

DOC # 0214372

12/22/2009

01:06 PM

Official Record

Recording requested By
NEWMONT MINING CORP

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$21.00

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RPTT

Recorded By: FES

Book- 496 Page- 0260

RECORDING REQUESTED BY AND RETURN TO:
NEWMONT MINING CORPORATION

Attn: Land Department
1165 Mountain City Highway
Elko, Nevada 89801

The undersigned hereby affirms that this document submitted
for recording does not contain a social security number.



THIRD AMENDMENT TO SITE LEASE AND ACCESS AGREEMENT

THIS THIRD AMENDMENT TO SITE LEASE AND ACCESS AGREEMENT ("Third Amendment") is made effective the 1st day of September, 2009 by and between ConocoPhillips Company, a Delaware corporation, ("ConocoPhillips.") and Newmont USA Limited, doing business in Nevada as Newmont Mining Corporation, ("Newmont").

RECITALS

WHEREAS, CONOCO INC, a Delaware corporation, and NEWMONT GOLD COMPANY, a Delaware corporation, entered into a Site Lease and Access Agreement dated May 12, 2000 ("Site Lease") concerning a certain parcel of land situated in Eureka County, Nevada, more particularly described in Exhibits "A", "A1", "B" and B1" attached hereto (the "Premises" and "Access Road"), and was recorded in the Official Records of the Eureka County Records Office in Book 335, Page 185 and in Book 339, Page 219, and also entered into an Agreement for Supply of Lubricants and Construction and Operation of Transload Facility dated May 12, 2000 ("Supply Agreement"); and,

WHEREAS, ConocoPhillips, (successor in interest by merger of Conoco, Inc.), and Newmont, (successor in interest to Newmont Gold Company) executed an Amendment No. 1 to the Site Lease and an Amendment No. 1 to the Supply Agreement on May 10, 2004; and,

WHEREAS, ConocoPhillips and Newmont executed an Amendment No. 2 to the Site Lease and an Amendment No. 2 to the Supply Agreement effective May 15, 2009; and,

WHEREAS, ConocoPhillips and Newmont desire to further modify the Site Lease as set forth below.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged by the parties, ConocoPhillips and Newmont agree as follows:

AGREEMENT

1. For purposes of the Site Lease, the term "Premises" shall refer to those lands described on Exhibit "A" and depicted on Exhibit "A1", attached hereto.

2. For purposes of the Site Lease, the term "Access Road" shall refer to those lands described on Exhibit "B" and depicted on Exhibit "B1", attached hereto.

3. The remaining terms of the Site Lease shall remain in full force and effect, and are unaffected by the terms of this Amendment.

IN WITNESS WHEREOF, this Amendment has been executed effective as of the date first above written.

NEWMONT USA LIMITED

By: *Richard J. Matthews*
Name: Richard J. Matthews
Title: Vice President

CONOCOPHILLIPS COMPANY

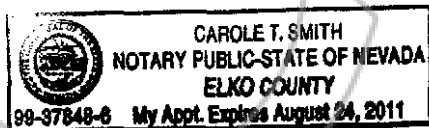
By: *J. T. Libert*
Name: J. T. LIBERT
Title: GM LUBRICANTS



STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

This instrument was acknowledged before me on this 16 day of December, 2009 by Richard J. Matthews, as vice president of NEWMONT USA LIMITED doing business in Nevada as NEWMONT MINING CORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Carole T. Smith
Notary Public
My commission expires: 8/24/11

STATE OF Texas)
COUNTY OF Harris) ss.

This instrument was acknowledged before me on this 9th day of December, 2009, by Jim Lubata, as General Manager of CONOCOPHILLIPS COMPANY.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Patti Lynn Emerson
Notary Public
My commission expires: 7-6-2013

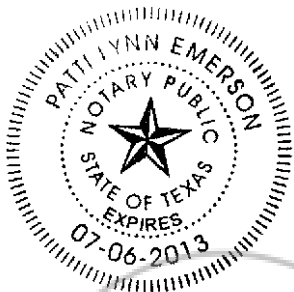


EXHIBIT A
TO
THIRD AMENDMENT TO SITE LEASE AND ACCESS AGREEMENT
CONOCOPHILLIPS COMPANY LEASE PREMISES
September 17, 2009

A parcel of land located in Section 32, T. 33 N., R. 48 E., M.D.B. & M., Eureka County, Nevada, more particularly described as follows:

Commencing at the Southeast corner of said Section 32, a point from which the South 1/4 corner of said Section 32 bears N 89° 07' 58" W, 2579.20 feet, thence N 44° 12' 22" W, 3056.81 feet to Corner No. 1, the true point of beginning;

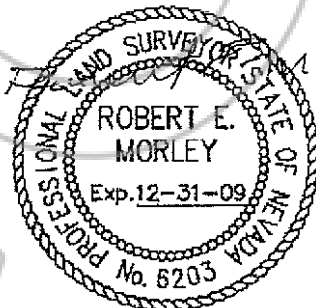
Thence S 68° 57' 50" W, 365.00 feet to Corner No. 2;

Thence N 21° 02' 10" W, 110.00 feet to Corner No. 3;

Thence N 68° 57' 50" E, 365.00 feet to Corner No. 4;

Thence S 21° 02' 10" E, 110.00 feet to Corner No. 1, the point of beginning, containing 0.922 acres, more or less.

