

BOOK 415 PAGE 326-334
 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Smith Arsen & Wilson
 2005 JUN -8 PM 2:18

EUREKA COUNTY, NEVADA
 M.N. REBALEATI, RECORDER
 FILE NO. FEES 60⁰⁰

199342

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Paul H. Shaphren (801) 530-7411

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Paul H. Shaphren, Esq.
 Callister Nebeker & McCullough
 900 Gateway Tower East
 Salt Lake City, Utah 84133

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
GREAT AMERICAN MINERALS, INC.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2825 East Cottonwood Parkway, #500 Salt Lake City UT 84121 USA

1d. TAX ID.#: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID.#, if any
68-0556778 CORP. NEVADA C9015-03 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID.#: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID.#, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SP) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
NORMAN (AGENT) LUKE

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1201 1516 DAVIS ST. VANCOUVER BC V6G1V6 CAN

4. This FINANCING STATEMENT covers the following collateral:
 See Exhibit "A" attached hereto and incorporated herein by this reference.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
 GAM 94992.1

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

OR

9a. ORGANIZATION'S NAME
Great American Minerals, Inc.

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
See Schedule 1 to Exhibit "A" attached hereto and incorporated by this reference

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

United States of America

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction -- effective 30 years
 Filed in connection with a Public-Finance Transaction -- effective 30 years

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**Name of Debtor on Related Financing Statement:
Great American Minerals, Inc.**

Additional Secured Parties

**Liberty Ermitage Gold & Resources Fund
c/o Liberty Ermitage Asset Management Jersey, Ltd., 1st Floor 47 The Esplanade, St. Helier
JE1 9LB, U.K.**

**Linssen, Matthias P.J.
Onderste Molenweg 75, Venlo LB NL-5912TW, NETHERLANDS**

**Thibodeau, Leo J.
4659 Eagle Cres., Windsor, ONT N9G 2N6, CANADA**

**Kanazaki, Tadahiro
3-7-17 Ibukino, Izumi-shi, Osaka 594-0041, JAPAN**

**Leaside West Investments Ltd.
P.O. Box 210 Ganges, Saltspring Island, British Columbia V8K 2J9, CANADA**

**Advent, Janice
14822 Hardie Ave., White Rock, British Columbia V4B 2H6, CANADA**

**Peppy Holdings, Ltd.
P. O. Box 277, Stirling, AB T0K 2E0, CANADA**

**Hardy, Jim and Janet
10823 136 St., Edmonton, AB T5N 1M1, CANADA**

**Shreepada Holdings Incorporated
30930 Polar Ave., Abbotsford, British Columbia V4X 1Y8, CANADA**

**Klassic-Fore Investments, Inc.
42805 Janzen Rd., Chilliwack, British Columbia V2R 4K4, CANADA**

**Mitchell, Ron
La Vieille Davisonnerie, La Route de la Hogue Bie, St. Savior, Jersey JE2 7UX, U.K.**

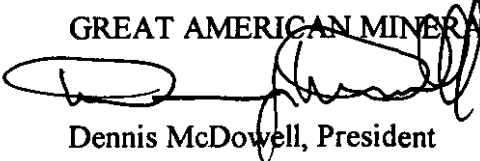
**Langer, Barbara
350 Macbeth Crescent, West Vancouver, British Columbia V7T 1V7, CANADA**

**Mark, Richard J.
383 New Dale Court, North Vancouver, British Columbia V7N 3H3, CANADA**

**Name of Debtor on Related Financing Statement:
Great American Minerals, Inc.**

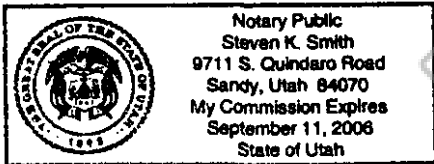
For purposes of recrodign in the Real PProeprty Records, the undersigned Great American Minerals, Inc. has executed this Financing Statement on the 28th day of May, 2005.

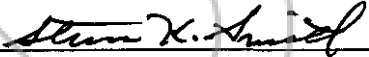
GREAT AMERICAN MINERALS, INC.


Dennis McDowell, President

STATE OF UTAH)
) : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 28 day of May, 2005, by Dennis McDowell, President of Great American Minerals, Inc., a Nevada corporation.




NOTARY PUBLIC

My Commission Expires:

9-11-06

Residing At:

9711 S. QUINDARO RD. SANDY, UT. 84070

EXHIBIT A

To Financing Statement Great American Minerals, Inc.

