

GOLDCORP INC
Form 6-K
November 09, 2007

FORM 6-K
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of November 2007

Goldcorp Inc.

(Translation of registrant's name into English)

Suite 3400 - 666 Burrard Street
Vancouver, British Columbia V6C 2X8 Canada
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:
Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

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.

GOLDCORP INC.

By: /s/ Anna M. Tudela
Name: Anna M. Tudela
Title: Director, Legal and
Assistant Corporate Secretary

Date: November 8, 2007

Third Quarter Report 2007

(in United States dollars, tabular amounts in millions, except where noted)

Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the Three and Nine Months Ended September 30, 2007

This Management's Discussion and Analysis should be read in conjunction with Goldcorp's unaudited interim consolidated financial statements for the three and nine months ended September 30, 2007 and related notes thereto which have been prepared in accordance with Canadian generally accepted accounting principles. This Management's Discussion and Analysis contains forward-looking statements that are subject to risk factors set out in a cautionary note contained herein. All figures are in United States dollars unless otherwise noted. This Management's Discussion and Analysis has been prepared as of November 8, 2007.

THIRD QUARTER HIGHLIGHTS

On September 25, 2007, Goldcorp entered into an agreement with Kinross Gold Corporation to acquire Kinross 49% share of the Porcupine gold mines in northeastern Ontario and its 32% share of the Musselwhite gold mine in northwestern Ontario in exchange for Goldcorp's 50% interest in the La Coipa silver-gold mine in Chile and \$200 million in cash and working capital adjustments. The transaction highlights Goldcorp's continuing commitment to simplify its asset portfolio and to focus its efforts on building results with long-term assets within the Company's core operating districts. The transaction is expected to close in the fourth quarter of 2007.

The results of La Coipa have been reclassified as discontinued operations, except for certain operational statistics and other information, where noted.

Gold production increased to 556,200 ounces compared with 431,800 ounces in 2006⁽¹⁾.

Gold sales increased to 537,200 ounces, compared with 421,400 ounces in 2006⁽¹⁾.

Total cash costs were \$140 per gold ounce, net of by-product copper and silver credits, compared with \$84 per ounce in 2006⁽¹⁾⁽²⁾.

Adjusted net earnings⁽³⁾ amounted to \$82.3 million (\$0.12 per share) for the quarter compared with adjusted net earnings of \$91.5 million (\$0.22 per share) in the prior year. Net earnings amounted to \$75.8 million (\$0.11 per share), compared to \$59.5 million (\$0.14 per share) in 2006.

Operating cash flows of \$189.0 million from continuing operations, compared to \$223.5 million in 2006. Operating cash flows before working capital changes of \$208.6 million compared to \$171.9 million in 2006.

Dividends paid of \$31.7 million for the quarter (2006 \$18.8 million).

- (1) Non-GAAP performance measure includes the results of La Coipa, which, for accounting purposes have been reclassified as discontinued operations.
- (2) The Company has included a non-GAAP performance measure, total cash cost per gold ounce, throughout this document. The Company reports total cash costs on a sales basis. In the gold mining industry, this is a common performance measure but does not have any standardized meaning, and is a non-GAAP measure. The Company follows the recommendations of the Gold Institute standard. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, the Company and certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended

to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Refer to page 25 for a reconciliation of total cash costs to reported operating expenses.

- (3) Adjusted net earnings is a non-GAAP measure. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, the Company and certain investors use this information to evaluate the Company's performance. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Refer to page 26 for a reconciliation of adjusted net earnings to reported net earnings.

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Management's Discussion and Analysis

(in United States dollars, tabular amounts in millions, except where noted)

OVERVIEW

Goldcorp is a leading gold producer engaged in gold mining and related activities including exploration, extraction, processing and reclamation. The Company's assets are comprised of the Red Lake, Porcupine (51% interest) and Musselwhite (68% interest) gold mines in Canada, the Alumbraera gold/copper mine (37.5% interest) in Argentina, the El Sauzal gold mine and Luismin gold/silver mines in Mexico, the Marlin gold/silver mine in Guatemala, the San Martin gold mine in Honduras, the La Coipa gold/silver mine (50% interest) in Chile, the Marigold gold mine (67% interest) and the Wharf gold mine in the United States. Significant development projects include the expansion of the existing Red Lake mine, the Peñasquito gold/silver/zinc project and the Los Filos gold project in Mexico, the Éléonore gold project in Canada, the Cerro Blanco gold project in Guatemala and the Pueblo Viejo gold project (40% interest) in the Dominican Republic. Goldcorp also owns a 49% interest in Silver Wheaton Corp. (Silver Wheaton), a publicly traded company, 68% interest in Terrane Metals Corp. (Terrane), a publicly traded exploration company and a 21% interest in Peak Gold Ltd. (Peak Gold), a publicly traded gold mining company.

