Thompson Creek Metals CO Inc.
Form S-4/A
September 08, 2011

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As filed with the Securities and Exchange Commission on September 8, 2011

Registration 333-175782

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1
to

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THOMPSON CREEK METALS COMPANY INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada	**1000**	**98-0583591**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

26 West Dry Creek Circle, Suite 810
Littleton, CO 80120
(303) 761-8801

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Wendy Cassity, Esq.
Vice President, General Counsel and Secretary
Thompson Creek Metals Company Inc.
26 West Dry Creek Circle, Suite 810
Littleton, CO 80120
(303) 761-8801

(Name, address, including zip code, and telephone number, including area code, of agent for service)

SEE TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS

Copies to:

Jason Day, Esq.
David Matheson, Esq.
Perkins Coie LLP
1900 Sixteenth Street, Suite 1400
Denver, CO 80202
(303) 291-2300

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) o

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) o

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS

The address of the principal executive offices of each of the subsidiaries listed below is the same as is set forth for Thompson Creek Metals Company Inc. on the cover page of this registration statement. All of the following subsidiaries are direct or indirect wholly-owned subsidiaries of Thompson Creek Metals Company Inc.

Name	Jurisdiction of Incorporation	Primary Standard Industrial Classification Code Number	IRS Employer Identification Number
Langeloth Metallurgical Company LLC	Colorado, USA	1000	84-1248486
Mt. Emmons Moly Company	Colorado, USA	1000	26-3557775
Thompson Creek Metals Company USA	Colorado, USA	1000	84-1470141
Thompson Creek Mining Co.	Colorado, USA	1000	84-1247133
Cyprus Thompson Creek Mining Company	Nevada, USA	1000	95-2634610
Long Creek Mining Company	Nevada, USA	1000	84-1248481
Berg General Partner Corp.	British Columbia, Canada	1000	N/A
Berg Metals Limited Partnership	British Columbia, Canada	1000	N/A
Blue Pearl Mining Inc.	British Columbia, Canada	1000	N/A
Terrane Metals Corp.	British Columbia, Canada	1000	27-4866870
Thompson Creek Services ULC	British Columbia, Canada	1000	N/A
Thompson Creek Mining Ltd.	Yukon, Canada	1000	27-4564404

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the Registration Statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any state where the offer and sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 8, 2011

P R O S P E C T U S

Thompson Creek Metals Company Inc.

EXCHANGE OFFER FOR
$350,000,000 AGGREGATE PRINCIPAL AMOUNT OF
7.375% SENIOR NOTES DUE 2018

We hereby offer to exchange, upon the terms and conditions set forth in this prospectus and the accompanying letter of transmittal, up to $350 million in aggregate principal amount of our 7.375% Senior Notes due 2018, which we refer to as the "exchange notes," for the same principal amount of our outstanding 7.375% Senior Notes due 2018, which we refer to as the "original notes." We refer to the original notes and the exchange notes, collectively, as the "notes." The original notes are and the exchange notes will be our senior unsecured obligations and will rank equally in right of payment to all of our existing and future senior unsecured debt and senior in right of payment to all of our existing and future subordinated debt. The original notes are and the exchange notes will be effectively subordinated to any of our and any of our subsidiary guarantors' existing and future secured debt to the extent of the value of the assets securing such debt. The original note guarantees rank and the exchange note guarantees will rank equally in right of payment with all of our subsidiary guarantors' existing and future senior unsecured debt and senior in right of payment to all of our subsidiary guarantors' existing and future subordinated debt. In addition, the original notes are and the exchange notes will be structurally subordinated to the liabilities of our non-guarantor subsidiaries

The terms of the exchange notes are substantially identical to the terms of the original notes, except that the exchange notes will generally be freely transferable and do not contain certain terms with respect to registration rights and liquidated damages. We will issue the exchange notes under the indenture governing the original notes. See "Description of Notes" for a description of the principal terms of the exchange notes.

The exchange offer will expire at 5:00 p.m. New York City time, on , 2011, unless we extend the offer. At any time prior to the expiration date, you may withdraw your tender of any original notes; otherwise, such tender is irrevocable. We will receive no cash proceeds from the exchange offer.

