

ASSIGNMENT OF REAL ESTATE MORTGAGE

On January 7, 1980, WINDFALL VENTURE, a general partnership composed of William E. Foster, Robert G. Wilson, Chan Edmonds, William L. Wilson and Kenneth E. Johnson, executed a promissory note (the "Note") to IDAHO MINING CORPORATION, a Nevada corporation ("Idaho"), and the individual members of said partnership executed an irrevocable guarantee of the Note.

On the said date of January 7, 1980, Windfall Venture executed a real estate mortgage securing the Note which instrument was duly recorded on January 17, 1980 in Book 78 of Official Records at Pages 260 through 266 of the records of Eureka County, Nevada (which instrument is hereinafter referred to as the "Mortgage").

On the date of this Assignment of Real Estate Mortgage, Idaho has assigned all of its interest in the Note to the following named persons in the respective percentages set forth below:

<u>Assignee</u>	<u>Percentage</u>
M.E. Rand	16.67%
JoAnn K. Wilson, as Executrix and sole devisee and legatee under the Will of A.K. Wilson, Jr., Deceased	37.50%
W.L. Wilson	18.75%
Joan W. Wilson	18.75%
William G. Waldeck	8.33%

(The above designated assignees are hereinafter referred to as the "Assignees" and the percentage of each in the promissory note assigned as aforesaid is hereinafter referred to as the "Applicable Percentage").

Idaho wishes to assign, transfer and convey all of its interests in the Mortgage and the properties covered thereby to the Assignees in the Applicable Percentages specified above.

THEREFORE, in view of the foregoing and in consideration of valuable consideration, the receipt and adequacy of which is acknowledged by Idaho, Idaho hereby sells,

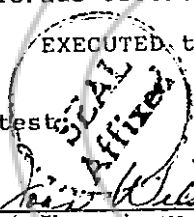
transfers, assigns and conveys to the Assignees, their respective personal representatives, heirs and assigns, in the respective Applicable Percentages set forth above, the Mortgage together with all right, title and interest of Idaho under the Mortgage and in and to the properties described therein.

By acceptance of this Assignment, the Assignees agree that all payments due or to become due under the Mortgage may be made directly to the First National Bank-North 2903 North Avenue, Grand Junction, Colorado 81501, as the depository and agent for distribution of the Assignees (the "Agent Bank") and that payment to the Agent Bank said agent shall be deemed a payment to the Assignees. If Windfall Venture should fail to make any of the payments which come due under the Note or Mortgage or to perform any of the other obligations required of the Mortgagor under the Mortgage, at the request of William G. Waldeck, the said agent bank shall deliver the Note to the said William G. Waldeck whose address is P.O. Box 2188, Grand Junction, Colorado 81502.

EXECUTED this 2nd day of January, 1981.

Attest:

IDAHO MINING CORPORATION


W. L. Wilson
Secretary

By W. L. Wilson
President

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

On the 2nd day of January, 1981, personally appeared before me W.L. WILSON, who being by me duly sworn, says that he is the President of Idaho Mining Corporation and that the above Assignment of Real Estate Mortgage, was signed on behalf of said corporation by virtue of the by-laws of said corporation and that the said corporation executed the same.

My commission expires: October 15, 1983

RECORDED AT REQUEST OF
W. L. Wilson
BOOK 90 PAGE 221

Patricia Murphy
Notary Public

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SEAL
Affixed

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
WILLIS A. GENTILI-RECORDER
78260
4.00

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