

MEMORANDUM OF MINING LEASE

THIS MEMORANDUM, dated as of this 20th day of August, 1982, discloses of record that for the term and on the terms and conditions of that certain Mining Lease of even date herewith, ASH, ACKERSON, HODGE & CO., a general partnership organized under the laws of the State of California, 655 Funchal Road, Los Angeles, California 90077, the sole partners of which are the following individuals who also join individually: MARILYN L. HODGE (aka MARILYN PERLSTEIN), a married woman, as her sole and separate property; JAMES F. ASH, a married man, as his sole and separate property; ROBERT C. ASH, a single man; CHARLES E. ASH, a single man; and LORETTA M. ACKERSON, a single woman, as to an undivided TWENTY-TWO AND ONE-HALF PERCENT (22½%) interest in the mineral rights, collectively referred to as "LESSOR," leased, and does hereby lease, for good and valuable consideration, all of its and their interest in such mineral rights, excepting oil, gas, associated hydrocarbon substances and geothermal resources to CARLIN GOLD MINING COMPANY, a Delaware corporation, the mailing address of which is P.O. Box 979, Carlin, Nevada, 89822, as "LESSEE," in, on or under the real property situated in Eureka County, Nevada, more particularly described as follows ("Subject Property"):

Township 34 North, Range 51 East, M.D.B.&M.:

Section 35: Lots 1; 2; 4; 5; 7; 8; 9; 10; 11;
 E½NW½SW¼; NE½SW¼; NW¼NE¼; E½SW¼NE¼;
 E½NE¼NW¼; NW¼SE¼
 Eureka County, Nevada

RESERVING TO THE LESSOR a non-participating production royalty, and certain rights, all as more particularly described in the Mining Lease.

The term of the Mining Lease is for a period, commencing on the date hereof, ending at midnight (12:00 p.m.) on August 1, 2019, and for so long thereafter as provided under the terms of said Mining Lease, unless sooner terminated, forfeited or surrendered.

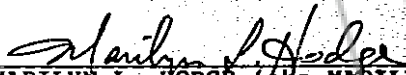
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All of the terms and conditions of the Mining Lease are incorporated herein and made a part hereof as if set forth in full and the consideration for such is recited therein.


IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Mining Lease as of the day and year first above written.

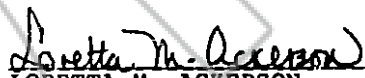
LESSOR:


MARILYN L. HODGE (aka MARILYN PERLSTEIN), Individually and as a general partner of ASH, ACKERSON, HODGE & CO.


JAMES F. ASH, Individually and as a general partner of ASH, ACKERSON, HODGE & CO.


ROBERT C. ASH, Individually and as a general partner of ASH, ACKERSON, HODGE & CO.


CHARLES E. ASH, Individually and as a general partner of ASH, ACKERSON, HODGE & CO.


LORETTA M. ACKERSON, Individually and as a general partner of ASH, ACKERSON, HODGE & CO.

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, MARILYN L. HODGE (aka MARILYN PERLSTEIN), a general partner of ASH, ACKERSON, HODGE & CO., who acknowledged to me that she executed the above instrument as a general partner thereof and as an individual.



Kathleen L. Cooke
NOTARY PUBLIC

My commission expires: 11-22-85

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, JAMES F. ASH, a general partner of ASH, ACKERSON, HODGE & CO., who acknowledged to me that he executed the above instrument as a general partner thereof and as an individual.



Kathleen L. Cooke
NOTARY PUBLIC

My commission expires: 11-22-85

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, ROBERT C. ASH, a general partner of ASH, ACKERSON, HODGE & CO., who acknowledged to me that he executed the above instrument as a general partner thereof and as an individual.



Kathleen L. Cooke
NOTARY PUBLIC

My commission expires: 11-22-85

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, CHARLES E. ASH, a general partner of ASH, ACKERSON, HODGE & CO., who acknowledged to me that he executed the above instrument as a general partner thereof and as an individual.



Kathleen L. Cooke
NOTARY PUBLIC

My commission expires: 11-22-85

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, LORETTA M. ACKERSON, a general partner of ASH, ACKERSON, HODGE & CO., who acknowledged to me that she executed the above instrument as a general partner thereof and as an individual.



Kathleen L. Cooke
NOTARY PUBLIC

My commission expires: 11-22-85

3 - August 16, 1982

RATIFICATION, APPROVAL, CONSENT AND JOINDER
OF TRACEY ASH

TRACEY ASH, being the wife of JAMES F. ASH, a party to the above Memorandum of Mining Lease dated as of the 20th day of August, 1982, hereby ratifies, approves, consents and joins in the foregoing Memorandum of Mining Lease with respect to any interest which she may have in the property subject of said Memorandum of Mining Lease.

Tracey Ash
TRACEY ASH

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, TRACEY ASH, who acknowledged to me that she executed the above instrument.



Kathleen L. Cooke
NOTARY PUBLIC

My commission expires: 11-22-85

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B98K104 PAGE 453

3 - August 16, 1982

RATIFICATION, APPROVAL, CONSENT AND JOINDER
MARK PERLSTEIN

MARK PERLSTEIN, being the husband of MARILYN L. HODGE (aka MARILYN PERLSTEIN), a party to the above Memorandum of Mining Lease dated the 20 day of August, 1982, hereby ratifies, approves, consents and joins in the foregoing Memorandum of Mining Lease with respect to any interest which he may have in the property subject of said Memorandum of Mining Lease.


MARK PERLSTEIN

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, MARK PERLSTEIN, who acknowledged to me that he executed the above instrument.




NOTARY PUBLIC

My commission expires: 11-22-85

RECORDED AT REQUEST OF
TITLE INSURANCE & TRUST CO.
BOOK 104 PAGE 449

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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
WILLIS A. D'PAOLI - RECORDER
FILE NO. 85172
FEE \$ 9.00

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BOOK 104 PAGE 454

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