The exchange notes constitute a new issue of securities for which there is no established trading market. Any original notes not tendered and accepted in the exchange offer will remain outstanding. To the extent original notes are tendered and accepted in the exchange offer, your ability to sell untendered, and tendered but unaccepted, original notes could be adversely affected. Following consummation of the exchange offer, the original notes will continue to be subject to their existing transfer restrictions under U.S. securities laws and we will generally have no further obligations to provide for the registration of the original notes under the Securities Act of 1933, as amended (the "Securities Act"). We cannot guarantee that an active trading market will develop or give assurances as to the liquidity of any trading market for either the original notes or the exchange notes. We do not intend to apply for listing of either the original notes or the exchange notes on any exchange or market.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of its exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer for a period of 180 days following the consummation of the exchange offer (or until such broker-dealer is no longer required to deliver a prospectus) in connection with resales of exchange notes received in exchange for notes where the notes were acquired by the broker-dealer as a result of market-making activities or other trading activities. See "Plan of Distribution."

Investing in the exchange notes involves certain risks. See "Risk Factors" beginning on page 20 of this prospectus.

This prospectus and the letter of transmittal are first being mailed to all holders of the original notes on or about , 2011.

Neither the Securities and Exchange Commission (the "SEC" or the "Commission"), nor any state securities commission has approved or disapproved of the exchange notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2011.

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This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. Documents incorporated by reference are available from us without charge. Any person, including any beneficial owner, to whom this prospectus is delivered may obtain documents incorporated by reference in, but not delivered with, this prospectus by requesting them by telephone or in writing at the following address:

Thompson Creek Metals Company Inc.
26 West Dry Creek Circle, Suite 810
Littleton, CO 80120
(303) 761-8801
Attention: Investor Relations
www.thompsoncreekmetals.com

To obtain timely delivery, you must request these documents no later than five business days before the expiration date of the exchange offer.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any other information. If you receive any other information, you should not rely on it.

We are offering to exchange original notes for exchange notes only in jurisdictions where such offer is permitted.

You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date on the front cover of this prospectus or that the information incorporated by reference in this prospectus is accurate, as of any date other than the date of the incorporated document. Neither the delivery of this prospectus nor any exchange made hereunder shall under any circumstances imply that the information herein is correct as of any date subsequent to the date on the cover of this prospectus.

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FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus and in the reports and documents incorporated by reference herein, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and applicable Canadian securities legislation. Forward-looking statements may appear throughout this prospectus, including without limitation, in the section entitled "Risk Factors." These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which may cause actual results to differ materially from the future results expressed, projected or implied by those forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section entitled "Risk Factors" and elsewhere in this prospectus.

Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Although we have attempted to identify those factors that could cause actual results or events to differ from those described in such forward-looking statements, there may be other factors that cause results or events to differ from those anticipated, estimated, or intended. Many of these factors are beyond our ability to control or predict. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements that we make in this prospectus speak only as of the date of those statements, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

NON-GAAP FINANCIAL MEASURES

We refer to the terms Adjusted Net Income, EBITDA and Adjusted EBITDA (as defined in "Summary Summary financial data") in various places in this prospectus. These are supplemental financial measures that are not prepared in accordance with GAAP. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP.

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures of "non-GAAP financial measures," such as Adjusted Net Income, EBITDA, Adjusted EBITDA and ratios related thereto. These measures are derived on the basis of methodologies other than in accordance with GAAP. These rules govern the manner in which non-GAAP financial measures are publicly presented and require, among other things:

- a presentation with equal or greater prominence of the most comparable financial measure or measures calculated and presented in accordance with GAAP; and

- a statement disclosing the purposes for which the registrant's management uses the non-GAAP financial measure.

The rules prohibit, among other things:

- the exclusion of charges or liabilities that require, or will require, cash settlement or would have required cash settlement, absent an ability to settle in another manner, from a non-GAAP liquidity measure; and

- the adjustment of a non-GAAP performance measure to eliminate or smooth items identified as non-recurring, infrequent or unusual, when the nature of the charge or gain is such that it has occurred in the past two years or is reasonably likely to recur within the next two years.

Our measurements of Adjusted Net Income, EBITDA and Adjusted EBITDA may not be comparable to those of other companies. See "Summary Summary financial data" for a discussion of our use of Adjusted Net Income, EBITDA and Adjusted EBITDA in this prospectus, including the reasons that we believe this information is useful to management and to investors and for reconciliations of Adjusted Net Income, EBITDA and Adjusted EBITDA to the most closely comparable financial measure calculated in accordance with GAAP.

MARKET, RANKING, INDUSTRY DATA AND FORECASTS

This prospectus includes market share, ranking, industry data and forecasts that we obtained from industry publications and surveys, public filings and internal company sources. As noted in this prospectus, CRU International ("CRU") is the primary source for third-party industry data and forecasts. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources, nor have we ascertained the underlying economic assumptions relied upon therein. While we are not aware of any misstatements regarding our industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus. We cannot guarantee the accuracy or completeness of such information contained in this prospectus.

