

When Recorded

Mail To: Robert B. Fraser, Esq.
Morgan, Lewis & Bockius
201 South Grand Avenue
22nd Floor
Los Angeles, CA 90017

EXEMPT #9

SPECIAL GRANT DEED AND ASSIGNMENT

Vanderbilt Gold Corporation, a Delaware corporation ("Grantor"), for good and valuable consideration to Grantor paid by the Grantee herein named, receipt of which is hereby acknowledged, has granted, sold, assigned and conveyed, and by these presents does hereby grant, sell, assign and convey, unto Heavy Metals Development Corporation, a Nevada corporation ("Grantee"), an undivided one-half (1/2) of all of the interest of Grantor in and to that certain Mining Lease (the "Mining Lease") of mining claims by and between C&C Mining and Land Co. as lessor and Grantor as lessee dated as of May 2, 1988, covering the property described in Exhibit A attached hereto. A Memorandum of Lease has been filed in the County Recorder's office of Lincoln County, State of Nevada and recorded at volume 80, pages 501 through 503 of the Book of Deeds in the Official Records of said county.

To the extent applicable to the Mining Lease, this Deed is executed by Grantor and accepted by Grantee subject to (i) all validly existing and enforceable rights, interests and estates, if any do in fact exist, of third parties in connection with the claims described in the Mining Lease; (ii) any obligation or duties to any public authority with respect to any franchise, grant, license or permit and applicable laws, rules and orders of governmental authority affecting the Mining Lease; (iii) any (A) easements, rights of way, servitudes, permits, surface leases and other rights in respect of surface operations, pipelines, grazing, hunting, fishing, logging, canals, ditches, reservoirs or the like or (B) easements for utility uses on or over the leased property; (iv) all rights to consent by, required notices to, filing with, or other actions by governmental entities in connection with the sale or conveyance of mineral properties or interests therein if the same are customarily obtained contemporaneously with or subsequent to such sale or conveyance;

To Have and to Hold the Mining Lease, together with all and singular the rights and appurtenances thereto and in any wise belonging, unto the Grantee, its successors and assigns forever, subject as aforesaid.

Grantor and Grantee each hereby waive any right to partition of any interest and claims owned jointly by them as a result of this Deed and each of Grantor and Grantee hereby covenant to the other that neither will institute any proceeding for partition of any interests and lands owned jointly by them as result of this Deed. Grantor and Grantee further agree that such covenant shall run with their respective estates in the property and shall be binding upon the respective successors and assigns.

Grantor represents and warrants that during its ownership of the interest in the Mining Lease, Grantor has done nothing to diminish or encumber the property other than required assessment work to maintain the validity of the claims.

WITNESS the execution hereof this 28 day of July, 1988.

GRANTOR
VANDERBILT GOLD CORPORATION

By [Signature]
Authorized Officer

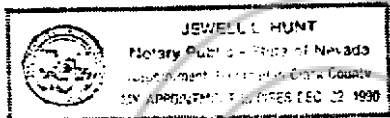
ACCEPTED:
GRANTEE
HEAVY METALS DEVELOPMENT CORPORATION

By [Signature]
Authorized Officer

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on July 28th, 1988 by John F. Jordan, Jr., President of Vanderbilt Gold Corporation, a Delaware corporation, on behalf of said corporation.

Jewell L Hunt
Notary Public Signature



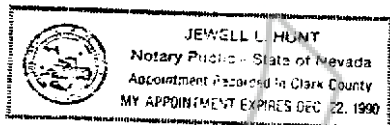
Jewell L HUNT
Notary Public (Printed or Typed Name)

My Commission expires:
Date: 12-22-90

STATE OF Nevada)
) ss.
COUNTY OF Clark)

This instrument was acknowledged before me on July 28th, 1988 by John F. Jordan, Jr., President of Heavy Metals Development Corporation, a Nevada corporation, on behalf of said corporation.

Jewell L Hunt
Notary Public Signature



Jewell L HUNT
Notary Public (Printed or Typed Name)

My Commission expires:
Date: 12-22-90

Mining Lease between C&C Mining and Land Co. & Vanderbilt Gold Corp.

