

MEMORANDUM OF MINING AGREEMENT

THIS MEMORANDUM OF PURCHASE AND SALE OPTION AGREEMENT, AMENDMENT NO. 3 (hereinafter "Memorandum") is to provide notice of the existence of that certain unrecorded agreement by and between Windfall Venture, a Colorado general partnership, ("Windfall"), whose address is P.O. Box 2183, Grand Junction, Colorado 81502 and Tenneco Minerals Company, a Delaware corporation ("TMC"), whose address is 12136 Bayaud Ave., P. O. Box 281300, Lakewood, Colorado 80228 made effective the third (3rd) day of October, 1990 (the "Agreement").

For good and valuable consideration, TMC and Windfall entered into the Agreement 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 Agreement shall extend until October 1, 1992, and for so long thereafter as TMC shall fulfill the requirements set forth in the Agreement;

4. Area of Interest: The Agreement establishes areas of interest as follows:

(a) within the exterior (peripheral) boundaries of the Property; and

(b) lands located in Township 18 North, Range 54 East, MDB&M, Sections 19, 30, 31 and an unsurveyed tract of land described in the Agreement; and Township 17 North, Range 54 East, MDB&M, Sections 6 and 7.

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

In witness whereof, TMC and Windfall have executed this
Memorandum effective on the date stated above.

WINDFALL VENTURE, a Colorado
general partnership

By: Walter H. Jones
Title: Partner

TENNECO MINERALS COMPANY

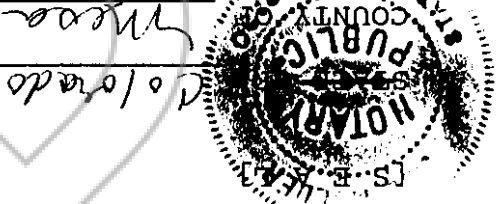
By: Richard A. Hodgson
Title: Vice President

STATE OF Colorado

COUNTY OF JEFFERSON

On this 19th day of NOVEMBER, 1990, before me
appeared Richard A. Hodgson, to me personally known, who being
by me duly sworn, did say that he is the Vice President of
Tenneco Minerals Company and that the instrument was signed
in behalf of the corporation by authority of its board of
directors, and said Richard A. Hodgson acknowledged the
instrument to be the free act and deed of the corporation.

My commission expires on 8-17, 1993.
Notary Public James G. Jackson



The foregoing instrument was acknowledged before me
this 16th day of November, 1990 by Windfall
Venture, a Colorado partnership, to me personally known, who
being by me duly sworn, did say that he is a general partner
of Windfall Venture and that the instrument was signed in
behalf of the general partnership.

Notary Public Bill Mueller
My commission expires on May 17
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EXHIBIT A

The following patented lode mining claims, and unpatented lode mining claims, situate in Township 17 North, Range 53 East; Township 18 North, Range 53 East; MDBAK; County of Eureka, State of Nevada:

1. Patented Lode Mining Claim: That certain patented lode mining claim, the name of which together with the U. S. Mineral Survey Number is as follows:

CLAIM NAME	U. S. MINERAL SURVEY NUMBER	PATENT NUMBER
RAMBLER	239	6137

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;" the abbreviation "O.D.M.L." used below means "Outside District Mining Locations").

CLAIM NAME	BLM SERIAL NO.	BOOK	PAGE
C-12	NMC 153824	81	O.R.
C-14	NMC 153826	81	O.R.
C-16	NMC 153828	81	O.R.
C-18	NMC 153830	81	O.R.
C-10	NMC 153832	81	O.R.
C-12	NMC 153834	81	O.R.
C-19	NMC 153841	81	O.R.
C-24	NMC 160193	84	O.R.
C-26	NMC 160195	84	O.R.
C-30	NMC 153846	81	O.R.
C-31	NMC 153847	81	O.R.
C-33	NMC 160199	84	O.R.
C-34	NMC 160200	84	O.R.
C-35	NMC 160201	84	O.R.
C-36	NMC 160202	84	O.R.
C-37	NMC 160203	84	O.R.
C-38	NMC 160204	84	O.R.
C-39	NMC 160205	84	O.R.
C-40	NMC 160206	84	O.R.
C-41	NMC 160207	84	O.R.
C-42	NMC 160208	84	O.R.
C-43	NMC 160209	84	O.R.
C-44	NMC 160210	84	O.R.

