

NORD RESOURCES CORP  
Form 10-Q/A  
March 12, 2010

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

**FORM 10-Q /A  
Amendment No.1**

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2009**

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-08733

**NORD RESOURCES CORPORATION**

(Exact name of small business issuer as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation or  
organization)

**85-0212139**

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

**One West Wetmore Road, Suite 203**

**Tucson, Arizona**

(Address of principal executive offices)

**85705**

(Zip Code)

**(520) 292-0266**

Issuer's telephone number

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller  
reporting company)

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. **69,642,589 shares of common stock as of June 30, 2009.**

Transitional Small Business Disclosure Format (check one): Yes  No

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**NORD RESOURCES CORPORATION**

**Amendment No. 1 to Quarterly Report On Form 10-Q/A  
For The Quarterly Period Ended  
June 30, 2009**

**EXPLANATORY NOTE**

Nord Resources Corporation is filing this Amendment No. 1 (this Amendment ) to the Quarterly Report on Form 10-Q for the period ended June 30, 2009, originally filed with the Securities and Exchange Commission on August 14, 2009 (the Quarterly Report ), to revise Item 4 in Part II Other Information. We have revised our disclosure under the caption Submission of Matters to a Vote of Securities Holders.

This Amendment should be read in conjunction with the Quarterly Report, which continues to speak as of the date of the Quarterly Report. Other than Item 4 in Part II Other Information, this Amendment does not modify or update our disclosures in the Quarterly Report. Accordingly, this Amendment does not reflect events occurring after the filing of the Quarterly Report or modify or update any related or other disclosures.

**PART II OTHER INFORMATION****Item 4. Submission of Matters to a Vote of Securities Holders**

The annual meeting of stockholders of our Company was held on June 9, 2009 at 10:00 a.m. (Tucson Time). At the annual meeting, the stockholders adopted resolutions:

1. To elect Ronald A. Hirsch, John T. Perry, Stephen D. Seymour, Douglas P. Hamilton, John F. Cook and T. Sean Harvey to our board of directors. The votes cast for or withheld in respect of each nominee were as follows:

	<b>For</b>	<b>Withheld</b>
Ronald A. Hirsch	42,887,581	6,987,860
John T. Perry	42,892,973	6,982,468
Stephen D. Seymour	42,890,488	6,984,953
Douglas P. Hamilton	42,890,017	6,985,424
John F. Cook	42,893,462	6,981,479
T. Sean Harvey	42,890,449	6,984,992

2. To ratify the selection of Mayer Hoffman McCann P.C. as our Company's independent registered public accounting firm for the year ending December 31, 2009. The votes cast for or against this proposal, and the number of abstentions, were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
49,144,595	701,916	28,929