Goldcorp is listed on the New York Stock Exchange (symbol: GG) and the Toronto Stock Exchange (symbol: G). In addition, the Company has share purchase warrants which trade on the New York Stock Exchange and the Toronto Stock Exchange.

Goldcorp's strategy is to provide its shareholders with superior returns from high quality assets. Goldcorp has a strong and liquid balance sheet and has not hedged or sold forward any of its future gold production.

Goldcorp is one of the world's lowest cost and fastest growing senior gold producers with operations throughout the Americas.

CORPORATE DEVELOPMENTS

Acquisition of Full Ownership of Porcupine and Musselwhite Mines

On September 25, 2007, Goldcorp entered into an agreement with Kinross Gold Corporation to acquire Kinross' 49% share of the Porcupine gold mines in northeastern Ontario and its 32% share of the Musselwhite gold mine in northwestern Ontario in exchange for Goldcorp's 50% interest in the La Coipa silver-gold mine in Chile and \$200 million in cash. The transaction is expected to close in the fourth quarter. The transaction enhances Goldcorp's geographic focus in NAFTA countries, simplifies its asset portfolio, and exchanges an asset with a short-term life for assets with long-term potential.

Sale of Peak Mine and Amapari Mine

During April 2007, Goldcorp closed the sale of the Amapari mine in Brazil and Peak mine in Australia to Peak Gold (formerly GPJ Ventures Ltd.) in exchange for \$200 million in cash and \$100 million in shares of Peak Gold, which resulted in a gain of approximately \$6.5 million after tax, recorded in the second quarter of 2007. As at September 30, 2007, Goldcorp owned approximately 21% of Peak Gold.

Sale of Peñasquito Silver Stream

On July 24, 2007, Goldcorp completed its agreement with Silver Wheaton to sell 25% of the silver produced from its Peñasquito project located in Mexico for the life of mine. Total upfront consideration paid was \$485 million in cash. In addition, a per ounce cash payment of the lesser of \$3.90 and the prevailing market price is due (subject to an inflationary adjustment), for silver delivered under the contract.

As at September 30, 2007, Peñasquito had 13 million ounces of proven and probable gold reserves, 4.7 million ounces of measured and indicated gold resources and 8.9 million ounces of inferred gold resources. In addition, it contains proven and probable silver reserves of 864 million ounces, measured and indicated silver resources of 413 million ounces, and inferred silver resources of 508 million ounces.

As a result of this transaction, Silver Wheaton will retain a right of first refusal on any further sales of silver streams from Peñasquito for the mine life for so long as Goldcorp maintains at least a 20% interest in Silver Wheaton.

Goldcorp's right to maintain its pro-rata interest in Silver Wheaton has been extended to December 31, 2009. In addition, Silver Wheaton also entered into a commitment with the Bank of Nova Scotia and BMO Capital Markets, as co-lead arrangers and administrative agents, to borrow \$200 million under a

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(in United States dollars, tabular amounts in millions, except where noted)

non-revolving term loan (the term loan) and \$300 million under a revolving term loan (the revolving loan) in order to finance the acquisition of the Peñasquito silver contract.

The revolving loan is for a period of seven years and the term loan is to be repaid in equal installments over a period of seven years, however, prepayments are allowed at any time. In order to fund the transaction, the term loan was drawn in full and the revolving loan was drawn in the amount of \$246 million. At September 30, 2007, the revolving loan was drawn in the amount of \$235 million.

As Goldcorp consolidates Silver Wheaton in its financial results, the impact of this transaction resulted in an increase to cash and long-term debt.

Acquisition of Glamis Gold Ltd.

On November 4, 2006, Goldcorp and Glamis Gold Ltd. (Glamis) completed a transaction to combine the two companies.

Upon completion, Goldcorp acquired interests in the El Sauzal mine (100%) in Mexico, Marlin mine (100%) in Guatemala, Marigold mine (67%) in the United States, San Martin mine (100%) in Honduras, the Peñasquito project (100%) in Mexico, and the Cerro Blanco project (100%) in Guatemala.