EXHIBIT A

One Hundred Fifty Two (152) unpatented mining claims located in Sections 8-10, 15-20, 28-30, Township 2 North, Range 61 East, County of Lincoln, State of Nevada as recorded in the office of the County Recorder as follows:

| <u>CLAIM NAME</u> | <u>COUNTY FILE #</u> | <u>BLM #</u> |
|-------------------|----------------------|--------------|
| <u>CV 100's</u> | | |
| DD | BOOK # 45 PAGE 163 | 220381 |
| CV # 1 | BOOK # 45 PAGE 164 | 220382 |
| CV # 2 | BOOK # 45 PAGE 165 | 220383 |
| CV # 3 | BOOK # 45 PAGE 166 | 220384 |
| CV # 4 | BOOK # 45 PAGE 167 | 220385 |
| CV # 5 | BOOK # 45 PAGE 168 | 220386 |
| CV # 6 | BOOK # 45 PAGE 673 | 220387 |
| CV # 7 | BOOK # 45 PAGE 169 | 220388 |
| CV # 8 | BOOK # 45 PAGE 170 | 220389 |
| CV # 9 | BOOK # 46 PAGE 33 | 220390 |
| CV # 10 | BOOK # 45 PAGE 171 | 220391 |
| CV # 11 | BOOK # 45 PAGE 172 | 220392 |
| CV # 12 | BOOK # 45 PAGE 173 | 220393 |
| CV # 13 | BOOK # 45 PAGE 675 | 220394 |
| CV # 14 | BOOK # 45 PAGE 174 | 220395 |
| CV # 15 | BOOK # 45 PAGE 175 | 220396 |
| CV # 16 | BOOK # 45 PAGE 176 | 220397 |
| CV # 17 | BOOK # 45 PAGE 177 | 220398 |
| CV # 17 | BOOK # 45 PAGE 676 | 220399 |
| CV # 20 | BOOK # 45 PAGE 178 | 220400 |
| CV # 21 | BOOK # 45 PAGE 677 | 220401 |
| CV # 22 | BOOK # 45 PAGE 678 | 220402 |
| CV # 23 | BOOK # 45 PAGE 679 | 220403 |
| CV # 24 | BOOK # 45 PAGE 680 | 220404 |
| CV # 25 | BOOK # 45 PAGE 681 | 220405 |
| CV # 26 | BOOK # 45 PAGE 682 | 220406 |
| CV # 27 | BOOK # 45 PAGE 683 | 220407 |
| CV # 28 | BOOK # 45 PAGE 684 | 220408 |
| CV # 29 | BOOK # 45 PAGE 685 | 220409 |
| CV # 30 | BOOK # 45 PAGE 686 | 220410 |
| CV # 31 | BOOK # 45 PAGE 687 | 220411 |
| CV # 32 | BOOK # 45 PAGE 688 | 220412 |
| CV # 33 | BOOK # 45 PAGE 689 | 220413 |
| CV # 34 | BOOK # 45 PAGE 690 | 220414 |
| CV # 35 | BOOK # 45 PAGE 691 | 220415 |
| CV # 36 | BOOK # 45 PAGE 692 | 220416 |

Mining Lease between C&C Mining and Land Co. & Vanderbilt Gold Corp.

EXHIBIT A

One Hundred Fifty Two (152) unpatented mining claims located in Sections 8-10, 15-20, 28-30, Township 2 North, Range 61 East, County of Lincoln, State of Nevada as recorded in the Office of the County Recorder as follows:

| <u>CLAIM NAME</u> | <u>COUNTY FILE #</u> | <u>BLM #</u> |
|-------------------|----------------------|--------------|
| CV # 37 | BOOK # 45 PAGE 693 | 220417 |
| CV # 38 | BOOK # 45 PAGE 694 | 220418 |
| CV # 39 | BOOK # 45 PAGE 695 | 220419 |
| CV # 111 | BOOK # 45 PAGE 179 | 220420 |
| CV # 112 | BOOK # 45 PAGE 180 | 220421 |
| CV # 113 | BOOK # 45 PAGE 181 | 220422 |
| CV # 114 | BOOK # 45 PAGE 182 | 220423 |
| CV # 115 | BOOK # 45 PAGE 183 | 220424 |
| CV # 116 | BOOK # 45 PAGE 184 | 220425 |
| CV # 117 | BOOK # 45 PAGE 185 | 220426 |
| CV # 118 | BOOK # 45 PAGE 186 | 220427 |
| CV # 119 | BOOK # 45 PAGE 187 | 220428 |
| CV # 120 | BOOK # 45 PAGE 188 | 220429 |
| CV # 121 | BOOK # 45 PAGE 189 | 220430 |
| CV # 122 | BOOK # 45 PAGE 190 | 220431 |
| CV # 123 | BOOK # 45 PAGE 191 | 220432 |
| CV # 124 | BOOK # 45 PAGE 192 | 220433 |
| CV # 125 | BOOK # 45 PAGE 193 | 220434 |
| CV # 126 | BOOK # 45 PAGE 194 | 220435 |
| CV # 127 | BOOK # 45 PAGE 195 | 220436 |
| CV # 128 | BOOK # 45 PAGE 196 | 220437 |
| CV # 129 | BOOK # 45 PAGE 197 | 220438 |
| CV # 130 | BOOK # 45 PAGE 198 | 220439 |
| CV # 131 | BOOK # 45 PAGE 199 | 220440 |
| CV # 132 | BOOK # 45 PAGE 200 | 220441 |
| CV # 133 | BOOK # 45 PAGE 201 | 220442 |
| CV # 134 | BOOK # 45 PAGE 202 | 220443 |
| CV # 135 | BOOK # 45 PAGE 203 | 220444 |
| CV # 136 | BOOK # 45 PAGE 204 | 220445 |
| CV # 137 | BOOK # 45 PAGE 205 | 220446 |
| CV # 138 | BOOK # 45 PAGE 206 | 220447 |
| CV # 139 | BOOK # 45 PAGE 207 | 220448 |
| CV # 140 | BOOK # 45 PAGE 208 | 220449 |
| CV # 141 | BOOK # 45 PAGE 209 | 220450 |
| CV # 142 | BOOK # 45 PAGE 210 | 220451 |
| CV # 143 | BOOK # 45 PAGE 211 | 220452 |
| CV # 144 | BOOK # 45 PAGE 212 | 220453 |
| CV # 145 | BOOK # 45 PAGE 213 | 220454 |
| CV # 146 | BOOK # 45 PAGE 214 | 220455 |

