

THIS MEMORANDUM OF MINING LEASE WITH OPTION TO PURCHASE (hereinafter "Memorandum") is to provide notice of the existence of that certain unrecorded Mining Lease by and between WINDFALL VENTURE, a Colorado general partnership, whose address is P.O. Box 2183, Grand Junction, Colorado (hereinafter referred to as "Lessor") and Tenneco Minerals Company, a Delaware corporation, whose address is 12136 Bayaud Ave., P. O. Box 281300, Lakewood, Colorado 80228 (hereinafter referred to as "TMC") made effective the first day of July, 1990 (the "Lease").

For good and valuable consideration, TMC and Lessor entered into the Lease which contains, among others, the following provisions:

1. Property Subject to the Agreement: See Exhibit A attached hereto and by this reference incorporated herein (the "Property");

2. Interest Granted: A grant of an exclusive mining lease with option to purchase the Property.

3. Term: The term of the Lease shall extend until July 1, 1992, and for so long thereafter as TMC shall:

(a) in each year as may be required by law, pay any taxes, including real property taxes, assessed against the Property, and

(b) perform required annual assessment work and pay, as due, the annual Advance Royalty, as provided in the Lease.

4. Area of Interest: The Lease establishes Areas of Interest, the descriptions of which are set forth in Exhibit B, attached hereto, and by this reference, incorporated herein.

This Memorandum is not a complete summary of the Lease and provisions in this Memorandum shall not be used in interpreting the provisions of the Lease. In the event of any conflict between the provisions of this Memorandum and the provisions of the Lease, the provisions of the Lease shall control.

In witness whereof, TMC and Lessor have executed this
Memorandum on the 2nd day of August, 1990.

WINDFALL VENTURE, a Colorado
general partnership

W. L. Wilson, General Partner

TENNECO MINERALS COMPANY

By: *David R. Dellling*
David R. Dellling, President

STATE OF Colorado
COUNTY OF Jefferson

On this 2nd day of August, 1990, before me
appeared DAVID R. DELLING, to me personally known,
by me duly sworn, did say that he is the President of
Tenneco Minerals Company and that the seal affixed to the
foregoing instrument is the corporate seal of the
corporation and that the instrument was signed in behalf of
the corporation by authority of its board of directors, and
said David R. Dellling acknowledged the instrument to be the
free act and deed of the corporation.

David R. Dellling
Notary Public

My commission expires on 8-17, 1993.



In witness whereof, TMC and Lessor have executed this
Memorandum on the 3rd day of April, 1990.

WINDFALL VENTURE, a Colorado
general partnership

W. L. Wilson, General Partner

TENNECO MINERALS COMPANY

By: David R. Dellinger, President

STATE OF Colorado
COUNTY OF _____
)
)
)

On this _____ day of _____, 19____, before me
appeared DAVID R. DELLINGER, to me personally known, who being
by me duly sworn, did say that he is the President of
Tenneco Minerals Company and that the seal affixed to the
foregoing instrument is the corporate seal of the
corporation and that the instrument was signed in behalf of
the corporation by authority of its board of directors, and
said David R. Dellinger acknowledged the instrument to be the
free act and deed of the corporation.

Notary Public
My commission expires on _____, 19____.

[S E A L]

STATE OF Colorado
COUNTY OF Mesa

The foregoing instrument was acknowledged before me this 3rd day of August, 1992 by W. L. Wilson, as general partner of WINDFALL VENTURE, a Colorado general partnership, on behalf of said partnership.

Karen J. Smith
Notary Public

My commission expires on 9/26, 1993.

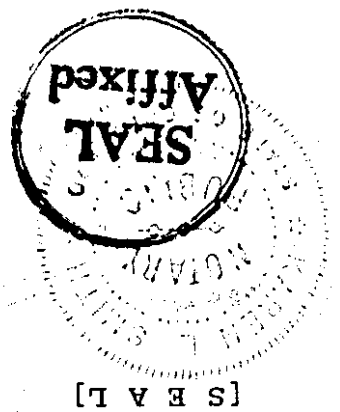


EXHIBIT A
TO MEMORANDUM OF MINING LEASE
WITH OPTION TO PURCHASE

PROPERTY

The following patented lode mining claim, and
unpatented mining claims situate in Township 18 North, Range
53 East; MDBLM; County of Eureka, State of Nevada.

1. Patented Lode Mining Claim:

LITTLE ROSA PATENTED U.S. SURVEY NO. 301

2. Unpatented Lode Mining Claims: Those certain
unpatented lode mining claims, the names of which together
with the book and page of the location certificates
thereof, are, respectively, as follows: (The abbreviation
"O.R." used below means "Official Records.")