Under the terms of the arrangement, each Glamis common share was exchanged for 1.69 Goldcorp common shares and C\$0.0001 in cash. All outstanding Glamis stock appreciation rights (SAR s) were exercised by the holders into Glamis shares such that holders of the SAR s received Goldcorp shares and cash at the same share exchange ratio. Each Glamis stock option, which gave the holder the right to acquire shares in the common stock of Glamis when presented for execution, was exchanged for a stock option giving the holder the right to acquire shares in the common stock of Goldcorp on the same basis as the exchange of Glamis common shares for Goldcorp common shares.

This business combination has been accounted for as a purchase transaction, with Goldcorp being identified as the acquirer and Glamis as the acquiree. The results of operations of the acquired assets are included in the consolidated financial statements of Goldcorp from the date of acquisition, November 4, 2006.

The purchase consideration has been allocated on a preliminary basis to the fair value of assets acquired and liabilities assumed, with goodwill assigned to a specific reporting unit, based on management's best estimates and taking into account all available information at the time these consolidated financial statements were prepared. Goldcorp will continue to review information and perform further analysis with respect to each of the Glamis assets, including an independent valuation, prior to finalizing the allocation of the purchase price in the 2007 annual financial statements. This process will be performed in accordance with the recent accounting pronouncement relating to *Mining Assets Impairment and Business Combination* (Emerging Issues Committee Abstract 152). Although the final results of this review are presently unknown, it is anticipated that it may result in a change to the amount assigned to goodwill and a change to the value attributable to tangible assets and future income tax liabilities.

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Management's Discussion and Analysis

(in United States dollars, tabular amounts in millions, except where noted)

SUMMARIZED FINANCIAL RESULTS ⁽¹⁾

	Three Months Ended							
	September 30		June 30		March 31		December 31	
	2007	2006	2007	2006	2007	2006	2006	2005
Revenues	\$ 524.0	\$ 404.3	\$ 528.8	\$ 481.1	\$ 474.2	\$ 286.3	\$ 477.7	\$ 268.3
Gold produced (ounces)	545,000	419,900	526,000	370,900	552,900	295,100	579,100	296,200
Gold sold (ounces)	524,000	410,600	536,900	389,500	527,000	288,400	585,500	307,300
Average realized gold price (per ounce)	\$ 685	\$ 620	\$ 665	\$ 620	\$ 650	\$ 560	\$ 620	\$ 492
Average London spot gold price (per ounce)	\$ 680	\$ 622	\$ 667	\$ 627	\$ 650	\$ 554	\$ 604	\$ 484
Earnings (loss) from operations	\$ 155.4	\$ 146.1	\$ 135.9	\$ 221.0	\$ 125.4	\$ 140.6	\$ (60.9)	\$ 112.8
Net earnings (loss) from continuing operations	\$ 70.3	\$ 62.4	\$ (9.0)	\$ 190.4	\$ 117.5	\$ 92.4	\$ 55.3	\$ 101.7
Net earnings (loss) from discontinued operations	\$ 5.5	\$ (2.9)	\$ 11.9	\$	\$ 7.4	\$	\$ 10.6	\$
Net earnings	\$ 75.8	\$ 59.5	\$ 2.9	\$ 190.4	\$ 124.9	\$ 92.4	\$ 66.0	\$ 101.7
Earnings (loss) per share from continuing operations								
Basic	\$ 0.10	\$ 0.15	\$ (0.01)	\$ 0.50	\$ 0.17	\$ 0.27	\$ 0.09	\$ 0.30
Diluted	\$ 0.10	\$ 0.15	\$ (0.01)	\$ 0.49	\$ 0.17	\$ 0.24	\$ 0.09	\$ 0.27

Earnings per share

Basic	\$	0.11	\$	0.14	\$	0.00	\$	0.50	\$	0.18	\$	0.27	\$	0.11	\$	0.30
Diluted	\$	0.11	\$	0.14	\$	0.00	\$	0.49	\$	0.18	\$	0.24	\$	0.11	\$	0.27

Cash flow from operating activities of continuing operations

	\$	189.0	\$	223.5	\$	120.9	\$	235.3	\$	111.3	\$	74.4	\$	230.5	\$	136.9
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Total cash costs of continuing operations (per gold ounce) (note 4)

	\$	160	\$	84	\$	166	\$	(131)	\$	217	\$	(88)	\$	183	\$	(73)
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Dividends paid	\$	31.7	\$	18.8	\$	31.7	\$	17.4	\$	31.6	\$	15.3	\$	27.5	\$	15.3
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Cash and cash equivalents

