

Recording Requested by
and Return To:

Charles A. Jeannes, Esq.
Woodburn, Wedge and Jeppson
P.O. Box 2311
Reno, Nevada 89505

138045

135768

ASSIGNMENT

"AMMENDED"

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged,

J. Prochnau & Co., a Nevada corporation and John Prochnau hereby assign to Priority Minerals Limited, WFD Limited and WCC Inc., all Delaware corporations, carrying on business under the name and style of WX Syndicate, and to their successors and assigns forever, all of their right, title and interest in and to those certain mining leases and assignments described on Attachment "B" attached hereto and by this reference made a part hereof.

1. This Assignment is subject to all of the terms and conditions of the Lease Agreement and any consents required thereunder.

2. This Assignment is being given pursuant to the terms of that "Operating Agreement" dated March 31, 1985, among the parties hereto and that "Assignment of Title in Mining Claims" dated the 31st day of December, 1990, among the parties hereto.

3. This Assignment is subject to the royalties due to J. Prochnau & Co. described in the assignments referenced in paragraph 2 above.

DATED this 14th day of January, 1991.

J. PROCHNAU & CO.

By John Prochnau
Its OWNER

JOHN PROCHNAU

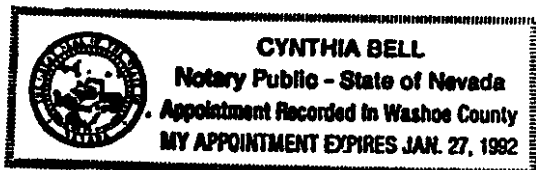
By John Prochnau

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On the 14th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared John Prochnau, known to me to be the owner of J. Prochnau & Co., a Nevada corporation, the person whose name is subscribed to the within instrument and, being authorized so to do, acknowledged that he executed the same on behalf of said corporation.

WITNESS MY HAND AND OFFICIAL SEAL.

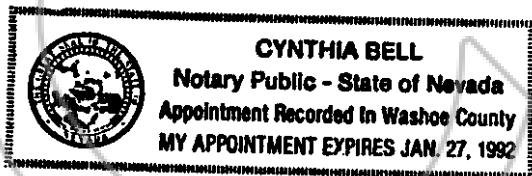


Cynthia Bell
NOTARY PUBLIC

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 14th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared John Prochnau, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.



Cynthia Bell
NOTARY PUBLIC

ATTACHMENT "B"

LEASED CLAIMS

NOTE:

For greater clarity and certainty the parties acknowledge that it is their express intention that all mining claims and any other interests held by JPC for the benefit of WX be transferred to WX. The parties further acknowledge that this agreement may not fully describe or may omit reference to certain claims or interest. JPC agrees that if at any time subsequent to the execution of this agreement, WX identified an omission or an error in the schedules and/or attachments hereto following a request by WX, JPC should execute any and all required documents and undertake such acts as are necessary to correct the omission and/or error.

BOOK 220 PAGE 049
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Klen Brook
91 JAN 25 P321

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 135768 FEE \$700

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BOOK 220 PAGE 051

ATTACHMENT "B" - "LEASED CLAIMS"

NEVADA

PROPERTY NAME	COUNTY	CLAIM NAME(S)	CLAIM NUMBER	TOTAL CLAIMS	REGISTRATION NUMBER
ZEKE (Agreement dated June 1/87)	EUREKA	"ZEKE"	1-18 21-23 25-26 29-78 80-90	(84)	NMC 140112-129 NMC 140130-132 NMC 140133-134 NMC 303126-175 NMC 303177-187

BOOK 221 PAGE 001
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Ken Chook
'91 FEB 21 P4:33

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 135045 FEE \$8.00