Reference is hereby made to Exhibit A1, Map of Lease Premises for Third Amendment to Site Lease and Access Agreement for ConocoPhillips Company, attached hereto and made a part hereof.



Prepared by Robert E. Morley, PLS
640 Idaho Street

High Desert Engineering
Elko, NV 89801

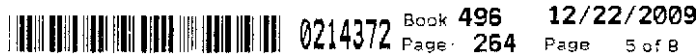


EXHIBIT B
TO
THIRD AMENDMENT TO SITE LEASE AND ACCESS AGREEMENT
CONOCOPHILLIPS COMPANY ACCESS ROAD
September 17, 2009

A parcel of land located in Sections 32 and 33, T. 33 N., R. 48 E., M.D.B. & M., Eureka County, Nevada, more particularly described as follows:

Commencing at the Southeast corner of said Section 32, a point from which the South 1/4 corner of said Section 32 bears N 89° 07' 58" W, 2579.20 feet, thence N 15° 11' 41" E, 3276.29 feet to Corner No. 1, a point being on the Northwestern right of way line of Interstate Route 80, the true point of beginning;

Thence S 70° 14' 48" W, 120.29 feet along the said Northwestern right of way line of Interstate Route 80, to Corner No. 2;

Thence from a tangent bearing N 19° 45' 12" W, on a curve to the left with a radius of 66.71 feet, through a central angle of 90° 27' 08", for an arc length of 105.31 feet to Corner No. 3;

Thence S 69° 47' 40" W, 1026.61 feet to Corner No. 4;

Thence S 68° 57' 50" W, 469.69 feet to Corner No. 5;

Thence S 70° 03' 49" W, 1497.42 feet to Corner No. 6;

Thence S 68° 57' 50" W, 370.15 feet to Corner No. 7;

Thence S 70° 03' 49" W, 1592.95 feet to Corner No. 8;

Thence from a tangent bearing S 70° 03' 49" W, on a curve to the right with a radius of 85.39 feet, through a central angle of 201° 56' 46", for an arc length of 300.97 feet to Corner No. 9;

Thence S 87° 59' 25" E, 333.38 feet to Corner No. 10;

Thence N 70° 03' 49" E, 1161.67 feet to Corner No. 11;

(Continued on Page 2)

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Exhibit B to
Third Amendment To Site Lease And Access Agreement
ConocoPhillips Company Access Road
Continued from Page 1

Thence N 19° 56' 11" W, 121.24 feet to Corner No. 12

Thence N 68° 57' 50" E, 132.33 feet to Corner No. 13, a point being the most
Westerly corner of the ConocoPhillips Company ("ConocoPhillips") Lease Premises;

Thence S 21° 02' 10" E, 110.00 feet along the Westerly line of the said
ConocoPhillips Lease Premises to Corner No. 14, a point being the most Southerly corner
of the said ConocoPhillips Lease Premises;

Thence N 68° 57' 50" E, 365.00 feet along the Southerly line of the said
ConocoPhillips Lease Premises to Corner No. 15, a point being the most Easterly corner of
the said ConocoPhillips Lease Premises;

Thence N 21° 02' 10" W, 110.00 feet along the Easterly line of the said
ConocoPhillips Lease Premises to Corner No. 16, a point being the most Northerly corner
of the said ConocoPhillips Lease Premises;

Thence N 68° 05' 14" E, 100.30 feet to Corner No. 17;

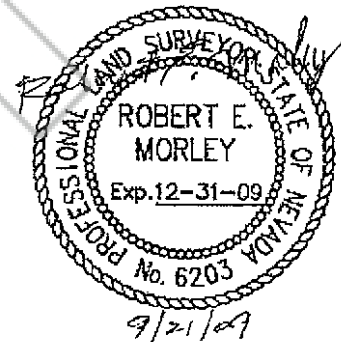
Thence S 19° 56' 11" E, 127.14 feet to Corner No. 18;

Thence N 70° 03' 49" E, 1359.77 feet to Corner No. 19;

Thence N 68° 57' 50" E, 469.60 feet to Corner No. 20;

Thence N 69° 47' 40" E, 1106.55 feet to Corner No. 21;

Thence from a tangent bearing N 69° 47' 40" E, on a curve to the right with a radius
of 107.34 feet, through a central angle of 90° 27' 08", for an arc length of 169.46 feet to
Corner No. 1, the point of beginning, containing 6.444 acres more or less.



Reference is hereby made to Exhibit B1, Map of Access Road for Third Amendment to
Site Lease and Access Agreement, for ConocoPhillips Company, attached hereto and made
a part hereof.

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Prepared by Robert E. Morley, PLS
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