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in or incorporated by reference into this prospectus. This summary is not complete and does not contain all of the information that you should consider before deciding whether or not to exchange your original notes. For a more complete understanding of our company and this offering, we encourage you to read this entire document, including "Risk Factors," the financial information included in or incorporated by reference into this prospectus and the other information incorporated by reference in this prospectus.

Unless otherwise indicated or required by the context, as used in this prospectus, the terms "Thompson Creek," "TCM," "we," "our" and "us" refer to Thompson Creek Metals Company Inc. and all of our subsidiaries that are consolidated under generally accepted accounting principles in the United States, or "US GAAP." All dollar amounts are expressed in U.S. dollars unless otherwise indicated. References to "C$" refers to Canadian dollars.

Our company

We are a growing, diversified, North American mining company. In 2010, we were the fourth largest producer of molybdenum in the Western world, according to CRU, and have substantial copper and gold reserves. We have two operating molybdenum mines, a copper-gold mine under construction, a stand-alone metals roasting facility and a number of additional metals properties in various stages of exploration. All of our operations are located in the United States and Canada. For the twelve months ended June 30, 2011, we generated revenues of $716.2 million, net income of $231.8 million, Adjusted Net Income of $205.3 million and Adjusted EBITDA of $315.7 million. For a reconciliation of our Adjusted Net Income and Adjusted EBITDA to our net income, see " Summary financial data."

We are a significant molybdenum supplier to the global steel and chemicals sectors. Molybdenum is used as a ferro-alloy in steels that serve the chemical processing, oil refining, power generation, oil well drilling and petroleum and gas pipeline industries. For the twelve months ended June 30, 2011, we sold 42.1 million pounds of molybdenum, 34.3 million of which were from production from our mines (27.7 million from our Thompson Creek mine and 6.6 million from our Endako mine) and 7.8 million of which were from third-party product that we purchased, processed and resold. Our principal producing properties are the Thompson Creek open-pit molybdenum mine and concentrator (the "TC Mine") in Idaho, a 75% joint venture interest in the Endako open-pit molybdenum mine, concentrator and roaster (the "Endako Mine") in British Columbia and the Langeloth metallurgical facility (the "Langeloth Facility") in Pennsylvania.

In October 2010, we acquired Terrane Metals Corp. ("Terrane") and, as a result, are currently in the process of constructing and developing the Mt. Milligan project ("Mt. Milligan") located in British Columbia, which has been designed to be a conventional truck-shovel open pit mine with a 66,000-ton per day copper flotation processing plant, with estimated average annual production of 81 million pounds of copper and 194,000 ounces of gold over the life of the mine.

Among our principal assets are our ore reserves. At December 31, 2010, consolidated proven and probable reserves for the TC Mine and for our 75% joint venture interest in the Endako Mine totaled 462.2 million pounds of contained molybdenum, with 53.6% of these reserves from the TC Mine and 46.4% from our joint venture interest in the Endako Mine. The consolidated proven and probable reserves estimates for the TC Mine were prepared by the TC Mine staff and verified by Independent Mining Consultants, Inc. ("IMC") using a cut-off grade of 0.030% molybdenum. The consolidated proven and probable reserves estimates for the Endako Mine were prepared by the Endako Mine staff using cut-off grades of 0.045 to 0.030% molybdenum disulfide. At December 31, 2010, consolidated proven and probable reserves for Mt. Milligan totaled 2.1 billion pounds of contained copper and 6 million ounces of contained gold. The ore reserve estimates for Mt. Milligan were prepared by IMC. The open pit was optimized at a $3.72/ton net smelter return cut-off value and incorporates costs for

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milling, plant services, tailing services and general and administrative charges and at $1.60/lb copper, $690/oz gold and 0.85 US$/C$ exchange rate. See "Items 1. and 2. Business and Properties Glossary of Terms" in our Annual Report on Form 10-K for the year ended December 31, 2010.

We also have a copper, molybdenum and silver exploration project located in British Columbia (the "Berg property"), an underground molybdenum exploration project located in British Columbia (the "Davidson property") and two joint venture exploration projects located elsewhere in Canada, one of which is a lead and zinc project (the "Howard's Pass property"), and the other a gold project (the "Maze Lake property"). Our Howard's Pass and Maze Lake properties will be held by unrestricted subsidiaries, and holders of the notes will not have the benefit of any cash generated by those properties unless these subsidiaries distribute cash to our company or the subsidiary guarantors.

