

EXHIBIT C

CDK CONTRACTING COMPANY

RECORD AND RETURN TO:

Thelen, Marrin, Johnson & Bridges
Two Embarcadero Center
San Francisco, CA 94111
Attention: Allison A. Cheek

135839

ASSIGNMENT AND TRANSFER OF CLAIMS

The undersigned corporation is owed \$ 459,708.42
("Claim") by U.S. Gold Corporation ("U.S. Gold") and/or Tonkin
Springs Gold Mining Company ("Tonkin").

For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the undersigned hereby grants, sells, assigns and conveys to Denay Creek Gold Mining Company, a wholly owned subsidiary of Homestake Mining Company of California ("Denay"), the undersigned's entire Claim and any rights appurtenant to that Claim (including the Mechanics Lien described below) and any other rights the undersigned may have against U.S. Gold and Tonkin, known and unknown arising out of the documents described in Exhibit A to that certain Lien Creditor Settlement Agreement dated as of the date of this Assignment among the undersigned, U.S. Gold and Tonkin (collectively "Claims"). The undersigned also hereby grants, sells, assigns and conveys to Denay all right, title and interest in and to all rights of security in favor of the undersigned with respect to the Claims, including all such right, title and interest in and under the following instruments regarding the Claim ("Mechanics Lien") which are of record in the County Recorder's records of Eureka County, Nevada in respect of the real properties identified in Exhibit A hereto:

<u>Name of Document</u>	<u>Eureka County Recorder's No.</u>	<u>Date of Recordation</u>
Mechanic's and Materialman's Lien	Book 208 Page 305	02/22/90
Amended Judgement	Book 217 Page 257	10/12/90

The undersigned agrees to deliver to Denay any notes, contracts, agreements, security documents and other instruments and documents

BOOK 220 PAGE 264

ASSIGNMENT AND TRANSFER OF CLAIMS
PAGE TWO

in respect of the Claims and the Mechanics Lien. The undersigned agrees to execute and deliver any additional documents that Denay may reasonably request to grant, sell, assign and convey to Denay the Claims and the Mechanics Lien and otherwise for the purpose of carrying out this Agreement. The undersigned agrees to provide to Denay, at Denay's expense, such assistance as Denay may reasonably request in enforcing all rights in respect of the Claims and the Mechanics Lien.

The undersigned has not assigned or transferred any part of the Claims, including rights to the Mechanics Lien, the undersigned may have against U.S. Gold and/or Tonkin to any other person, and the undersigned owns and hereby transfers 100% of the Claims and the Mechanics Lien free and clear of all liens, claims and encumbrances and has full right to transfer them as provided in this Agreement. This Agreement is governed by the internal laws of the state of Nevada.

Notwithstanding anything stated herein which may suggest a contrary intent, the undersigned does not warrant or represent, and hereby disclaims any warranty or representation whatsoever, that any of the claims, rights or interests transferred hereby are collectible from U.S. Gold, Tonkin or any other person or entity or that such claims, rights or interests have any worth or value; and this Assignment is made subject to such disclaimer.

Dated: February 11, 1991

B. S. COFFEY

(print name)

B. S. Coffey

(signature)

CDK CONTRACTING CO.

State of ~~NEVADA~~ NEW MEXICO
County of SAN JUAN

On this 11th day of February, in the year 1991, before me S. J. Stenough, a Notary Public, State of New Mexico ~~NEVADA~~, duly commissioned and sworn, personally appeared B. S. Coffey, known to me to be the person who executed the within instrument as Executive Vice Pres. of the Corporation therein named, and acknowledged to me that the Corporation executed it pursuant to its bylaws or a resolution of its board of directors.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the City of Farmington City of San Juan, State of New Mexico on the date set forth above.

SP-1
Affixed

S. J. Stenough
Notary Public, State of ~~NEVADA~~ NEW MEXICO

BOOK 220 PAGE 264
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Honestake Mining Co.
91 FEB 13 P 4:48

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 135839
6.00

BOOK 220 PAGE 265