

RIGHT-OF-WAY GRANT AND EASEMENT

(Road and Ditch)

THIS AGREEMENT AND GRANT, made this 15th day of July, 1965, by and between M. M. & S. EXPLORATION CO., a Nevada corporation, ARTHUR BLAKE THOMAS of Salt Lake City, Utah, CARDIFF INDUSTRIES, INC., a Utah corporation, GEORGE HADRABA, HARRY G. METOS, Owners, and KERR-McGEE OIL INDUSTRIES, INC., a Delaware corporation, Lessee, Parties of the First Part, hereinafter referred to as Grantors, and CARLIN GOLD MINING COMPANY, a Delaware corporation, authorized to do and doing business in the State of Nevada, Party of the Second Part, hereinafter referred to as Grantee,

W I T N E S S E T H:

WHEREAS, M. M. & S. EXPLORATION CO., a Nevada corporation, ARTHUR BLAKE THOMAS of Salt Lake City, Utah, CARDIFF INDUSTRIES, INC., a Utah corporation, GEORGE HADRABA and HARRY G. METOS are the owners of the Yellow Rose Nos. 9, 10, 17 and 18 and Big Jim Nos. 17, 18, 29, 30 and 31 unpatented lode mining claims situate in Sections 10, 11, 14 and 15, Township 35 North, Range 50 East, M.D.B. & M., County of Eureka, State of Nevada, and

WHEREAS, KERR-McGEE OIL INDUSTRIES, INC., a Delaware corporation, is the lessee of said unpatented mining claims, which said mining claims are shown on the map hereto attached and marked Exhibit A to this grant and easement, and

WHEREAS, Grantee is engaged in mining and milling operations centering in Section 14, Township 35 North, Range 50 East, and has located thereon a milling plant, and

WHEREAS, Grantee is desirous of constructing a road and a ditch for the diversion of Sheep Creek along a route, the center line of which is hereinafter described, and for a right-of-way and easement for a ditch alone over a certain portion of said mining claims, the center line of which right-of-way for the ditch alone is hereinafter described, and which center lines are shown on Exhibit A attached hereto, and to acquire from Grantors a right-of-way and easement for the construction and maintenance of said road and ditch, and

WHEREAS, Grantors are willing to convey to Grantee an easement to use and maintain said road and ditch, all as hereinafter set forth,

NOW, THEREFORE, for and in consideration of the sum of TEN DOLLARS (\$10.00), lawful money of the United States, to Grantors in hand paid by Grantee, and in consideration of the covenants herein contained, Grantors do hereby give and grant to Grantee the right-of-way and easement for the construction and maintenance of a certain road and ditch for the diversion of Sheep Creek across and affecting the mining claims of Grantors hereinbefore named, which right-of-way and easement shall be 100 feet in width and extending 50 feet on each side of a center line described as follows:

Beginning at a point, outside of the above said mining claims, which bears S 77° 12' 51" W 411.51 feet distant from the 1/4 corner between the said Sections 11 and 14;

thence	N 66° 18' 23" W	100.02 feet to a point;
thence	N 50° 05' 38" W	49.86 feet to a point;
thence	N 4° 47' 52" E	79.80 feet to a point;
thence	N 24° 30' 52" E	298.17 feet to a point;
thence	N 23° 44' 52" E	298.45 feet to a point;
thence	N 12° 37' 22" E	148.93 feet to a point;
thence	N 8° 12' 33" W	50.21 feet to a point;
thence	S 56° 49' 47" W	299.16 feet to a point;
thence	S 77° 49' 22" W	69.95 feet to a point;
thence	S 85° 57' 52" W	50.00 feet to a point;
thence	N 61° 45' 08" W	187.87 feet to a point;
thence	S 33° 08' 42" W	194.71 feet to a point;
thence	S 66° 22' 22" W	99.01 feet to a point;
thence	N 85° 16' 38" W	159.75 feet to a point;
thence	S 72° 40' 22" W	48.40 feet to a point;
thence	S 34° 58' 11" W	194.88 feet to a point;
thence	S 66° 15' 07" W	148.29 feet to a point;
thence	N 80° 06' 53" W	49.93 feet to a point;
thence	N 30° 42' 53" W	147.74 feet to a point;
thence	S 88° 57' 42" W	149.54 feet to a point;
thence	N 63° 57' 38" W	98.35 feet to a point;
thence	N 83° 11' 38" W	49.70 feet to a point;
thence	S 48° 51' 59" W	198.51 feet to a point;
thence	S 70° 16' 50" W	150.94 feet to a point;
thence	S 49° 01' 52" W	149.04 feet to a point;
thence	S 64° 31' 22" W	50.09 feet to a point;
thence	S 88° 54' 52" W	149.09 feet to a point;
thence	N 80° 26' 53" W	148.65 feet to a point;

