Recorded at the request of, and return to: Santa Fe Pacific Gold Corporation 1700 Lincoln Street Denver, Colorado 80203

Denver, Colorado 80203 Attn: Land Department

172104

DECLARATION OF MERGER OF MINERALS SUBLEASE

Santa Fe Pacific Gold Corporation ("SFPG") hereby declares as follows:

- 1. Effective September 1, 1987, SFP Minerals Corporation and Santa Fe Pacific Mining, Inc. entered into a Minerals Sublease (the "Minerals Sublease") covering the real property described in Annex A hereto, a Memorandum of which was recorded November 30, 1987 at Book 169, Page 480 in the official records of Eureka County, Nevada.
- 2. On March 24, 1993, SFP Minerals Corporation was merged into Western Rock Products, Inc.
- 3. On April 13, 1993, Western Rock Products, Inc. was merged into Santa Fe Pacific Minerals Corporation. By name change effective June 30, 1993, Santa Fe Pacific Minerals Corporation changed its name to SFPG.
- 4. On July 1, 1994, Santa Fe Pacific Mining, Inc. merged into SFPG.
- 5. By operation of the doctrine of merger, SFPG succeeded to all right, title and interest in the Minerals Sublease.

THEREFORE, SFPG declares the Minerals Sublease to be of no further effect and validity.

SANTA FE PACIFIC GOLD CORPORATION, a Delaware corporation

By: Bruce D. Hansen
Title: Vice President

Date: March 19, 1999

STATE OF COLORADO) ss. CITY & COUNTY OF DENVER)

Subscribed and sworn to before me this 19th day of March, 1999, by Bruce D. Hansen, as Vice President of Santa Fe Pacific Gold Corporation.

My commission expires: August 2, 1999.

Witness my hand and official seal.

[SEAL]

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the J. Frankel

Section	Description	Acres
	. Township 36 North, Range 49 East	
35	SE/4 Total	160.00 160.00
21	Township 35 North, Range 48 East	640.00
27 29 33	A11 A11 A11	598.86 640.00 605.97
	Total Township 35 North, Range 49 East	2,484.83
1	All	<u>644.00</u> 644.00
	Township 34 North, Range 51 East	
27	NE/4 Total	160.00 160.00
	Township 33 North, Range 48 East	
33	E/2, except 10 acres sold to Thorton and except 17.60 acres in right-of-way	<u> 265.56</u>
	Total	265.56
	Township 33 North, Range 51 East	
1 5 9 11 13	A11 A11 A11 A11	634.72 646.78 640.00 640.00
15 17 21	All, except NW/4 SE/4 All	640.00 610.92 640.00
23 25 29	A11 A11 A11	640.00 640.00 651.60
33	All	<u>640.00</u> 7,664.02

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EUREKA COUNTY, NEVADA

Section	Description	Acres
	Township 33 North, Range 52 East	
7 17 19 29 31	All That portion within Eureka County All That portion within Eureka County All Total	625.28 120.00 635.76 120.00 631.68 2,132.72
	Township 32 North, Range 48 East	\ \
3 5 9 15 17 21 27	All All, except parcel 100' x 100' in Lot 4 All All All All All N/2, SW/4, NW/4 SE/4	659.84 669.39 640.00 640.00 640.00 520.00
2 9 33	All All Total	640.00 643.08 5,692.31
	Township 32 North, Range 49 East	
13 33	All SE/4	640.00 160.00 800.00
	Township 32 North, Range 51 East	
5 9 15 17	All All All All, except 2.07 acres in NW/4 conveyed from Southern Pacific Land Co. to AT&T	803.98 640.00 640.00 641.21
21 23 25	on 9/13/50 All All N/2, SW/4, NW/4 SE/4, S/2 SE/4, except 45.61 acres in right-of-way	640.00 640.00 554.39
27 29 33	All All All	640.00 646.80 640.00

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EUREKA COUNTY, NEVADA

Section		Acres					
		Township 8	29 North,	Range	52	East	
3 9 15 21 33	W/2 E/2 W/2 E/2, All	SW/4					319.40 320.00 320.00 480.00 640.00
		Township 8	28 North,	Range		Total East	2,079.40
5 17	All All					Total	641.40 <u>640.00</u> 1,281.40
		Township 8	28 North,	Range	52	East	
9	N/S		EURE	(A COUN	-	Total TOTAL	320.00 320.00 37,726.3B

Containing 37,726.38 acres, more or less

BOOK 326 PAGE 3/3

OFFICIAL RECORDS

RECORDED AT THE REQUEST OF

Jesta Selfucific Sold

99 MAR 29 PM 1: 19

EUREKA COUNTY NEVADA M.H. REBALEATH RECORDER FILE NO. FEE\$ /0.00

BOOK 3 2 6 PAGE 3 1 6