Our industry

Molybdenum is an important industrial metal principally used for metallurgical applications as a ferro-alloy in steels where high strength, temperature-resistant or corrosion-resistant properties are sought. The addition of molybdenum enhances the strength, toughness, and wear- and corrosion-resistance in steels when added as an alloy. Molybdenum is used in major industries including chemical and petrochemical processing, oil and gas for drilling and pipelines, power generation, automotive and aerospace. Molybdenum is also widely used in non-metallurgical applications such as catalysts, lubricants, flame-retardants in plastics, water treatment and as a pigment. As a catalyst, molybdenum is used for de-sulfurization of petroleum, allowing high sulfur fuels to meet strict environmental regulations governing emissions.

The world market for molybdenum consumption was approximately 485 million pounds in 2010, as estimated by CRU, with the United States and China accounting for approximately 56% of consumption. Our average realized sales price for molybdenum increased to $17.33 per pound in the first six months of 2011 from $15.68 per pound in the first six months of 2010.

The main sources of molybdenum today are found in the United States, Chile, China, Canada, Peru and Mexico. Molybdenum is obtained from two different types of mines: primary mines where molybdenum occurs alone and by-product mines where the metal occurs with copper sulfide minerals. According to CRU, in 2010, 53% of the world's molybdenum supply came from primary mines, such as ours, and 45% from by-product mines (and the balance of production came from recoveries from catalysts).

Copper is a malleable and ductile metallic element that is an excellent conductor of heat and electricity and is corrosion resistant and antimicrobial. Copper's end-use markets include construction, electrical applications, industrial machinery, transportation and consumer goods. A combination of mine production and recycled scrap material make up the annual copper supply. The key copper producing countries are Chile, Peru, the United States, Canada, Mexico, China, Australia, Indonesia and Zambia. Copper demand is closely associated with global industrial production.

Gold is a precious and finite natural commodity generally used for fabrication or as an investment. The primary sources of gold supply are a combination of current mine production, recycled gold and the draw-down of existing gold stocks held by governments, financial institutions, industrial organizations and private individuals. The gold price, while impacted by factors of demand and supply, has historically been significantly affected by macroeconomic factors such as inflation, changes in interest rates, exchange rates, reserve policy by central banks and global political and economic events.

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Our strengths

Leading producer with long-lived reserves in geopolitically stable jurisdictions

In 2010, we were the fourth largest producer of molybdenum in the Western world (which we define as the world other than China, the former Soviet Union and Eastern Europe), according to CRU, diversified with substantial copper and gold reserves. Our operations are supported by long-lived reserves and strong future growth opportunities. At December 31, 2010, we had consolidated proven and probable reserves totaling 462.2 million pounds of contained molybdenum, 2.1 billion pounds of copper and 6.0 million ounces of gold. These reserves support estimated mine lives of 15 and 16 years, respectively, at our TC Mine and Endako Mine and 22 years at our Mt. Milligan copper and gold property. We have an excellent environmental, health and safety record and are a long-term and reliable supplier to the customers we serve. Our TC Mine and Endako Mine began operations in 1983 and 1965, respectively.

Attractive project pipeline with strong growth and diversification opportunities

We believe that we have significant potential for growth and diversification through the development of properties acquired in the Terrane acquisition, the expansion of the mill at our Endako Mine and the exploration and development of our other properties, including exploration and development opportunities at both the TC Mine and Endako Mine. We have received all material permits and licenses required to engineer and construct our Mt. Milligan property in British Columbia. We have made significant progress in the organizational, procurement and early engineering and construction phases of the Mt. Milligan project, and we expect to achieve commercial production in the second half of 2013. We expect to produce an average of 83 million pounds of copper and 245,000 ounces of gold annually during years one through six of production, and an average of 81 million pounds of copper and an average of 194,000 ounces of gold annually over the life of the mine when Mt. Milligan achieves full scale production. We believe there are opportunities to expand the resource base at Mt. Milligan based on initial testing and have identified multiple drill-ready exploration targets in areas with similar geophysical and geochemical characteristics to the known deposits.

