

QUITCLAIM DEED

For valuable consideration, the receipt of which is hereby acknowledged, WESTERN-WINDFALL, LTD., a partnership, hereby releases, remises and forever quitclaims to WINDFALL VENTURE, a partnership, whose address is P.O. Box 326, Eureka, Nevada 89316, all of those certain water rights situated in Eureka County, Nevada as described below:

Permit No.	Certificate No.	Description
27621	10082	Murray Springs
28690	10084	Mitchell Springs
29525	10088	Hoosac Springs
29526	10089	Gibellini Springs
29570	9693	Beveridge Springs No. 1

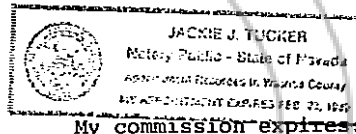
IN WITNESS WHEREOF, this quitclaim deed has been executed on behalf of Western-Windfall, Ltd. by its General Partner this 14th day of October, 1986.

WESTERN-WINDFALL, LTD.

By: Charles M. McGee
Charles M. McGee, Attorney
in Fact for Western Gas, Oil
& Mining Ltd., General
Partner

State of Nevada)
) ss
County of Washoe)

On this 14th day of October, 1986 personally appeared before me, a Notary Public in and for such County and State, Charles M. McGee, known to me to be the person who executed the within instrument, who acknowledged that he executed it for the uses and purposes therein mentioned.



My commission expires _____

Jackie J. Tucker
Notary Public

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SPECIAL POWER OF ATTORNEY

Western Gas, Oil & Mining, Ltd., a Nevada corporation, by and through its president, Robert L. Habbefeld, hereby makes, constitutes and appoints Charles M. McGee as its attorney-in-fact for the purpose of executing any and all deeds, conveyances, stipulations, agreements, transfers, assignments and any other documents as the said Charles M. McGee in his sole discretion deems necessary and proper to effectuate the transaction which will cause the transfer and divestiture of the Western Windfall Mine assets, be they real or personal, and to act in the place and stead of Western Gas, Oil & Mining, Ltd. in the execution and implementation of a stipulation which will cause the dismissal of Civil Action No. 3084 in the Seventh Judicial District Court of the State of Nevada and any other documentation necessary, convenient or proper in the premises.

Executed this 8th day of August, 1983.

WESTERN GAS, OIL & MINING, LTD.

By *Robert L. Habbefeld*
President

STATE OF COLORADO)
155
COUNTY OF DENVER)

On this the 8th day of August, 1983, before me, Claudia M. Winn, the undersigned officer, personally appeared Robert L. Habbefeld, who acknowledged himself to be the president of Western Gas, Oil & Mining, Ltd., a corporation, and that he, as such president, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as president.

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

My commission expires:
May 15, 1985

Claudia M. Winn
Notary Public
1801 Broadway, Suite 1600
Denver, CO 80202

RECORDED AT REQUEST OF
J. L. Wilson
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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M.H. REBALEATI, RECORDER
BOOK 12 PAGE 50 FILE NO. 105253
FEE \$ 6.00

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