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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
BY: CRP, DEPUTY - WI 7 P.

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Kennecott Utah Copper LLC
4700 Daybreak Parkway
South Jordan City, Utah 84009
Attn: John Birkinshaw

Space Above for Recorder's Use

Affects Portions of Tax Parcel Nos: 26-15-100-013; 26-15-201-005;
26-15-100-017; 26-15-251-003; and 26-15-100-016

PARTIAL TERMINATION AND RELEASE OF CERTAIN EASEMENTS

THIS PARTIAL TERMINATION AND RELEASE OF CERTAIN EASEMENTS (this "**Partial Termination**") is made this 5 day of DEC, 2016 by KENNECOTT UTAH COPPER LLC, a Utah limited liability company (formerly known as Kennecott Utah Copper Corporation, a Delaware corporation) ("**KUC**"), in favor of VP Daybreak Operations, LLC, a Delaware limited liability company ("**VP Daybreak**").

RECITALS:

A. Pursuant to that certain Amended and Restated Deed recorded as Entry No. 8442505, in Book 8695, at Page 7730-7757 of Official Records of Salt Lake County (the "**Deed**"), KUC reserved, for its benefit and use, certain Easements (defined below) for various power lines and pipelines over, across and under certain real property.

B. Specifically, certain power line and pipeline easements are more particularly described in Attachment 1 to Exhibit B of the Deed (the "**Deed Attachment**") and are referenced as follows: (i) "Part 3 (a), entitled 44KV Power Line (also known as the 46KV Kennecott Line)" (the "**44KV Power Line Easement**"); (ii) "Part 4 (b), the 14-Inch Transite Pipeline" (the "**14-Inch Pipeline Easement**"); (iii) "Part 4 (c), the 12-Inch Pipeline (the "**12-Inch Pipeline Easement**"), and (iv) "Part (d) the North Jordan Pipeline" (the "**North Jordan Pipeline Easement**") (collectively, the "**Easements**"). Each of the foregoing Easements is described in the Deed Attachment by a metes and bounds description.

C. VP Daybreak is the owner of that certain real property located in Salt Lake County, Utah and more particularly described in Exhibit A attached hereto and incorporated herein (the "**Subject Property**").

D. VP Daybreak has requested the Easements be partially terminated and released of record, and/or re-located, as applicable, with respect to the Subject Property.

E. Concurrently with this Partial Termination, VP Daybreak has agreed to execute and deliver to KUC that certain Grant of Easement (North Jordan Pipeline Realignment Easement) of even date herewith (the "**Realigned North Jordan Pipeline Easement**"), which

instrument grants to KUC an easement through a portion of the Subject Property for the realignment of the North Jordan Pipeline Easement.

F. Subject to the terms and conditions hereof, KUC now desires to partially terminate and release certain portions of the Easements to the extent located within the Subject Property (the “**Released Easement Property**”) as more particularly described in Exhibit B attached hereto and incorporated herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, KUC hereby agrees as follows:

1. Subject to the terms and conditions hereof, KUC hereby terminates, releases, relinquishes, vacates and quitclaims to VP Daybreak the Easements solely to the extent that the Easements affect and are contained within the boundaries of the Released Easement Property, such that upon recordation hereof, the Easements shall no longer be an encumbrance on title to the Subject Property (excepting the Realigned North Jordan Pipeline Easement) and shall be of no further force or effect. It is KUC’s express intent that this Partial Termination apply only to the Released Easement Property and nothing contained in this Partial Termination in any way affects, alters, or diminishes KUC’s easements, rights and interests in and to the Easements located on any other lands or with respect to the Realigned North Jordan Pipeline Easement.

2. This Partial Termination is being recorded to give notice of the partial termination of the Easements, as to their current location, with respect to the Subject Property.

3. This Partial Termination shall run with the Subject Property and shall be binding upon, and shall inure to the benefit of, the owner of the Subject Property and such owner’s respective successors-in-interest or assignees.