**Item 6. Exhibits****Exhibit****Number Description****Articles of Incorporation and By laws**

3.1 Certificate of Incorporation (as amended) of Nord Resources Corporation<sup>(1)</sup>

3.2 Amended and Restated Bylaws of Nord Resources Corporation<sup>(2)</sup>

3.3 Amendment to Amended Certificate of Incorporation <sup>(26)</sup>

**Instruments defining the rights of security holders, including indentures**

- 4.1 Pages from Amended and Restated Bylaws of Nord Resources Corporation defining the rights of holders of equity or debt securities<sup>(1)</sup>
- 4.2 Convertible Promissory Note for \$35,000 issued by Nord Resources Corporation to Ronald A. Hirsch dated June 29, 2004<sup>(1)</sup>
- 4.3 Amendment to Convertible Promissory Note dated June 29, 2004 issued by Nord Resources Corporation to Ronald A. Hirsch effective November 30, 2005<sup>(1)</sup>
- 4.4 Convertible Promissory Note for \$66,000 issued by Nord Resources Corporation to Stephen D. Seymour dated August 19, 2004<sup>(1)</sup>
- 4.5 Amendment to Convertible Promissory Note dated August 19, 2004 issued by Nord Resources Corporation to Stephen D. Seymour effective September 26, 2005<sup>(1)</sup>
- 4.6 Second Amendment to Convertible Promissory Note dated August 19, 2004 issued by Nord Resources Corporation to Stephen D. Seymour effective November 30, 2005<sup>(1)</sup>
- 4.7 Convertible Promissory Note for \$106,000 issued by Nord Resources Corporation to Ronald A. Hirsch dated October 4, 2004<sup>(1)</sup>
- 4.8 Amendment to Convertible Promissory Note dated October 4, 2004 issued by Nord Resources Corporation to Ronald A. Hirsch effective September 26, 2005<sup>(1)</sup>
- 4.9 Second Amendment to Convertible Promissory Note dated October 4, 2004 issued by Nord Resources Corporation to Ronald A. Hirsch effective November 30, 2005<sup>(1)</sup>
- 4.10 Revolving Line of Credit Agreement, between Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated June 21, 2005<sup>(1)</sup>
- 4.11 Security Agreement between Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated June 21, 2005<sup>(1)</sup>
- 4.12 Secured Promissory Note (\$600,000) between Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated June 21, 2005<sup>(1)</sup>
- 4.13 Second Amended and Restated Revolving Line of Credit between Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated November 8, 2005<sup>(3)</sup>
- 4.14 Amended and Restated Warrant Certificate issued by Nord Resources Corporation to Auramet Trading, LLC, dated as of October 17, 2005<sup>(5)</sup>
- 4.15 Warrant Certificate issued by Nord Resources Corporation to Auramet Trading, LLC, dated April 17, 2006<sup>(5)</sup>
- 4.16 Acknowledgement of Ronald A. Hirsch regarding Agreement for Credit Risk Participation dated November, 2005<sup>(1)</sup>



- 4.17 Secured Promissory Note for \$3,900,000 issued by Nord Resources Corporation to Nedbank Limited dated November 8, 2005<sup>(1)</sup>
- 4.18 Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing among Nord Resources Corporation , First American Title Insurance Company and Nedbank Limited dated November 8, 2005<sup>(1)</sup>
- 4.19 Warrant Certificate issued by Nord Resources Corporation to Nedbank Limited, dated May 8, 2006<sup>(4)</sup>
- 4.20 Environmental Indemnity Agreement between Nord Resources Corporation and Nedbank Limited dated November, 2005<sup>(1)</sup>
- 4.21 Subordination Agreement among Ronald A. Hirsch, Stephen D. Seymour and Nedbank Limited dated November 8, 2005<sup>(1)</sup>
- 4.22 Letter from Nord Resources Corporation to Nedbank Limited regarding conditions subsequent, dated November 8, 2005<sup>(1)</sup>
- 4.23 Perfection Certificate completed by Nord Resources Corporation for Nedbank Limited, dated November 8, 2005<sup>(1)</sup>
- 4.24 Waiver Agreement and Amendment of Promissory Note between Nord Resources Corporation and Nedbank Limited, dated February 6, 2006<sup>(3)</sup>
- 4.25 Letter Agreement between Nord Resources Corporation and Nedbank Limited, dated May 5, 2006, extending the maturity date of the Secured Promissory Note dated November 8, 2005 in the principal amount of \$3,900,000, to May 15, 2006<sup>(4)</sup>
- 4.26 Letter Agreement between Nord Resources Corporation, Ronald Hirsch and Stephen Seymour, dated May 5, 2006, extending the maturity date indebtedness under the Second Amended and Restated Revolving Line of Credit Agreement, among Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated November 8, 2005<sup>(7)</sup>
- 4.27 Modification Agreement between Nord Resources Corporation and Nedbank Limited, dated May 15, 2006<sup>(5)</sup>
- 4.28 Warrant Certificate issued by Nord Resources Corporation to Nedbank Limited, dated May 15, 2006<sup>(5)</sup>
- 4.29 Warrant Certificate issued by Nord Resources Corporation to Auramet Trading LLC, dated May 15, 2006<sup>(5)</sup>
- 4.30 Amended and Restated Secured Promissory Note, dated May 31, 2006, payable to Nedbank Limited in the principal amount of \$4,900,000<sup>(6)</sup>
- 4.31 First Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, dated May 31, 2006, among Nord Resources Corporation, First American Title Insurance Company and Nedbank Limited<sup>(6)</sup>
- 4.32 Amendment to Subordination Agreement, dated May 31, 2006, made for the benefit of Nedbank Limited by Ronald Hirsch and Stephen Seymour<sup>(6)</sup>





