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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
KENNECOTT UTAH COPPER
PO BOX 6001
MAGNA UT 84044-6001
BY: EAP, DEPUTY - WI 8 P.

After recording, return to:

Kelly Payne
Kennecott Utah Copper Corporation
P.O. Box 6001
Magna, UT 84044-6001

With copy to:

Division Director
Division of Environmental Response and Remediation
Re: Kennecott Drilling Restriction
Utah Department of Environmental Quality
168 North 1950 West
P.O. Box 144840
Salt Lake City, UT 84114-4840

8-38

Tax ID Nos. 26-08-100-002, 26-08-301-002, 26-08-352-001, 26-08-377-006, 26-08-451-001,
26-08-451-002, 26-08-476-004, 26-09-100-002, 26-09-100-004, 26-15-300-001,
26-15-300-002, 26-15-501-004, 26-16-100-007, 26-16-100-010, 26-16-100-011,
26-16-200-003, 26-16-300-001, 26-16-300-002, 26-16-400-001, 26-17-108-004,
26-17-200-003, 26-17-300-001, 26-17-400-001, 26-18-226-016, 26-20-100-001,
26-20-200-001, 26-20-300-001, 26-20-300-002, 26-20-501-001, 26-20-501-002,
26-21-100-001, 26-21-300-001, 26-21-501-001, 26-21-501-002, 26-21-501-005,
26-29-100-001, 26-29-300-001, 26-29-352-001, 26-29-501-001

DRILLING RESTRICTION

KENNECOTT UTAH COPPER CORPORATION, a Delaware corporation, owner of the property located in Salt Lake County, State of Utah, more particularly described on Attachment A, (the **"Property"**) hereby makes and imposes upon the Property the following described use restriction, subject to the terms and conditions herein stated:

1. Notice is hereby given that: (i) an aquifer lying approximately 50 to 1,000 feet below the surface of the Property is subject to the requirements and provisions of that certain Consent Decree dated May 21, 2008, in the matter of United States of America and State of Utah v. Kennecott Utah Copper Corporation, Case No. 2:07cv00485, United States District Court for the District of Utah (the "Consent Decree"), and the related remedial action concerning cleanup of contaminated ground water; and (ii) a restriction on drilling on the Property is necessary to mitigate risks to the public health, safety and welfare and the environment. Kennecott Utah Copper Corporation, together with those of its successors and assigns that assume the obligations of the Consent Decree, are referred to herein as **"KUCC"**.

Pursuant to the provisions of Utah Code Sections 19-10-101 to 19-10-108, use of the Property is hereby restricted as follows: except as provided herein, no owner of an interest in the Property, including all successors and assigns of KUCC, shall drill any well on the Property that would extract, or is capable of extracting, water (the "Drilling Restriction"); provided, however:

(a) the Drilling Restriction does not extend to activities conducted by or on behalf of KUCC

(b) the Drilling Restriction does not extend to activities authorized by the United States Environmental Protection Agency ("EPA") or the State of Utah Department of Environmental Quality ("UDEQ"), for purposes of implementing the Consent Decree;

(c) the Drilling Restriction does not preclude the owner of the Property from authorizing the drilling operations described in subparagraphs (a) and (b) on the Property; and

(d) activities and authorizations made pursuant to subparagraphs (a), (b) and (c) of this paragraph shall not be deemed to be a waiver or abandonment of the Drilling Restriction.

2. This Drilling Restriction runs with the land and is binding on all successors and assigns of KUCC unless or until it is removed as provided in Utah Code Section 19-10-105 and as provided herein.

3. EPA personnel and the Executive Director of the UDEQ, or his/her designated representative, shall have access to the Property at all reasonable times to verify that the party or parties in possession of the Property are complying with the Drilling Restriction.

4. This Drilling Restriction may be enforced and/or protected by UDEQ, EPA or KUCC, as provided in Utah Code Section 19-10-106.

5. Instruments which convey any interest in the Property (fee, leasehold, easement, etc.), shall contain a notification to the person or entity that acquires the interest that the Property is subject to this Drilling Restriction and identify the specific place at which it is recorded.

6. This Drilling Restriction may only be terminated in accordance with the provisions of Utah Code Section 19-10-105 and with the prior written approval of the Executive Director of the UDEQ and KUCC.

EXECUTED as of this 10 day of February 2009.

	KENNECOTT UTAH COPPER CORPORATION, a Delaware corporation By: <u>K Sanders</u> Name: Kelly Sanders Title: Vice President & COO
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Bill Sinclair, Acting Executive Director of the Utah Department of Environmental Quality, or his designated representative, hereby approves the foregoing Drilling Restriction pursuant to Utah Code Section 19-10-103.