which bears N 7° 06' 51" E 229.48 feet distant from the common section corner of the said Sections 10, 11, 14 and 15;

thence	N 52° 46' 23" W	98.44 feet to a point;
thence	N 12° 51' 53" W	49.81 feet to a point;
thence	N 7° 38' 37" E	197.16 feet to a point;
thence	N 33° 21' 12" W	100.04 feet to a point;
thence	N 5° 41' 37" E	71.39 feet to a point;
thence	N 49° 27' 19" W	28.58 feet to a point;
thence	S 75° 26' 02" W	219.37 feet to a point;
thence	S 59° 31' 52" W	149.09 feet to a point;
thence	S 80° 01' 52" W	148.94 feet to a point;
thence	N 62° 28' 08" W	172.81 feet to a point;
thence	S 21° 39' 38" W	95.88 feet to a point;
thence	S 62° 41' 11" E	144.14 feet to a point;
thence	S 76° 48' 45" E	247.22 feet to a point;
thence	N 82° 44' 01" E	146.18 feet to a point;
thence	S 8° 00' 00" W	51.00 feet to a point;
thence	S 81° 32' 51" W	166.82 feet to a point;
thence	N 89° 06' 35" W	149.33 feet to a point;

thence	S 67° 05' 15" W	226.19 feet to a point;
thence	N 62° 20' 52" W	194.68 feet to a point;
thence	S 37° 11' 59" W	42.72 feet to a point;
thence	S 53° 43' 35" E	179.86 feet to a point;
thence	S 70° 27' 05" E	69.63 feet to a point;
thence	N 85° 43' 24" E	153.14 feet to a point;
thence	S 56° 12' 31" E	37.69 feet to a point;
thence	S 4° 25' 02" E	146.32 feet to a point;
thence	S 45° 44' 11" E	144.71 feet to a point;
thence	S 39° 14' 13" W	40.77 feet to a point;
thence	N 69° 19' 03" W	331.80 feet to a point;
thence	S 17° 02' 36" W	75.27 feet to a point;
thence	S 51° 02' 13" E	187.45 feet to a point;
thence	S 22° 05' 13" W	62.20 feet to a point;
and		
thence	N 86° 30' 05" W	194.34 feet to a point,

outside of the above said mining claims, which bears S 77° 18' 53" W 938.10 feet distant from the common section corner of the said Sections 10, 11, 14 and 15; and containing 13.2 acres, more or less.

And do hereby give and grant to Grantee a right-of-way and easement for a ditch along 12.5 feet on each side of the following described center line:

Beginning at a point, outside of the above said mining claims and on the above-described right-of-way, which bears N 7° 06' 51" E 229.48 feet distant from the common section corner of the said Sections 10, 11, 14 and 15; thence S 22° 08' 07" W 600.0 feet, across the above said Big Jim No. 30, to a point, outside of the above said mining claims, which bears S 31° 04' 03" W 383.01 feet distant from the above said common section corner; and containing 0.3 acre, more or less.

The rights and easements herein granted shall remain in effect for so long as Grantee carries on its mining or milling operations in Section 14, Township 35 North, Range 50 East, M.D.B. & M., and mining or exploratory activities appurtenant thereto.

IT IS FURTHER AGREED between Grantors and Grantee as follows:

1. That any road or ditch built by Grantee on the easement and right-of-way herein granted shall be at the expense of Grantee.

2. That Grantors, their agents, lessees and assigns shall have the right to use any road built by Grantee upon said easement for the purpose of ingress and egress to and from the mining claims mentioned herein and any other claims that Grantors may own in the area.

3. That connections for this road will be made by Grantee with existing roads going to the east, west and north of the claims of Grantors herein described.

4. That if in the future it becomes necessary to remove the road or ditch constructed under this right-of-way and easement so that Grantors can remove ore from the claims over which said road or ditch traverse, the route of the road and ditch will be changed by Grantee to a different place and at its own expense.

IN WITNESS WHEREOF, the parties hereto have executed this agreement and grant the day and year first above written.

