

147255
ASSIGNMENT

THIS ASSIGNMENT is made as of the 1st day of October, 1993, from WESTERN STATES MINERALS CORPORATION ("WSMC"), a Utah corporation, whose address is 4975 Van Gordon Street, Wheat Ridge, Colorado 80033, to SHEEP CREEK CORP. ("Sheep Creek"), a Colorado corporation, whose address is 4975 Van Gordon Street, Wheat Ridge, Colorado 80033.

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, WSMC hereby transfers, sets over and assigns to Sheep Creek, its successors and assigns, all of WSMC's right, title and interest in and to that Lease Agreement dated November 30, 1990 among Sam Bida and Neva F. Bida, Thomas L. Belastegui as Executor of the Leon Belastegui Estate, and Velma Belastegui, as lessors (collectively, the "Owner"), and WSMC, as lessee, a memorandum of which was recorded in the official records of Eureka County, Nevada, on August 20, 1991, in Book 224 at Page 372, and in the official records of Lander County, Nevada, on August 19, 1991, in Book 361 at Page 128, as amended by that unrecorded Amendment to Lease Agreement dated November 12, 1992 among the Owner and WSMC, (collectively the "Lease Agreement"). The Lease Agreement covers certain unpatented mining claims located in Eureka and Lander Counties, Nevada, as more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Claims").

IN WITNESS WHEREOF, WSMC has executed this Assignment effective the date first written above.

WESTERN STATES MINERALS CORPORATION

By: Arden B. Morrow
Arden B. Morrow
President



Secretary

[Handwritten signature]

ATTEST:

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STATE OF Colorado
COUNTY OF Jefferson

)
) ss.
)

On this 5 day of October, 1993, personally appeared before me, a notary public, Arden B. Morrow, 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.
12/5/96
My commission expires:

Bruce W. Young
Notary Public

COPY

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CORP

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EXHIBIT A
TO ASSIGNMENT FROM
WESTERN STATES MINERALS CORPORATION
TO SHEEP CREEK CORP.

EXHIBIT A

The CLAIMS

mining claims located in sections 5, 6, 7, 8 and 9, Township 34 North, Range 48 East, and Sections 31 and 32, Township 35 North, Range 48 East, Mt. Diablo Base and Meridian, Eureka and Lander Counties, Nevada, and more particularly described as follows:

CLAIM NAME BOOK PAGE BLM SERIAL NO.

| | | | |
|------------|-----|-----|------------|
| RCK No. 1 | 231 | 291 | NMC-287199 |
| RCK No. 2 | 231 | 292 | NMC-287200 |
| RCK No. 3 | 231 | 293 | NMC-287201 |
| RCK No. 4 | 231 | 294 | NMC-287202 |
| RCK No. 5 | 231 | 295 | NMC-287203 |
| RCK No. 6 | 231 | 296 | NMC-287204 |
| RCK No. 7 | 231 | 297 | NMC-287205 |
| RCK No. 8 | 231 | 298 | NMC-287206 |
| RCK No. 9 | 231 | 299 | NMC-287207 |
| RCK No. 10 | 231 | 300 | NMC-287208 |
| RCK No. 11 | 231 | 301 | NMC-287209 |
| RCK No. 12 | 231 | 302 | NMC-287210 |
| RCK No. 13 | 238 | 24 | NMC-287211 |
| RCK No. 14 | 238 | 25 | NMC-287212 |
| RCK No. 15 | 128 | 175 | NMC-318323 |
| RCK No. 16 | 128 | 176 | NMC-318324 |
| RCK No. 17 | 128 | 177 | NMC-318325 |
| RCK No. 18 | 128 | 178 | NMC-318326 |
| RCK No. 19 | 128 | 179 | NMC-318327 |
| RCK No. 20 | 128 | 180 | NMC-318328 |
| RCK No. 21 | 128 | 181 | NMC-318329 |
| RCK No. 22 | 128 | 182 | NMC-318330 |
| RCK No. 23 | 128 | 183 | NMC-318331 |
| RCK No. 24 | 128 | 184 | NMC-318332 |
| RCK No. 25 | 128 | 185 | NMC-318333 |
| RCK No. 26 | 128 | 186 | NMC-318334 |
| RCK No. 27 | 128 | 187 | NMC-318335 |
| RCK No. 28 | 128 | 188 | NMC-318336 |
| RCK No. 29 | 128 | 189 | NMC-318337 |
| RCK No. 30 | 128 | 190 | NMC-318338 |
| RCK No. 31 | 128 | 191 | NMC-318339 |
| RCK No. 32 | 128 | 192 | NMC-318340 |

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CLAIM NAME BOOK PAGE BLM SERIAL NO.

| | | | |
|------------------|-----|-----|------------|
| RCK No. 33 | 243 | 169 | NMC-318341 |
| RCK No. 34 | 243 | 170 | NMC-318342 |
| RCK No. 35 | 243 | 171 | NMC-318343 |
| RCK No. 36 | 243 | 172 | NMC-318344 |
| RCK No. 37 | 128 | 193 | NMC-318345 |
| RCK No. 38 | 128 | 194 | NMC-318346 |
| RCK No. 39 | 128 | 195 | NMC-318347 |
| RCK No. 40 | 128 | 196 | NMC-318348 |
| RCK No. 41 | 128 | 197 | NMC-318349 |
| RCK No. 42 | 128 | 198 | NMC-318350 |
| RCK No. 43 | 128 | 199 | NMC-318351 |
| RCK No. 44 | 252 | 385 | NMC-339358 |
| RCK No. 45 | 252 | 386 | NMC-339359 |
| RCK No. 46 | 252 | 387 | NMC-339360 |
| RCK No. 47 | 252 | 388 | NMC-339361 |
| RCK No. 48 | 256 | 6 | NMC-346032 |
| RCK No. 49 | 256 | 7 | NMC-346033 |
| RCK No. 50 | 137 | 543 | NMC-346734 |
| RCK No. 51 | 137 | 544 | NMC-346735 |
| RCK No. 52 | 256 | 8 | NMC-346034 |
| ANGUS NO. 2 | 295 | 45 | NMC-424046 |
| ANGUS NO. 3 | 295 | 46 | NMC-424047 |
| ANGUS NO. 4 | 295 | 47 | NMC-424048 |
| ANGUS NO. 5 | 295 | 48 | NMC-424049 |
| ROCK FRACTION #1 | 259 | 389 | NMC-352203 |
| ROCK FRACTION #2 | 259 | 390 | NMC-352204 |
| ROCK FRACTION #3 | 259 | 391 | NMC-352205 |

In addition to the production royalty set forth in the Lease Agreement, the Claims are also 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 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.

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 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Alton County
 93 OCT 29 P4:32
Western States
 EUREKA COUNTY, NEVADA
 M.N. REBAL EATL. RECORDER
 FILE NO. 147255
 FEE \$11.00

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