

Official Record

Recording requested By
GREAT AMERICAN MINERALS

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$85.00

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

E FORM

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
2180 South 1300 East, Suite 600
Salt Lake City, Utah 84106

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 I.D.# SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL I.D.#, if any
68-0556778 CORP. NEVADA NVC9015-03 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 I.D.# SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL I.D.#, 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
GALLAGHER, BRIODY & BUTLER (AGENT)

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
300 PARK AVENUE, 17TH FLOOR NEW YORK CITY NY 11022 USA

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

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

Additional Secured Parties

Hugh Cohen	612 Fairway Court Marietta, GA 30068
Herbert Arnold Duke	12818 Glen Road N. Potomac, MD 20878
Brad R. Gibson & Suzanne Gadd Gibson JTWROS	169 Keeler Drive Ridgefield, CT 06877
Gail Flynn	3927 Oberlin Court Tucker, GA 30084
David R. Holbrooke	685 Spring St. PMB112 Friday Harbor, WA 98260
Mark Krakowski	1033 Foxcroft Circle SW Rochester, MN 55902
Robert T. Kolb Pension Plan & Trust	P.O. Drawer 21307 Hilton Head Isl., SC 29925
Michel Clemence	26 Ch. Crets-de-Champel Geneva, Switzerland 1206
Blue Sky Securities Limited	Caledonian House 69 Dr. Roy's Drive Georgetown, Cayman Islands
Mircas Foundation	OEHR: Treuhand Am Bühel 1 Mauren, Liechtenstein 9493
James Wayne Hill & Ruth C. Hill JTWROS	6747 Holly Springs Road Clermont, GA 30527
Judith Phillips	201 West 70 th 41F New York, NY 10023
Eastern Shore Investors	24783 Smithville Rd. Worton, MD 21678
Grinspan-Ernst PSP	P.O. Box 285 Bala Cynwyd, PA 19004
IRA FBO Angus Morrison, Pershing LLC as Custodian	365 Stanyan Pt Alpharetta, GA 30022
Herbert Arnold Duke	12818 Glen Rd Potomac, MD 20878
James R. Echols, Sr.	4182 Ridgeway Dr. Duluth, GA 30097
IRA FBO James W. Krause Pershing LLC as Custodian	2001 Norland Circle Court Alpharetta, GA 30022
Joseph J. Jillson	1100 Hawks Club Drive Ball Ground, GA 30107
Samir Barakat & Claudia Marseille	161 Alpine Terrace Oakland, CA 94618
Equity Trust Company, Custodian FBO Ralph W. Kettell, SEP IRA	2905 Greencastle Road Burtonsville, MD 20866



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Marlene Macdonald	#119-15550 26 th Ave Surrey, B.C. Canada V4P 1C6
John Joseph Hardy	2301 N. Aldemarle St. Arlington, VA 22207
Damian Kunko	4517 16 th Street North Arlington, VA 22207
Richard Louise	1205 Johnson Ferry 136-226 Marietta, GA 30068
Michael Harvey & Lyn Harvey JTWROS	13727 Travilah Road Rockville, MD 20850
Joe Wolfe	2605 Chimney Springs Drive Marietta, GA 30662
John T. & Peggy M. Cella JTWROS	8935 River Landing Way Sandy Springs, GA 30350
John P. O'Shea	100 Wall St., 7 th Floor New York, NY 10005
Frank L. Kramer	7676 E. Arizona Dr. Denver, CO 80231
John B. Marsala	215 E 68 th Street, 18T New York, NY 10021
Andrew Krauss & Sharon Krauss JTEN	2409 Lennox Dr Germantown, TN 38138
Horizon Capital Fund LP	75 Maiden Lane, Suite 215 New York, NY 10038
Frances Luskind Trust dtd 1/10/51	200 E. 64 th Street, #30A New York, NY 10021
JSA Investments LLC	19500 Turnberry Way Aventura, FL 33180
Daniel E. Larson	3250 Woodland Shores Dr. Decatur, IL 62521
Jeffrey J. McLaughlin	38 Rapids Road Stamford, CT 06908
Barry Honig	3269 Harrington Dr. Boca Raton, FL 33496
Renee Honig	3269 Harrington Dr. Boca Raton, FL 33496

EXHIBIT A

To Financing Statement Great American Minerals, Inc.