[Signatures on following page]

IN WITNESS WHEREOF, KUC has caused its duly authorized representative to execute this Partial Termination as of the date herein written.

KENNECOTT UTAH COPPER LLC,
a Utah limited liability company

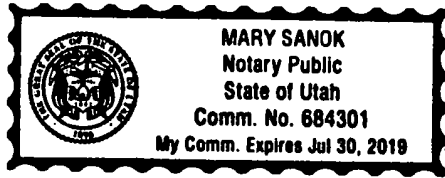
By: MB
Name: JON BRENNAN
Its: GM FINANCE

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 5 day of DEC, 2016,
by JON BRENNAN, as GENERAL MANAGER of KENNECOTT UTAH
COPPER LLC, a Utah limited liability company. FINANCE

Mary Sanok
NOTARY PUBLIC
Residing at: 4700 Old Bank Parkway,
So Jordan, UT

My Commission Expires:
7/30/19



APPROVED AS TO FORM
RIO TINTO/KUC LEGAL DEPARTMENT
By: George J. Stewart
Senior Corporate Counsel
Date: 12/5/2016

**EXHIBIT A
TO
PARTIAL TERMINATION AND RELEASE OF CERTAIN EASEMENTS**

(LEGAL DESCRIPTION OF SUBJECT PROPERTY)

BEGINNING AT THE NORTHWEST CORNER OF KENNECOTT DAYBREAK COMMERCE PARK PLAT 2 AMENDING LOTS B1 & B2 OF THE KENNECOTT MASTER SUBDIVISION #1 AMENDED, SAID POINT BEING NORTH 89°56'42" WEST 321.503 FEET ALONG THE SECTION LINE AND SOUTH 133.473 FEET FROM THE NORTH QUARTER CORNER OF SECTION 15, TOWNSHIP 3 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE ALONG SAID COMMERCE PARK PLAT 2 THE FOLLOWING (6) COURSES: 1) SOUTH 1118.18 FEET TO A POINT ON A 468.000 FOOT RADIUS TANGENT CURVE TO THE RIGHT, (RADIUS BEARS WEST); 2) ALONG THE ARC OF SAID CURVE 103.050 FEET THROUGH A CENTRAL ANGLE OF 12°36'58"; 3) SOUTH 12°36'58" WEST 56.44 FEET; 4) NORTH 77°23'02" WEST 18.00 FEET; 5) SOUTH 12°36'58" WEST 64.00 FEET; 6) SOUTH 77°23'02" EAST 389.735 FEET ALONG THE SOUTH LINE OF CRIMSON VIEW DRIVE; THENCE SOUTH 88°46'42" WEST 135.079 FEET; THENCE NORTH 71°41'55" WEST 2311.730 FEET; THENCE NORTH 82°35'43" WEST 364.691 FEET TO THE WEST LINE OF LOT B1 OF THE AMENDED LOTS B2, B3, OS2, T4, V4, V7 & WTC2 KENNECOTT MASTER SUBDIVISION #1 AS RECORDED IN THE SALT LAKE COUNTY RECORDER'S OFFICE AS ENTRY #8824749; THENCE ALONG SAID LOT B1 THE FOLLOWING (5) COURSES: 1) NORTH 06°31'26" WEST 72.746 FEET TO A POINT ON A 5654.580 FOOT RADIUS TANGENT CURVE TO THE RIGHT, (RADIUS BEARS NORTH 83°28'34" EAST); 2) ALONG THE ARC OF SAID CURVE 557.218 FEET THROUGH A CENTRAL ANGLE OF 05°38'46"; 3) NORTH 87°56'32" EAST 525.106 FEET TO A POINT ON A 5679.650 FOOT RADIUS TANGENT CURVE TO THE RIGHT, (RADIUS BEARS SOUTH 02°03'28" EAST); 4) ALONG THE ARC OF SAID CURVE 211.061 FEET THROUGH A CENTRAL ANGLE OF 02°07'45"; 5) SOUTH 89°55'43" EAST 1677.269 FEET TO THE POINT OF BEGINNING.