	\$	599.6	\$	334.6	\$	254.2	\$	247.4	\$	383.5	\$	169.6	\$	526.3	\$	562.2
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Total assets	\$	18,233.9	\$	7,084.5	\$	17,738.2	\$	6,969.5	\$	17,894.4	\$	5,054.9	\$	17,965.9	\$	4,066.0
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SUMMARIZED FINANCIAL RESULTS INCLUDING DISCONTINUED OPERATIONS (non-GAAP⁽¹⁾)

Revenues	\$	554.1	\$	418.9	\$	567.0	\$	491.5	\$	505.6	\$	286.3	\$	513.3	\$	268.3
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Gold produced (ounces)

	556,200	431,800	539,500	378,500	558,000	295,100	587,900	296,200
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Gold sold (ounces)

	537,200	421,400	546,400	398,700	531,300	288,400	559,400	307,300
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Total cash costs (per gold ounce) (note 4)

	\$	140	\$	84	\$	133	\$	(123)	\$	181	\$	(88)	\$	160	\$	(73)
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(1) As a result of the pending sale of Goldcorp's 50% interest in La Coipa, the results of that mine have been reclassified as discontinued operations in the current quarter, in accordance

with GAAP,
with restatement
of prior periods
from May 12,
2006, the date
of acquisition.
Where noted,
certain results
above have been
presented
including La
Coipa for
informational
purposes only.

- (2) Includes Goldcorp's share of results of Campbell, Musselwhite (68%) and Porcupine (51%) from May 12, 2006, the date of acquisition.
- (3) Includes Goldcorp's share of results of El Sauzal, Marlin, San Martin and Marigold (67%) from November 4, 2006, the date of acquisition.
- (4) The calculation of total cash costs per ounce of gold is net of by-product sales revenue (by-product copper revenue for Peak and Alumbreira; by-product silver revenue for Marlin at

market silver
prices; and
by-product
silver revenue
for Luismin of
\$3.90 per silver
ounce sold to
Silver
Wheaton).

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Third Quarter Report 2007

(in United States dollars, tabular amounts in millions, except where noted)

Review of Financial Results Three months ended September 30

The increase in revenue, gold production and sales and total assets, as compared to the third quarter of 2006, is primarily the result of the inclusion of the Glamis assets acquired in November of 2006. The third quarter of 2006 includes the Peak and Amapari gold mines, which were sold in the second quarter of 2007, but does not include the Glamis assets, which were not acquired until November 2006. The net earnings for the current quarter are impacted significantly by the following factors:

Increased sales volume, primarily due to the inclusion of the Glamis assets and a 10% increase in realized gold prices;

Increase in depreciation and depletion expense, due to the impact of the fair market valuation of depreciable assets upon acquisition of the Placer and Glamis mines, to \$113.2 million compared to \$70.8 million in the third quarter of 2006;

The 7% strengthening of the Canadian dollar against the US dollar negatively impacted the earnings of the Canadian operations by \$5.4 million when compared to the same period in 2006;

Lower interest expense as a result of lower borrowing rates arising from the new \$1.5 billion revolving line of credit;

A \$2.6 million non-cash foreign exchange gain in the current quarter on the revaluation of significant future income tax liabilities on mineral interests arising from acquisitions, compared to an \$11.4 million non-cash foreign exchange loss in the third quarter of 2006. The third quarter 2006 did not include this foreign exchange impact arising from the acquisition of the Glamis mines;

Increase in stock option expense to \$8.1 million from \$6.7 million in 2006 due to the amortization of the issuance of additional stock options in the latter part of 2006 and in May 2007;

Adjusted net earnings amount to \$82.3 million⁽¹⁾ for the three months ended September 30, 2007, compared to \$91.5 million in the same period last year. Total cash costs per ounce of \$140⁽²⁾ in the third quarter of 2007, as compared to \$84 in the third quarter of 2006, increased significantly primarily due to the strengthening of the Canadian dollar, the rising cost of consumables, unplanned maintenance costs, lower production as a result of certain weather conditions and lower by-product sales.

