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A T T O R N E Y S

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LOUIS E. GITOMER
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June 29, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 9792-H FILED

JUN 29 '99

11-15AM

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release and Satisfaction, Lease Termination, and Bill of Sale, a secondary document, dated as of June 24, 1999. The primary document to which this is connected is recorded under Recordation No. 9792. We request this document be recorded under Recordation No. 9792-H.

The names and addresses of the parties to the Release and Satisfaction, Lease Termination, and Bill of Sale are:

Secured Party:

United States Trust Company of New York
114 West 47th Street
New York, NY 10036

Lessee:

Kennecott Corporation, formerly Kennecott Copper Corporation
8315 West 3595 South
Magna, UT 84044-6001

A description of the equipment covered by the Release and Satisfaction, Lease Termination, and Bill of Sale consists of three 1500 horsepower ore haulage locomotives numbered KCC 120-122, inclusive; seven 3000 horsepower SD 40-2 pit production locomotives numbered KCC 101-107, inclusive; 10 2300 horsepower pit production locomotives numbered KCC 790-799, inclusive; and two pit support locomotives numbered KCC 701 and 704.

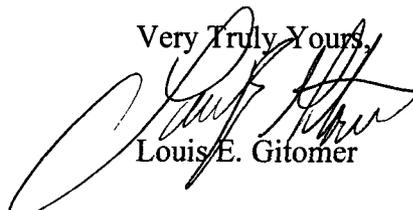
Honorable Vernon A. Williams
June 29, 1999
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A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release and Satisfaction, Lease Termination, and Bill of Sale between United States Trust Company of New York, 114 West 47th Street, New York, NY 10036, and Kennecott Corporation, formerly Kennecott Copper Corporation, 8315 West 3595 South, Magna, UT 84044-6001, covering three 1500 horsepower ore haulage locomotives numbered KCC 120-122, inclusive; seven 3000 horsepower SD 40-2 pit production locomotives numbered KCC 101-107, inclusive; 10 2300 horsepower pit production locomotives numbered KCC 790-799, inclusive; and two pit support locomotives numbered KCC 701 and 704.

Very Truly Yours,


Louis E. Gitomer

Enclosures

JUN 29 '99

11-15AM

RELEASE AND SATISFACTION, LEASE TERMINATION, AND BILL OF SALE

United States Trust Company of New York ("US Trust"), the Trustee, this 24th day of June, 1999, releases the Locomotives identified in the Attachment from the security interests created under: (1) the Equipment Trust Agreement dated as of September 1, 1978 between First Security Bank of Utah, N.A. ("First Utah") and Thomas C. Cuthbert ("Cuthbert"), as Trustees under a Trust Agreement dated as of September 1, 1978 with Crocker National Bank and First Utah as beneficial owners, as debtor, and US Trust, as secured party, which was recorded on October 24, 1978 under Recordation Number 9792-B at the Interstate Commerce Commission (the "ICC"); (2) the Equipment Lease dated as of September 1, 1978 between First Utah and Cuthbert, as Trustees, as lessor, and Kennecott Copper Corporation, now Kennecott Utah Copper Corporation ("Kennecott"), as lessee, which was recorded on October 24, 1978 under Recordation Number 9792 at the ICC; (3) the Collateral Assignment of Lease dated as of September 1, 1978 between First Utah and Cuthbert, as assignor, and US Trust, as trustee and assignee, which was recorded on October 24, 1978 under Recordation Number 9792-A at the ICC; and (4) an Amendment Agreement dated as of December 1, 1978 between First Utah and Cuthbert, and US Trust, which was recorded on February 12, 1979 under Recordation Number 9792-C at the ICC (the "Lien Documents").

Wherefore, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, US Trust hereby declares the Equipment Trust Agreement to be satisfied and canceled, consents that the same be discharged of record, evidences for the public record the termination of the Equipment Lease and of all the rights and obligations of US Trust and Kennecott with respect to the Locomotives under the Equipment Lease, hereby sells, assigns, conveys, transfers, sets over, releases, and quitclaims to Kennecott, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the US Trust's right, title and interest in and to the Locomotives, without any representation as to the present existence or condition of said Locomotives or whether they are now in the possession of Kennecott.

NOW, THEREFORE, in consideration of the premises, US Trust agrees that the lien on the locomotives created by the Lien Documents is released.

IN WITNESS WHEREOF, US Trust has executed or caused this RELEASE AND SATISFACTION, LEASE TERMINATION, AND BILL OF SALE to be executed as of the date first above written.

UNITED STATES TRUST COMPANY OF NEW YORK

By: McConnell

Its: ASST VICE PRESIDENT

State of)
) ss.
County of)

On this 24th day of June, 1999, before me personally appeared MARGARET CIESNIELEWSKI, to me personally known, who, being by me duly sworn, says that (s)he is AN AVP of United States Trust Company of New York, and that (s)he is duly authorized to sign the foregoing instrument on behalf of United States Trust Company of New York and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of United States Trust Company of New York.

CHRISTINE C. COLLINS
Notary Public, State of New York
No. 03-4624735
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 2000

Christine C. Collins
Notary Public

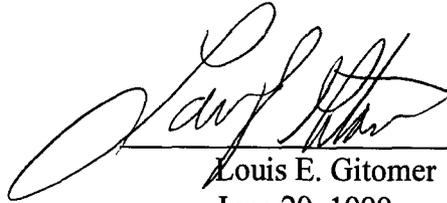
My commission expires: March 30 2000

ATTACHMENT

The Locomotives subject to the Release and Satisfaction, Lease Termination, and Bill of Sale include three 1500 horsepower ore haulage locomotives numbered KCC 120-122, inclusive; seven 3000 horsepower SD 40-2 pit production locomotives numbered KCC 101-107; inclusive; 10 2300 horsepower pit production locomotives numbered KCC 790-799, inclusive; and two pit support locomotives numbered KCC 701 and 704.

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release and Satisfaction, Lease Termination, and Bill of Sale dated as of June 24, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
June 29, 1999