PROPERTY CONTAINS 53.302 ACRES.

BEGINNING AT A POINT ON THE EAST LINE OF WIREGRASS DRIVE AND THE NORTH LINE OF LOT B1, AMENDED LOTS B2, B3, OS2, T4, V4, V7, & WTC2 KENNECOTT MASTER SUBDIVISION #1, SAID POINT LIES NORTH 89°56'42" WEST 257.503 FEET ALONG THE SECTION LINE AND SOUTH 133.491 FEET FROM THE NORTH QUARTER CORNER OF SECTION 15, TOWNSHIP 3 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 89°55'43" EAST 368.11 FEET ALONG THE NORTH LINE OF SAID LOT B1 TO THE NORTHWEST CORNER OF LOT C-102, KENNECOTT DAYBREAK COMMERCE PARK PLAT 2 AMENDING LOTS B1 & B2 OF THE KENNECOTT MASTER SUBDIVISION #1

A-1

AMENDED; THENCE ALONG SAID LOT C-102 THE FOLLOWING (2) COURSES: 1) SOUTH 327.51 FEET; 2) EAST 292.00 FEET TO THE NORTHEAST CORNER OF PARCEL A OF SAID COMMERCE PARK PLAT 2; THENCE ALONG SAID PARCEL A THE FOLLOWING (6) COURSES: 1) SOUTH 1095.94 FEET TO A POINT ON A 1436.000 FOOT RADIUS NON TANGENT CURVE TO THE RIGHT, (RADIUS BEARS NORTH 03°26'09" EAST); 2) ALONG THE ARC OF SAID CURVE 230.087 FEET THROUGH A CENTRAL ANGLE OF 09°10'49"; 3) NORTH 77°23'02" WEST 469.01 FEET; 4) NORTH 12°36'58" EAST 56.44 FEET TO A POINT ON A 532.000 FOOT RADIUS TANGENT CURVE TO THE LEFT, (RADIUS BEARS NORTH 77°23'02" WEST); 5) ALONG THE ARC OF SAID CURVE 117.143 FEET THROUGH A CENTRAL ANGLE OF 12°36'58"; 6) NORTH 1118.10 FEET EXTENDING BEYOND PARCEL A TO THE POINT OF BEGINNING.

PROPERTY CONTAINS 18.548 ACRES.

EXHIBIT B
TO
PARTIAL TERMINATION AND RELEASE OF CERTAIN EASEMENTS

(LEGAL DESCRIPTION OF RELEASED EASEMENT PROPERTY)

The 14-Inch Transite Pipeline:

An existing pipeline situated in the SW ¼ of the NW ¼ of Section 14; and the SE ¼ of the NE ¼, the SW ¼ of the NE ¼, the SE ¼ of the NW ¼, the NE ¼ of the NW ¼ and the NW ¼ of the NW ¼ of Section 15, T. 3 S., R.2 W. SLB&M. The approximate route of such pipeline is as follows:

Starting at a point of connection with a steel pipe running from well K60, said starting point being South 2315.54 feet and West 1562.09 feet from the North Quarter corner of Section 14 in Township 3 South Range 2 West, Salt Lake Base and Meridian and running thence North 73°58'46" West 127.79 feet; thence North 75°31'15" West 2278.23 feet to a point on the boundary line between Kennecott land and the right of way for the abandoned line of the Denver and Rio Grande railroad; thence within right of way North 75°31'15" West 507.24 feet; thence North 89°59'33" West 932.51 feet to a point on the Westerly boundary of said right of way; thence on Kennecott land North 89°59'33" West 81.94 feet; thence North 33°4'18" West 308.47 feet; thence North 75°38'5" West 338.84 feet; thence North 77°10'37" West 170.91 feet; thence North 70°47'36" West 379.14 feet; thence North 69°25'3" West 1629.48 feet; thence North 89°39'9" West 9.3 feet to a point on the Westerly section line of Section 15 in said Township and Range.

