

GENERAL ASSIGNMENT

THIS GENERAL ASSIGNMENT ("Assignment") is made this 19<sup>th</sup> day of September, 1997, by and between NEVADA LAND & RESOURCE COMPANY, LLC, a Delaware limited liability company ("Assignor") and Dominick J. Peretti, ("Assignee").

WITNESSETH:

WHEREAS, Assignor and Assignee are parties to that certain Agreement for Purchase and Sale of Real Property (the "Agreement") dated as of April 10, 1997, respecting the sale of certain "Property" (as described in the Agreement). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Agreement.

WHEREAS, under the Agreement, Assignor is obligated to assign to Assignee, to the extent transferable by Assignor, all of Assignor's right, title and interest in and to all Leases and Contracts, including without limitation those Leases listed on Attachment "A" and those Contracts listed on Attachment "B" attached hereto and incorporated herein by this reference.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells, transfers, sets over and delivers unto Assignee all of Assignor's estate, right, title and interest in and to the Leases and Contracts, and Assignee hereby accepts such assignment.

By acceptance of this Assignment, Assignee hereby assumes the performance of all of the terms, covenants and conditions imposed upon Assignor under the Leases and Contracts.

Assignee hereby agrees to indemnify, defend and hold harmless Assignor, its agents and its and their successors and assigns from and against any and all claims, losses, liabilities and expenses, including reasonable attorneys' fees, suffered or incurred by Assignor by reason of any breach by Assignee of any of its obligations under this Assignment or arising out of anything pertaining to the Leases and Contracts.

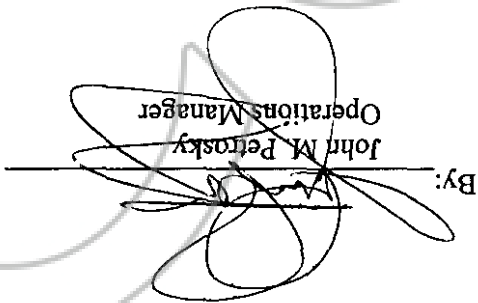
In the event any party hereto institutes any action or proceeding against the other party with regard to this Assignment, the prevailing party in such action shall be entitled to recover, in addition to the cost of the suit, its actual attorneys' fees.

This Assignment shall be binding upon and inure to the benefit of the successors, assigns, personal representatives, heirs and legatees of all the respective parties hereto.

This Assignment may be executed in any number of counterparts, each of which shall be an original, and all of which, together, shall constitute one and the same instrument.

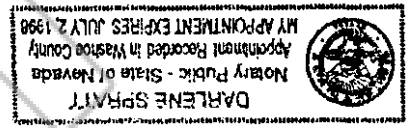
IN WITNESS WHEREOF, Assignor and Assignee have executed and delivered this Assignment as of the day and year first above written.

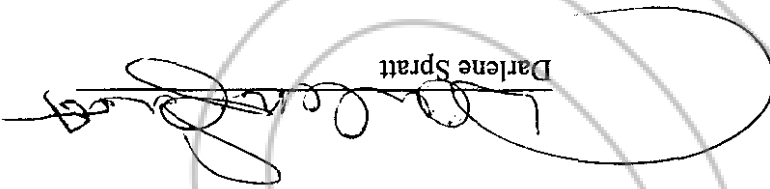
NEVADA LAND & RESOURCE  
COMPANY, LLC, a Delaware  
limited liability company

By:   
John M. Petrosky  
Operations Manager

STATE OF NEVADA ))  
COUNTY OF WASHOE ))

This instrument was acknowledged before me on September 17, 1997  
by John M. Petrosky, Operations Manager of Nevada Land and Resource Company, LLC.



  
Darlene Spratt

(Notary Seal)

EXHIBIT "A"

1. A Lease dated February 15, 1977 between Southern Pacific Land Company (Lessor) and Filion Exploration Corporation (Lessee) for a period of twenty-five (25) years commencing February 15, 1977, and recorded in Book 263, Page 654 of the Official Records of Elko County, Nevada.
2. An unrecorded Lease between Southern Pacific Land Company (Lessor) and SFP Minerals Corporation referenced by Memorandum recorded in Book 594, Page 388 of the Official Records of Elko County, Nevada.
3. A Lease dated July 15, 1975, between Southern Pacific Land Company (Lessor) and M. Peyton Bucy (Lessee) for a term not set out and recorded in Book 54, Page 334, Document 61128 of the Official Records of Eureka County, Nevada.
4. A Lease dated July 15, 1975, between Southern Pacific Land Company (Lessor) and M. Peyton Bucy (Lessee) for a term not set out and recorded in Book 54, Page 343, Document 61129 of the Official Records of Eureka County, Nevada.
5. An unrecorded Lease between Southern Pacific Land Company (Lessor) and SFP Minerals Company, referenced by Memorandum recorded November 5, 1987, in Book 167, Page 339, Document 113559 of the Official Records of Eureka County, Nevada.
6. An unrecorded Lease between Southern Pacific Land Company and Santa Fe Energy Company (Lessor) and Sun Operating Limited Partnership for a period of twenty-five (25) years commencing December 1, 1982, and referenced by Memorandum recorded in Book 211, Page 495, Document 132792 in the Official Records of Eureka County, Nevada.

**EXHIBIT "B"**

1. A Memorandum of Exploration agreement and Option to Lease recorded in Book 766, Page 796, of the Official Records of Elko County, Nevada.

**COPY**

BOOK 313 PAGE 350

OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*United Title Co.*

97 SEP 19 PM 1:52

EUREKA COUNTY NEVADA  
M.H. REBALEATI, RECORDER  
FILE NO. FEES 10.00

**168644**

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