

101010



Cyprus Mines Corporation
An Affiliate of Cyprus Minerals Company

7200 South Allon Way
Post Office Box 3299
Englewood, Colorado 80155
303-740-5000

June 1, 1988

State of Arizona
State Land Department
1624 West Adams
4th Floor
Phoenix, Arizona 85007

Attention: Coralie McDonald

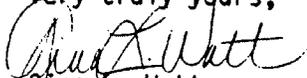
Cyprus Bagdad Copper Corporation

Dear Ms. McDonald:

It is respectfully requested that all right, title and interest in and to the Rights-of-Way, Commercial Leases and Water Agreements referenced in Exhibit A attached hereto and made a part hereof be transferred to Cyprus Bagdad Copper Corporation, effective immediately. Cyprus Bagdad Copper Corporation agrees it will comply with and be bound by the terms and conditions of the Rights-of-Way, Commercial Leases and Water Agreements referenced therein.

Attached hereto are copies of the Certificate of Good Standing from the State of Delaware, Certificate of Incorporation and Authorization To Do Business in the State of Arizona for Cyprus Bagdad Copper Corporation. Should you require any additional information to to effectuate the transfer of these leases, please do not hesitate to call me at (303) 740-5268.

Very truly yours,


Gina L. Watt
Property Administrator

Enc.

CYPRUS

PDC000137

EXHIBIT "A"
PROPERTY TRANSFER
CYPRUS BAGDAD COPPER CORPORATION

Rights-of-Way

Date

Right of Way No. 4752	February 26, 1970
Right of Way Easement No. 30291	September 12, 1978
Right of Way Easement No. R/W 14-30292	September 12, 1978
Right of Way Easement No. R/W 14-30293	September 12, 1978
Right of Way No. 3948	December 27, 1965
Right of Way No. 18-3917	December 31, 1985
Right of Way No. 18-3918	December 31, 1985
Right of Way No. 18-86879	April 17, 1984
Right of Way No. 18-78667	March 20, 1980
Right of Way No. 18-39244	July 20, 1986
Right of Way No. 18-29508	September 12, 1984
Right of Way No. 17-32506	March 16, 1986
Right of Way No. 71-3949	December 27, 1965
Right of Way No. 72-09006	March 8, 1979
Right of Way No. 72-5338	April 25, 1972
Right of Way No. 72-9006	March 8, 1979
Right of Way No. 72-5338	April 25, 1972
Right of Way No. 72-3540	May 1, 1972

Commercial Leases

Commercial Lease No. 85112	October 6, 1987
Commercial Lease No. 329-01	December 31, 1982
Commercial Lease No. 329-02	December 31, 1980
Commercial Lease No. 981-01	January 7, 1980
Commercial Lease No. 981-02	January 7, 1980
Commercial Lease No. 1244	May 2, 1982
Commercial Lease No. 03-1393	November 21, 1984
Commercial Lease No. 03-28743	July 1, 1985
Commercial Lease No. 03-28744	July 1, 1985
Commercial Lease No. 03-31360	May 1, 1986
Commercial Lease No. 03-34614	February 1, 1986
Commercial Lease No. 03-37799	September 28, 1986
Commercial Lease No. 03-43488	September 1, 1987
Commercial Lease No. 03-43489	September 1, 1987
Commercial Lease No. 03-43490	September 1, 1987
Commercial Lease No. 78666	August 19, 1982

Water Agreements

Water Agreement No. 21-93375-08	March 19, 1987
Water Agreement No. 21-93376-08	March 19, 1987
Water Agreement No. 21-93377-08	March 19, 1987
Water Agreement No. 21-93378-08	March 19, 1987
Water Agreement No. 21-93379-08	March 19, 1987



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CYPRUS BAGDAD COPPER CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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877365167

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11529086

DATE: 12/31/1987

CERTIFICATE OF INCORPORATION

of

CYPRUS BAGDAD COPPER CORPORATION

10Am
FILED

DEC 24 1987

[Signature]
SECRETARY OF STATE

1. The name of the corporation is:

CYPRUS BAGDAD COPPER CORPORATION

2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Priscilla S. Borlase	7200 South Alton Way Englewood, CO 80112
Deborah J. Friedman	7200 South Alton Way Englewood, CO 80112
Kevin Loughrey	7200 South Alton Way Englewood, CO 80112

6. The name and mailing address of each person who is to serve as a director until the first annual meeting of stockholders or until their respective successors are elected and qualify are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
J. C. Compton	7200 South Alton Way Englewood, CO 80112
C. B. Stone, Jr.	7200 South Alton Way Englewood, CO 80112
Kevin Loughrey	7200 South Alton way Englewood, CO 80112

The powers of the incorporators shall terminate upon the filing of this certificate of incorporation.

7. The corporation is to have perpetual existence.

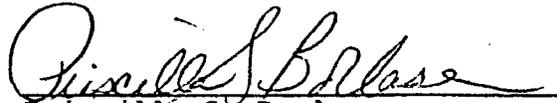
8. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

9. Elections of directors need not be by written ballot unless the By-Laws of the corporation shall so provide.

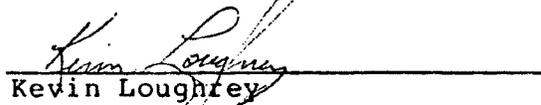
Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the By-Laws of the corporation.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators herein before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 22nd day of December, 1987.


Priscilla S. Borlase


Deborah J. Friedman


Kevin Loughrey