

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

GRAYHILL EXPLORATION COMPANY, a Colorado corporation, 12189 Ralston Road, Suite 210, Arvada, Colorado 80004 (hereinafter referred to as "Grayhill") and CHEVRON U.S.A. INC., a California corporation, through its agent Chevron Resources Company, a division of Chevron Industries, Inc. (hereinafter referred to as "Chevron"), have entered into an unrecorded Assignment and Agreement dated JULY 22, 1981 (hereinafter referred to as "said Assignment") whereby Grayhill did thereby assign and transfer to Chevron all of its right, title and interest in and for that certain unrecorded Benchmark Mineral Lease between Julian E. Simpson and Jean C. Simpson, his wife, (hereinafter and therein referred to as Lessor) and Grayhill as Lessee dated March 24, 1981 as modified by that certain unrecorded Modification of Lease between such parties, dated JULY 17, 1981, (hereinafter referred to as said Lease) covering certain real property situated in Eureka County, Nevada depicted on Exhibit "A" and described in Exhibit "B" hereto (hereinafter referred to as "said lands"). A Memorandum of Lease and Modification of Lease is recorded in the office of the Eureka County Recorder in Book 097 at Page 066 on August 24, 1981, 1981.

Said Lease is for a primary term of twenty (20) years and may remain in force and effect during the production of Leased Substances from said Lands.

Under said Lease, Grayhill has the sole and exclusive right to enter in and upon said Lands for the purpose of investigating, exploring, prospecting, drilling, developing, mining, milling, transporting, storing, handling and marketing all minerals or any valuable products of any nature whatsoever including but not limited to all ores, concentrates and refined materials subject to the royalty interest of LESSOR. Grayhill is also entitled to use the surface of said Lands of which LESSOR is the owner or claim holder and all improvements and appurtenances thereon, as may be reasonably necessary for the purpose of exercising the privileges and rights under said Lease.

This Memorandum is not a complete summary of said Lease or said Modification. Provisions in this Memorandum shall not be used in interpreting either said Lease or said Modification.

In the event of a conflict between this Memorandum and said Lease or said Modification, said Lease as modified by said Modification shall control.

IN WITNESS WHEREOF, the parties have executed this Memorandum on

July 22, 1981.

GRAYHILL EXPLORATION COMPANY

By: Joseph M. Swint

Title: President

By: Stanley D. Temple

Title: Secy. Treas.



CHEVRON U.S.A. INC. by its Agent
Chevron Resources Company,
a Division of Chevron Industries, Inc.

J.P. Osburn
Attorney-in-Fact

STATE OF COLORADO)
) SS.
COUNTY OF JEFFERSON)

On this 22 day of July, 1981, before me personally
appeared, Joseph M. Swint and Stanley D. Temple known to me to be the person whose
name subscribed to the foregoing instrument and acknowledged that he/she/they
executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

My Commission Expires:
My Commission expires April 9, 1985

Linda Engel
Notary Public



STATE OF COLORADO)
) SS.
COUNTY OF JEFFERSON)

Before me, the undersigned authority, a Notary Public in and for said County, personally appeared G.R. Ashmole, to me personally known, who being by me duly sworn did say that he, with the capacity designated by his signature on the document to which this certificate is attached, is the officer or agent of Chevron U.S.A. Inc., a corporation organized and existing under and by virtue of the laws of the State of California, and that he, as such officer or agent, and in such capacity, being authorized by its Bylaws and/or Board of Directors so to do, signed, sealed, executed and acknowledged before me the foregoing instrument on behalf of said Corporation as his voluntary act and deed and the voluntary act and deed of said Corporation for the uses, purposes and consideration therein expressed and contained by signing the name of the Corporation by him as such officer or agent and that the seal, if any, affixed to said instrument is the Corporate seal of said Corporation, and he further acknowledges to me that said Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my official signature and affixed my notarial seal of office on this, the 19th day of July, 1981.

My Commission Expires:

June 30, 1985

Carl H. J. [Signature]
Notary Public



EXHIBIT "B"

This Exhibit "B" is incorporated into and hereby made a part of that certain Memorandum of Assignment and Agreement dated JULY 22, 1981 between GRAYHILL EXPLORATION COMPANY and CHEVRON U.S.A. INC., covering certain unpatented lode mining claims situated in protracted sections 10, 14-16 and 21-23, T.22N, R.50E M.D.B.&M., Eureka County, Nevada. The location notices of such claims are filed in the Eureka County Recorder's office as follows:

<u>BENCHMARK CLAIMS</u>	<u>BOOK</u>	<u>PAGE</u>	<u>BLM SERIAL NO.</u>
Benchmark No. 1	6	450	
Benchmark No. 1 (Amended)	7	332	88087
Benchmark No. 2	6	451	
Benchmark No. 2 (Amended)	7	333	88088
Benchmark No. 3	7	334	88089
Benchmark No. 4	7	335	88090
Benchmark No. 5	7	336	88091
Benchmark No. 6	7	337	88092
Benchmark No. 7	7	338	88093
Benchmark No. 8	7	339	88094
Benchmark No. 9	7	340	88095
Benchmark No. 10	7	341	88096
Benchmark No. 11	7	342	88097
Benchmark No. 12	7	343	88098
Benchmark No. 13	9	181	88099
Benchmark No. 13 (Amended)	10	548	
Benchmark No. 14	9	182	88100
Benchmark No. 14 (Amended)	10	550	
Benchmark No. 15	9	183	88101
Benchmark No. 15 (Amended)	10	552	
Benchmark No. 16	9	184	88102
Benchmark No. 16 (Amended)	10	554	
Benchmark No. 17	20	494	88103

Benmark No. 18	20	496	88104
Benmark No. 19	20	498	88105
Benmark No. 20	20	500	88106
Benmark No. 21	20	502	88107
Benmark No. 22	20	504	88108
Benmark No. 23	25	502	88109
Benmark No. 24	25	503	88110
Benmark No. 25	25	504	88111
Benmark No. 26	25	505	88112
Benmark No. 27	25	506	88113
Benmark No. 28	25	507	88114
Benmark No. 29	25	508	88115
Benmark No. 30	25	509	88116
Benmark No. 31	25	510	88117
Benmark No. 32	25	511	88118
Benmark No. 33	25	512	88119
Benmark No. 34	25	513	88120

RECORDED AT REQUEST OF
Chevron Resources Co.
BOOK 97 PAGE 572

81 SEP 10 10:06

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
WILLIS A. DEPAOLI-RECORDER
FILE NO. 81924
FEE \$ 9.00