William J. Sinclair
 Bill Sinclair, Acting/Executive Director,
 Utah Department of Environmental Quality

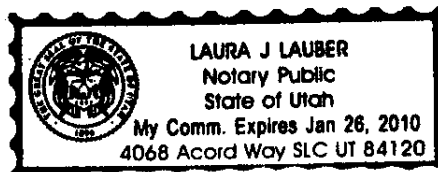
STATE OF UTAH)
)
 COUNTY OF SALT LAKE)

On this 10th day of February 2009, personally appeared before me, a Notary Public, Kelly Sanders, the Vice President & COO of **KENNECOTT UTAH COPPER CORPORATION** personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of **KENNECOTT UTAH COPPER CORPORATION**.

Laura J. Lauber
 Notary Public

My Commission Expires:

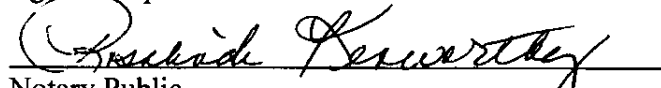
January 26, 2010 ^{01/26}



STATE OF UTAH)

COUNTY OF SALT LAKE)

Subscribed and sworn to and acknowledged before me this day of February 2009, by Bill Sinclair, Acting Executive Director of the UTAH DEPARTMENT OF ENVIRONMENTAL QUALITY, or his designated representative.


Notary Public

My Commission Expires:

 7-13 2011



ATTACHMENT A

The Property

I. North Area:

DIRECTION (Degrees - Minutes - Seconds)	DISTANCE (Ft.)	DELTA	RADIUS	TANGENT	ARCLENGTH	CURVE
Begin at NW corner of Section 8 T3S, R2W SLBM.						
S 89-50-48 E	6970.608					
S 32-11-51 W	3107.56					
S 1-5-26 W	2395.267					
S 77-16-59 W	184.356					
S 87-19-49 W	264.787					
S 0-0-0 W	200					
S 90-0-0 W	30					
N 0-0-0 E	200					
S 90-0-0 W	200					
S 0-43-44 W	85.173					
S 81-4-27 W	222.359					
S 83-43-34 W	125.475					
S 87-39-40 W	284.764					
S 0-0-0 W	55					
S 90-0-0 W	1520					
N 0-0-0 E	400					
S 90-0-0 W	630					
S 0-0-0 W	400					
S 90-0-0 W	30					
N 0-0-0 E	400					
S 90-0-0 W	398.167					
N 0-31-37 E	36.252					
N 88-3-31 W	29.517					
N 0-34-58 E	122.923					
N 89-26-50 W	466.438					
S 0-33-30 W	248.012					
S 89-26-55 E	242.428					
S 0-34-29 W	108.006					
N 88-11-44 W	476.403					
N 0-8-33 E	100.5					
N 89-42-46 W	199.502					
S 0-0-0 W	310					
N 89-26-17 W	169.925					
S 17-37-16 E	213.343					
S 72-21-38 W	375.736					
N 0-59-13 W	320.071					
N 0-7-3 E	935.002					
S 89-58-4 E	148.75					
N 0-2-52 E	400					
N 89-58-5 W	149.083					
N 0-9-44 E	3943.766					
Back to beginning						

II. Center Area:

DIRECTION	DISTANCE (Ft.)	DELTA	RADIUS	TANGENT	ARCLENGTH	CURVE
Begin at SE corner of Section 20 T3S, R2W SLBM						
S 89-30-58 E	2959.772					
N 38-56-9 E	869.599	27-52-15	1805.443	447.984	878.232	L
N 20-49-35 E	4915.588					
N 89-45-44 W	20.083					
N 17-3-42 E	470.629					
N 7-21-7 E	879.144	18-3-49	2800.149	445.091	882.796	L
N 5-11-21 W	566.656	3-48-1	8544.594	283.484	566.759	L
N 14-32-25 W	202.141					
N 6-0-59 W	504.864					
N 0-5-10 E	55.5					
N 89-34-10 W	5279.232					
N 0-12-57 E	729.672					
N 89-25-0 E	5230.271					
N 5-54-39 W	1198.03					
N 3-4-8 W	581.34					
N 46-18-22 W	72.379					
N 89-32-17 W	4321.057					
S 0-15-33 W	516.005					
S 84-21-17 W	698.89					
N 0-18-41 W	582.925					
S 89-43-51 W	2129.523					
N 85-51-29 W	932.593					
N 89-57-1 W	257.342					
S 0-0-0 W	637.583					
S 90-0-0 W	250					
S 0-0-0 W	532.833					
S 72-58-48 W	156.87					
S 90-0-0 W	215.917					
S 0-0-0 W	150					
S 90-0-0 W	390					
N 0-0-57 W	300					
S 90-0-0 W	550.667					
S 0-5-44 W	150					
N 90-0-0 E	127					
S 0-0-0 W	150					
N 89-50-27 W	149.917					
N 0-3-49 E	75.084					
N 68-47-4 W	205.869					
S 90-0-0 W	184.417					
S 0-0-0 W	50					
S 89-52-21 W	37.417					
S 0-21-25 W	14618.946					
S 89-35-19 E	510.251					
N 72-9-41 E	110.414					

