

## **SCHEDULE 1.01 DEFINITIONS**

**“AAC”** means Alcoa Alumina & Chemicals, L.L.C.

**“ACAH”** means Alcoa Caribbean Alumina Holdings, L.L.C.

**“ACOA”** means Aluminum Company of America

**“ACAP-A”** means ACAP Australia Pty Ltd

**“ACAP-S”** means ACAP Singapore Pty Ltd

**“Affiliate of ACOA”** means any entity, directly or indirectly, controlling, controlled by, or under common control with ACOA. Without limiting the generality of the foregoing, an entity shall be deemed to be in control of or to be controlled by another entity if such entity holds fifty percent (50%) or more of the outstanding voting equity interest in such other entity or such other entity holds fifty percent or more of its outstanding voting equity interest.

**“Affiliate of WMC”** means any entity, directly or indirectly, controlling, controlled by, or under common control with WMC. Without limiting the generality of the foregoing, an entity shall be deemed to be in control of or to be controlled by another entity if such entity holds fifty percent (50%) or more of the outstanding voting equity interest in such other entity or such other entity holds fifty percent (50%) or more of its outstanding voting equity interest.

**“AIHC”** means Alcoa International Holding Company

**“AMJ”** means Alcoa Minerals of Jamaica, Inc. or Alcoa Minerals of Jamaica, as required by the context in which they are used..

**“A of A”** means Alcoa of Australia, Ltd.

**“ASC”** means ASC Alumina, Inc.

**“Bauxite and Alumina”** means the worldwide exploration, searching and prospecting for, and the mining of bauxite and any other minerals an/or ores from which alumina or aluminum can or may be commercially produced.

**“CBG”** means Compagnie des Bauxites de Guinee

**“C&L”** means Coopers & Lybrand accounting firm.

**“CEO’s”** means Chief Executive Officers

**“CERCLA”** means Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. Sec. 9601 et seq.

**“Charter”** means the Charter of the Strategic Council of the ACOA/WMC Worldwide Alumina/Chemicals Enterprise dated December 21, 1994 between ACOA and WMC..

**“Competitor”** shall mean any person or entity engaged in the mining of bauxite or in the processing of alumina, inorganic chemicals, or production of primary aluminum, whether directly or indirectly through any company in which it holds, whether legally or beneficially, ten percent (10%) or more of the issued capital or such number of shares in the issued capital or any class of shares in the issued capital which entitles it to ten percent (10%) or more of the voting power of the shares in that company.

**“EBDIAT”** means earnings before depreciation, interest, amortization and taxes, including pre tax income from the Enterprise Companies accounted for on an equity basis.

**“Enterprise”** means the contractual arrangement by which WMC and ACOA shall cause the Enterprise Companies to take actions in a coordinated manner, through which WMC and ACOA will combine their respective current interests in bauxite mining, alumina refining and the ACOA inorganic chemicals operations as well as ACOA’s shipping operations and certain integrated aluminum fabricating and smelting operations.

**“Enterprise Companies”** means those Affiliates of ACOA or WMC that own and operate the combination of ACOA’s and WMC’s respective current interests in bauxite mining, alumina refining and the ACOA inorganic chemicals operations as well as ACOA’s shipping operations and certain integrated aluminum fabricating and smelting operations, as more particularly described on Schedules 2.02 (a) to (d) of the Formation Agreement.

**“EST”** means Eastern Standard Time.

**“Extraordinary Liabilities” “Section 8.01(a)”** means all losses, costs (including reasonable attorney’s fees), expenses, interest and penalties in excess of the Threshold Amount arising at any future time.

**“Financial Protocol”** means Schedule 2.06 to the Formation Agreement.

**“Formation Agreement”** means the Worldwide Alumina/Chemicals Enterprise Formation Agreement dated December 21, 1994 among ACOA, WMC, ASCA, AIHC, WMC-D and WMC-F.

**“Formation Date”** means the date the Enterprise is formed.

**“GAAP”** means generally accepted accounting principles of the US.

**“Heads of Agreement” or “HOA”** means the Heads of Agreement dated July 6, 1994 between ACOA and WMC, as supplemented by a Supplemental Agreement to Heads of Agreement.

**“ICD”** means the Industrial Chemicals Division.

**“Indemnity”** means ACOA and WMC shall reimburse and hold harmless the Enterprise for such Extraordinary Liability to the extent of their preformation ownership interest in the relevant assets.

**“Inorganic Industrial Chemicals”** means the research and development, production, marketing and sale of certain industrial chemicals composed initially of the existing ACOA and Alcoa of Australia inorganic industrial alumina-based chemical products.

**“Integrated Operations”** means those certain primary aluminum smelting, aluminum fabricating, gold mining and refining operations ACOA facilities that exist as of the formation of the Enterprise and are run as part of an integrated operation at certain of the locations included within the Enterprise.

**“Licensed Technology”** means ACOA technology related to the development, processing, manufacture, application or use of the products and services related in any way to the Scope of Enterprise Companies and granted to AAC & ACAH.

**“Liquidating Events”** means those events identified in Section 14.2 of the LLC Agreement.

**“LLC Agreement”** means the Amended and Restated Limited Liability Company Agreement of AAC, unless the context indicates otherwise.

**“MRN”** means Mineracao Rio do Norte S.A.

**“Net Earnout Payment”** means (check if defined in final Protocol)

**“Net Profits”** means the profits of the applicable Enterprise Company after making reasonable and adequate provisions for depreciation, bad debts and local taxes.

**“Property”** means all real and personal property acquired by AAC and any improvements thereto, and shall include both tangible and intangible property.

**“QBE Nominees Pty Ltd. and QBE Securities Pty Ltd.”** means shareholder of .075% interest in Alcoa of Australia.

**“Scope of Company”** means the object and purpose for which the limited liability company was formed.

**“Scope of the Enterprise Companies”** means those businesses and related activities identified in Section 5 of the Charter.

**“Stock Exchange”** means New York Stock Exchange.

**“Strategic Council”** means the council formed by ACOA and WMC to coordinate the activities of the Enterprise.

**“Tax Protocol”** means the Tax Protocol attached to the LLC Agreement as Exhibit A, as such Tax Protocol may be revised by the Members from time to time, which outlines the tax accounting procedures and related information for AAC.

**“Total Capital”** means the sum of debt (net of cash) plus any minority interest plus shareholder equity.

**“WMC”** means Western Mining Corporation Holdings Limited (A.C.N. 004 820 419).

**“WMC-D”** means WMC Alumina (USA) Inc.

**“WMC-F”** means Westminer International Holdings Limited (A.C.N. 006 840 731).