

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the day of October, 1993, from WESTERN STATES MINERALS CORPORATION, a Utah corporation, whose address is 4975 Van Gordon Street, Wheat Ridge, Colorado 80033 ("WSMC"), to SHEEP CREEK CORP., a Colorado corporation, whose address is 4975 Van Gordon Street, Wheat Ridge, Colorado 80033 ("Sheep Creek").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, WSMC does hereby grant, bargain and sell to Sheep Creek, its successors and assigns forever, those unpatented mining claims described on Exhibit A attached hereto and incorporated herein by reference (the "Claims").

TOGETHER WITH all and singular the rights, privileges, hereditaments and appurtenances thereunto belonging or in anywise appertaining, and together with all lodes, ledges, veins and mineral-bearing rock, both known and unknown, lying within the boundaries of the Claims, together with all dips, spurs, and angles, and all the ores, mineral-bearing quartz, rock and earth or other deposits therein or thereon, and all of the rights, privileges and franchises thereto incident, and all and singular the tenements and hereditaments thereunto or in anywise appertaining, and the rents, issues and profits thereof; and also all the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in law as in equity, of WSMC of, in or to the Claims and every part and parcel thereof, including all after-acquired title.

IN WITNESS WHEREOF, WSMC has executed this Special Warranty Deed as of the date first above written.

WESTERN STATES MINERALS CORPORATION
ATTEST:

Arden B. Morrow
Secretary
By *Arden B. Morrow*
Arden B. Morrow, President



R38733 (23506/3)

24-SEP-93 15:16:30

STATE OF Colorado
)
(ss. J. J. Johnson
)
COUNTY OF Jackson

On this 5 day of October, 1993, personally
appeared before me, a notary public, Arden B. Morrow,
personally known (or proved) to me to be the person whose
name is subscribed to the above instrument, who acknowledged
that he executed the above instrument on behalf of Western
States Minerals Corporation, a Utah corporation.
Witness my hand and official seal.
_____ /25/96
My commission expires:

Arden B. Morrow
Notary Public



COPIES

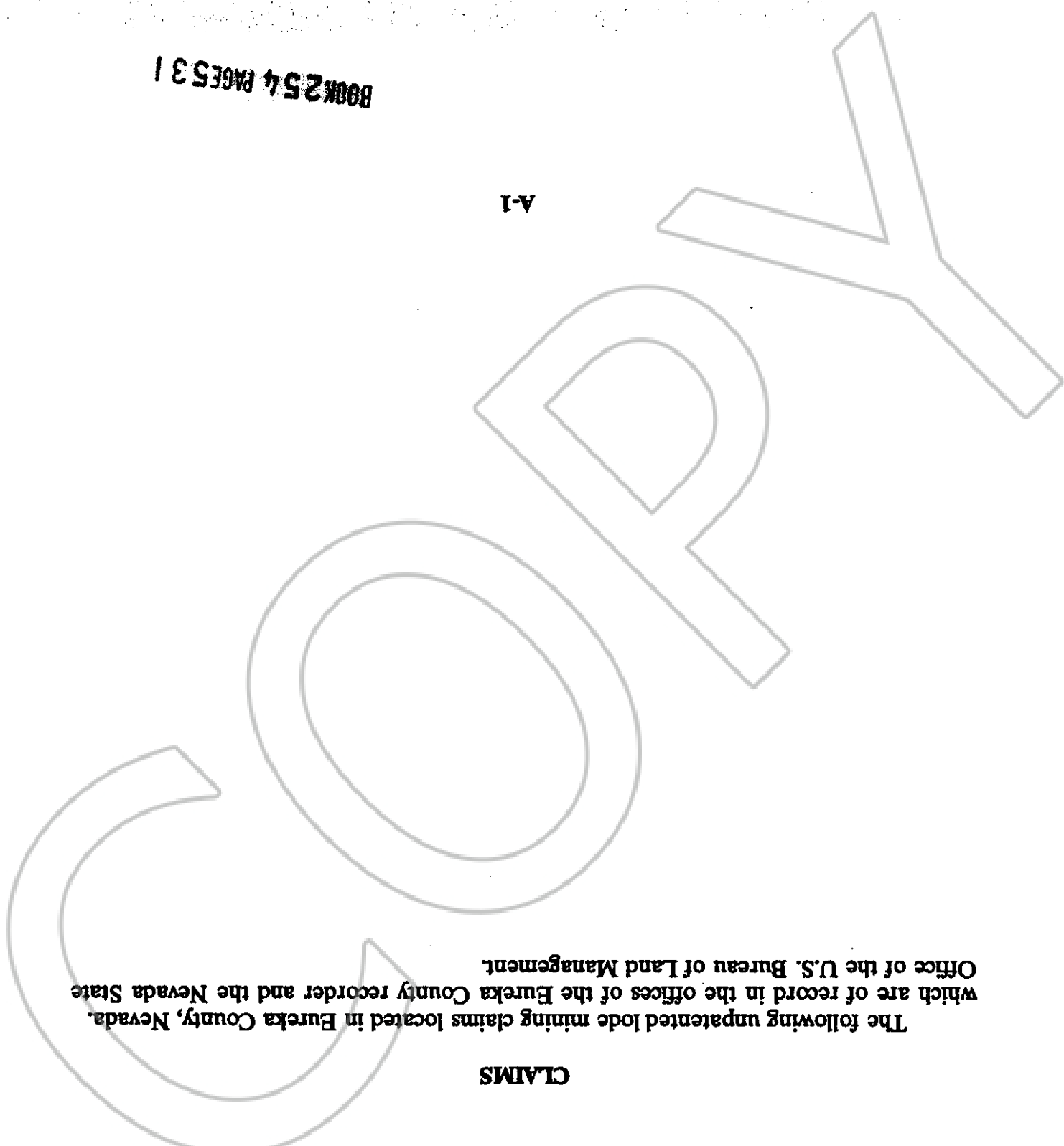
**EXHIBIT A
TO SPECIAL WARRANTY DEED FROM
WESTERN STATES MINERALS CORPORATION
TO SHEEP CREEK CORP.**