We also believe there are opportunities to expand the resource base at both the TC Mine and Endako Mine, with exploration drilling activities planned at both mines in the summer of 2011. In addition, we expect to complete the expansion of the mill at our Endako Mine in 2011, which we expect to increase our share of annual production capacity by 50-57% to 11 million to 12 million pounds from the current annual rate of 7 million to 8 million pounds. We also acquired the pre-feasibility stage copper, molybdenum and silver deposit at the Berg property in British Columbia as part of the Terrane acquisition. In 2009, Terrane completed drilling programs at the Berg property to establish resource estimates, resulting in a measured resource base of 3.3 billion pounds of contained copper, 412 million pounds of contained molybdenum and 61 million ounces of contained silver. The Berg property is an attractive development project that potentially expands our molybdenum production and also furthers our diversification efforts. We are initiating an advanced scoping study at the Berg property in 2011, including a drilling and exploration program to further delineate the resource potential of the property. In addition, we own an attractive molybdenum development opportunity at our Davidson property. We have significant operating and development experience in Canada, and we believe that our track record in the region and familiarity with the mineralization and ore bodies minimizes the operating risk associated with developing these mining properties.

Strong financial and operating performance

We successfully managed our business through the recent economic downturn and positioned our company to participate in the recovery of our end-markets and act on strategic opportunities. In fiscal years 2008 and 2009, we aligned production with demand, reduced our workforce and suspended

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development projects while maintaining our operations. As a result, we generated positive operating income and significant operating cash flow in fiscal years 2008, 2009 and 2010. By maintaining our operations through the downturn when our average annual realized molybdenum selling prices fell from $30.04 in 2008 to $11.28 in 2009, we were able to quickly respond to the recovery in our end-markets and reported record production and sales volumes in 2010. We carefully managed our balance sheet through the downturn, maintaining significant cash balances with a low amount of debt. Our strong balance sheet in 2010 enabled us to strategically diversify our business and enhance our growth profile with the acquisition of Terrane.

Favorable industry dynamics

We expect that growth in demand for molybdenum and copper will outpace the growth in production in the near to medium term, resulting in a favorable operating environment. We believe that the supply of molybdenum and copper will be constrained due primarily to delays in the development of new reserves resulting from increasingly stringent permitting processes, environmental limitations, financing constraints and the suspension of development during the recent economic downturn. We expect demand for gold to continue to be driven by the global investment community and central bank actions. Underinvestment in the exploration of new gold reserves could continue to support attractive trends in the gold market as our Mt. Milligan property reaches commercial production.

Attractive end-markets with sound long-term growth fundamentals

We are a significant molybdenum supplier to the global steel and chemicals sectors and have substantial copper and gold reserves. Molybdenum is used as a ferro-alloy in steels where high strength, temperature-resistant or corrosion-resistant properties are sought. The addition of molybdenum enhances the strength, roughness and wear-and-corrosion resistance in steels when added as an alloy. Molybdenum is used in major industries including chemical and petrochemical processing, oil and gas for drilling and pipelines, power generation, automotive and aerospace. Copper is a critical component of infrastructure, electronics and consumer goods. We believe that we are well positioned in the global molybdenum market and will be a meaningful participant in the global copper trade, particularly as the demand for steel and copper grows due to economic wealth creation in developing countries and economic recovery in developed markets. Molybdenum is used as a catalyst in the de-sulphurization and de-metallization of crude oil. We expect the use of molybdenum as a refining catalyst to increase due to increasingly stringent environmental regulations governing emissions and the relatively high sulfur content in new sources of crude oil. We expect our development of the Mt. Milligan project to help provide stability during economic downturns as the gold market has historically been countercyclical to global industrial trends.

Experienced management team

We have a highly experienced management team with a successful track record of profitable growth, expanding and developing new reserves, effectively integrating acquisitions, managing significant operations, proactively managing through cyclical markets and adhering to the highest environmental, health and safety standards. Our executive team is complemented by seasoned general managers, mining engineers and project managers at our producing mines and development properties. We employ a team of project managers that specialize in mining, greenfield development and mill construction who have a deep familiarity developing mineral resources. Our senior executive and operating leadership has an average of over 25 years of mining industry experience, including operating and constructing molybdenum, copper and gold mining properties.

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Our business strategy

Enhance growth profile and diversification

We are currently developing two strategic projects that we expect will enhance our growth profile and diversify our revenue streams and mining properties. In 2009, we announced the resumption of the expansion of the mill at our Endako Mine to increase annual molybdenum production to 11 million to 12 million pounds from 7 million to 8 million pounds, or by 50-57%, for our 75% share of the Endako Mine output. We expect the expansion to be completed in the second half of 2011, which will enable us to maintain our position as a significant producer of molybdenum in the Western world. In addition, we have received all material permits required to engineer and construct our Mt. Milligan copper and gold property. We have made significant progress in the organizational, procurement and early engineering and construction phases of the project, and we expect to achieve commercial production in the second half of 2013. We expect production at our Mt. Milligan project to support revenue growth and diversification, while broadening our portfolio of mining properties.

