

CONVEYANCE AND ASSIGNMENT

THIS CONVEYANCE AND ASSIGNMENT (this "conveyance") is made

and effective as of the 1st day of December, 1993, between DENVER

G. CHERRY, TRUSTEE OF THE CORTAZ INTEREST TRUST ("grantor",

herein), and DEBORAH KAY BARATTA, SUSAN LEE MATTEONI, TIMOTHY

KING WILSON, GREGORY ARTHUR WILSON, SUZANNE KELLY WILSON, WILLIAM

BRENT WILSON, JULIET ROSS WILSON AND HOLLIS CAROLYN WILSON

(collectively, "grantees" herein, and whose individual addresses

are given below).

RECITALS:

1. Grantees created the Cortez Interest Trust (the "Trust")

by "Trust Agreement" dated January 15, 1993 to provide financial

assistance for the care of the grandmother of grantees, Myrtle E.

Rand, if such assistance were needed. Myrtle E. Rand departed

this life on August 29, 1993, and the Trust Agreement provides

that the interests forming the Trust estate ("Interests Forming

the Trust Estate") which were conveyed to the Trust by grantees

herein be reconveyed to the individual grantees herein by the

Trustee upon the death of Myrtle E. Rand.

2. The Interests Forming The Trust Estate were modified by

the conveyances, assignments and agreements which are described

below in subparagraphs A through E, inclusive. The recordation

data specified in those subparagraphs refer to the Official

Records in the office of the Recorder of Lander County, Nevada

or, as the case may require, in the Official Records in the office of the Recorder of Eureka County, Nevada.

A. Special Warranty Deed Conveying Overriding Royalty Interest dated June 30, 1993, recorded in Book 396, commencing at Page 23 in Lander County and book 248, commencing at Page 284 in Eureka County, as corrected by Correction Special Warranty Deed Conveying Overriding Royalty Interest dated August 9, 1993, recorded in Book 400, commencing at Page 328 in Lander County, and in Book 253, commencing at Page 405 in Eureka County.

B. Special Warranty Deed and Bill of Sale dated June 30, 1993, recorded in Book 396, commencing at Page 160 in Lander County, and in Book 248, commencing at Page 422 in Eureka County, as corrected by Correction Special Warranty Deed and Bill of Sale dated August 9, 1993, recorded in Book 400, commencing at Page 599 in Lander County, and in Book 254, commencing at Page 142 in Eureka County.

C. Special Warranty Deed Conveying Interest in Overriding Royalty dated June 30, 1993, recorded in Book 396, commencing at Page 276 in Lander County, and in Book 249, commencing at Page 1 in Eureka County, as corrected by Correction Special Warranty Deed Conveying Interest in Overriding Royalty dated August 9, 1993, recorded in Book 400, commencing at Page 458 in Lander County, and in Book 254, commencing at Page 001 of the Official Records of Eureka County.

D. Memorandum of Surviving Provisions of the Exchange Agreement dated June 30, 1993, recorded in Book 396, commencing at Page 151 in Lander County, and in Book 248, commencing at Page 412 in Eureka County, as corrected by Corrected Memorandum of Surviving Provisions of Exchange Agreement dated August 9, 1993, recorded in Book 400, commencing at Page 589 in Lander County, and in Book 254, commencing at Page 132 in Eureka County.

E. Exchange Agreement dated June 30, 1993 as amended by First Amendment of Exchange Agreement dated August 9, 1993, memoranda of which are recorded as set forth in subparagraph D above.

The Interests Forming the Trust Estate, modified as aforesaid, are specifically described in the foregoing

subparagraphs A through E, inclusive and the documents identified

in those subparagraphs are, hereinafter, referred to, collectively, as the "Cortez Interest Documents".

NOW, THEREFORE, in view of the foregoing recitals and in

consideration of Ten Dollars and other good and valuable

consideration, the receipt of which is acknowledged, GRANTOR

hereby conveys, sells, assigns, quitclaims and transfers to

Grantees, their respective personal representatives, heirs and

assigns, in the respective proportionate interests

("Proportionate Interests") specified below, all of Grantor's

right, title and interest in the Interests forming the Trust

Estate and all rights, titles and interests conveyed to, acquired

or retained by Grantor under and by virtue of the Cortez Interest

Documents, subject, however, to all obligations and duties

imposed on Grantor by or under the said Cortez Interest

Documents. The names, addresses and respective Proportionate

Interests of Grantees are:

GRANTEE ADDRESS PROPORTIONATE INTEREST

DEBORAH KAY BARATTA 6 Linda Avenue, San Rafael, CA 94903 1/9

SUSAN LEE MATTEONI 436 Anne Marie Ct. Reno, NV 89509 1/9

TIMOTHY KING WILSON 505 Brown Avenue Reno, NV 89509 1/9

GREGORY ARTHUR WILSON c/o Georges at the Cove 1250 Prospect Avenue La Jolla, CA 92037 1/9

SUZANNE KELLY WILSON P. O. Box 2183, Grand Junction, CO 81502 1/9

WILLIAM BRENT WILSON P. O. Box 2183, Grand Junction, CO 81502 2/9

JULIET ROSS WILSON
 P. O. Box 2183, Grand Junction, CO 81502 1/9

HOLLIS CAROLYN WILSON
 P. O. Box 2183, Grand Junction, CO 81502 1/9

This conveyance is made without warranties of title, express or implied, provided, however that grantor, upon written request of grantees, will execute and deliver to grantees such further documents as may be reasonably required to carry out and implement the full intents and purposes of this conveyance.