CLAIM NAME	BLM SERIAL NO.	BOOK	PAGE
JASPER #1	NMC 292718	118 O.R.	530
JASPER #2	NMC 292719	118 O.R.	531
JASPER #3	NMC 292720	118 O.R.	532
JASPER #4	NMC 292721	118 O.R.	533
H-7	NMC 80982	71 O.R.	404
H-8	NMC 209743	118 O.R.	133
H-9	NMC 209744	118 O.R.	134
H-10	NMC 209745	118 O.R.	135
H-11	NMC 209746	118 O.R.	136
H-12	NMC 209747	118 O.R.	137
H-13	NMC 209748	118 O.R.	138
H-14	NMC 209749	118 O.R.	139
H-15	NMC 209750	118 O.R.	140
H-16	NMC 209751	118 O.R.	141
H-17	NMC 209752	118 O.R.	142
H-18	NMC 317654	128 O.R.	35
H-19	NMC 317655	128 O.R.	36
H-20	NMC 317656	128 O.R.	37
H-21	NMC 317657	128 O.R.	38
H-22	NMC 317658	128 O.R.	39
H-23	NMC 317659	128 O.R.	40
H-24	NMC 317660	128 O.R.	41
H-25	NMC 317661	128 O.R.	42
H-26	NMC 317662	128 O.R.	43
H-27	NMC 317663	128 O.R.	44
H-28	NMC 317664	128 O.R.	45
H-29	NMC 317665	128 O.R.	46
H-30	NMC 317666	128 O.R.	47
H-31	NMC 317667	128 O.R.	48

H-32	NMC	317668	128	O.R.	49
H-33	NMC	317669	128	O.R.	50
H-35	NMC	317670	128	O.R.	51
H-37	NMC	317671	128	O.R.	52
H-39	NMC	317672	128	O.R.	53
H-40	NMC	317673	128	O.R.	54
H-41	NMC	317674	128	O.R.	55
H-42	NMC	317675	128	O.R.	56
H-43	NMC	317676	128	O.R.	57
H-44	NMC	317677	128	O.R.	58
H-45	NMC	317678	128	O.R.	59
H-46	NMC	317679	128	O.R.	60
H-47	NMC	317680	128	O.R.	61
H-48	NMC	317681	128	O.R.	62
H-49	NMC	317682	128	O.R.	63
H-50	NMC	317683	128	O.R.	64
H-51	NMC	317684	128	O.R.	65
H-52	NMC	317685	128	O.R.	66
H-53	NMC	317686	128	O.R.	67
H-54	NMC	317687	128	O.R.	68
H-55	NMC	317688	128	O.R.	69
H-56	NMC	317689	128	O.R.	70
H-57	NMC	317690	128	O.R.	71
H-58	NMC	317691	128	O.R.	72
H-59	NMC	317692	128	O.R.	73
H-60	NMC	317693	128	O.R.	74
H-61	NMC	317694	128	O.R.	75
H-62	NMC	317695	128	O.R.	76
H-63	NMC	317696	128	O.R.	77
H-75	NMC	373762	147	O.R.	350
H-76	NMC	373763	147	O.R.	351
H-77	NMC	373764	147	O.R.	352
H-78	NMC	373765	147	O.R.	353
H-79	NMC	373766	147	O.R.	354
H-80	NMC	373767	147	O.R.	355
H-81	NMC	373768	147	O.R.	356
H-82	NMC	373769	147	O.R.	357
W 21	NMC	123136	33	O.R.	106
W 22	NMC	123137	33	O.R.	107
W 23	NMC	123138	33	O.R.	108
W 24	NMC	123139	33	O.R.	109
W 25	NMC	123140	33	O.R.	110
W 26	NMC	123141	33	O.R.	111
W 27	NMC	123142	33	O.R.	112
W 102	NMC	169095	88	O.R.	150
W 104	NMC	169097	88	O.R.	152

EXHIBIT B
TO MEMORANDUM OF MINING LEASE
WITH OPTION TO PURCHASE

The Lease provides that if Lessor or Lessee should locate any additional claim within the exterior (peripheral) boundaries of the claims forming the Property during the term of this Lease, any such newly located claim shall be considered, for all purposes, to be a part of the Property subject to all of the terms and conditions of the Lease, except, however, that Lessee has the privilege to exclude such new claims from the Lease for a period of sixty (60) days following Lessor's written notice to Lessee of the staking of such new claims; and

The Lease provides that if Lessor or Lessee should locate any claim within the following described area during the term of this Lease, such claim shall be considered, for all purposes, to be a part of the Property subject to all of the terms and conditions of the Lease, except, however, that Lessee has the privilege to exclude such new claim from the Lease for a period of sixty (60) days following Lessor's written notice to Lessee of the staking of such claim:

A tract of land adjacent to the easterly external boundary of the Hoosac Group, described as follows:

Commencing at the northeast corner of the H-63 unpatented mining claim (the location certificate for which is recorded in the office of Eureka County, Nevada Recorder in Book 128 O.R., at Page 77) which point is also the northeast corner of the Hoosac Group; thence in an easterly direction to the west 1/4 corner of Section 6, T.18N., R.54E., MDB&M; thence southerly along the west boundary of said T.18N., R.54E. to the southwest corner of Section 18, T.18N., R.54E.; thence westerly to the southeast corner of the H-32 unpatented mining claim (the location certificate for which is recorded in said office of Recorder of Eureka County, Nevada in Book 128 O.R. at Page 49) which point is the southeast corner of the Hoosac Group; thence along the adjacent external boundary of the Hoosac Group to the point of beginning.

In addition to the unsurveyed land described by metes and bounds above, the following surveyed land will form a portion of the area of interest of the Hoosac Group:

Township 18 North, Range 54 East, MDB&M, Eureka County, Nevada:

Section 6: South one-half
Section 7: All
Section 18: All

133219

EUREKA COUNTY, NEVADA
MIN. RE-SALEABLE RECORDER
FILE NO. FEE \$11.00

OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
BOOK 213 PAGE 051

Tenneco Minerals
90 AUG 20 P3:12

BOOK 213 PAGE 051