Grow through acquisitions

We continually evaluate strategic acquisition opportunities to further increase our scale in molybdenum and diversify our mineral portfolio into other base metals. Our priority is to consider acquisitions that are accretive to cash flow, have synergy potential and are located in jurisdictions that we consider to be geopolitically stable. We measure acquisition opportunities in order to increase shareholder value and position our company for profitable growth. We evaluate acquisition financing alternatives in a manner consistent with our objectives of maintaining a strong balance sheet and liquidity profile.

Grow organically by developing our other mining deposits

We have an attractive project development pipeline at various stages of evaluation, including our Mt. Milligan and Berg properties. Additionally, we are conducting exploration and drilling programs at our TC Mine and Endako Mine in order to potentially expand the resource base at these existing operations. We also believe there are opportunities to expand the resource base at Mt. Milligan based on initial testing and have identified multiple drill-ready exploration targets in areas with similar geophysical and geochemical characteristics to the known deposits. Our pre-feasibility stage Berg property is an attractive development project, which has substantial copper, molybdenum and silver resources. We are initiating an advanced scoping study at the Berg property in 2011, including a drilling and exploration program to further delineate the resource potential after our evaluation and potential development of the Berg property. In addition to the Berg property, we also have the flexibility to explore our Davidson, Maze Lake and Howard's Pass properties, which are early-stage exploration projects.

Maintain a strong balance sheet and liquidity profile

Our objective is to maintain financial flexibility as we develop our strategic projects at Endako and Mt. Milligan and execute our acquisition strategy by maintaining low leverage, sufficient cash balances and adequate undrawn capacity on our revolving credit facility. We are committed to managing our operations and financial profile to maximize cash flow and shareholder value and position our company for profitable growth. We generated cash flow from operating activities of $220.8 million in the twelve months ended June 30, 2011, and our cash balance at June 30, 2011 was $560.4 million. As of June 30, 2011, we had availability under our revolving credit facility of $299.0 million (after giving effect to $1.0 million of outstanding letters of credit), and we entered into a $132.0 million equipment financing facility in March 2011 to finance the purchase of mining equipment for use at our Mt. Milligan project, $20.0 million of which is available immediately. Additional sources of liquidity include the

C$232.9 million in potential proceeds from the exercise of common stock warrants and options that expire throughout 2011 and 2012 with various strike prices, which were in the money as of June 30, 2011, approximately $17 million of proceeds received from the exercise of common stock warrants that expired in April 2011 and an entitlement to receive $85.0 million in additional deposits pursuant to the Gold Stream transaction we entered into in connection with the closing of the Terrane acquisition. Our cash balance, the cash we generate, our availability under our revolving credit facility and our other sources of liquidity place us in a strong liquidity position that gives us flexibility in operating our business and pursuing our growth strategy.

Recent developments

Concurrently with the closing of the offering of the original notes in May 2011, we entered into an amendment to our revolving credit facility (the "Credit Facility Amendment"). The Credit Facility Amendment provides for certain changes to the negative covenants in our revolving credit facility to permit the issuance of the notes as well as giving us more flexibility to issue additional debt and make investments and capital expenditures. The Credit Facility Amendment changes the minimum consolidated liquidity test from a covenant that is required to be satisfied at the end of each fiscal quarter to a condition that is only required to be satisfied in the event that we make additional borrowings or issue additional letters of credit under our revolving credit facility. The Credit Facility Amendment also modifies the leverage ratio thresholds that are used to determine the interest rate applicable to borrowings under the revolving credit facility. As a result of these modifications, our borrowing cost under the revolving credit facility did not increase as a result of the issuance of the original notes.

We were organized as a corporation under the laws of Ontario, Canada in 2000 and continued as a corporation under the laws of British Columbia, Canada, effective July 29, 2008. Our principal executive offices are located at 26 West Dry Creek Circle Suite 810, Littleton, Colorado, and our telephone number is (303) 761-8801. Our web site is located at *http://www.thompsoncreekmetals.com*. Information contained on our web site is not a part of this propsectus, and you should only rely on the information contained in or incorporated by reference into this prospectus when making a decision as to whether or not to exchange your original notes for exchange notes.

