

AFTER RECORDING, PLEASE RETURN TO:
Alan Branham
2778 Spokane Creek Road
East Helena, MT 59635

BOOK 434 PAGE 349-354
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Parr Waddoups Brown & Lovell
2006 APR 10 PM 1:49

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 44.00

204440

MEMORANDUM OF
MINERAL LEASE AGREEMENT

NOTICE IS HEREBY GIVEN that, effective as of the 1st day of March, 2006 (the "Effective Date"), JANELLE DIETRICH, KENNETH CAMPBELL and JACQUALEENE CAMPBELL, whose addresses are c/o Janelle Dietrich, P.O. Box 27, Eureka, Nevada 89316 (collectively, "Lessor"), and ALAN DAVID BRANHAM, whose address is 2778 Spokane Creek Road, East Helena, Montana 59635 ("Lessee"), have entered into a Mineral Lease Agreement (the "Agreement") concerning the real property in Eureka County, Nevada described in *Exhibit A* attached hereto and incorporated herein, including any amendments or relocations thereof and all ores, minerals, surface and mineral rights and all water rights and improvements, easements, licenses, rights-of-way, permits and other interests appurtenant thereto, which property is referred to collectively in the Agreement and herein as the "Premises."

Under the terms of the Agreement, Lessor has granted to Lessee, and does hereby grant to Lessee, the exclusive right to explore, develop and mine the Premises.

Lessor is entitled under the Agreement to receive certain quarterly payments and to receive a royalty on mineral production from the Premises.

The term of the Agreement is for an initial period of ten years from and after the Effective Date, which period may be extended in Lessee's discretion for another ten years, and so long thereafter as Lessee continues to be engaged in Mining Operations (as defined in the Agreement), unless sooner terminated as provided in the Agreement.

The Agreement allows Lessor and Lessee and their respective successors to assign or otherwise transfer their respective interests in the Agreement and in the Premises in whole or in part provided that the assignee agrees in writing to assume all, or a portion of all if applicable, obligations of Lessor or Lessee under the Agreement, as the case may be, but no such transfer shall be effective against the non-transferring party until that party has received written notice of the transfer in accordance with the terms of the Agreement.

The Agreement is incorporated herein by this reference and made a part hereof. Copies of the Agreement are in the possession of the parties at the addresses shown in the first paragraph of this document. The execution and recording of this document shall not limit, increase or in any manner affect any of the terms of the Agreement, or the rights, interests or obligations of the parties thereunder.

This document may be executed in multiple counterparts and all counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed this document on the dates set forth in the acknowledgements below but effective as of the Effective Date.

Lessor:


JANELLE DIETRICH


KENNETH CAMPBELL


JACQUALEENE CAMPBELL

Lessee:


ALAN DAVID BRANHAM

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

On this 2 day of March, 2006, personally appeared before me, a Notary Public, JANELLE DIETRICH, who acknowledged that she executed the above instrument.



Daniel A. Jensen
NOTARY PUBLIC, residing in
Davis County, Utah

My commission expires:

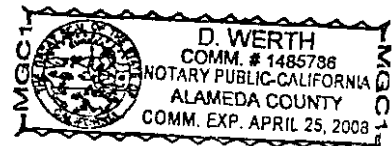
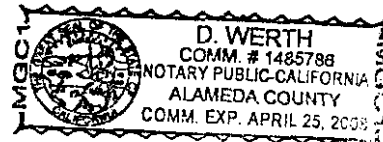
STATE OF California)
) : ss.
COUNTY OF Alameda)

On this 3rd day of March, 2006, personally appeared before me, a Notary Public, KENNETH CAMPBELL, who acknowledged that he executed the above instrument.

[seal]

My commission expires:
4-25-08

[Signature]
NOTARY PUBLIC, residing in
Fremont, California



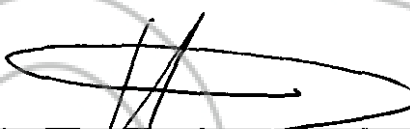
STATE OF California)
COUNTY OF Alameda) ss.

On this 3rd day of March, 2006, personally appeared before me, a Notary Public, JACQUALEENE CAMPBELL, who acknowledged that she executed the above instrument.