The Collateral shall consist of all right, title and interest of the Debtor in and to all real and personal property of the Debtor, whether presently owned or existing or hereafter acquired or coming into existence, wherever situated, and all additions and accessions thereto and all substitutions and replacements thereof, and all proceeds, products and accounts thereof, including, without limitation, all proceeds from the sale or transfer of the Collateral and of insurance covering the same and of any tort claims in connection therewith, and all dividends, interest, cash, notes, securities, equity interest or other property at any time and from time to time acquired, receivable or otherwise distributed in respect of, or in exchange for, any or all of the Pledged Securities (as defined below):

(i) All goods, including, without limitations, (A) all machinery, equipment, computers, motor vehicles, trucks, tanks, boats, ships, appliances, furniture, special and general tools, fixtures, test and quality control devices and other equipment of every kind and nature and wherever situated, together with all documents of title and documents representing the same, all additions and accessions thereto, replacements therefor, all parts therefor, and all substitutes for any of the foregoing and all other items used and useful in connection with any Debtor's businesses and all improvements thereto; and (B) all inventory;

(ii) All contract rights and other general intangibles, including, without limitation, all partnership interests, membership interests, stock or other securities, rights under any of the Organizational Documents, agreements related to the Pledged Securities, licenses, distribution and other agreements, computer software (whether "off-the-shelf", licensed from any third party or developed by any Debtor), computer software development rights, leases, franchises, customer lists, quality control procedures, grants and rights, goodwill, trademarks, service marks, trade styles, trade names, patents, patent applications, copyrights, and income tax refunds;

(iii) All accounts, together with all instruments, all documents of title representing any of the foregoing, all rights in any merchandising, goods, equipment, motor vehicles and trucks which any of the same may represent, and all right, title, security and guaranties with respect to each account, including any right of stoppage in transit;

(iv) All documents, letter-of-credit rights, instruments and chattel paper;

(v) All commercial tort claims;

(vi) All deposit accounts and all cash (whether or not deposited in such deposit accounts);

(vii) All investment property;

(viii) All supporting obligations;

(ix) All files, records, books of account, business papers, and computer programs;

(x) All unpatented and patented mining claims, fixtures located thereon and leases or options relating thereto, owned or controlled by any Debtor ("Mining Claims");

(xi) All as-extracted collateral, including all as-extracted collateral relating to a Debtor's Mining Claims;

(xii) Whether or not included as general intangibles or as Mining Claims, any Debtor's interest in all joint ventures, mining partnerships, mining leases, exploration agreements and options; and

(xii) The products and proceeds of all of the foregoing Collateral set forth in clauses (i)-(xiii) above.

Without limiting the generality of the foregoing, the "Collateral" shall include all investment property and general intangibles respecting ownership and/or other equity interests in any subsidiary of Debtor, and any other shares of capital stock and/or other equity interests of any other direct or indirect subsidiary of any Debtor obtained in the future, and, in each case, all certificates representing such shares and/or equity interests and, in each case, all rights, options, warrants, stock, other securities and/or equity interests that may hereafter be received, receivable or distributed in respect of, or exchanged for, any of the foregoing (all of the foregoing being referred to herein as the "Pledged Securities") and all rights arising under or in connection with the Pledged Securities, including, but not limited to, all dividends, interest and cash.

The Collateral shall include all "Intellectual Property" of the Debtor, meaning the collective reference to all rights, priorities and privileges relating to intellectual property, whether arising under United States, multinational or foreign laws or otherwise, including, without limitation, (i) all copyrights arising under the laws of the United States, any other country or any political subdivision thereof, whether registered or unregistered and whether published or unpublished, all registrations and recordings thereof, and all applications in connection therewith, including, without limitation, all registrations, recordings and applications in the United States Copyright Office, (ii) all letters patent of the United States, any other country or any political subdivision thereof, all reissues and extensions thereof, and all applications for letters patent of the United States or any other country and all divisions, continuations and continuations-in-part thereof, (iii) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade dress, service marks, logos, domain names and other source or business identifiers, and all goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, and all common law rights related thereto, (iv) all trade secrets arising under the laws of the United States, any other country or any political subdivision thereof, (v) all rights to obtain any reissues, renewals or extensions of the foregoing, (vi) all licenses for any of the foregoing, and (vii) all causes of action for infringement of the foregoing.

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

Claim Name(s)	BLM Serial Numbers	General Location
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

Claim Name(s)	BLM Serial Numbers	General Location
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

<u>Claim Name(s)</u>	<u>BLM Serial Numbers</u>	<u>General Location</u>
JAG #28 to 38	NMC-882007 to NMC-882018	T17N, R52E MDB&M portions of §§ 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