

#19

EXHIBIT C

ROCKY MOUNTAIN FABRICATION

RECORD AND RETURN TO:

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

135846

ASSIGNMENT AND TRANSFER OF CLAIMS

The undersigned corporation is owed \$663,911.71 ("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>
Lien	Book 208 Page 134	02/01/90
Judgement	Book 214 Page 460	09/07/90

Unrecorded Amended Judgment, entered 10/19/90 in the United States District Court for the District of Nevada, Case No. CV-N-90-26-BRT

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

ASSIGNMENT AND TRANSFER OF CLAIMS
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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.

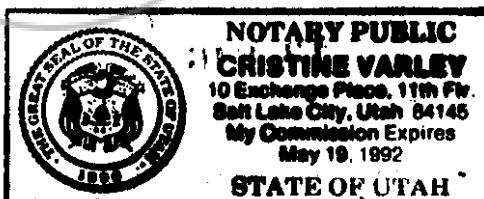
Notwithstanding anything stated herein which may suggest a contrary intent, the undersigned does not warrant or represent, and hereby disclaims any warranty or representation whatsoever, that any of the claims, rights or interests transferred hereby are collectible from U.S. Gold, Tonkin or any other 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 ROCKY MOUNTAIN FABRICATION, INC. (print name)
By Paul P. Clayton (signature)
Its Vice President

State of Utah)
County of Salt Lake)

On this 11th day of February, in the year 1991, before me Cristine Varley, a Notary Public, State of Utah, duly commissioned and sworn, personally appeared Paul P. Clayton, known to me to be the person who executed the within instrument as Vice President 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 State of Utah County of Salt Lake on the date set forth above.



Cristine Varley
Notary Public, State of Utah
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COPY

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Hemistake Mining
'91 FEB 13 P4 53
Co-

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER

FILE NO. 135846
FEE \$7.00
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