

DEC 11

AMENDMENT NO. 1
TO
OPTION AGREEMENT

This Amendment No. 1 to Option Agreement is made between Frejonley Mining, Inc., a Utah corporation, as Lessor, and Texasgulf West Inc., a Delaware corporation, as Lessee.

Recitals:

1. The parties entered into a certain Option Agreement dated April 28, 1980, covering unpatented lode mining claims located in Lincoln County, Nevada;
2. The Bureau of Land Management has questioned the status of the claims;
3. Without conceding the correctness of the BLM position Lessor has caused the claims to be re-located and in doing so designated them by new names, namely Black Prince No. 1 through No. 32;
4. The parties want to amend the Option Agreement dated April 28, 1980 to describe the claims subject thereto as the relocated claims with their new names;

The parties agree:

1. Exhibit A of the Option Agreement dated April 28, 1980 is amended to the form attached hereto labeled "Exhibit A per Amendment No. 1".
2. In all other respects said Option Agreement is confirmed. Signed effective the 19th day of November, 1980.

LESSEE: [Signature]
Texasgulf Western Inc.

LESSOR:
Frejonley Mining, Inc.

by [Signature]
Its President

by [Signature]
Its President

EXHIBIT A PER AMENDMENT NO. 1

(Attached to and forming a part of Option Agreement dated April 28, 1980, between Frejonley Mining, Inc. and Texasgulf Western Inc.)

CLAIMS

The following thirty two (32) unpatented load mining claims located in the Highland Mining District, Lincoln County, Nevada:

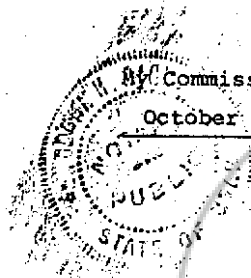
<u>Claim Name</u>	<u>Date Located</u>	<u>Recorded</u>		<u>BLM Serial No.</u>
		<u>Book</u>	<u>Page</u>	
Black Prince No. 1	10/26/80	40	259	NMC 171594
Black Prince No. 2	"	40	260	171595
Black Prince No. 3	"	40	261	171596
Black Prince No. 4	"	40	262	171597
Black Prince No. 5	"	40	263	171598
Black Prince No. 6	"	40	264	171599
Black Prince No. 7	"	40	265	171600
Black Prince No. 8	"	40	266	171601
Black Prince No. 9	"	40	267	171602
Black Prince No. 10	"	40	268	171603
Black Prince No. 11	"	40	269	171604
Black Prince No. 12	"	40	270	171605
Black Prince No. 13	"	40	271	171606
Black Prince No. 14	"	40	272	171607
Black Prince No. 15	"	40	273	171608
Black Prince No. 16	"	40	274	171609
Black Prince No. 17	"	40	275	171610
Black Prince No. 18	"	40	276	171611
Black Prince No. 19	"	40	277	171612
Black Prince No. 20	"	40	278	171613
Black Prince No. 21	"	40	279	171614
Black Prince No. 22	"	40	280	171615
Black Prince No. 23	"	40	281	171616
Black Prince No. 24	"	40	282	171617
Black Prince No. 25	"	40	283	171618
Black Prince No. 26	"	40	284	171619
Black Prince No. 27	"	40	285	171620
Black Prince No. 28	"	40	286	171621
Black Prince No. 29	"	40	287	171622
Black Prince No. 30	"	40	288	171623
Black Prince No. 31	"	40	289	171624
Black Prince No. 32	"	40	290	171625

STATE OF UTAH)
COUNTY OF Salt Lake) ss.

On the 19th day of November, 1980, personally appeared before me Lory M. Free, who, being by me duly sworn, did say that he is the President of Frejonley Mining, Inc., and that the above instrument was signed in behalf of said corporation.

Larry M. Free
Notary Public

Residing in:
Salt Lake City, Utah

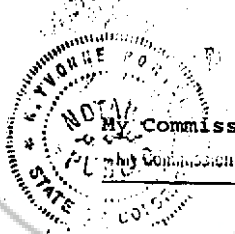


STATE OF COLORADO)
COUNTY OF JEFFERSON) ss.

On the 20th day of November, 1980, personally appeared before me G. W. Mannard, who, being by me duly sworn, did say that he is the President of Western Texasgulf/Inc., and that he signed the above instrument in behalf of said corporation.

G. W. Mannard
Notary Public

Residing in:
Jefferson County, Colorado



No. 70379 Recorded at the request of TEXASGULF INC. at 9:01 A. m.
this 9th day of DECEMBER A.D. 1980, in Book at page Official Records
Lincoln County, Nevada.

Yvonne S. Suter
County Recorder