

MAR 3 '99

1-30PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.
20006-2973

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

February 26, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Ch...
Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Partial Termination of Lease, dated February 11, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Numbers 12240, 12241, 12242 and 12243.

The names and addresses of the parties to the enclosed document are:

Lessor	:	ORIX USA Corporation , 1177 Avenue of the Americas New York, New York 10036
Lessee	:	Kennecott Utah Copper Corp. 8315 West 3595 South Magna, Utah 84044

A description of the railroad equipment covered by the enclosed document is:

one (1) General Motors locomotive - road number 711

Vernon A. Williams
February 26, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

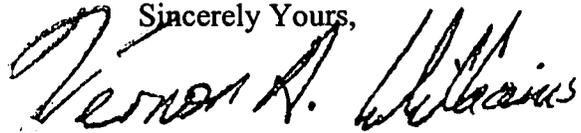
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY
Alvord and Alvord
918 Sixteenth Street, NW Suite 200
Washington, DC 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 3-3-99 at 1:30 PM, and
assigned recordation numbers (s): 12240-~~D~~, 12241-D, 12242-~~D~~ and 12243-~~D~~.

Sincerely Yours,

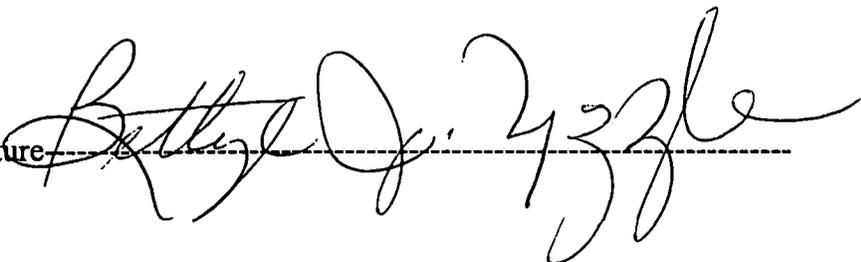


Vernon A. Williams

Enclosure(s)

\$104.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MAR 3 '99 1-30PM

PARTIAL TERMINATION OF LEASE

This Partial Termination of Lease terminates the Equipment Lease dated as of September 15, 1980, between ORIX USA Corporation, as Assignee of First Security Leasing Company, as Lessor, and Kennecott Utah Copper Corporation, as Assignee of Kennecott Corporation, as Lessee, with respect only to one (1) General Motors EMD Model GP39-2 locomotive bearing road number 711.

The Equipment Lease and Assignments thereof have been filed with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) under the following Recordation Numbers:

<u>Recordation Number</u>	<u>Date of Filing</u>	
12240-A	June 16, 1987	11:10 a.m.
12240-B	February 14, 1990	12:35 p.m.
12241	September 30, 1980	10:55 a.m.
12241-A	June 16, 1987	11:10 a.m.
12241-B	February 14, 1990	12:55 p.m.
12241-C	December 26, 1995	12:45 p.m.
12242-A	June 16, 1987	11:10 a.m.
12242-B	February 14, 1990	12:55 p.m.
12243-A	June 16, 1987	11:10 a.m.

This Partial Termination shall not impair or terminate the rights and obligations of the parties under the Equipment Lease which expressly survives this termination.

Dated: February 11, 1999

ORIX USA CORPORATION (LESSOR)

By: J. G. Anton

Print Name: Frank G. Anton

Title: VP

KENNECOTT UTAH COPPER CORP. (LESSEE)

By: J. Kemme

Print Name: John E. Kemme

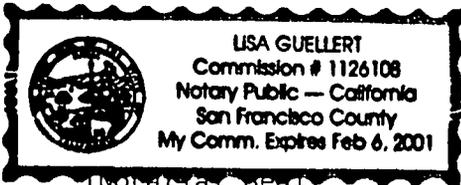
Title: Director Materials Management

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On FEBRUARY 11, 1999, before me, LISA GUELLERT,
personally appeared FRANK ANTON, VICE PRESIDENT of
ORIX USA CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Lisa Guellert
SIGNATURE OF THE NOTARY

STATE OF UTAH)
) S.S.
COUNTY OF SALT LAKE)

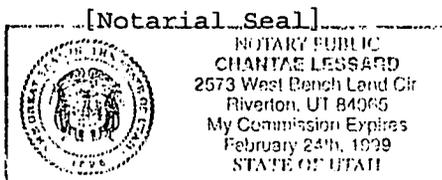
On February 15, 1999, before me, Chantae Lessard
personally appeared John Z. Kemme, Director of
KENNECOTT UTAH COPPER CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Chantae Lessard
SIGNATURE OF THE NOTARY



District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Partial Termination of Lease", dated February 11, 1999 between ORIX USA CORPORATION, Lessor, and KENNECOTT UTAH COPPER CORPORATION, Lessee, is a true and complete copy of the original thereof.

Certified this 1st day of March, 1999.



Kim L. Bartman

NOTARY PUBLIC

My commission expires: 3-31-2000