

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the 1st 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").

RECITALS

A. WSMC is the owner of certain unpatented mining claims more particularly described in Exhibit A attached and incorporated herein by reference (the "Claims").
B. WSMC desires to sell and Sheep Creek desires to purchase all of WSMC's interest in the Claims.

AGREEMENT

NOW, THEREFORE, 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, all of its right, title and interest in and to 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 or, in or to the Claims and every part and parcel thereof, including all after-acquired title.

WSMC WARRANTS and will forever defend title to the Claims against all persons claiming any interest therein by, through or under WSMC.

THE GRANT OF THE Properties made hereunder is subject to the terms and conditions of (i) that Warranty Deed between The 25 Corporation, Inc. and The 25 Ranch Venture (a venture which consisted of WSMC and Echo Bay

Exploration Inc.) dated July 8, 1988, and recorded in the official records of the following Nevada counties:

Recording	Date	Book/Page	Frame
Lander	7/18/88	316/119	--
Eureka	7/18/88	180/411	--
Elko	8/5/88	634/63	--
Humboldt	7/18/88	258/190	1-21

and (ii) that Assignment of Mining Venture Interest from Echo Bay Exploration Inc. to Western States Minerals Corporation, dated February 8, 1993, and recorded in the official records of Eureka County, Nevada on March 2, 1993, in Book 246 at Page 033, and Lander County, Nevada on March 25, 1993, in Book 392 at Page 649.

IN WITNESS WHEREOF, WSMC and Sheep Creek have executed this Special Warranty Deed as of the date first above written.

ATTEST:

WESTERN STATES MINERALS CORPORATION

By Arden B. Morrow, President

Secretary

SEAL
Affixed

ATTEST:

SHEEP CREEK CORP.

By Arden B. Morrow, President

Secretary

SEAL
Affixed

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Brad Vermyes
Notary Public

My commission expires: 1/25/96

On this 5 day of October, 1993, personally appeared before me, a notary public, Arden B. Morrow, personally known 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 Sheep Creek Corp., a Colorado corporation. Witness my hand and official seal.

STATE OF COLORADO
COUNTY OF Jefferson
)
) ss.
)



Brad Vermyes
Notary Public

My commission expires: 1/25/96

On this 5 day of October, 1993, personally appeared before me, a notary public, Arden B. Morrow, personally known 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.

STATE OF Colorado
COUNTY OF Jefferson
)
) ss.
)

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141007 (23306/3) 18-JUN-93 13:00:13

CORP

EXHIBIT A
TO SPECIAL WARRANT DEED (ROCK CREEK)
FROM WESTERN STATES MINERALS CORPORATION
TO SHEEP CREEK CORP.

The following unpatented lode mining claims located in Section 32, Township 35 North, Range 48 East, Mt. Diablo Base and Meridian, Eureka County, Nevada:

Eureka County
Recording Information

Claim Name Book Page BLM Serial No.

ROGER # 2	139	515	NMC-315520
ROGER # 4	139	516	NMC-315521
ROGER # 6	139	517	NMC-315522
ROGER # 8	139	518	NMC-315523
ROGER # 10	139	519	NMC-315524
ROGER # 12	139	520	NMC-315525
ROGER # 14	139	521	NMC-315526
ROGER # 16	139	522	NMC-315527
ROGER # 18	139	523	NMC-315528
ROGER # 25	139	524	NMC-315529
ROGER # 26	139	525	NMC-315530
ROGER # 27	139	526	NMC-315531
ROGER # 28	139	527	NMC-315532
ROGER # 29	139	528	NMC-315533
ROGER # 30	139	529	NMC-315534
ROGER # 31	139	530	NMC-315535
ROGER # 32	139	531	NMC-315536
ROGER # 33	139	532	NMC-315537
ROGER # 34	139	533	NMC-315538
ROGER # 35	139	534	NMC-315539
ROGER # 36	139	535	NMC-315540
ROGER # 37	139	536	NMC-315541
ROGER # 38	139	537	NMC-315542
ROGER # 39	139	538	NMC-315543
ROGER # 40	139	539	NMC-315544
ROGER # 41	139	540	NMC-315545
ROGER # 42	139	541	NMC-315546

EUREKA COUNTY CLAIM GROUP MAP DOCUMENT NO. 100627

18-JUN-93 14:12:31

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The following unpatented lode mining claims located in Section 32, Township 35 North, Range 48 East, Mt. Diablo Base and Meridian, Lander County, Nevada:

Lander County
Recording Information

Claim Name	Book	Page	BLM Serial No.
ROGER #1	259	356	NMC-352213
ROGER #3	259	357	NMC-352214
ROGER #9	259	358	NMC-352215
ROGER #11	259	359	NMC-352216
ROGER #13	259	360	NMC-352217
ROGER #15	259	361	NMC-352218
ROGER #17	259	362	NMC-352219

LANDER COUNTY CLAIM GROUP MAP DOCUMENT NO. 130446



H41897 (23506/3) 18-JUN-93 14:12:11

A-3

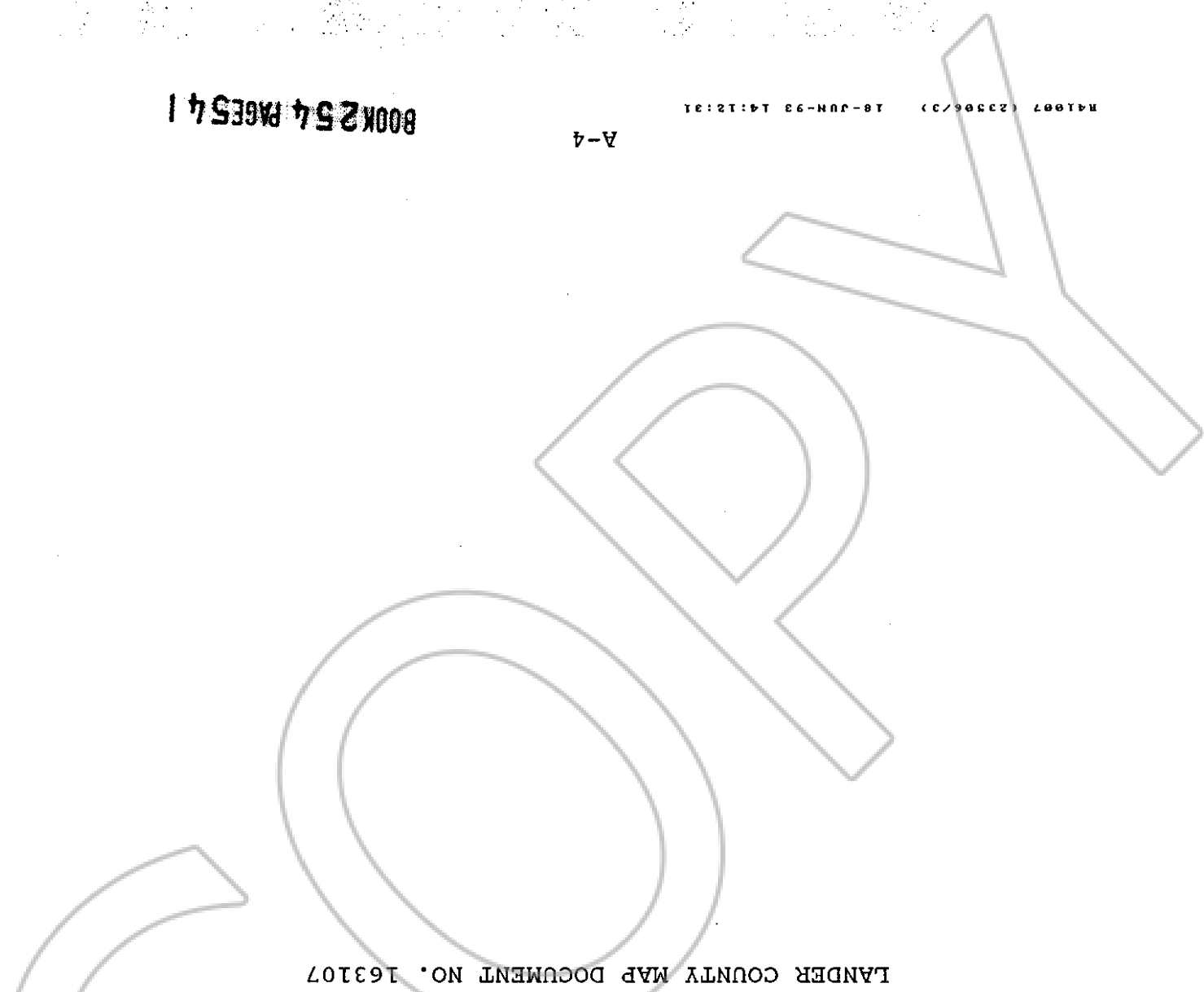
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The following unpatented lode mining claims located in sections 6 and 7, Township 34 North, Range 48 East, Mt. Diablo Base and Meridian, Lander County, Nevada:

Lander County
Recording Information

Claim Name	Book	Page	BLM Serial No.
ROGER G 19	341	088	NMC-584173
ROGER G 20	341	089	NMC-584174
ROGER G 21	341	090	NMC-584175
ROGER G 22	341	091	NMC-584176
ROGER G 23	341	092	NMC-584177
ROGER G 24	341	093	NMC-584178
ROGER 43	341	094	NMC-584179
ROGER 44	341	095	NMC-584180
ROGER 45	341	096	NMC-584181
ROGER 46	341	097	NMC-584182
ROGER 47	341	098	NMC-584183
ROGER 48	341	099	NMC-584184

LANDER COUNTY MAP DOCUMENT NO. 163107



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The following unpatented lode mining claims located in Sections 3, 4, 5, 8, 9 and 10, Township 34 North, Range 48 East, and Sections 32, 33 and 34, Township 35 North, Range 48 East, Mt. Diablo Base and Meridian, Eureka County, Nevada:

Eureka County
Recording Information

Claim Name Book Page File No. BLM Serial No.

RKS 1	206	582	131019	NMC-584137
RKS 2	206	583	131020	NMC-584138
RKS 3	206	584	131021	NMC-584139
RKS 4	206	585	131022	NMC-584140
RKS 5	206	586	131023	NMC-584141
RKS 6	206	587	131024	NMC-584142
RKS 7	206	588	131025	NMC-584143
RKS 8	206	589	131026	NMC-584144
RKS 9	206	590	131027	NMC-584145
RKS 10	206	591	131028	NMC-584146
RKS 11	206	592	131029	NMC-584147
RKS 12	206	593	131030	NMC-584148
RKS 13	206	594	131031	NMC-584149
RKS 14	206	595	131032	NMC-584150
RKS 15	206	596	131033	NMC-584151
RKS 16	206	597	131034	NMC-584152
RKS 17	206	598	131035	NMC-584153
RKS 18	206	599	131036	NMC-584154
RKS 19	206	600	131037	NMC-584155
RKS 20	207	001	131038	NMC-584156
RKS 21	207	002	131039	NMC-584157
RKS 22	207	003	131040	NMC-584158
RKS 23	207	004	131041	NMC-584159
RKS 24	207	005	131042	NMC-584160
RKS 25	207	006	131043	NMC-584161
RKS 26	207	007	131044	NMC-584162
RKS 27	207	008	131045	NMC-584163
RKS 28	207	009	131046	NMC-584164
RKS 29	207	010	131047	NMC-584165
RKS 30	207	011	131048	NMC-584166
RKS 31	207	012	131049	NMC-584167
RKS 32	207	013	131050	NMC-584168
RKS 33	207	014	131051	NMC-584169
RKS 34	207	015	131052	NMC-584170
RKS 35	207	016	131053	NMC-584171
RKS 36	207	017	131054	NMC-584172

EUREKA COUNTY MAP DOCUMENT NO. 131055

Certain of the foregoing claims are conveyed subject to the following royalties:

1. All of the Claims are subject to a production royalty payable to Echo Bay Exploration Inc. reserved in that Assignment of Venture Interest from Echo Bay Exploration Inc. to Western States Minerals Corporation dated February 8, 1993 and recorded in the Book 246 at Page 033, and Lander County, Nevada on March 2, 1993 in Book 392 at Page 649.

2. The Roger Claims (Listed on Pages A-2 through A-4) are subject to a production royalty payable to The 25 Corporation, Inc., reserved in that Warranty Deed from The 25 Corporation, Inc., to The 25 Ranch Venture dated July 8, 1988 and recorded in the official records of the following Nevada counties:

COUNTY	RECORDING DATE	BOOK	PAGE	FRAME
Lander	7/18/88	316	119	
Eureka	7/18/88	180	411	
Elko	8/5/88	634	63	
Humboldt	7/18/88	258	190	1-21

BOOK 254 PAGE 535
 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Allen County
 93 OCT 29 P432
Western States
 EUREKA COUNTY, NEVADA
 M.N. REBAL EATI, RECORDER
 FILE NO.
 147254
 FEE \$ 15-

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EUREKA County, Nevada

DECLARATION OF VALUE

Recording Date 10-29-93

Book 254

Page 535-543

Instrument # 147254

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. Lewis
Signature of Declarant
SHEEP CREEK CORP. and
WESTERN STATES MINERALS

Name (Please Print)
4975 VAN GORDON ST
Address
WHEAT RIDGE CO 80033
City State Zip

ESCROW HOLDER

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.

Signature of Declarant

Name (Please Print)

Escrow Number

Firm Name

Address

City

State

Zip

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

Melvin Etzhaganian - Deputy
Signature of Recorder or Register