- 4.33 Warrant Certificate issued by Nord Resources Corporation to Auramet Trading, LLC, dated May 31, 2006 representing 250,000 common stock purchase warrants<sup>(6)</sup>
- 4.34 Letter Agreement between Nord Resources Corporation Nedbank Limited and Auramet Trading, LLC dated August 8, 2006, extending the maturity date of a secured loan in the principal amount of \$4,900,000<sup>(9)</sup>
- 4.35 Agreement between Nord Resources Corporation, Ronald Hirsch and Stephen Seymour, dated August 14, 2006, extending the maturity date indebtedness under the Second Amended and Restated Revolving Line of Credit Agreement, among Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated November 8, 2005<sup>(11)</sup>
- 4.36 Amended and Restated Convertible Promissory Note for \$35,000 issued by Nord Resources Corporation to Ronald A. Hirsch dated for reference June 29, 2004<sup>(12)</sup>
- 4.37 Amended and Restated Convertible Promissory Note for \$66,000 issued by Nord Resources Corporation to Stephen D. Seymour dated for reference August 19, 2004<sup>(12)</sup>
- 4.38 Amended and Restated Convertible Promissory Note for \$106,000 issued by Nord Resources Corporation to Ronald A. Hirsch dated for reference October 4, 2004<sup>(12)</sup>
- 4.39 Agreement between Nord Resources Corporation, Ronald Hirsch and Stephen Seymour, dated August 17, 2006, extending the maturity date indebtedness under the Second Amended and Restated Revolving Line of Credit Agreement, among Nord Resources Corporation and Ronald A. Hirsch and Stephen Seymour dated November 8, 2005<sup>(12)</sup>
- 4.40 Modification Agreement dated September 30, 2006 between Nord Resources Corporation and Nedbank Limited<sup>(13)</sup>
- 4.41 Amendment agreement dated September 29, 2006 between Nord Resources Corporation and Stephen Seymour in respect of Amended and Restated Convertible Promissory Note dated for reference August 19, 2004, in the principal amount of \$66,000<sup>(15)</sup>
- 4.42 Amendment agreement dated September 29, 2006 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference October 4, 2004, in the principal amount of \$106,000<sup>(15)</sup>
- 4.43 Amendment agreement dated September 29, 2006 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference June 29, 2004, in the principal amount of \$35,000<sup>(15)</sup>
- 4.44 Amending agreement dated September 29, 2006 among Nord Resources Corporation, Ronald Hirsch and Stephen Seymour in respect of that certain \$600,000 Revolving Line of Credit Agreement and that certain Secured Promissory Note, as previously amended, each dated for reference June 21, 2005<sup>(15)</sup>
- 4.45 Letter Agreement among Nedbank Limited, Nord Resources Corporation and Auramet Trading, LLC dated for reference December 19, 2006 and executed on December 20, 2006<sup>(20)</sup>



- 4.46 Amendment agreement dated December 22, 2006 between Nord Resources Corporation and Stephen Seymour in respect of Amended and Restated Convertible Promissory Note dated for reference August 19, 2004, in the principal amount of \$66,000<sup>(20)</sup>
- 4.47 Amendment agreement dated December 22, 2006 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference October 4, 2004, in the principal amount of \$106,000<sup>(20)</sup>
- 4.48 Amendment agreement December 22, 2006 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference June 29, 2004, in the principal amount of \$106,000<sup>(20)</sup>
- 4.49 Amending agreement dated December 22, 2006 among Nord Resources Corporation, Ronald Hirsch and Stephen Seymour in respect of that certain \$600,000 Revolving Line of Credit Agreement and that certain Secured Promissory Note, as previously amended, each dated for reference June 21, 2005<sup>(20)</sup>
- 4.50 Letter Agreement among Nedbank Limited, Nord Resources Corporation and Auramet Trading, LLC dated for reference January 11, 2007<sup>(21)</sup>
- 4.51 Amendment agreement dated January 15, 2007 between Nord Resources Corporation and Stephen Seymour in respect of Amended and Restated Convertible Promissory Note dated for reference August 19, 2004, in the principal amount of \$66,000<sup>(21)</sup>
- 4.52 Amendment agreement dated January 15, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference October 4, 2004, in the principal amount of \$106,000<sup>(21)</sup>
- 4.53 Amendment agreement dated January 15, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference June 29, 2004, in the principal amount of \$35,000<sup>(21)</sup>
- 4.54 Amending agreement dated January 15, 2007 among Nord Resources Corporation, Ronald Hirsch and Stephen Seymour in respect of that certain \$600,000 Revolving Line of Credit Agreement and that certain Secured Promissory Note, as previously amended, each dated for reference June 21, 2005<sup>(21)</sup>
- 4.55 Letter Agreement among Nedbank Limited, Nord Resources Corporation and Auramet Trading, LLC dated for reference January 30, 2007<sup>(22)</sup>
- 4.56 Amendment agreement dated January 31, 2007 between Nord Resources Corporation and Stephen Seymour in respect of Amended and Restated Convertible Promissory Note dated for reference August 19, 2004, in the principal amount of \$66,000<sup>(22)</sup>
- 4.57 Amendment agreement dated January 31, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference October 4, 2004, in the principal amount of \$106,000<sup>(22)</sup>
- 4.58 Amendment agreement dated January 31, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference June 29, 2004, in the principal amount of \$35,000<sup>(22)</sup>



