherent limitations. Therefore, even a system which is determined to be effective cannot provide absolute assurance that all control issues have been detected or prevented. Our systems of internal controls are designed to provide reasonable assurance with respect to financial statement preparation and presentation.

Part II - Other Information

Hecla Mining Company and Subsidiaries

**Item 1. Legal Proceedings**

For information concerning legal proceedings, refer to *Note 6 of Notes to the Condensed Consolidated Financial Statements (Unaudited)*, which is incorporated by reference into this Item 1.

**Item 1A. Risk Factors**

*Item 1A Risk Factors* of the Company's annual report on Form 10-K for the year ended December 31, 2008 sets forth information relating to important risks and uncertainties that could materially adversely affect the Company's business, financial condition or operating results. Those risk factors continue to be relevant to an understanding of the Company's business, financial condition and operating results. There are no material changes to the Risk Factors set forth in *Item 1A* in our annual report on Form 10-K for the year ended December 31, 2008.

**Item 6. Exhibits**

See the exhibit index to this Form 10-Q for the list of exhibits.

*Items 2, 3, 4 and 5 of Part II are not applicable and are omitted from this report.*

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Hecla Mining Company and Subsidiaries

SIGNATURES

Pursuant to the requirements 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.

HECLA MINING COMPANY  
(Registrant)

Date: November 3, 2009

/s/ Phillips S. Baker, Jr.

Phillips S. Baker, Jr., President and  
Chief Executive Officer

Date: November 3, 2009

/s/ James A. Sabala

James A. Sabala, Vice President and  
Chief Financial Officer



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Hecla Mining Company and Wholly Owned Subsidiaries  
Form 10-Q September 30, 2009  
Index to Exhibits

- 3.1 Certificate of Incorporation of the Registrant as amended to date. Filed as exhibit 3.1 to Registrant's Form 10-K for the year ended December 31, 2008.
- 3.2 Bylaws of the Registrant as amended to date. Filed as exhibit 3.1 to Registrant's Current Report on Form 8-K filed on December 6, 2007 (File No. 1-8491), and incorporated herein by reference.
- 4.1(a) Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock of the Registrant. Filed as exhibit 4.1(a) to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 1-8491), and incorporated herein by reference.
- 4.1(b) Certificate of Designations, Preferences and Rights of Series B Cumulative Convertible Preferred Stock of the Registrant. Filed as exhibit 4.2(d) to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 (File No. 1-8491), and incorporated herein by reference.
- 4.1(c) Certificate of Designations of 6.5% Mandatory Convertible Preferred Stock of the Registrant. Filed as part of Exhibit 3.1 hereto and incorporated herein by reference.
- 4.1(d) Form of 6.5% Mandatory Convertible Preferred Stock Certificate. Filed as exhibit 4.1 to Registrant's Current Report on Form 8-K filed December 14, 2007 (File No. 1-8491), and incorporated herein by reference.
- 4.1(e) Certificate of Designations, Preferences and Rights of 12% Convertible Preferred Stock of the Registrant. Filed as exhibit 4.2(e) to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 (File No. 1-8491), and incorporated herein by reference.
- 10.1 Fifth Amendment to Credit Agreement, effective June 29, 2009, by and among Hecla Mining Company, The Bank of Nova Scotia, as the Administrative Agent for the Lenders, and various Lenders. Filed as exhibit 10.6 to Registrant's Current Report on Form 8-K filed on July 2, 2009 (File No. 1-8491), and incorporated herein by reference.
- 10.2 Second Amended and Restated Credit Agreement, effective October 14, 2009, by and among Hecla Mining Company, as Parent, Hecla Alaska LLC, Hecla Greens Creek Mining Company and Hecla Juneau Mining Company, as Borrowers, The Bank of Nova Scotia, as the Administrative Agent for the Lenders, and various Lenders. Filed as exhibit 10.1 to Registrant's Current Report on Form 8-K filed on October 15, 2009 (File No. 1-8491), and incorporated herein by reference.

- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. \*
- 32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. \*

\*Filed herewith.