

When recorded return to:
John C. Miller, Esq.
Suite 201 - Blohm Bldg.
Elko, Nevada 89801

152536

STATEMENT OF INTERESTS
IN

DEF GOLD MINING CO.

From and after May 2, 1994, DEF GOLD MINING CO., a

Nevada general partnership, shall be a partnership of RAYROCK
(DEF), INC. as to SIX PERCENT (6%) and RAYROCK MINES, INC. as to
NINETY-FOUR PERCENT (94%), and that any properties held by DEF
GOLD MINING CO., including any interests acquired on this date,
shall be held by DEF GOLD MINING CO. for the benefit of RAYROCK
(DEF), INC., and RAYROCK MINES, INC. in those proportions.

DEF GOLD MINING CO., a Nevada
general partnership
RAYROCK (DEF), INC.

BY: David S. Cook
TITLE: Vice-President
PRINT NAME: David S. Cook

BY: Marvin T. Whaley
TITLE: President & Chief Operating Officer
PRINT NAME: Marvin T. Whaley

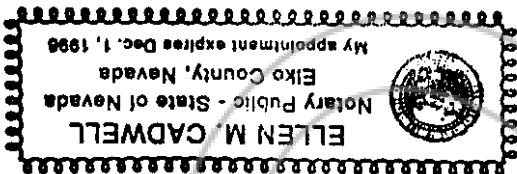
BY: Morris T. Wobley
TITLE: Vice President, Operations
PRINT NAME: MORRIS T. WOBLEY

BY: [Signature]
TITLE: Vice President
PRINT NAME: Andy B. Wilcox

STATE OF NEVADA)
COUNTY OF ELKO)
SS.)

On April 29, 1994, personally appeared before me, a Notary Public, David S. Cook, a duly qualified and acting officer of Rayrock (Dee), Inc., personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument.

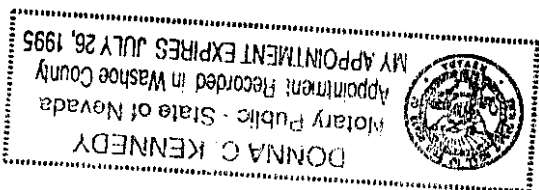
BY: [Signature]
NOTARY PUBLIC



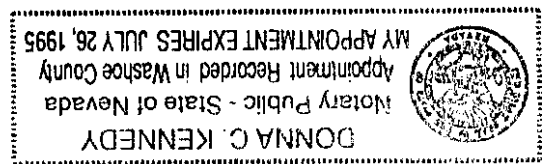
STATE OF NEVADA)
COUNTY OF WASHOE)
SS.)

On May 2, 1994 personally appeared before me, a Notary Public, Morris T. Wobley, a duly qualified and acting officer of Rayrock (Dee), Inc., personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument.

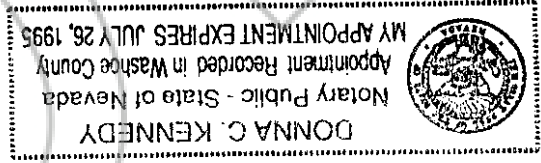
BY: [Signature]
NOTARY PUBLIC



STATE OF NEVADA)
)
) SS.)
COUNTY OF WASHOE)
On May 2, 1994, personally appeared before me, a Notary Public, Marcus T. Walker, a duly qualified and acting officer of Rayrock Mines, Inc., personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument.



STATE OF NEVADA)
)
) SS.)
COUNTY OF WASHOE)
On May 2, 1994, personally appeared before me, a Notary Public, Donna C. Kennedy, a duly qualified and acting officer of Rayrock Mines, Inc., personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument.



BOOK 268 PAGE 610
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
John Miller
'94 MAY -4 A8:52
EUREKA COUNTY, NEVADA
M.N. REBALANCE, RECORDER
FILE NO. 152536
FEE \$9-

Donna C. Kennedy
NOTARY PUBLIC

BOOK 268 PAGE 612