- 4.59 Amending agreement dated January 31, 2007 among Nord Resources Corporation, Ronald Hirsch and Stephen Seymour in respect of that certain \$600,000 Revolving Line of Credit Agreement and that certain Secured Promissory Note, as previously amended, each dated for reference June 21, 2005<sup>(22)</sup>
- 4.60 Letter Agreement among Nedbank Limited, Nord Resources Corporation and Auramet Trading, LLC dated for reference February 23, 2007<sup>(23)</sup>
- 4.61 Modification Agreement between Nedbank Limited and Nord Resources Corporation dated for reference February 23, 2007<sup>(23)</sup>
- 4.62 Amendment agreement dated February 23, 2007 between Nord Resources Corporation and Stephen Seymour in respect of Amended and Restated Convertible Promissory Note dated for reference August 19, 2004, in the principal amount of \$66,000<sup>(23)</sup>
- 4.63 Amendment agreement dated February 23, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference October 4, 2004, in the principal amount of \$106,000<sup>(23)</sup>
- 4.64 Amendment agreement dated February 23, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference June 29, 2004, in the principal amount of \$35,000<sup>(23)</sup>
- 4.65 Amending agreement dated February 23, 2007 among Nord Resources Corporation, Ronald Hirsch and Stephen Seymour in respect of that certain \$600,000 Revolving Line of Credit Agreement and that certain Secured Promissory Note, as previously amended, each dated for reference June 21, 2005<sup>(23)</sup>
- 4.66 Term Sheet and Agreement between Nedbank Limited and Nord Resources Corporation dated for reference April 13, 2007<sup>(26)</sup>
- 4.67 Letter Agreement among Nedbank Limited, Nord Resources Corporation and Auramet Trading, LLC dated for reference April 17, 2007<sup>(26)</sup>
- 4.68 Amendment Agreement dated April 30, 2007 between Nord Resources Corporation and Stephen Seymour in respect of Amended and Restated Convertible Promissory Note dated for reference August 19, 2004, in the principal amount of \$66,000<sup>(25)</sup>
- 4.69 Amendment Agreement dated April 30, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference October 4, 2004, in the principal amount of \$106,000<sup>(25)</sup>
- 4.70 Amendment Agreement dated April 30, 2007 between Nord Resources Corporation and Ronald Hirsch in respect of Amended and Restated Convertible Promissory Note dated for reference June 29, 2004, in the principal amount of \$35,000<sup>(25)</sup>
- 4.71 Amending Agreement dated April 30, 2007 among Nord Resources Corporation, Ronald Hirsch and Stephen Seymour in respect of that certain \$600,000 Revolving Line of Credit Agreement and that certain Secured Promissory Note, as previously amended, each for reference June 21, 2005<sup>(25)</sup>

4.72 Special Warrant Indenture among Nord Resources Corporation, Blackmont Capital Inc and Computershare Trust Company of Canada, as special warrant trustee, dated June 2007<sup>(27)</sup>

4.73 Warrant Indenture between Nord Resources Corporation and Computershare Trust Company of Canada, as warrant agent, dated June 5, 2007<sup>(27)</sup>

