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Official Record

Recording requested By
MARVEL & KUMP

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$17.00

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RPTT:

Recorded By: FES

Book- 0483 Page- 0352

APN# _____

Recording Requested by and Return To:

Name Marvel & Kump, Ltd.

Address 217 Idaho Street

City/State/Zip Elko, NV 89801



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Memorandum of Lease
Amendment Agreement

(Title of Document)

This cover page must be typed or printed

MEMORANDUM OF LEASE AMENDMENT AGREEMENT

THIS MEMORANDUM OF LEASE AMENDMENT AGREEMENT, dated this 3rd day of December, 2008, discloses of record that Newmont USA Limited, a Delaware corporation, successor of interest to Newmont Gold Company, a Delaware corporation ("LESSEE"), the mailing address of which is 555 5th Street, Elko, Nevada 89801, and Gold Quarry Royalty Trust, a trust organized under the laws of Nevada, whose mailing address for the purposes hereof is, 1220 Virginia Road, San Marino, California 91108, Charles B. Thornton, Jr., in his capacity as Trustee, and the same Charles B. Thornton and Wm. Laney Thornton, in their individual capacities and as the sole beneficiaries of the Gold Quarry Royalty Trust (hereinafter collectively referred to as "LESSOR"), entered into a Lease Amendment Agreement dated March 18, 1993 (the "Amendment"). Pursuant to the terms and conditions of the Amendment, the parties did amend certain terms and provisions of that Mining Lease dated as of August 20, 1982, between Carlin Gold Mining Company (predecessor to the Newmont Gold Company and Newmont USA Limited) and T Lazy S Ranch (predecessor to Gold Quarry Royalty Trust), Charles B. Thornton, Jr., and William Laney Thornton, a Memorandum of which was recorded in the official records of Eureka County, Nevada on August 20, 1982, in Book 104 at Page 444 (the "Mining Lease"). The Mining Lease, as amended, covers LESSOR's undivided forty-five percent (45%) interest in the mineral rights, in, on or under certain real property situated in Eureka County, Nevada, more particularly described as follows:

Township 34 North, Range 51 East, M.D.B. &M.

Section 35: Lots 1, 2, 4, 5, 7, 8, 9, 10, 11; E $\frac{1}{2}$ NW $\frac{1}{4}$ SW $\frac{1}{4}$; NE $\frac{1}{4}$ SW $\frac{1}{4}$; NW $\frac{1}{4}$ NE $\frac{1}{4}$;
E $\frac{1}{2}$ SW $\frac{1}{4}$ NE $\frac{1}{4}$; E $\frac{1}{2}$ NE $\frac{1}{4}$ NW $\frac{1}{4}$; and NW $\frac{1}{4}$ SE $\frac{1}{4}$
Eureka County, Nevada

Containing 522.36 acres, more or less.

The Parties confirm that the Mining Lease, as amended, reserved to the Lessor a production royalty and a minimum annual royalty all as more particularly described therein. The Parties hereby further confirm that the term of the Mining Lease, as amended, is for a period, commencing on March 18, 1993, ending at midnight (12:00 a.m.) on August 1, 2019, and for so long thereafter as provided under the terms of said Mining Lease, as amended, unless sooner terminated, forfeited or surrendered.

The Mining Lease, as amended by the Amendment, is in full force and effect enforceable by its terms. All of the terms and conditions thereof, are incorporated herein and made a part hereof as if set forth in full. The consideration for such is recited therein.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Lease Amendment Agreement as of the day and year first above written.

NEWMONT USA LIMITED:

LESSOR:

By: *Richard J. Matthews*

Title: Vice President

By: *C.B. Thornton, Jr.*

Name: Charles B. Thornton, Jr.

Title: Trustee



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CERTIFICATE OF ACKNOWLEDGEMENT

State of California
County of Los Angeles

On Dec 5/08 before me, VICKI LE MERE Notary Public
DATE

personally appeared CHARLES B. THORNTON JR.
NAME(S) OF SIGNER(S)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Vicki Le Mere (Seal)
(notary)



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STATE OF California)

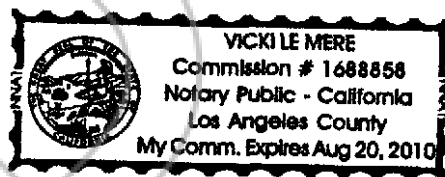
COUNTY OF Los Angeles)

On this 5th day of December 2008, personally appeared before me, a Notary Public, VICKI LE MERE a qualified and acting Trustee of Gold Quarry Royalty Trust, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

Vicki Le Mere

Notary Public

My Commission Expires:



STATE OF Nevada)

COUNTY OF Elko)

On this 3rd day of December 2008, personally appeared before me, a Notary Public, Richard J. Matthews as Vice President of Newmont USA Limited, a Delaware corporation, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

P.J. Glass

Notary Public

My Commission Expires: April 11, 2010

