

AGREEMENT

This agreement made as of this 10th day of August, 1974, at Scottsdale, Arizona, by and between IRVING SLUTSKY and WILLIAM ZUCKERMAN, parties of the first part, and ELY ADES and R. H. WININGER, parties of the second part.

The purpose of this agreement is to set forth the parties' understanding in respect of the purchase of any and all minerals, materials and tailings, by means of assignments, options, purchase or otherwise, located within or upon an area known as the "Caselton Plant" near Pioche, Nevada, which items may be acquired from or through ITI Corporation and/or Abaron Corporation from Combined Metals Reduction Company, or its lawful representative, and as approved by appropriate judicial authority.

It is acknowledged and agreed by the undersigned that (i) the parties of the first part have advanced monies in the approximate sum of Ten Thousand Dollars (\$10,000.00) toward the accomplishment of the aforesaid purpose and (ii) the aforesaid purpose shall be pursued solely through the entity of a corporation to be formed by the undersigned.

It is further acknowledged and agreed that the parties of the first part and the parties of the second part shall share equally in any and all benefits and monies derived from transactions arising from the aforesaid purpose.

The parties of the first part agree, as follows:

1. To advance in their sole discretion such additional

- monies to obtain samples of earth and minerals and to deliver them to third persons for assay and evaluation and eventual sale; and
- 2. To provide in their sole discretion letters of intent to third persons showing a substantial net worth or bank references for the purpose of indicating their ability to go through with the purpose hereof.

It is agreed by the undersigned that any monies advanced by the parties of the first part for the aforesaid purpose will be repaid thereto from gross receipts before any monies are paid and/or divided among the parties of the second part.

This agreement is preliminary in nature and is to be expanded by another agreement between the undersigned or by means of the corporate entity to be formed.

Irving Slutsky

 Irving Slutsky

Ely Ades

 Ely Ades

William Zuckerman

 William Zuckerman

R. H. Winger

 R. H. Winger

STATE OF ARIZONA)
 COUNTY OF MARICOPA) SS:
 I, _____, Notary Public for the State of Arizona, do hereby certify that the foregoing instrument was acknowledged before me this 11th day of April, 1978, by R. H. Winger, and _____, and that they are the persons whose names are subscribed to the same.

 NOTARY PUBLIC
 My Commission Expires July 1, 1981



No. 61749
 FILED AND RECORDED AT REQUEST OF
 R. H. WINGER
 APRIL 12, 1978
 AT 20 MINUTES PAST 1 O'CLOCK
 LINCOLN COUNTY, NEVADA, RECORDS

 CLERK