4.74 Registration Rights Agreement among Nord Resources Corporation, Blackmont Capital Inc. and Salman Partners Inc. dated June 5, 2007<sup>(27)</sup>

4.75 Agent s Option Certificate issued to Blackmont Capital Inc., dated June 5, 2007<sup>(27)</sup>

4.76 Agent s Option Certificate issued to Salman Partners Inc., dated June 5, 2007<sup>(27)</sup>

**Material Contracts**

10.1 Executive Employment Agreement between Nord Resources Corporation and Ronald A. Hirsch dated January 2, 2004<sup>(1)</sup>

10.2 Waiver Agreement between Nord Resources Corporation and Ronald A. Hirsch dated February 15, 2006<sup>(3)</sup>

10.3 Executive Employment Agreement between Nord Resources Corporation and Erland Anderson dated January 2, 2004<sup>(1)</sup>

10.4 Waiver Agreement and Amendment of Employment Agreement between Nord Resources Corporation and Erland Anderson dated February 15, 2006<sup>(3)</sup>

10.5 Nord Resources Corporation Stock Option granted to Erland Anderson February 1, 2006<sup>(3)</sup>

10.6 Executive Employment Agreement between Nord Resources Corporation and John Perry dated April 18, 2005<sup>(1)</sup>

10.7 Waiver Agreement between Nord Resources Corporation and John Perry dated February 15, 2006<sup>(3)</sup>

10.8 Letter Agreement between Nord Resources Corporation and Nicholas Tintor regarding employment matters dated February 15, 2006<sup>(3)</sup>

10.9 Option to Purchase the Coyote Springs property from Thornwell Rogers, South Branch Resources LLC and MRPGE0 LLC to Nord Resources Corporation dated January 28, 2004<sup>(1)</sup>

10.10 First Amendment to Option to Purchase Coyote Springs property among Thornwell Rogers, South Branch Resources LLC, MRPGE0 LLC and Nord Resources Corporation dated December 14, 2004<sup>(1)</sup>

- 10.11 Second Amendment to the Terms of Agreement, Option to Purchase the Coyote Springs Property, Graham County, Arizona, between Nord Resources Corporation and Thornwell Rogers, South Branch Resources LLC and MRPGEO LLC, dated January 27, 2006<sup>(3)</sup>
- 10.12 Option to Purchase the Mimbres Property from Thornwell Rogers, South Branch Resources, LLC and MRPGEO, LLC to Nord Resources Corporation dated June 10, 2004<sup>(1)</sup>
- 10.13 Option Agreement between Shirley Bailey and Nord Resources Corporation dated July 19, 2004<sup>(1)</sup>
- 10.14 Debt Conversion between Nord Resources Corporation and Thornwell Rogers dated April 16, 2004<sup>(1)</sup>
- 10.15 Debt Conversion between Nord Resources Corporation and South Branch Resources LLC dated April 16, 2004<sup>(1)</sup>
- 10.16 Debt Conversion between Nord Resources Corporation and MRPGEO, LLC dated April 16, 2004<sup>(1)</sup>
- 10.17 Debt Conversion Agreement between Peifer, Hanson and Mullins P.A. and Nord Resources Corporation dated October 25, 2005<sup>(1)</sup>
- 10.18 Settlement Agreement and General Release between Nord Resources Corporation and W. Pierce Carson dated April 22, 2005<sup>(1)</sup>
- 10.19 Warrant Certificate issuing 250,000 warrants to W. Pierce Carson dated April 22, 2005 <sup>(1)</sup>
- 10.20 Warrant Amendment Agreement between Nord Resource Corporation and Pierce Carson dated October 5, 2006<sup>(28)</sup>
- 10.21 Nord Resources Corporation form of Subscription Agreement for US Investors (2005 private placement)<sup>(1)</sup>
- 10.22 Nord Resources Corporation form of Subscription Agreement for Canadian Investors (2005 private placement)<sup>(1)</sup>
- 10.23 Nord Resources Corporation form of Warrant Certificate for US Purchasers (2005 private placement)<sup>(1)</sup>
- 10.24 Nord Resources Corporation form of Warrant Certificate for Canadian Purchasers (2005 private placement)<sup>(1)</sup>
- 10.25 Letter dated October 25, 2005, amending the terms of the 2005 private placement offering<sup>(1)</sup>
- 10.26 Letter dated November 15, 2005, amending the terms of the 2005 private placement offering<sup>(1)</sup>