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Summary of the exchange offer

In May 2011, we completed a private offering of the original notes. We received aggregate proceeds, before expenses, commissions and discounts, of $350 million from the sale of the original notes. In connection with the offering of original notes, we entered into a registration rights agreement with the initial purchasers of the original notes in which we agreed to use reasonable best efforts to cause the exchange to be completed on or before February 14, 2012. In an exchange offer, you are entitled to exchange your original notes for exchange notes, with substantially identical terms as the original notes. The exchange notes will be accepted for clearance through The Depository Trust Company ("DTC"), and Clearstream Banking SA ("Clearstream"), or Euroclear Bank S.A./ N.V., as operator of the Euroclear System ("Euroclear"), with a new CUSIP and ISIN number and common code. You should read the discussions under the headings "The Exchange Offer," "Description of Notes," and "Book-Entry Settlement and Clearance" respectively, for more information about the exchange offer and exchange notes. After the exchange offer is completed, you will no longer be entitled to any exchange or registration rights for your original notes.

The Exchange Offer	We are offering to exchange up to $350 million principal amount of the exchange notes for up to $350 million principal amount of the original notes. Original notes may only be exchanged in a principal amount of $2,000 or an integral multiple of $1,000 in excess thereof. The terms of the exchange notes are identical in all material respects to those of the original notes, except the exchange notes will not be subject to transfer restrictions and holders of the exchange notes will have no registration rights. Also, the exchange notes will not include provisions contained in the original notes that required payment of liquidated damages in the event we failed to satisfy our registration obligations with respect to the original notes. Original notes that are not tendered for exchange will continue to be subject to transfer restrictions under U.S. securities laws and will not have registration rights. Therefore, the market for secondary resales of original notes that are not tendered for exchange is likely to be minimal. We will issue registered exchange notes promptly after the expiration of the exchange offer.
Expiration Date	The exchange offer will expire at 5:00 p.m. New York City time, on , 2011, unless we decide to extend the expiration date. See "The Exchange Offer Extensions, delay in acceptance, termination or amendment" for more information about extending the expiration date.
Withdrawal of Tenders	You may withdraw your tender of original notes at any time prior to the expiration date. We will return to you, without charge, promptly after the expiration or termination of the exchange offer, any original notes that you tendered but that were not accepted for exchange.

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Conditions to the Exchange Offer	We will not be required to accept original notes for exchange if there is a question as to whether the exchange offer would be unlawful or would violate any interpretation of the SEC staff, or if any legal action has been instituted or threatened that would impair our ability to proceed with the exchange offer. The exchange offer is not conditioned on any minimum aggregate principal amount of original notes being tendered. See "The Exchange Offer Conditions to the exchange offer" for more information about the conditions to the exchange offer.
Procedures for Tendering Original Notes	If your original notes are held through DTC and you wish to participate in the exchange offer, you may do so through DTC's automated tender offer program. If you tender under this program, you will agree to be bound by the letter of transmittal that we are providing with this prospectus as though you had signed the letter of transmittal. By signing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things: you are not our "affiliate," as defined in Rule 405 under the Securities Act; you are acquiring the exchange notes in the ordinary course of your business; you do not intend to participate in the distribution of the original notes or the exchange notes; if you are not a broker-dealer, you are not engaged in and do not intend to engage in the distribution of the exchange notes; and if you are a broker-dealer or you are using the exchange offer to participate in the distribution of exchange notes, you agree and acknowledge that you could not, under SEC policy, rely on certain no-action letters, and you must comply with the registration and prospectus delivery requirements in connection with a secondary resale transaction.
Special Procedures for Beneficial Owner	If you own a beneficial interest in original notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the original notes in the exchange offer, please contact the registered holder as soon as possible and instruct the registered holder to tender on your behalf and to comply with our instructions described in this prospectus.

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Guaranteed Delivery Procedures	You must tender your original notes according to the guaranteed delivery procedures described in "The Exchange Offer Guaranteed delivery procedures" if any of the following apply: you wish to tender your original notes but they are not immediately available; you cannot deliver your original notes, the letter of transmittal or any other required documents to the exchange agent prior to the expiration date; or you cannot comply with the applicable procedures under DTC's automated tender offer program prior to the expiration date.
Resales	Except as indicated in this prospectus, we believe that the exchange notes may be offered for resale, resold and otherwise transferred without compliance with the registration and prospectus delivery requirements of the Securities Act provided that: you are not our affiliate; you are acquiring the exchange notes in the ordinary course of your business; and you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in the distribution of the exchange notes. Our belief is based on existing interpretations of the Securities Act by the SEC staff set forth in several no-action letters to third parties. We do not intend to seek our own no-action letter, and there is no assurance that the SEC staff would make a similar determination with respect to the exchange notes. If this interpretation is inapplicable, and you transfer any exchange notes without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from such requirements, you may incur liability under the Securities Act. We do not assume, or indemnify holders against, such liability. Each broker-dealer that is issued exchange notes for its own account in exchange for original notes that were acquired by the broker-dealer as a result of market-making activities or other trading activities must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the exchange notes for 180 days following consummation of the exchange offer or until such time that the broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities. See "Plan of Distribution."

