

Recording Requested By:

ATLAS PRECIOUS METALS INC.

When Recorded, Mail To:

Atlas Precious Metals Inc.

Attn: Land Department

370 Seventeenth Street, Suite 3150

Denver, Colorado 80202

133448

AFFIDAVIT OR STATEMENT OF ANNUAL ASSESSMENT WORK

(PROOF OF LABOR)

ON UNPATENTED MINING CLAIMS

STATE OF NEVADA)

: ss.

COUNTY OF WASHOE)

I, Frank K. Fenne, being first duly sworn, do depose and state as follows:

1. I am making this Affidavit on behalf of Atlas Precious Metals Inc., a

Nevada corporation, lessee of the mining claims referred to herein, at whose

expense the labor and/or improvements herein described was performed and made.

2. My mailing address is Atlas Precious Metals Inc., 395 Freepport, Suite

12, Sparks, NV 89431.

3. Certain labor and/or improvements required by law were performed or made

on or for the benefit of the mining claim(s) which together comprise a group of

contiguous claims, located in Bureau County, State of Nevada, which are more

particularly described in Exhibit A attached hereto and made a part hereof by

this reference, in and for the mining assessment work year ending at noon on

September 1, 1990.

4. The labor performed and/or improvements made consisted of the following:

Description of labor/improvements: Drilling

Date(s) of labor/improvements: September 1, 1989 - August 26, 1990

5. The total fair and reasonable value of the labor performed and/or

improvements made was more than \$1,000.00, at least \$100.00 of which was

expended in the development of each of the claims described on Exhibit A, as

the annual assessment work. The names and addresses of the persons and/or

companies who performed the labor or made the improvements, as known to me,

are:

Eklund Drilling Company

P.O. Box 2786

Elko, NV 89801

6. The current mailing address and current residence address of the owner of the claims remains as follows:

The Milwhite Co., Inc.

P.O. Box 15038

Houston, TX 77020

7. The above listed claims are held and claimed by the owner for the valuable mineral contained therein.

Dated: August 22, 1990

7017
Frank K. Fenne
Agent for Atlas Precious Metals Inc.

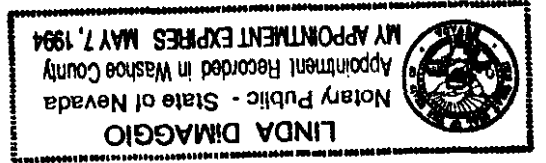
Subscribed and sworn to before me this 27th day of August, 1990.
My commission expires: May 7, 1994

Linda Dimaggio
Notary Public in and for said state

Address: Reno, Nevada

J. Dodel
Witness

C. Staggquist
Witness



PROXY

EXHIBIT A

Claim Name	Section	Twp	Rge	Meridian	BLM No	Recording Book/Page
W1dftlower	26	23N	49E	MDEP	NMC 268434	110 105
W1dftlower	26	23N	49E	MDEP	NMC 268435	110 106
W1dftlower	26	23N	49E	MDEP	NMC 268436	110 107
W1dftlower	26	23N	49E	MDEP	NMC 268437	110 108
W1dftlower	26	23N	49E	MDEP	NMC 268438	110 109
W1dftlower	26	23N	49E	MDEP	NMC 268439	110 110
W1dftlower	26	23N	49E	MDEP	NMC 268440	110 111
W1dftlower	26	23N	49E	MDEP	NMC 268441	110 112
W1dftlower	26	23N	49E	MDEP	NMC 268442	110 113
W1dftlower	26	23N	49E	MDEP	NMC 268443	110 114



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 BOOK 213 PAGE 528
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 90 SEP 13 AM 57
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 EUREKA COUNTY, NEVADA
 M.N. REBALL ATT. RECORDER
 FILE NO. 1750
 133448