The Collateral shall consist of all right, title and interest of the Company in and to all real and personal property of the Company, wherever located, now owned or hereafter acquired or created, including the following:

a. All inventory as defined in the Uniform Commercial Code, wherever located, all goods, merchandise or other personal property held for sale or lease, now owned or hereafter acquired or created, all proceeds and products of the foregoing and all additions and accessions to, replacements of, insurance or condemnation proceeds of, and documents covering any of the foregoing, all leases of any of the foregoing, and all rents, revenues, issues, profits and proceeds arising from the sale, lease, license, encumbrance, collection, or any other temporary or permanent disposition of any of the foregoing or any interest therein.

b. All accounts as defined in the Uniform Commercial Code, accounts receivable, amounts owing to the Company under any rental agreement or lease, payments on construction contracts, promissory notes or on any other indebtedness, any rights to payment customarily or for accounting purposes classified as accounts receivable, and all rights to payment, proceeds or distributions under any contract, of the Company, presently existing or hereafter created, and all proceeds thereof.

c. All general intangibles of the Company, presently existing or hereafter arising, including general intangibles as defined in the Uniform Commercial Code, choses in action, proceeds, contracts, distributions, dividends, refunds, security deposits, judgments, insurance claims, any right to payment of any nature, intellectual property rights or licenses, payment intangibles, licenses, tax refunds, any other rights or assets of the Company customarily or for accounting purposes classified as general intangibles, and all documentation and supporting information related to any of the foregoing, all rents, profits and issues thereof, and all proceeds thereof.

d. All of the following:

i. All right, title and interest of the Company in and to patent applications and patents;

ii. All right, title and interest of the Company in and to trademark applications and trademarks;

iii. All copyrights of the Company and all rights and interests of every kind of the Company in copyrights and works protectable by copyright, whether now owned or hereafter acquired or created; and.

vi. All internet domain names and addresses of the Company now existing or created in the future, and all proceeds thereof.

e. All unpatented and patented mining claims, fixtures located thereon and leases or options relating thereto, owned or controlled by the Company including those detailed on Schedule 1 attached hereto.

f. All "as-extracted collateral" as such term is defined in the Uniform Commercial Code, including, without limitation, all as-extracted collateral relating to the mining claims detailed on Schedule 1.

g. All equipment and furnishings.

h. Whether or not included as general intangibles or as mining claims, the Company's interest in all joint ventures, mining partnerships, mining leases, exploration agreements and options.

i. Any and all claims, rights and interests in any of the above and all substitutions for, additions and accessions to and proceeds thereof.

COPY

Schedule 1 to Exhibit A

To Financing Statement Great American Minerals, Inc.

The following unpatented federal mining claims (the underlying mineral interest being owned by the United States of America):

Modoc County, California

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
AUR#4	CAMC-278192	T48N, R15E MDB&M §36 or T48N, R16E MDB&M §31 or T47N, R15E MDB&M §§1, 11, 12 or T47N, R16E MDB&M §§6, 7
AUR#12	CAMC-278193	
DMR#2	CAMC-278201	
DOC#33	CAMC-276826	
DOC#35	CAMC-276828	
DOC#36	CAMC-276829	
DOC#55 TO 59	CAMC-276846 TO CAMC-276850	
DOC#61	CAMC-276852	
DOC#65	CAMC-276856	
DOC#66	CAMC-276857	
AUR#14	CAMC-281128 TO CAMC-281144	
AUR#59		
AUR#65		
AUR#66		
DOC#6		
DOC#11		
DOC#12		
DOC#13		
DOC#23		
DOC#29		
DOC#34		
DOC#39		
DOC#41		
DOC#43		
DOC#44		
DOC#46		
DOC#54		

Elko County, Nevada

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
POT-1 to POT-36	NMC-841816 to NMC-841851	T31N, R52E MDB&M §§4 and 34
BK#5 to BK#21	NMC-844505 to NMC-844521	T31N, R52E MDB&M §§4 or 34
BK#22 to BK#24	NMC-821342 to NMC-821344	T31N, R52E MDB&M §§4 or 34
BK#25 to BK#28	NMC-844522 to NMC-844525	T31N, R52E MDB&M §§4 or 34
BK#100 to BK#108	NMC-844526 to NMC-844534	T31N, R52E MDB&M §§4 or 34
BK#200	NMC-844535	T31N, R52E MDB&M §§4 or 34
BK#300	NMC-844536	T31N, R52E MDB&M §§4 or 34
BK#400	NMC-844537	T31N, R52E MDB&M §§4 or 34

Lander County, Nevada

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
DF#1 to 3, 5, 7, 9, 11, 13 to 18, 19, 20, 22, 24, 26, 31-36	NMC-845304 to NMC-845327	T31N, R43E, MDB&M §30
Sadie 23 to 36	NMC-857621 to NMC-357634	T31N, R42E MDB&M §24
Sadie 41 to 54	NMC-857635 to NMC-857648	T31N, R43E MDB&M §36
Sadie 55 to 72	NMC-870846 to NMC-870853 & NMC-863351 to NMC-853360	T31N, R43E MDB&M §36
Sadie 100 to 137	NMC-866517 to NMC-866552 & NMC-870854, NMC-870855	T30N, R43E MDB&M §6