- 10.27 Letter dated December 21, 2005, amending the terms of the 2005 private placement offering<sup>(1)</sup>
- 10.28 Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine between Nord Resources Corporation and JC Rock, LLC dated December 24, 2004<sup>(1)</sup>
- 10.29 Tenth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated July 31, 2007<sup>(27)</sup>
- 10.30 Office Lease between Issa and Henrietta Hallaq, landlords, and Nord Resources Corporation, tenant, dated January 5, 2006<sup>(27)</sup>
- 10.31 Confidential Settlement and Release Agreement between Nord Resources Corporation (plaintiff/counter defendant), and Titanium Resources Group, Ltd. and Edward Wayne Malouf (defendants/counter plaintiffs) dated August 9, 2006<sup>(0)</sup>
- 10.32 Settlement Agreement between Nord Resources Corporation and Nicholas Tintor dated September 29, 2006<sup>(14)</sup>
- 10.33 Mutual General Release between Nord Resources Corporation and Nicholas Tintor dated September 29, 2006<sup>(14)</sup>
- 10.34 Third Amendment to the Terms of Agreement, Option to Purchase the Coyote Springs Property, Graham County, Arizona among Nord Resources Corporation, Thornwell Rogers, South Branch Resources, LLC and MRGPEO, LLC dated October 17, 2006<sup>(16)</sup>
- 10.35 Second Amendment to the Terms of Agreement, Option to Purchase the Mimbres Property, Grant County, New Mexico among Nord Resources Corporation, Thornwell Rogers, South Branch Resources, LLC and MRGPEO, LLC dated October 17, 2006<sup>(16)</sup>
- 10.36 Settlement Agreement dated October 18, 2006, between Nord Resources Corporation and TMD Acquisition Corporation<sup>(16)</sup>
- 10.37 Assignment Agreement dated October 18, 2006, between Nord Resources Corporation and TMD Acquisition Corporation<sup>(16)</sup>
- 10.38 Amended and Restated Waiver Agreement And Amendment of Employment Agreement between Nord Resources Corporation and Ronald Hirsch dated October 18, 2006<sup>(16)</sup>
- 10.39 Amendment of Employment Agreement between Nord Resources Corporation and Erland Anderson dated October 18, 2006<sup>(16)</sup>
- 10.40 Amendment of Executive Employment Agreement between Nord Resources Corporation and John Perry dated October 18, 2006<sup>(16)</sup>
- 10.41 Indemnification Agreement dated October 18, 2006 by Stephen Seymour, in his personal capacity, and by Stephen Seymour, Kathie Stevens and Louise Seymour, as Trustees U/A dated 7/27/82 FBO Louise Seymour, in favor of Nord Resources Corporation<sup>(16)</sup>





- 10.42 Agreement and Plan of Merger dated October 23, 2006 by and among Nord Resources Corporation, Platinum Diversified Mining, Inc., Platinum Diversified Mining USA, Inc. and PDM Merger Corp.<sup>(17)</sup>
- 10.43 Voting Agreement dated October 23, 2006 among Nord Resources Corp., Platinum Diversified Mining USA, Inc. and Ronald A. Hirsch<sup>(17)</sup>
- 10.44 Voting Agreement dated October 23, 2006 among Nord Resources Corp., Platinum Diversified Mining USA, Inc. and Stephen Seymour<sup>(17)</sup>
- 10.45 Deposit Escrow Agreement dated October 23, 2006 among Nord Resources Corp., Platinum Diversified Mining USA, Inc. and American Stock Transfer & Trust Company<sup>(17)</sup>
- 10.46 Letter Agreement respecting a performance bonus between Nord Resources Corporation and Ron A. Hirsch dated November 2, 2006<sup>(18)</sup>
- 10.47 Letter Agreement respecting a performance bonus between Nord Resources Corporation and Erland A. Anderson dated November 2, 2006<sup>(18)</sup>
- 10.48 Letter Agreement respecting a performance bonus between Nord Resources Corporation and John T. Perry dated November 2, 2006<sup>(18)</sup>
- 10.49 Amended and Restated Assignment Agreement dated as of October 18, 2006, between Nord Resources Corporation and TMD Acquisition Corporation<sup>(19)</sup>
- 10.50 Seventh Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated November 2, 2006<sup>(19)</sup>
- 10.51 Settlement Agreement dated March 7, 2007 among Nord Resources Corporation, Platinum Diversified Mining, Inc., Platinum Diversified Mining USA, Inc. and PDM Merger Corp.<sup>(24)</sup>
- 10.52 Eighth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated January 19, 2007<sup>(26)</sup>
- 10.53 Ninth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated as of April 30, 2007<sup>(26)</sup>
- 10.54 Agency Agreement among Nord Resources Corporation, Blackmont Capital Inc. and Salman Partners Inc. dated June 5, 2007<sup>(27)</sup>
- 10.55 45Form of Subscription Agreement dated June 5, 2007 between Nord Resources Corporation and each purchaser of special warrants<sup>(27)</sup>
- 10.56 Credit Agreement dated as of June 28, 2007 between Nord Resources Corporation, Cochise Aggregates and Materials, Inc., Nedbank Limited and the Lenders from time to time party thereto<sup>(27)</sup>
- 10.57 Tenth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated July 31, 2007<sup>(27)</sup>