Case No.	Defendant	Charge	Amount
J-45	NMC 160211	NMC 160211	379
J-46	NMC 160212	NMC 160212	380
J-47	NMC 160213	NMC 160213	381
J-48	NMC 160214	NMC 160214	382
J-49	NMC 160215	NMC 160215	383
J 71	NMC 160221	NMC 160221	389
J 72	NMC 160222	NMC 160222	390
F-1	NMC 123071	34 O.R.	528
F-2	NMC 123072	34 O.R.	508-51
F-3	NMC 123073	34 O.R.	529
F-4	NMC 123074	34 O.R.	510-51
F-5	NMC 123075	34 O.R.	530
F-6	NMC 123076	34 O.R.	512-51
F-25	NMC 123095	34 O.R.	493
F-26	NMC 123096	34 O.R.	503
F-27	NMC 123097	34 O.R.	494
F-28	NMC 123098	34 O.R.	504
F-29	NMC 123099	34 O.R.	495
F-30	NMC 123100	34 O.R.	496
F-31	NMC 123101	34 O.R.	497
F-32	NMC 123102	34 O.R.	498
F-33	NMC 123103	34 O.R.	499
F-34	NMC 123104	34 O.R.	500
F-55	NMC 153744	81 O.R.	276
F-56	NMC 153745	81 O.R.	277
F-57	NMC 153746	81 O.R.	278
F-58	NMC 153747	81 O.R.	279
F-59	NMC 153748	81 O.R.	280
F-60	NMC 153749	81 O.R.	281
F-61	NMC 153750	81 O.R.	282
F-62	NMC 153751	81 O.R.	283
F-63	NMC 153752	81 O.R.	284
F-64	NMC 153753	81 O.R.	285
F-65	NMC 153754	81 O.R.	286
F-66	NMC 153755	81 O.R.	287
F-67	NMC 153756	81 O.R.	288
F-68	NMC 153757	81 O.R.	289
F-69	NMC 153758	81 O.R.	290
F-70	NMC 153759	81 O.R.	291
F-71	NMC 153760	81 O.R.	292
F-72	NMC 153761	81 O.R.	293
F-73	NMC 153762	81 O.R.	294
F-74	NMC 153763	81 O.R.	295
F-75	NMC 153764	81 O.R.	296
F-76	NMC 153765	81 O.R.	297
F-77	NMC 153766	81 O.R.	298
F-78	NMC 153767	81 O.R.	299
F-79	NMC 153768	81 O.R.	300
F-80	NMC 153769	81 O.R.	301
F-81	NMC 153770	81 O.R.	302
F-82	NMC 153771	81 O.R.	303
F-83	NMC 153772	81 O.R.	304
F-84	NMC 153773	81 O.R.	305

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BOOK 2 | 8 PAGE | 8

The following unpatented lode mining claims, situated in Township 17 North, Range 53 East and/or Township 18 North, Range 53 East; MDB&M; County of Eureka, State of Nevada,

The names of which together with the book and page of the location certificate thereof, are, respectively, as follows: (The abbreviation "O.R." used below means "Official Records";

EUREKA COUNTY
RECORDATION DATA
BOOK PAGE

CLAIM NAME	BLM SERIAL NO.	BOOK	PAGE
C-1	NMC 153823	81	O.R. 312
C-3	NMC 153825	81	O.R. 314
C-5	NMC 153827	81	O.R. 316
C-7	NMC 153829	81	O.R. 318
C-9	NMC 153831	81	O.R. 320
C-11	NMC 153833	81	O.R. 322
C-13	NMC 153835	81	O.R. 324
C-14	NMC 153836	81	O.R. 325
C-15	NMC 153837	81	O.R. 326
C-16	NMC 153838	81	O.R. 327
C-17	NMC 153839	81	O.R. 328
C-18	NMC 153840	81	O.R. 329
C-20	NMC 153842	81	O.R. 331
C-21	NMC 153843	81	O.R. 332
C-22	NMC 153844	81	O.R. 333
C-23	NMC 153845	81	O.R. 334
C-25	NMC 160194	84	O.R. 362
C-27	NMC 160196	84	O.R. 364
C-28	NMC 160197	84	O.R. 365
C-29 Fraction	NMC 160198	84	O.R. 366
C-50	NMC 160216	84	O.R. 384
C-51	NMC 160217	84	O.R. 385
C-52	NMC 160218	84	O.R. 386
C-53	NMC 160219	84	O.R. 387
C-54	NMC 160220	84	O.R. 388
C-73	NMC 160223	84	O.R. 391
C-74	NMC 160224	84	O.R. 392
C-75	NMC 160225	84	O.R. 393
C-76	NMC 160226	84	O.R. 394
C-81	NMC 160227	84	O.R. 395
C-82	NMC 160228	84	O.R. 396
C-83	NMC 160229	84	O.R. 397
C-84	NMC 160230	84	O.R. 398

Tenneco Minerals Company
5301 Longley Lane #113
Reno, NV 89511

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BOOK 218 PAGE 176
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JENNIE MURRAY
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EUREKA COUNTY, NEVADA
M. N. REBALEATH, RECORDER
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