By acceptance of this conveyance, each of the grantees, for his or her self and his or her personal representatives, heirs or assigns, assumes and agrees to be bound by all obligations and duties imposed upon grantor under the Cortez Interest Documents.

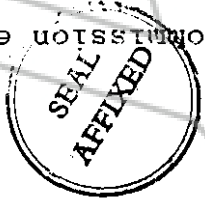
IN WITNESS WHEREOF, Grantor has executed this document as of the day and year first mentioned above.

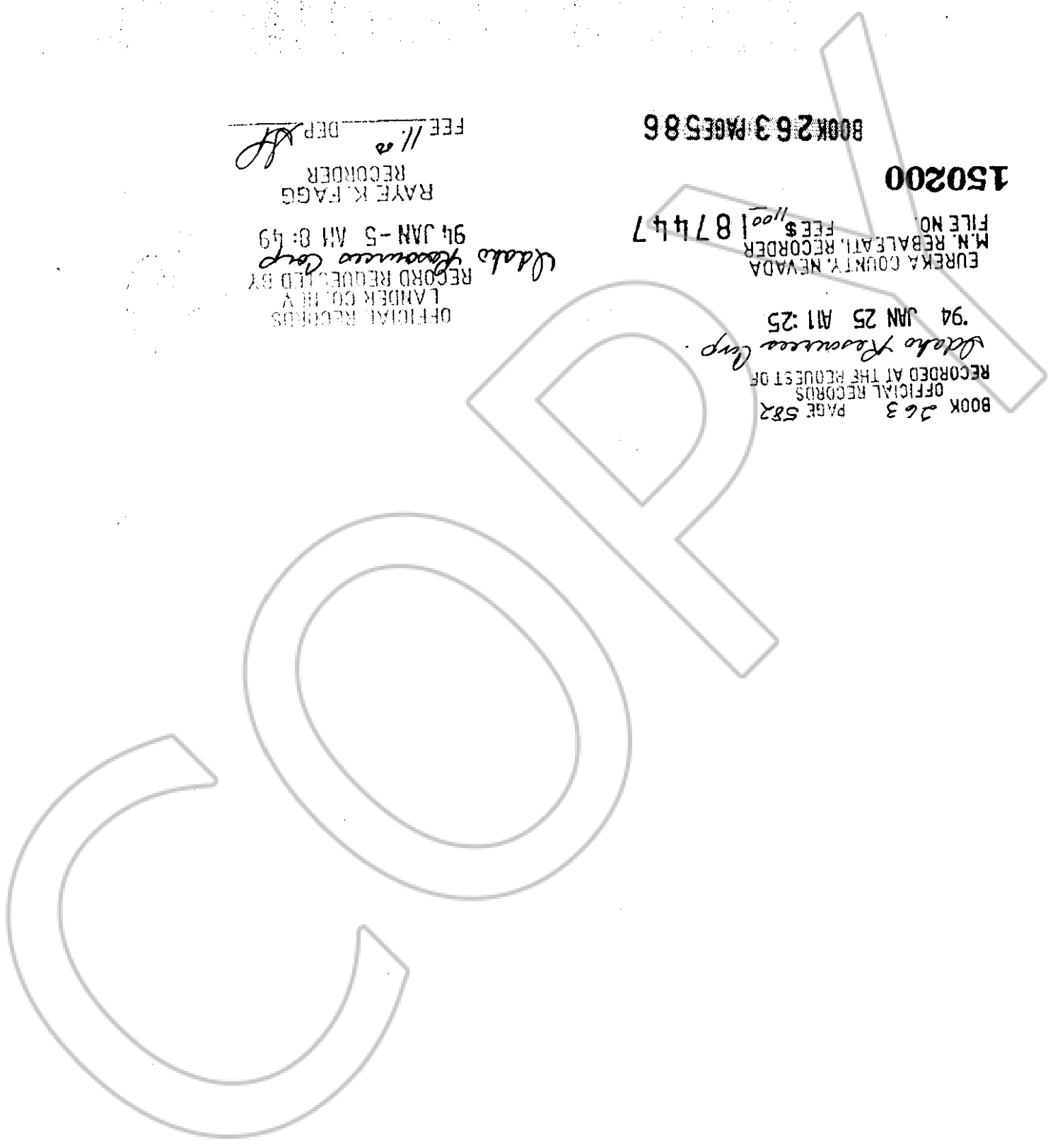
Denver G. Cherry
DENVER G. CHERRY TRUSTEE OF
 THE CORTEZ INTEREST TRUST (Grantor)

STATE OF COLORADO)
) ss.)
 COUNTY OF MESA)

Before me, a Notary Public in and for said County and State, personally appeared Denver G. Cherry, known to me to be the person who executed the above document, who affirmed that he executed this document as Trustee of the Cortez Interest Trust, for the uses and purposes therein mentioned.

Judith K. Throck
 Notary Public
 My commission expires 6-6-1994





RAYE K. FAGG
RECORDER
FEE \$11.00
DEP. *[Signature]*

OFFICIAL RECORDS
LANDER COUNTY
RECORD REQUESTED BY
Utah Resources Corp
94 JAN -5 AM 8:49

BOOK 263 PAGE 586

150200

EUREKA COUNTY, NEVADA
M.N. REBAL. RECORDER
FILE NO. 187447
FEE \$1.00

BOOK 263 PAGE 582
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Utah Resources Corp
94 JAN 25 AM 11:25