M. M. & S. EXPLORATION CO.,
a Nevada corporation,

By _____

Arthur Blake Thomas
Arthur Blake Thomas

CARDIFF INDUSTRIES, INC., a
corporation,

By _____

George Hadraba

Harry G. Metos

KERR-McGEE OIL INDUSTRIES, INC.,
a Delaware corporation,

By _____

GRANTORS

CARLIN GOLD MINING COMPANY,
a Delaware corporation,

By _____

R. B. Fuchs, Vice Pres.

GRANTEE

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

On this 17th day of NOVEMBER, 1965,
 before me, the undersigned, a notary public in and for
 the County and State aforesaid, personally appeared
 _____, personally known to me to
 be the _____ of M. M. & S. EXPLORATION
 CO., one of the corporations that executed the foregoing
 instrument, and upon oath did depose and say that he is
 the officer of said corporation as above designated;
 that he is acquainted with the seal of said corporation,
 and that the seal affixed to said instrument is the
 corporate seal of said corporation; that the signature
 to said instrument was made by the officer of said
 corporation as indicated after said signature, and that
 said corporation executed the said instrument freely and
 voluntarily and for the uses and purposes therein
 mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and
 affixed my official seal at my office in the said County
 and State the day and year in this certificate first
 above written.

 Notary Public

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

On this 17th day of NOVEMBER, 1965,
 personally appeared before me, a notary public in and for
 the County and State aforesaid, ARTHUR BLAKE THOMAS,
 personally known to me to be the person described in and
 who executed the foregoing instrument, and who acknowl-
 edged to me that he executed the same freely and volun-
 tarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand
 and affixed my official seal the day and year in this
 certificate first above written.

SEAL
 Affixed

Richard B. Junk
 Notary Public

My Commission Expires: March 25, 1967

STATE OF _____)
) ss:
 COUNTY OF _____)

On this _____ day of _____, 1965,
 before me, the undersigned, a notary public in and for
 the County and State aforesaid, personally appeared
 _____, personally known to me to
 be the _____ of CARDIFF INDUSTRIES, INC.,
 one of the corporations that executed the foregoing
 instrument, and upon oath did depose and say that he is
 the officer of said corporation as above designated;
 that he is acquainted with the seal of said corporation,
 and that the seal affixed to said instrument is the
 corporate seal of said corporation; that the signature
 to said instrument was made by the officer of said
 corporation as indicated after said signature, and that
 said corporation executed the said instrument freely and
 voluntarily and for the uses and purposes therein
 mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and
 affixed my official seal at my office in the said County
 and State the day and year in this certificate first
 above written.

 Notary Public

STATE OF _____)
) ss:
 COUNTY OF _____)

On this _____ day of _____, 1965,
 personally appeared before me, a notary public in and for
 the County and State aforesaid, GEORGE HADRABA, personally
 known to me to be the person described in and who
 executed the foregoing instrument, and who acknowledged
 to me that he executed the same freely and voluntarily
 and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and
 affixed my official seal the day and year in this certi-
 ficate first above written.

 Notary Public

STATE OF _____)
COUNTY OF _____) ss:

On this _____ day of _____, 1965, personally appeared before me, a notary public in and for the County and State aforesaid, HARRY G. METOS, personally known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public

STATE OF _____)
COUNTY OF _____) ss:

On this _____ day of _____, 1965, before me, the undersigned, a notary public in and for the County and State aforesaid, personally appeared _____, personally known to me to be the _____ of KERR-McGEE OIL INDUSTRIES, INC., one of the corporations that executed the foregoing instrument, and upon oath did depose and say that he is the officer of said corporation as above designated; that he is acquainted with the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation; that the signature to said instrument was made by the officer of said corporation as indicated after said signature, and that said corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the said County and State the day and year in this certificate first above written.

Notary Public

STATE OF New York }
COUNTY OF New York } ss:

On this 8th day of December, 1965,
before me, the undersigned, a notary public in and for
the County and State aforesaid, personally appeared
R. B. O'Halloran, personally known to me
to be the Vice President of CARLIN GOLD MINING
COMPANY, one of the corporations that executed the
foregoing instrument, and upon oath did depose and say
that he is the officer of said corporation as above
designated; that he is acquainted with the seal of said
corporation, and that the seal affixed to said instrument
is the corporate seal of said corporation; that the
signature to said instrument was made by the officer of
said corporation as indicated after said signature, and
that said corporation executed the said instrument
freely and voluntarily and for the uses and purposes
therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal at my office in the said
County and State the day and year in this certificate
first above written.

Winthrop T. Parker 3rd
Notary Public

WINTHROP T. PARKER 3rd
NOTARY PUBLIC, State of New York
No. 60-3019515
Qualified in Westchester County
Cert. filed in New York County
Commission Expires March 30, 1967