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Material Income Tax Considerations	The exchange of original notes for exchange notes will not be a taxable event for United States federal income tax purposes or for Canadian federal income tax purposes. See "Material Income Tax Considerations."
Use of Proceeds	We will not receive any proceeds from the issuance of the exchange notes pursuant to the exchange offer. We will pay certain expenses incident to the exchange offer. See "The Exchange Offer Transfer taxes."
Registration Rights	If we fail to complete the exchange offer as required by the registration rights agreement, we may be obligated to pay additional interest to holders of the original notes. See "Description of Notes Registration rights; additional interest" for more information regarding your rights as a holder of the original notes.

The exchange agent

We have appointed Wells Fargo Bank, National Association as exchange agent for the exchange offer. Please direct questions and requests to the exchange agent for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery. As described in more detail under the caption "The Exchange Offer Procedures for tendering," if you are not tendering under DTC's automated tender offer program, you should send the letter of transmittal and any other required documents to the exchange agent as follows:

Wells Fargo Bank, National Association

By Mail (Registered or Certified Mail Recommended), Overnight Courier or Hand:	*By Facsimile Transmission (for Eligible Institutions Only):*	*Confirm Receipt of Tenders by Telephone:*
Wells Fargo Bank, N.A. Corporate Trust Services 608 2nd Avenue South, 12th Floor Minneapolis, MN 55402 ATTN: Corporate Trust Operations	(612) 667-6282	(800) 344-5128

The exchange notes

The form and terms of the exchange notes to be issued in the exchange offer are substantially identical to the form and terms of the original notes, except that the exchange notes will be registered under the Securities Act and therefore, will not bear legends restricting their transfer, will not contain terms providing for liquidated damages if we fail to perform our registration obligations with respect to the original notes and will not be entitled to registration rights under the Securities Act. The exchange notes will evidence the same debt as the original notes, and both the original notes and the exchange notes are governed by the same indenture.

Prior to September 21, 2011, the original notes are subject to "hold period" resale restrictions under Canadian securities laws. During such statutory hold period the original notes and any securities issuable upon conversion, exchange or exercise of the original notes may not be resold in any jurisdiction in Canada except pursuant to a statutory exemption or discretionary ruling issued by applicable securities regulatory authorities. This statutory hold period will expire before the exchange notes are issued.

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The following summary contains basic information about the exchange notes and is not intended to be complete. For a more complete understanding of the exchange notes and the guarantees, please see the section entitled "Description of Notes" in this prospectus.

Issuer	Thompson Creek Metals Company Inc.
Notes offered	$350 million aggregate principal amount of 7.375% Senior Notes due 2018. The exchange notes will be issued in denominations of $2,000 and integral multiples of $1,000 in excess of $2,000.
Maturity date	The exchange notes will mature on June 1, 2018.
Interest rate	Interest will accrue on the exchange notes at 7.375% per year.
Interest payment dates	June 1 and December 1 of each year, beginning on December 1, 2011.
Guarantees	The notes will be guaranteed on a senior unsecured basis by all of our existing and future direct and indirect subsidiaries that guarantee our revolving credit facility or our other indebtedness or indebtedness of the subsidiary guarantors in an aggregate principal amount that exceeds $25.0 million. In the event of certain reorganizations permitted by our revolving credit facility and the indenture governing our notes, our new parent will be required to guarantee the notes to the extent it guarantees our revolving credit facility. Under certain circumstances, subsidiary guarantors may be released from their guarantees without the consent of the holders of notes. See "Description of Notes Note guarantees." For the year ended June 30, 2011, our non-guarantor subsidiaries: represented approximately 0.0% of our revenues; and represented approximately 0.01% of operating income. As of June 30, 2011, our non-guarantor subsidiaries: represented 0.5% of our total assets; and had $5.6 million of total liabilities, including trade payables but excluding intercompany liabilities. Our non-guarantor subsidiaries described above include certain subsidiaries that will remain unrestricted under the indenture governing the notes. On the date of this prospectus, these subsidiaries are Highlands Ranch, LLC, Howards Pass General Partner Corp., Howards Pass Metals Limited Partnership, Maze Lake General Partner Corp., Maze Lake Metals Limited Partnership and Thompson Creek UK Limited. These subsidiaries will not be subject to the covenants of the indenture. The holders of the notes will not have the benefit of any cash generated by our Howard's Pass property or our Maze Lake property unless these subsidiaries distribute cash to our company or the subsidiary guaran