

AMENDMENT OF QUIT-CLAIM DEED

This Agreement and Amendment, made and entered into this 3rd day of December 1982, by and between Wayne E. Pearce, of 750 North 200 West, Provo, County of Provo, State of Utah, hereinafter referred to as Grantor, and International Metals and Energy Corporation, of 1020 Wichita Tower, Wichita Falls, County of Wichita, State of Texas, hereinafter referred to as Grantee.

WITNESSETH:

WHEREAS, Grantee owns interests in certain lode mining claims under an assignment dated October 25, 1982, which assignment was executed between said Wayne E. Pearce, Grantor, and said International Metals and Energy Corporation, Grantee, covering the following described lands and claims in Eureka County, State of Nevada, to wit:

a one hundred per cent undivided interest in the following lode mining claims, situated in Section 18, Township 34 N, Range 51 E, known as WP 34; WP 36; WP 37; WP 38; WP 39; NMC 251487 - 251491.

Such Grant and Assignment having been recorded on November 2, 1982, under File Number 85673 in Book 106, Page 280 at the office of the County Recorder of Eureka County, Nevada.

NOW, THEREFORE, in consideration of the premises, the payment of One Dollar (\$1.00) by Grantee to Grantor, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and for the purpose of correcting said Grant and Assignment, it is now and hereby agreed, not withstanding anything to the contrary in said Grant and Assignment as originally executed, that:

the description of the location of said mining claims, as originally stated, be corrected to read as follows:

a 100% undivided interest in the following lode mining claims, situated in Section 14, Township 34 N, Range 50 E, known as WP 34; WP 36; WP 37; WP 38; WP 39; NMC 251487 - 251491.

Grantor acknowledges that said Assignment, as corrected, is valid and in full force and effect and for such purpose Grantor hereby grants, assigns and conveys to Grantee all of Grantor's interest in the above described mining claims upon the same terms, conditions and provisions as are contained in

said Grant and Assignment as amended hereby. This Agreement and Amendment shall be binding upon the parties hereto, their successors, personal representatives and assigns.

Executed the day and year first above set forth:

Edward W. McRae
Witness

Wayne E. Pearce Grantor
Wayne E. Pearce

By: Fred J. Mackle
Vice President on behalf of
International Metals and Energy
Corporation, Grantee

State of TEXAS) ss.
County of WICHITA)

On the 8th day of December, 1982, personally
appeared before me Fred J. Backhaus

the signers of the within instrument, who duly acknowledged to me that they
executed the same.



My Commission Expires 11-25-84
Residing in Wichita Falls, Texas

Anna Jane Hamilton
Notary Public
Anna Jane Hamilton
Notary Public
Wichita County, Texas

RECORDED AT REQUEST OF
International Metals & Energy Inc.
BOOK 106 PAGE 572

82 DEC 8 AM 10

OFFICIAL RECORDS
CLERK COUNTY, NEVADA
WILLIS A. DEPAOLI-RECORDER
FILE NO. 80815
FEE \$ 5.00