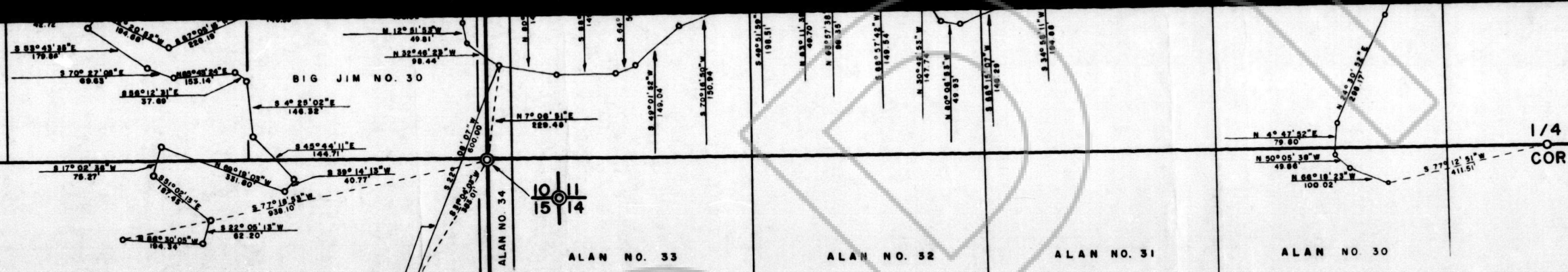
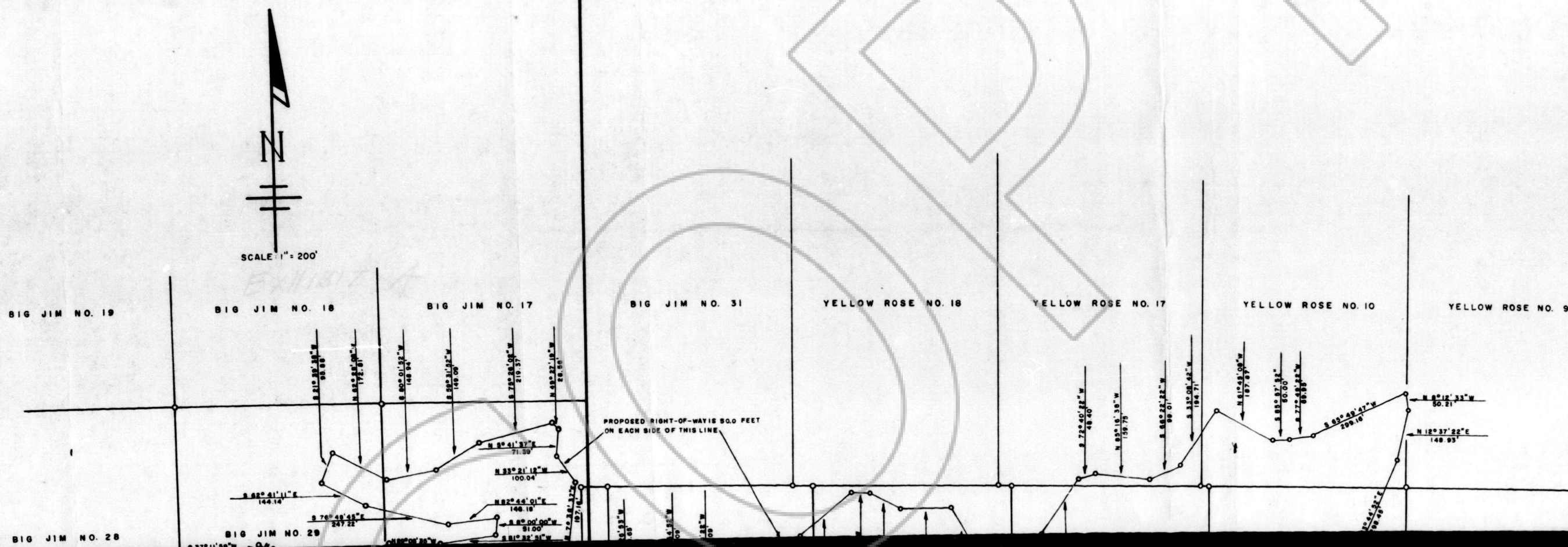


EXHIBIT A
CARLIN GOLD MINING COMPANY
PROPOSED RIGHT-OF-WAY

ACROSS
 THE YELLOW ROSE NOS. 9, 10, 17, & 18 AND
 BIG JIM NOS. 17, 18, 29, 30, & 31. OWNED
 BY M.M. & S. EXPLORATION CO., ARTHUR
 BLAKE THOMAS, CARDIFF INDUSTRIES,
 INC., GEORGE HADRABA AND HARRY G.
 METOS.

(UNPATENTED)
 SECTIONS 10, 11, 14 & 15, T. 35 N.; R. 50 E.; M.D.B. & M.
 M.H.W.
 D.C.H. JULY 1965



File No. 41578
 RECORDED AT THE REQUEST OF
 Carlin Gold Mining Co.
 Dec. 29 A. D. 1965.
 At 08 minutes past 9 A. M.
 in Book 9 of OFFICIAL RECORDS
 Page 325-335
 BUREAU COUNTY, NEVADA
 Recorder
 Fee \$ 7.85