The 12-Inch Pipeline:

An existing pipeline situated in the NE ¼ of the NW ¼, SE ¼ of the NW ¼ and the SW ¼ of the NW ¼ of Section 14; and the SE ¼ of the NE ¼, the SW ¼ of the NE ¼, the SE ¼ of the NW ¼, the NE ¼ of the NW ¼ and the NW ¼ of the NW ¼ of Section 15, T. 3 S., R.2 W. SLB&M. The approximate routes of the three branches of such pipeline are as follows:

Starting at a point of connection to the pump house for well K-60, said point being West 1528.85 feet and South 2321.84 feet from the North Quarter corner of Section 14 in Township 3 South Range 2 West, Salt Lake Base and Meridian, and running thence North 79°16'17" West 33.84 feet; thence South 87°15'57" West 221.59 feet; thence North 82°42'11" West 185.13 feet; thence North 74°15'50" West 1938.78 feet; thence North 58°19'53" West 123.93 feet to a point on the Southerly right of way boundary line of the Denver and Rio Grande railroad; thence in said right of way North 58°19'53" West 341.34 feet; thence South 86°58'54" West 155.49 feet; thence South 86°50'51" West 224.43 feet; thence South 89°13'49" West 705.96 feet to a point on the Westerly boundary of said right of way; thence on Kennecott land South 89°13'49" West 62.19 feet; North 33°57'32" West 300.99 feet; thence North 75°38'5" West 344.87 feet; thence North 77°10'37" West 170.28 feet; thence North 70°47'36" West 378.13 feet; North 69°24'51"

West 1650.69 feet; thence North 88°38'47" West 5.16 feet to the Westerly section line of Section 15 of said Township and Range.

North Jordan Pipeline Easement Release

Beginning at a point on the North Line of an existing North Jordan Pipeline easement recorded as Entry 12225295 in the office of the Salt Lake County Recorder's Office, said point lies South 89°56'42" East 651.070 feet along the Section Line and South 192.991 feet from the Northwest Corner of Section 15, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°55'43" East 164.995 feet to a point on the South line of said easement; thence along said South Line the following (2) courses: 1) South 68°44'49" West 867.957 feet; 2) North 88°38'47" West 16.890 feet; thence North 04°11'14" West 60.282 feet to said North Line; thence along said North Line the following (2) courses: 1) South 88°38'47" East 10.717 feet; 2) North 68°44'49" East 702.266 feet to the point of beginning. Property contains 1.100 acres.

44KV Power Line (also known as the 46KV Kennecott line)

Beginning at a point on the North Line of Lot B1 of the Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1, said point lies South 89°56'42" East 733.530 feet along the Section line and South 133.014 feet from the Northwest Corner of Section 15, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°55'43" East 1737.110 feet along said North line to a point on the South Line of 44kV Power Line Easement as recorded in the Salt Lake County Recorder's Office as Entry #8442505 (as Attachment I to Exhibit B, Part 3, Section a); thence along said South Line the following (4) courses: 1) South 85°10'09" West 302.406 feet; 2) North 89°36'25" West 1375.048 feet; 3) South 54°38'41" West 664.110 feet; 4) North 89°36'26" West 250.732 feet to the West Line of the Northwest Quarter of said Section 15; thence North 00°23'34" East 50.000 feet along said West Line to the North Line of said 44kV Power Line Easement; thence along said North Line of 44kV Power Line Easement the following (2) courses: 1) South 89°36'26" East 234.608 feet; 2) North 54°38'41" East 608.959 feet to the said North Line of Lot B1 and the point of beginning. Property contains 1.805 acres.