**The following unpatented lode mining claims located in Eureka County, Nevada,
which are of record in the offices of the Eureka County recorder and the Nevada State
Office of the U.S. Bureau of Land Management.**

CLAIMS

A-1

BOOK 254 PAGES 31



EUREKA COUNTY

<u>CLAIM NAME</u>	<u>BOOK</u>	<u>PAGE</u>	<u>BLM NMC NUMBER</u>
AU 73	241	348	665071
AU 74	241	349	665072
AU 75	241	350	665073
AU 76	241	351	665074
AU 77	241	352	665075
AU 78	241	353	665076
AU 79	241	354	665077
AU 80	241	355	665078
AU 81	241	356	665079
AU 82	241	357	665080
AU 83	241	358	665081
AU 84	241	359	665082
AU 85	241	360	665083
AU 86	241	361	665084
AU 87	241	362	665085
AU 88	241	363	665086
AU 89	241	364	665087
AU 90	241	365	665088
AU 91	241	366	665089
AU 92	241	367	665090
AU 93	241	368	665091
AU 94	241	369	665092
AU 95	241	370	665093
AU 96	241	371	665094
AU 97	241	372	665095
AU 98	241	373	665096
AU 99	241	374	665097
AU 100	241	375	665098

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BOOK 254 PAGES 32

CLAIM NAME BOOK PAGE BLM NMC NUMBER

CU 1	244	275	675140
CU 2	244	276	675141
CU 3	244	277	675142
CU 4	244	278	675143
CU 5	244	279	675144
CU 6	244	280	675145
CU 7	244	281	675146
CU 8	244	282	675147
CU 9	244	283	675148
CU 10	244	284	675149
CU 11	244	285	675150
CU 12	244	286	675151
CU 13	244	287	675152
CU 14	244	288	675153
CU 15	244	289	675154
CU 16	244	290	675155
CU 17	244	291	675156
CU 18	244	292	675157
CU 19	244	293	675158
CU 20	244	294	675159
CU 21	244	295	675160
CU 22	244	296	675161
CU 23	244	297	675162
CU 24	244	298	675163
CU 25	244	299	675164
CU 26	244	300	675165
CU 27	244	301	675166
CU 28	244	302	675167
CU 29	244	303	675168
CU 30	244	304	675169
CU 31	244	305	675170
CU 32	244	306	675171
CU 33	244	307	675172
CU 34	244	308	675173
CU 35	244	309	675174
CU 36	244	310	675175

SUMMARY EXHIBIT A, PAGES A-1 THROUGH A-4
TOTAL CLAIMS CONVEYED 72 (ALL BURKEA COUNTY)

A-4

BOOK 254 PAGES 34

675166 BOOK 254 PAGE 529
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Alan Conroy
Western State
93 OCT 29 P4:32
EUREKA COUNTY, NEVADA
M.N. REBAL EATL. RECORDER
FILE NO. 147253
FEES \$12.00

EUREKA County, Nevada

DECLARATION OF VALUE

Recording Date 10-29-93

Book 254

Page 529-534

Instrument # 147253

Full Value of Property Interest Conveyed
 Less Assumed Liens & Encumbrances
 Taxable Value (NRS 375.010, Section 4)
 Real Property Transfer Tax Due
 If exempt, state reason. NRS 375.090, Section 9

\$
 \$
 \$
 \$
 \$

Explain:

MINING CLAIMS

Escrow Holder only: Check if Real Property Transfer Tax is to be deferred under NRS 375.030, Section 3.

INDIVIDUAL

Under penalty of perjury, I hereby declare that the above statements are correct.

Allen R. C...

Signature of Declarant **SECRETARY**

SHEEP CREEK CORP. and WESTERN STATES MINERALS

Name (Please Print)

4975 VAN GORDON ST

Address

WHEAT RIDGE CO 80033

City State Zip

Under penalty of perjury, I hereby declare that the above statements are correct to the best of my knowledge based upon the information available to me in the documents contained in the escrow file.

ESCROW HOLDER

Signature of Declarant

Name (Please Print)

Escrow Number

Firm Name

Address

City

State

Zip

Tax paid for the above transfer on Oct 29th, 1993 per NRS 375.030, Section 3.

Robin Stegeman - Deputy
Signature of Recorder or Representative