Review of Financial Results Nine months ended September 30

The increase in revenue, gold production and sales, and total assets, as compared to the nine months ended September 30, 2006, is primarily the result of the inclusion of the Glamis and Placer assets in 2007. The prior year comparable nine months includes financial results for the Placer assets from the date of acquisition, May 12, 2006, and full nine month results for the Peak and Amapari gold mines, while the Glamis assets were not included as they were acquired in November 2006. The net earnings for the current nine-month period are impacted significantly by the following factors:

Increased sales volume, primarily due to the acquisition of the Glamis assets and a 10% increase in realized gold prices;

Increase in depreciation and depletion expense, due to the impact of the fair valuation of depreciable assets upon acquisition of the Placer and Glamis mines, to \$321.9 million compared to \$184.6 million in the third quarter of 2006;

Non-cash foreign exchange loss of \$48.5 million on the revaluation of future income tax liabilities, compared to a loss of \$14.2 million in 2006;

Increase in non-hedge derivative losses to \$52.7 million (2006 \$32.4 million), of which \$38.9 million was unrealized, as the Company did not enter into copper forward contracts until the second quarter of 2006;

Increase in interest expense and finance fees to \$34.9 million (2006 \$27.0 million) as the credit facilities were not drawn upon until the close of the Placer transaction on May 12, 2006;

Increase in stock option expense to \$33.0 million (2006 \$15.9 million), primarily due to the immediate vesting of 1/3 of the options issued in May 2007;

Gain on the sale of the Peak and Amapari mines of \$40.2 million before tax (\$6.5 million, net of tax). Adjusted net earnings amount to \$260.5 million⁽¹⁾ for the nine months ended September 30, 2007, compared to \$323.5 million in 2006. Total cash costs per ounce were \$151⁽²⁾ for the nine months ended September 30, 2007, as compared to \$(35) in the same period in 2006, with the increase primarily due to the strengthening in the Canadian dollar, a decline in copper sales volume and realized copper prices and the addition of the Placer mines, which generated revenues at a higher cash cost than the Company's pre-existing mines.

- (1) Adjusted net earnings is a non-GAAP measure, the Company believes that, in addition to conventional measures, prepared in accordance with GAAP, the Company and certain investors use this information to evaluate the Company's performance. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Refer to page 26 for a reconciliation of adjusted net earnings to reported net earnings.
- (2) Total cash costs, including discontinued operations.

Management's Discussion and Analysis

(in United States dollars, tabular amounts in millions, except where noted)

RESULTS OF OPERATIONS**Three months ended September 30**

			Gold produced	Gold sold	Average realized gold price (per ounce)	Earnings (loss) from Operations	Total cash costs (per ounce)
	Revenues		(ounces)	(ounces)			
Red Lake	2007	\$ 118.0	163,400	172,000	\$ 684	\$ 44.6	\$ 271
	2006	103.6	156,400	165,500	621	49.3	214
Musselwhite	2007	27.4	39,800	40,400	677	2.8	490
	2006	24.4	39,600	38,200	636	1.5	436
Porcupine	2007	25.5	36,800	37,300	680	0.3	483
	2006	27.9	44,300	44,700	622	6.9	337
Luismin ⁽²⁾	2007	36.8	44,400	44,000	683	5.0	255
	2006	41.5	54,400	53,400	618	10.5	132
El Sauzal ⁽¹⁾	2007	56.0	77,600	81,000	683	17.1	117
	2006						
Los Filos ⁽⁴⁾	2007		13,300				
	2006						
Marlin ^(1, 2)	2007	47.3	58,700	57,000	679	17.5	176
	2006						
Alumbreira ⁽²⁾	2007	151.0	66,000	49,600	704	69.2	(1,057)
	2006	143.8	65,200	58,200	628	78.1	(1,074)
Marigold ⁽¹⁾	2007	13.4	21,800	19,700	681	(1.2)	580
	2006						
Wharf	2007	8.8	12,200	12,000	690	3.1	338
	2006	12.6	19,500	19,800	610	2.9	354
San Martin ⁽¹⁾	2007	7.7	11,000	11,000	691	1.4	498
	2006						
Silver Wheaton	2007	39.6				18.3	
	2006	41.8				18.8	

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Peak ^(2,3)	2007							
	2006	6.3	23,200	12,900	526	(1.0)		398
Amapari ⁽³⁾	2007							
	2006	11.2	17,300	17,900	623	(6.5)		593
Terrane	2007					(1.7)		
	2006					(1.4)		
Other ⁽⁵⁾	2007	(7.5)				(21.0)		
	2006	(8.8)				(13.0)		
Total continuing operations	2007	\$ 524.0	545,000	524,000	\$ 685	\$ 155.4	\$ 160	
	2006	404.3	419,900	410,600	620	146.1		84
La Coipa	2007	\$ 30.1	11,200	13,200	\$			