White Pine County, Nevada

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
Monte 1 to 6, 11 to 17, 36 to 51	NMC-875127 to NMC-875155	T16N, R57E MDB&M portions of §§ 16, 20, 21, 28 & 29
Monte 9 to 10	NMC-882133 to NMC-882134	T16N, R57E MDB&M portions of §§ 16, 20, 21, 28 & 29
Monte 18 to 35	NMC-882135 to NMC-882152	T16N, R57E MDB&M portions of §§ 16, 20, 21, 28 & 29
Treasure 1 to 66	NMC-882041 to NMC-882106	T15N, R57E MDB&M §§ 12, 13 & 24; T15N, R58E MDB&M §§ 6, 7, 18 & 19
Treasure 100 to 125	NMC-882107 to NMC-882132	T15N, R57E MDB&M §§ 12, 13 & 24; T15N, R58E MDB&M §§ 6, 7, 18 & 19

Eureka County, Nevada

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
Power 1 to 16	NMC-884686 to NMC-884701	T23N, R51E MDB&M portions of §§ 34 & 35
Wild Bill 1 to 22	NMC-884714 to NMC-884735	T23N, R51E MDB&M portions of §§ 9, 10 & 16
Frazier 1	NMC-884685	T23N, R51E MDB&M § 1
Frazier 2 to 4	NMC-884682 to NMC-884684	T23N, R51E MDB&M § 1
Mo 5 to 16	NMC-884702 to NMC-884713	T22N, R52E MDB&M § 8
Gabel 5 to 8	NMC-891104 to NMC-891107	T24N, R50E MDB&M portions of §§ 14, 23, 25 & 36
Gabel 15 to 51	NMC-891108 to NMC-891144	T24N, R50E MDB&M portions of §§ 14, 23, 25 & 36
EP-1 to EP-10 EP-25 to EP-32 EP-41 to EP-46	NMC-871262 to NMC-871285	T33N, R50E MDB&M portions of §§ 26 & 36
JAG #3 to 11	NMC-881990 to NMC-881998	T17N, R52E MDB&M portions of §§ 7, 8, 16 & 17
JAG #15 to 23	NMC-881999 to NMC-882007	T17N, R52E MDB&M portions of §§ 7, 8, 16 & 17
JAG #28 to 38	NMC-882007 to NMC-882018	T17N, R52E MDB&M portions of

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
		§§ 7, 8, 16 & 17
JAG #45 to 55	NMC-882019 to NMC-882029	T17N, R52E MDB&M portions of §§ 7, 8, 16 & 17
JAG #69 to 72	NMC-882030 to NMC-882033	T17N, R52E MDB&M portions of §§ 7, 8, 16 & 17
NR-1 to NR-18	NMC-871523 to NMC-871540	T21N, R52E MDB&M §§ 28, 29, 32 & 33
SSV-74 to SSV-83 SSV-110 to SSV-119 SSV-155 to SSV-164	NMC-858049 to NMC-858078	T18N, R53E MDB&M §§ 4 & 9
UNR-1 to UNR-8	NMC-861833 to NMC-861842	T23N, R48E MDB&M §§ 3 & 4
UNR-9 to UNR-22	NMC-858729 to NMC-858742	T23N, R48E MDB&M §§ 3 & 4
UNR-23 to UNR-48	NMC-861843 to NMC-861868	T24N, R48E MDB&M §§ 27 & 28 T23N, R48E MDB&M §§ 3 & 4
UNR-49 to UNR-72	NMC-870822 to NMC-870845	T23N, R48E MDB&M §§ 4, 5, 8 & 9
UNR-19 to UNR-22 UNR-73 to UNR-161 UNR-172 to UNR-181	NMC-875010 to NMC-875112	T23N, R48E MDB&M §§ 2, 3, 9, 10, 11, 15, 16, 21 & 22
UNR-196 to UNR-203 UNR-216 to UNR-223 UNR-236 to UNR-243 UNR-237, 239, 241, 243, 245, 247, 249 UNR-256 to UNR-264	NMC-875539 to NMC-875574	T23N, R48E MDB&M §§ 10, 15 & 22
UNR/GAP-1 to UNR/GAP-30	NMC-872221 to NMC-872250	T24N, R48E MDB&M §§ 3, 10 & 15
UNR/GAP-31 to UNR/GAP-44	NMC-875113 to NMC-875126	T24N, R48E MDB&M §§ 3, 10 & 15

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