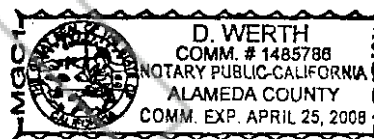
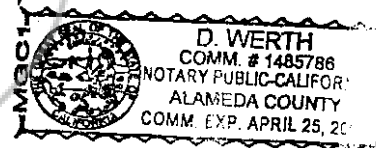
[seal]

My commission expires:

4-25-08


NOTARY PUBLIC, residing in

Fremont, Ca.



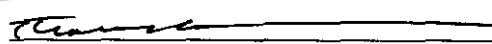
STATE OF MONTANA)
COUNTY OF LEWIS AND CLARK) ss.

On this 13th day of MARCH, 2006, personally appeared before me, a Notary Public, Alan David Branham, who acknowledged that he executed the above instrument.

[seal]

My commission expires:

1-8-2010


NOTARY PUBLIC, residing in HELENA, MT

FRANK MORRISON

Exhibit A

Premises

41 unpatented lode mining claims located in Eureka County, Nevada, as described more particularly below.

<u>Township</u>	<u>Range</u>	<u>Section</u>	<u>Claim Name</u>	<u>BLM Serial No. (NMC)</u>	<u>Owner</u>
15N	52E	2	Black Hill #1	82892	Janelle Dietrich
16N	52E	34	Black Hill #2	82893	Janelle Dietrich
16N	52E	34	Black Hill #3	82894	Janelle Dietrich
15N	52E	2	Black Hill #4	82895	Janelle Dietrich
15N	52E	2	Black Hill #7	82896	Janelle Dietrich
15N	52E	2	Black Hill #8	82897	Janelle Dietrich
15N	52E	2	Black Hill #9	82898	Janelle Dietrich
15N	52E	3	Black Hill #10	82899	Janelle Dietrich
15N	52E	2	Black Iron #1	82900	Janelle Dietrich
16N	52E	34	Black Iron #3	82901	Janelle Dietrich
15N	52E	2	Black Iron #4	82902	Janelle Dietrich
15N	52E	2	Black Iron #5	82903	Janelle Dietrich
15N	52E	2	Black Iron #6	82904	Janelle Dietrich
15N	52E	2	Flat #1	82905	Kenneth Campbell
15N	52E	2	Flat #2	82906	Kenneth Campbell
15N	52E	2	Flat #5	82907	Kenneth Campbell
15N	52E	2	Flat #10	82908	Kenneth Campbell
15N	52E	2	Flat #11	82909	Kenneth Campbell
15N	52E	1	Flat #12	82910	Kenneth Campbell
15N	52E	1	Flat #13	82911	Kenneth Campbell
16N	52E	35	Manganese #3	82912	Janelle Dietrich
16N	52E	35	Rattler #1	82913	Jacqualeene Campbell
16N	52E	35	Rattler #2	82914	Jacqualeene Campbell
16N	52E	35	Rattler #3	82915	Jacqualeene Campbell
16N	52E	26	Rattler #4	82916	Jacqualeene Campbell
15N	52E	35	Rift #1	82917	Janelle Dietrich
15N	52E	26	Rift #2	82918	Janelle Dietrich
15N	52E	35	Rift #3	82919	Janelle Dietrich
15N	52E	26	Rift #4	82920	Janelle Dietrich
15N	52E	2	Clyde #1	82921	Janelle Dietrich
16N	52E	35	Clyde #2	82922	Janelle Dietrich
16N	52E	35	Clyde #3	82923	Jacqualeene Campbell
16N	52E	35	Clyde #4	82924	Jacqualeene Campbell
16N	52E	35	Clyde #5	82925	Jacqualeene Campbell
16N	52E	35	Clyde #6	82926	Jacqualeene Campbell
15N	52E	1	Clyde #7	82927	Jacqualeene Campbell
16N	52E	35	Clyde #8	82928	Jacqualeene Campbell
15N	52E	2	Black Hill #11	793247	Janelle Dietrich

<u>Township</u>	<u>Range</u>	<u>Section</u>	<u>Claim Name</u>	<u>BLM Serial No. (NMC)</u>	<u>Owner</u>
15N	52E	2	Black Hill #12	793248	Janelle Dietrich
15N	52E	2	Black Hill #13	793249	Janelle Dietrich
15N	52E	2	Black Hill #14	793250	Janelle Dietrich