

QUITCLAIM DEED, ASSIGNMENT, BILL OF SALE AND ASSUMPTION AGREEMENT

THIS QUITCLAIM DEED, ASSIGNMENT, BILL OF SALE AND ASSUMPTION AGREEMENT (this "Deed") is among SANTA FE PACIFIC MINING, INC. ("Santa Fe") and Maynard Alves and Jacolyn Alves, husband and wife, (collectively the "Alves").

FOR AND IN CONSIDERATION of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Santa Fe hereby quitclaims, assigns and conveys to the Alves, as joint tenants with full rights of survivorship, all of its right title and interest in and to Permit No. 55019 on file in the office of the Nevada Division of Water Resources and all water rights thereby represented (the "Water Right"), the point of diversion of which is located at the well at the point described in Exhibit A hereto (the "Well"); together with all personal property, including without limitation, well casing and pipe, presently existing at and appurtenant to the Well (the "Personal Property"); together with all tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining, and the reversions, remainders, rents, issues and profits therefrom (collectively the "Appurtenances").

The Alves hereby assume any and all liabilities arising from or associated with the Water Right, the Well, the Personal Property and the Appurtenances, including without limitation, the obligation to plug and abandon the Well in accordance with all applicable laws, regulations and ordinances, and agree to defend and indemnify Santa Fe from any claims based on such liabilities.

To have and to hold the Water Right, the Appurtenances, the Well and the Personal Property unto the Alves and to their successors and assigns forever.

In witness whereof, the Parties have executed this Deed this 31st day of December, 1992.

SANTA FE PACIFIC MINING, INC.

By:

Richard

Its: Director U.S. Exploration

Maynard Alves

Maynard Alves

Jacolyn Alves

Jacolyn Alves

STEWART R. WILSON
Notary Public
County of Nevada - State of Nevada
My appointment expires Feb. 10, 1993

[Handwritten signature]

On this 19th day of December, 1992, personally appeared before me, a Notary Public, Maynard Alves, personally known to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the instrument.

STATE OF NEVADA)
COUNTY OF Washoe)
SS)

Notary Public

Barbara A. Olarreaga

BARBARA A. OLARREAGA
Notary Public - State of Nevada
Appointment Recorded in Washoe County
MY APPOINTMENT EXPIRES OCT. 5, 1993

On this 31st day of December, 1992, personally appeared before me, a Notary Public, Ronald D. Parrott, personally known to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the instrument.

STATE OF Nevada)
COUNTY OF Washoe)
SS)

PROXY

NOTARY PUBLIC - STATE OF NEVADA
NOTARY PUBLIC H. WILSON

[Handwritten Signature]

On this 19th day of December, 1997, personally appeared before me, a Notary Public, Jacolyn Alves, personally known to me to be the person whose name is subscribed to the above instrument who acknowledged to me that she executed the instrument.

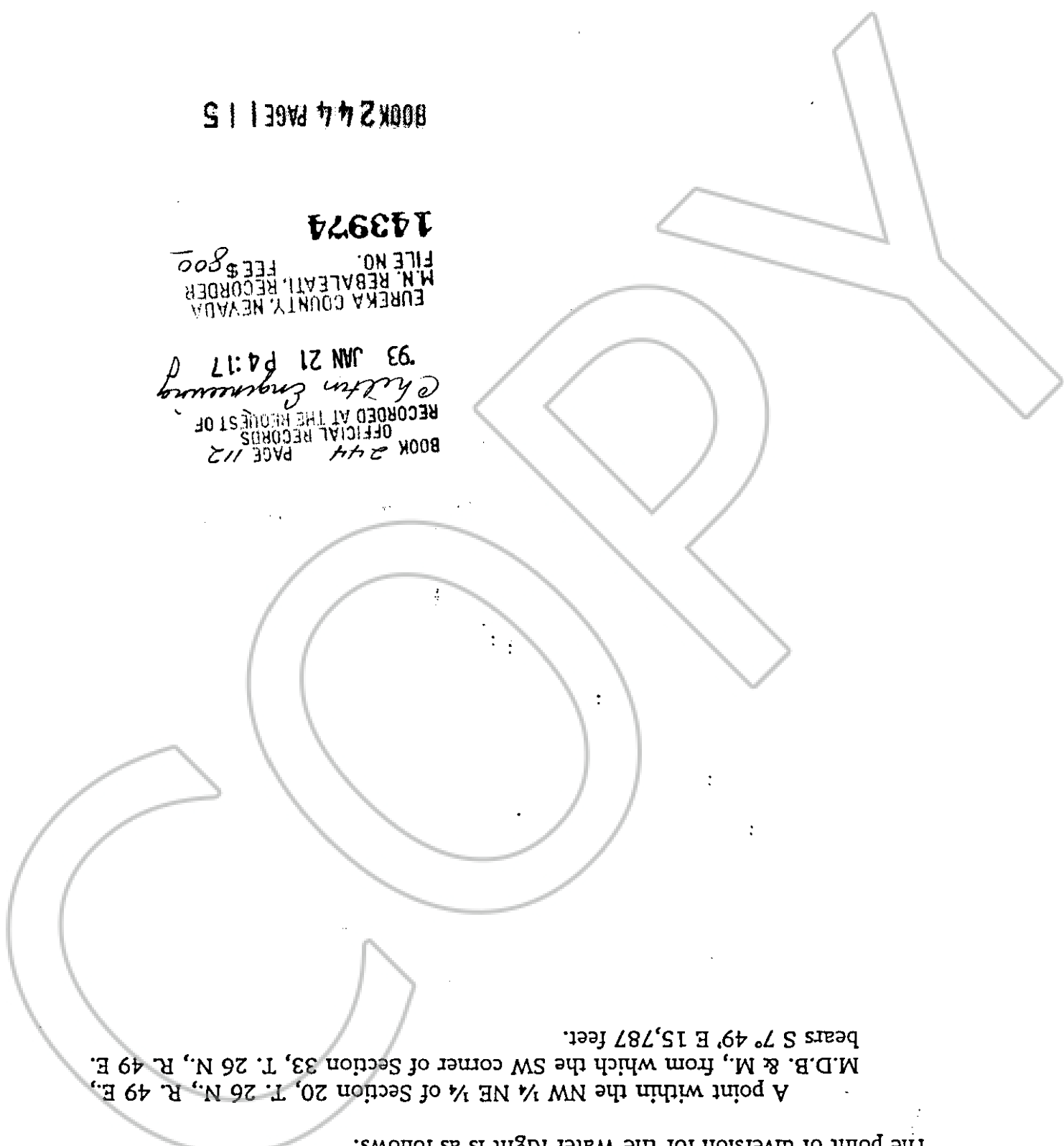
STATE OF NEVADA)
COUNTY OF Ely)
) SS)
)

EXHIBIT "A"

TO QUIT CLAIM DEED, ASSIGNMENT, BILL OF SALE
AND ASSUMPTION AGREEMENT

The point of diversion for the Water Right is as follows:

A point within the NW 1/4 NE 1/4 of Section 20, T. 26 N., R. 49 E.,
M.D.B. & M., from which the SW corner of Section 33, T. 26 N., R. 49 E.
bears S 7° 49' E 15,787 feet.



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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Chilton Engineering
93 JAN 21 PM 4:17

EUREKA COUNTY, NEVADA
M.N. REBALANCE, RECORDER
FILE NO. 143974
FEE \$800

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