

MEMORANDUM OF MINING AGREEMENT WITH OPTION TO PURCHASE

NOTICE IS HEREBY GIVEN that MAYNARD BISONI and MARY BISONI, husband and wife, and LESTER A. BISONI and GENEVE BISONI, husband and wife, (therein and hereinafter referred to as "Optionor"), and AMERICAN SELCO INCORPORATED, a New York corporation, (therein and hereinafter referred to as "Optionee"), have entered into a Mining Agreement with Option to Purchase ("Agreement") dated the 1st day of April 1981, with respect to the mining claims described in Exhibit A attached hereto and by this reference made a part hereof and which claims are therein and hereinafter referred to as the "Subject Premises".

Under the terms of the Agreement, Optionor has granted and does hereby grant to Optionee, for a period ending at midnight (Pacific Standard Time) on August 1, 1995, the exclusive possession of and right to enter upon the Subject Premises to explore for, develop, mine, remove and sell any or all minerals on or under the Subject Premises and to conduct such operations, including but not limited to, geological, geophysical, geochemical and metallurgical work; surveying; excavating; sampling; assaying; testing; drilling; conducting feasibility studies; developing; constructing and maintaining roads, lands and sites; and conducting and processing operations as Optionee in its sole discretion deems advisable for such purposes. Optionee shall have the right to use such resources of the Subject Premises, including but not limited to timber and water, as Optionee in its sole discretion deems advisable for such purposes.

In addition, under the terms of the Agreement, Optionor has granted and hereby grants to Optionee for a period ending at midnight (Pacific Standard Time) on August 1, 1995, the sole, exclusive and irrevocable option to purchase the Subject Premises, all upon the terms and conditions set forth in the Agreement.

Any assignment of interest under the Agreement and this Memorandum of Agreement shall be made expressly subject to the Agreement and shall require the assignee to assume and agree in writing to perform all the obligations of the assignor under the Agreement as relate to the interest assigned. In case of assignment by mortgage, however, such assumption of obligations shall not be required, but should such mortgage be foreclosed, the purchaser on foreclosure shall take subject to the Agreement. The provisions of the Agreement and this Memorandum of Agreement shall inure to the benefit of and be binding upon the parties and their heirs, executors, administrators, personal representatives, beneficiaries, successors and assigns. No assignment shall be effective as between the parties until the first day of the next month following the delivery to the non-assigning party of satisfactory evidence of such assignment.

The Agreement is incorporated herein by this reference and made a part hereof. Copies of the Agreement are in the possession of: MAYNARD BISONI and LESTER A. BISONI, P.O. Box 152, Eureka, Nevada 89316 and American Selco Incorporated, 90 West Grove Street, Suite 100, Reno, Nevada 89509.

OPTIONOR

Maynard Bisoni  
MAYNARD BISONI

Mary Bisoni  
MARY BISONI

Lester A. Bisoni  
LESTER A. BISONI

Geneve Bisoni  
GENEVE BISONI

OPTIONEE

AMERICAN SELCO INCORPORATED

By A. P. Taylor  
A. P. Taylor, Exploration Manager  
Attest H. M. Lane  
H. M. Lane, Assistant Secretary



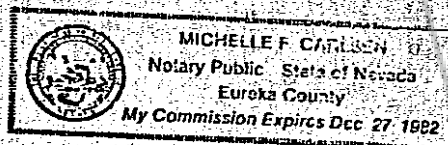
STATE OF NEVADA )  
 ) ss.  
COUNTY OF Eureka )

On this 23<sup>rd</sup> day of March, 1981, personally appeared before me, a notary public, MAYNARD BISONI, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same.

My Commission Expires:

Dec. 27, 1982

Michelle F. Carlson  
Notary Public



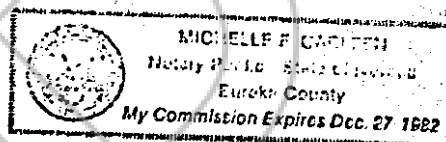
STATE OF NEVADA )  
 ) ss.  
COUNTY OF Eureka )

On this 23<sup>rd</sup> day of March, 1981, personally appeared before me, a notary public, MARY BISONI, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same.

My Commission Expires:

Dec. 27, 1982

Michelle F. Carlson  
Notary Public



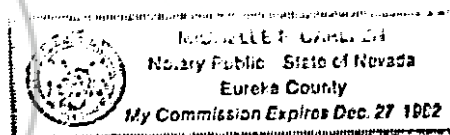
STATE OF NEVADA )  
 ) ss.  
COUNTY OF Eureka )

On this 23<sup>rd</sup> day of March, 1981, personally appeared before me, a notary public, LESTER A. BISONI, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same.

My Commission Expires:

Dec. 27, 1982

Michelle F. Carlson  
Notary Public



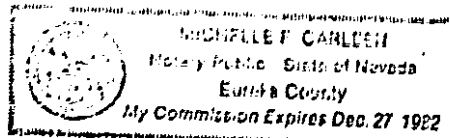
STATE OF NEVADA )  
 ) ss.  
COUNTY OF Eureka )

On this 23<sup>rd</sup> day of March, 1981, personally appeared before me, a notary public, GENEVE BISONI, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same.

My Commission Expires:

Dec. 27, 1982

Michelle F. Carlson  
Notary Public



STATE OF NEVADA     )  
                              )ss.  
COUNTY OF WASHOE    )

On this 16 day of April, 1981, personally appeared before me, a notary public, A. P. Taylor, the Exploration Manager of AMERICAN SELCO INCORPORATED, a New York corporation, who acknowledged that he executed the above instrument on behalf of said corporation.

My Commission Expires:

Dorothy Hathaway  
Notary Public

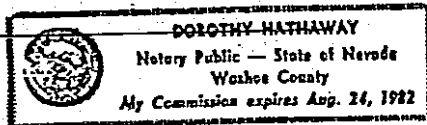


EXHIBIT A

Attached to and made a part of that certain Agreement dated the 1st day of April 1981, between Lester A. and Geneve Bisoni, husband and wife, Maynard and Mary Bisoni, husband and wife, Optionors, and American Selco Incorporated, Optionee, with respect to the following unpatented mining claims situated in Sections 4, 5, 7, 8, 9, T17N, R52E, MDM, Eureka County, Nevada, and which are also recorded in the office of the Bureau of Land Management in Reno, Nevada, in the Books and at the Pages and the MC numbers set opposite the names of the respective mining claims as follows:

<u>Name of Claim</u>	<u>Book</u>	<u>Page</u>	<u>BLM MC No.</u>
St. Pat nos. 1 through 27	81	520 through 546	15420 through 154046
If	81	133	152247

RECORDED AT REQUEST OF  
**AMERICAN SELCO INC**  
BOOK 94 PAGE 369

61 MAY 7 AM 11:00

OFFICIAL RECORDS  
EUREKA COUNTY, NEVADA  
RECORDS DEPARTMENT  
**80320**  
11:00