

(APN 05-030-04 and 05-030-05)
When Recorded Return To:
Robert G. Pruitt, III
PRUITT, GUSHEE & BACHTELL
1850 Beneficial Life Tower
Salt Lake City, Utah 84111

BOOK 375 PAGE 207-209
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Gerritt A. Book
2004 FEB 23 PM 2:05

EUREKA COUNTY, NEVADA
M.H. REDALEATI, RECORDER
FILE NO. 185462
FEES 16⁰⁰

MEMORANDUM
of
REAL ESTATE
OPTION AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

That **Gerritt A. Book**, 1675 Jensen Court, Battle Mountain, Nevada, 89820, as seller, does hereby grant to **ALPHA OIL, INC.**, a British Columbia Corporation, 2488 W. 49th Avenue, Vancouver, British Columbia, Canada, as buyer, pursuant to all of the terms and conditions of that certain Real Estate Option Agreement, between the parties hereto, bearing the date hereof the sole, exclusive and irrevocable right and option to Buyer to purchase and acquire all of Seller's fee simple title interest now existing or hereafter acquired in real property located in Eureka County, State of Nevada, and more particularly described in Exhibit "A", attached hereto and incorporated by this reference, together with all rights, hereditaments, and appurtenants thereto (hereinafter collectively referred to as the "Property").

The term of this Real Estate Option and Agreement is for a period of five (5) years commencing on the date hereof, unless sooner terminated or extended.

Said Real Estate Option Agreement is incorporated herein and made a part thereof in all respects as though fully set forth herein. Reference is made hereby to executed copies of said Real Estate Option Agreement in possession of Seller and Buyer, respectively.

Dated this 23rd day of February, 2004.

Gerritt A. Book
Gerritt A. Book,

ALPHA OIL, INC.

By *[Signature]*
Henry Neugebauer, President

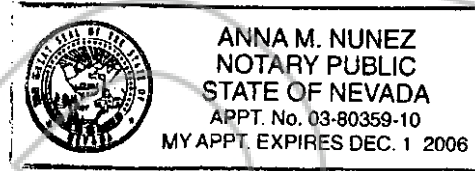
State of Nevada)
Lander :SS
County of Eureka)

On the 23 day of February, 2004, personally appeared before me **Gerrit A. Book**, who verified to me his authority to act on behalf of the Company and that said instrument was signed on behalf of said Company by the authority vested in the President pursuant to the Articles and Bylaws of the Company and that said Officer acknowledged to me that said Company executed the same.

Anna M. Nunez
NOTARY PUBLIC
Residing at: Battle Vets, N.Y.

My Commission Expires:

December 1, 2006



Vancouver
State of British Columbia)
:SS
County of Vancouver)

On the 13 day of Feb, 2004, personally appeared before me **Henry Neugebauer** who verified to me his authority to act on behalf of the Company and that said instrument was signed on behalf of said Company by the authority vested in the President pursuant to the Articles and Bylaws of the Company and that said Officer acknowledged to me that said Company executed the same.

Peter N. Crawford
NOTARY PUBLIC
Residing at: Vancouver

does not
My Commission Expires:

PETER N. CRAWFORD
BARRISTER & SOLICITOR
5670 Yew Street
Vancouver, B.C. V6M 3Y3
266-7174



A Notary Public in and for
the Province of British Columbia

EXHIBIT A

Attached to and made a part of a Memorandum of Real Estate
Option Agreement between Gerrit A. Book and Alpha Oil, Inc.

Township 31 North, Range 48 East, Mount Diablo Base and Meridian

Section 9: W½ of Lot 1 (20.055 Acres)
E½ of Lot 2 (20.145 Acres)

(containing 40.20 acres, more or less)

Signed for identification:

Gerrit A. Book
Gerrit A. Book

ALPHA OIL, INC.

By Henry Neugebauer
Henry Neugebauer, President