

BOOK 374 PAGE 211-221
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Newmont Mining Corp
2004 FEB -2 PM 3:22

EUREKA COUNTY, NEVADA
M.H. REBALEATI, RECORDER
FILE NO. **185182**
FEES *2400*

**NOTICE OF TERMINATION
OF VENTURE AGREEMENT AND VENTURE**

Recording requested by:

Newmont Mining Corporation
1700 Lincoln Street
Denver, CO 80203
ATTN: Land Department

NOTICE IS HEREBY GIVEN of the termination, effective as of December 5, 2003, of the following:

- (i) The Venture Agreement ("Agreement") that was made and entered into effective as of June 30, 2003 by and between Newmont USA Limited, d/b/a Newmont Mining Corporation, and formerly known as Newmont Gold Company, a Delaware corporation ("NUSA") and Newmont Deep Post LLC, a Nevada limited liability corporation ("Newmont Deep Post"). A Memorandum of the Agreement was recorded in the Official Records of Eureka County, Nevada on July 28, 2003 in Book 363, at pages 367-403, Reception No182245; and
- (ii) The Venture between NUSA and Newmont Deep Post pursuant to the Agreement.

Said terminations are a result of a merger between NUSA and Newmont Deep Post, as set forth in the Articles of Merger attached hereto as Exhibit A, which were filed with the Secretary of State of Nevada on December 5, 2003. NUSA is the surviving corporation pursuant to that merger.

EXECUTED effective as of the 5th day of December, 2003, regardless of the date upon which it actually is signed by NUSA.

NEWMONT USA LIMITED, d/b/a Newmont Mining Corporation, and formerly known as Newmont Gold Company, on its own behalf and as successor in interest by merger to Nevada Deep Post LLC:

By: *Donald G. Karras*
Name: Donald G. Karras
Title: Vice President

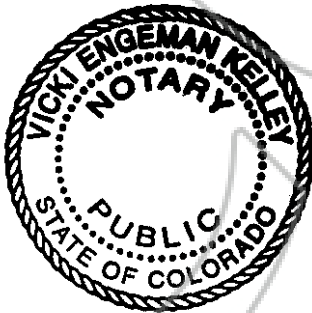
STATE OF Colorado)
) ss.
COUNTY OF Denver)

On this 22nd day of January 2004, personally appeared before me, a Notary Public, Donald G. Karras, the Vice President of NEWMONT USA LIMITED, d/b/a Newmont Mining Corporation, and formerly known as Newmont Gold Company, on its own behalf and as successor in interest by merger to Nevada Deep Post LLC, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged he/she executed the above instrument and acknowledged said instrument to be his/her voluntary act and deed made on behalf of said corporation and for the uses and purposes therein mentioned.

Vicki Engeman Kelley
Notary Public

My Commission expires:
7-16-2005

[SEAL]



JAN 21 2004



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

(8350)

FILED # C636-65

DEC 05 2003

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
SUBMIT IN DUPLICATE**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Newmont Deep Post LLC
Name of merging entity
Nevada Limited Liability Company
Jurisdiction Entity type *

Name of merging entity

Jurisdiction Entity type *

Name of merging entity

Jurisdiction Entity type *

Name of merging entity

Jurisdiction Entity type *

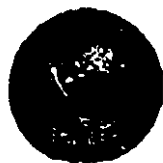
and,

Newmont USA Limited
Name of surviving entity
Delaware Corporation
Jurisdiction Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State 2003 Merger 2003
Rev. 12/01 10/24/03



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(b) The plan was approved by the required consent of the owners of:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees. See attached fee schedule.



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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable



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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

None

None

None

None

None

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached:

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: upon filing

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 50% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State, AM Merger, 2003
Revised on 10/26/03



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Articles of Merger
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- 8) Signatures – Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)* (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Newmont Deep Post LLC, a Nevada limited liability company

Name of merging entity _____
 Signature [Signature] Title Treasurer Date 12/03/03

Name of merging entity _____
 Signature _____ Title _____ Date 1/1/

Name of merging entity _____
 Signature _____ Title _____ Date 1/1/

Name of merging entity _____
 Signature _____ Title _____ Date 1/1/

Newmont USA Limited, a Delaware corporation

Name of surviving entity _____
 Signature [Signature] Title Vice President, General Counsel & Sec. Date 12/3/03

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
FOR THE MERGER OF
NEWMONT DEEP POST LLC
WITH AND INTO
NEWMONT USA LIMITED**

THIS AGREEMENT AND PLAN OF MERGER dated as of the 7th day of July, 2003, is by and between Newmont USA Limited, a Delaware corporation, located at 1700 Lincoln Street, Denver, Colorado ("Newmont USA" or the "Surviving Corporation"), and Newmont Deep Post LLC, located at 681 Sierra Rose Drive, Suite B, Reno, Nevada, a Nevada limited liability company ("Newmont Deep Post"). Newmont USA and Newmont Deep Post are sometimes referred to herein as the "Constituent Companies."

RECITALS

WHEREAS, the board of directors of Newmont USA and the sole member of Newmont Deep Post deem it advisable and generally to the advantage and welfare of the Constituent Companies and their respective shareholders and member that Newmont Deep Post be merged with and into Newmont USA (the "Merger");

NOW, THEREFORE, the Constituent Companies agree that Newmont Deep Post will be merged with and into the Surviving Corporation and that the plans, terms and conditions of the Merger shall be as follows:

PLANS, TERMS AND CONDITIONS

1. Certificate of Ownership. As of July 7, 2003:

(a) Newmont USA shall surrender its Certificate of Ownership in Newmont Deep Post;

(b) Newmont Deep Post and Newmont USA shall make the appropriate entries in their respective general ledgers to record the Merger of Newmont Deep Post into Newmont USA.

2. The Merger. On the Effective Date (as herein defined) Newmont Deep Post shall be merged with and into Newmont USA and the separate existence of Newmont Deep Post shall thereupon cease, and Newmont USA will continue as the surviving corporation under the corporate name "Newmont USA Limited."


3. Effective Date of the Merger. The Merger will become effective at such time as the Articles of Merger are duly filed with the Nevada Secretary of State, or at such other time as the parties may agree and specify in the Articles of Merger (the "Effective Date").

EXHIBIT A


4. **Articles of Incorporation; By-Laws; Directors and Officers.** At the Effective Date, the Articles of Incorporation of the Surviving Corporation will be the Articles of Incorporation of Newmont USA immediately prior to the Effective Date, until thereafter duly amended. At the Effective Date, the Bylaws of the Surviving Corporation will be the Bylaws of Newmont USA immediately prior to the Effective Date, until thereafter duly amended. After the Effective Date, the directors and officers of the Surviving Corporation will be the directors and officers of Newmont USA immediately prior to the Effective Date, until their successors are thereafter duly elected and qualified.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger on the day and year first written above.

NEWMONT DEEP POST LLC,
a Nevada limited liability company
By: NEWMONT USA LIMITED,
Its Sole Member


By: Thomas P. Mahoney
Its: Treasurer

NEWMONT USA LIMITED,
a Delaware corporation


By: Britt D. Banks
Its: Vice President, General Counsel and
Secretary

381781

COPY

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed
in this office.

JAN 20 2004

185182

BOOK 374 PAGE 221

By 
Dean Heiler