10.58 Eleventh Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated October 2007<sup>(29)</sup>

10.59 Long Term Cathode Sales Agreement effective February 1, 2008, with Red Kite Explorer Fund Limited (Portions of this agreement have been omitted and filed separately with the SEC pursuant to a Request for Confidential Treatment filed under 17 C.F.R. 200.80(b)(4) and 240.24b-2<sup>(29)</sup>)

10.60 Twelfth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated January 2008

10.61 Thirteenth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated April 2008

10.62 Amended and Restated Credit Agreement dated as of June 30, 2008 among Nord Resources Corporation, Cochise Aggregates and Materials Inc., Nedbank Limited and the Lenders from time to time party thereto<sup>(30)</sup>

10.63 Amended and Restated Executive Employment Agreement between the Company and John Perry dated September 9, 2008

10.64 Executive Employment Agreement between the Company and Wayne Morrison dated September 9, 2008. <sup>(32)</sup>

10.65 Processing Agreement with Texas Canyon Rock & Sand, Inc., dated October 31, 2008 <sup>(34)</sup>

10.66 Fourteenth Amendment to the Agreement for Purchase and Sale of Waste Rock from the Johnson Camp Mine dated November 2008<sup>(35)</sup>

10.67 Amended and Restated Credit Agreement dated as of March 31, 2009 among Nord Resources Corporation, Cochise Aggregates and Materials Inc., Nedbank Limited and the Lenders from time to time party thereto<sup>(36)</sup>

10.68 Agreement to Purchase Royalty dated as of March 31, 2009 between Nord Resources Corporation and IRC Nevada Inc.

10.69 Royalty Deed and Assignment of Royalty dated as of March 31, 2009, from Nord Resources Corporation to IRC Nevada Inc.

**Subsidiaries of the Issuer**

21.1 Subsidiaries of the Issuer: Cochise Aggregates and Materials, Inc. (Incorporated in Nevada)

## Certifications

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended<sup>(37)</sup>

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended<sup>(37)</sup>

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002<sup>(37)</sup>

## Additional Exhibits

99.1 Nord Resources Corporation Amended and Restated 2006 Stock Incentive Plan <sup>(8)</sup>

99.2 Nord Resources Corporation Performance Incentive Plan for the period from July 1, 2007 to December 31, 2008<sup>(27)</sup>

## Notes

- (1) Incorporated by reference from our annual report on Form 10 KSB for the year ended December 31, 2004, filed with the SEC on January 17, 2006.
- (2) Incorporated by reference from our current report on Form 8 K dated February 15, 2006, filed with the SEC on February 16, 2006.
- (3) Incorporated by reference from our annual report on Form 10 KSB for the year ended December 31, 2005, filed with the SEC on March 28, 2006.
- (4) Incorporated by reference from our current report on Form 8 K, filed with the SEC on May 11, 2006.
- (5) Incorporated by reference from our quarterly report on Form 10 QSB for the quarter ended March 31, 2006, filed with the SEC on May 15, 2006.
- (6) Incorporated by reference from our current report on Form 8 K, filed with the SEC on May 31, 2006.
- (7) Incorporated by reference from Amendment No. 1 to our annual report on Form 10 KSB for the year ended December 31, 2005, filed with the SEC on June 30, 2006.
- (8) Incorporated by reference from our current report on Form 8 K, filed with the SEC on December 6, 2008.
- (9) Incorporated by reference from our current report on Form 8 K, filed with the SEC on August 8, 2006.
- (10) Incorporated by reference from our current report on Form 8 K, filed with the SEC on August 14, 2006.