S 89-49-20 E	1637.841					
N 17-6-27 E	614.66					
N 36-40-28 E	2175.637	37-57-8	3345.353	1150.334	2215.927	R
N 58-7-25 E	1867.271					
N 0-50-15 E	1921.039					
Back to beginning						

LESS AND EXCEPTING

DIRECTION	DISTANCE (Ft.)	DELTA	RADIUS	TANGENT	ARCLENGTH	CURVE
Begin N89°30'4"W 203.501 & S0°26'16"E 53.573 from NE corner Section 16 T3S, R2W SLBM.						
S 89-23-8 W	481.781					
N 89-54-10 W	505.991					
N 89-52-30 W	1689.404					
S 73-53-45 W	1065.066	31-35-10	1956.667	553.424	1078.673	L
S 57-2-7 W	176.416					
S 65-21-14 W	517.241	16-4-59	1848.745	261.189	518.943	R
S 80-0-10 W	866.51	17-14-7	2958.177	448.316	889.861	R
S 1-25-45 W	40.103					
S 88-50-52 W	1306.952					
S 81-46-30 W	429.795	12-55-45	1908.7	216.272	430.708	L
N 14-43-53 W	39.988					
S 75-19-40 W	340.582					
S 72-41-4 W	155.141	4-40-24	1902.543	77.635	155.184	L
S 70-9-50 W	169.237					
S 64-52-47 W	357.913	10-24-58	1971.493	179.698	358.406	L
S 54-23-40 W	363.789	10-16-32	2031.208	182.628	364.277	L
S 50-7-50 W	296					
S 69-0-21 W	478.386	36-15-26	768.737	251.687	486.463	R
N 89-17-45 W	741.027					
N 84-28-59 W	394.226	10-58-18	2061.838	198.02	394.829	R
S 9-24-26 W	99.945					
S 84-31-47 E	414.01	11-0-18	2158.785	207.963	414.647	L
S 89-10-35 E	673.046					
N 69-50-5 E	649.355	43-32-39	875.338	349.617	665.25	L
N 50-7-29 E	290.284					
N 60-5-12 E	643.212	19-53-36	1861.874	326.514	646.454	R
N 70-16-55 E	203.192					
N 73-34-39 E	140.827	4-30-6	1792.866	70.468	140.863	R
N 75-19-49 E	314.414					
N 14-43-53 W	39.988					
N 76-23-42 E	72.977					
N 82-54-48 E	355.018	10-41-2	1906.669	178.283	355.533	R
N 88-50-54 E	1304.505					
S 4-17-53 E	40.036					
N 79-59-40 E	917.327	17-18-34	3047.989	463.946	920.824	L
N 65-9-24 E	550.472	16-15-3	1947.343	278.027	552.321	L
N 56-58-56 E	144.442					
N 73-47-49 E	1045.635	32-42-23	1856.881	544.86	1059.968	R
S 89-52-10 E	1674.341					
S 89-51-26 E	476.552					
N 89-41-6 E	515.688					
N 3-4-8 W	102.831					

Back to beginning						
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ALSO LESS AND EXCEPTING

DIRECTION	DISTANCE (Ft.)	DELTA	RADIUS	TANGENT	ARCLENGTH	CURVE
Begin S0°16'5"W 1330.46 feet from NW corner Section 16 T3S, R2W SLBM						
N 89-26-13 E	110.255					
S 0-0-0 W	395.5					
S 89-26-40 W	111.755					
N 0-13-2 E	395.503					
Back to beginning						

III. South Area:

DIRECTION	DISTANCE (Ft.)	DELTA	RADIUS	TANGENT	ARCLENGTH	CURVE
Begin at NE corner of Section 32 T3S, R2W SLBM						
N 89-35-16 W	2976.41					
N 17-25-54 E	785.577					
N 37-54-39 E	2006.314	35-34-54	3283.184	1053.54	2038.921	R
N 58-7-29 E	1833.395					
S 0-50-22 W	3322.356					
Back to beginning						