- (11) Incorporated by reference from our quarterly report on Form 10 QSB for the quarter ended June 30, 2006, filed with the SEC on August 14, 2006.
- (12) Incorporated by reference from Amendment No. 3 to our annual report on Form 10 KSB for the year ended December 31, 2005, filed with the SEC on August 23, 2006.
- (13) Incorporated by reference from our current report on Form 8 K, filed with the SEC on September 28, 2006.
- (14) Incorporated by reference from our current report on Form 8 K, filed with the SEC on October 2, 2006.
- (15) Incorporated by reference from our current report on Form 8 K, filed with the SEC on October 4, 2006.
- (16) Incorporated by reference from our current report on Form 8 K, filed with the SEC on October 23, 2006.
- (17) Incorporated by reference from our current report on Form 8 K, filed with the SEC on October 25, 2006.
- (18) Incorporated by reference from our current report on Form 8 K, filed with the SEC on November 7, 2006.
- (19) Incorporated by reference from our quarterly report on Form 10 QSB for the quarter ended September 30, 2006, filed with the SEC on November 13, 2006.
- (20) Incorporated by reference from our current report on Form 8 K, filed with the SEC on December 26, 2006.
- (21) Incorporated by reference from our current report on Form 8 K, filed with the SEC on January 16, 2007.
- (22) Incorporated by reference from our current report on Form 8 K, filed with the SEC on February 5, 2007.
- (23) Incorporated by reference from our current report on Form 8 K, filed with the SEC on February 26, 2007.
- (24) Incorporated by reference from our annual report on Form 10 KSB for the year ended December 31, 2006, filed with the SEC on March 28, 2007.
- (25) Incorporated by reference from our current report on Form 8 K, filed with the SEC on February 26, 2007.
- (26) Incorporated by reference from our quarterly report on Form 10 QSB for the quarter ended March 31, 2007, filed with the SEC on May 9, 2007.

- (27) Incorporated by reference from our quarterly report on Form 10-QSB for the quarter ended June 30, 2007, filed with the SEC on August 14, 2007.
- (28) Incorporated by reference from our Form SB-2, filed with the SEC on October 19, 2007.
- (29) Incorporated by reference from our annual report on Form 10-KSB for the year ended December 31, 2007, filed with the SEC on March 26, 2008.
- (30) Incorporated by reference from our current report on Form 8-K dated June 30, 2008 and filed with the SEC on July 7, 2008.
- (31) Incorporated by reference from our quarterly report on Form 10-Q for the quarter ended June 30, 2008, filed with the SEC on August 14, 2008.
- (32) Incorporated by reference from our current report on Form 8-K dated September 9, 2008 and filed with the SEC on September 12, 2008.
- (33) Incorporated by reference from our Post Effective No. 3 on Form S-1 dated October 24, 2008 and filed with the SEC on October 24, 2008.
- (34) Incorporated by reference from our current report on Form 8-K dated October 31, 2008 and filed with the SEC on November 5, 2008.
- (35) Incorporated by reference from our current report on Form 8-K dated November 25, 2008 and filed with the SEC on November 28, 2008.
- (36) Incorporated by reference from our annual report on Form 10-K for the year ended December 31, 2008 and filed with the SEC on March 31, 2009.
- (37) Filed herewith.

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**NORD RESOURCES CORPORATION**

By: /s/ Randy Davenport  
Randy Davenport  
(Principal Executive Officer)  
Chief Executive Officer,

Date: March 11, 2010

By: /s/ Wayne M. Morrison  
Wayne M. Morrison  
(Principal Financial Officer and Principal  
Accounting Officer)  
Vice President, Chief Financial Officer, Secretary  
and Treasurer

Date: March 11, 2010

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