Mining Lease between C&C Mining and Land Co. & Vanderbilt Gold Corp.

EXHIBIT A

One Hundred Fifty Two (152) unpatented mining claims located in Sections 8-10, 15-17, 28-30, Township 2 North, Range 61 East, County of Lincoln, State of Nevada as recorded in the office of the County Recorder as follows:

| <u>CLAIM NAME</u> | <u>COUNTY FILE #</u> | <u>BOOK #</u> |
|-------------------|----------------------|---------------|
| CV # 147 | BOOK # 45 PAGE 215 | 220456 |
| CV # 148 | BOOK # 45 PAGE 216 | 220457 |
| CV # 149 | BOOK # 45 PAGE 217 | 220458 |
| CV # 150 | BOOK # 45 PAGE 696 | 220459 |
| CV # 151 | BOOK # 45 PAGE 697 | 220460 |
| CV # 152 | BOOK # 45 PAGE 698 | 220461 |
| CV # 153 | BOOK # 45 PAGE 699 | 220462 |
| CV # 154 | BOOK # 45 PAGE 700 | 220463 |
| CV # 155 | BOOK # 45 PAGE 701 | 220464 |
| CV # 156 | BOOK # 46 PAGE 1 | 220465 |
| CV # 157 | BOOK # 46 PAGE 2 | 220466 |
| CV # 158 | BOOK # 46 PAGE 3 | 220467 |
| CV # 159 | BOOK # 46 PAGE 4 | 220468 |
| CV # 160 | BOOK # 46 PAGE 5 | 220469 |
| CV # 161 | BOOK # 46 PAGE 6 | 220470 |
| CV # 162 | BOOK # 46 PAGE 7 | 220471 |
| CV # 163 | BOOK # 46 PAGE 8 | 220472 |
| CV # 164 | BOOK # 46 PAGE 9 | 220473 |
| CV # 165 | BOOK # 46 PAGE 10 | 220474 |
| CV # 166 | BOOK # 46 PAGE 11 | 220475 |
| CV # 167 | BOOK # 46 PAGE 12 | 220476 |
| CV # 168 | BOOK # 46 PAGE 13 | 220477 |
| CV # 169 | BOOK # 46 PAGE 14 | 220478 |
| CV # 170 | BOOK # 46 PAGE 15 | 220479 |
| CV # 171 | BOOK # 46 PAGE 16 | 220480 |
| CV # 172 | BOOK # 46 PAGE 17 | 220481 |
| CV # 173 | BOOK # 46 PAGE 18 | 220482 |
| CV # 174 | BOOK # 46 PAGE 19 | 220483 |
| CV # 175 | BOOK # 46 PAGE 20 | 220484 |

Mining Lease between C&C Mining and Land Co. & Vardell Gold Corp.

EXHIBIT A

One Hundred Fifty Two (152) unpatented mining claims located in Sections 8-10, 13-20, 28-30, Township 2 North, Range 61 East, County of Lincoln, State of Nevada as recorded in the Office of the County Recorder as follows:

| <u>CLAIM NAME</u> | <u>COUNTY FILE #</u> | <u>BLM #</u> |
|-------------------|----------------------|--------------|
| CV 300's | | |
| CV #306 | Book No. 52 Page 310 | 54888 |
| CV #307 | Book No. 52 Page 311 | 54889 |
| CV #308 | Book No. 52 Page 312 | 54890 |
| CV #309 | Book No. 52 Page 313 | 54891 |
| CV #310 | Book No. 52 Page 314 | 54892 |
| CV #311 | Book No. 52 Page 315 | 54893 |
| CV #312 | Book No. 52 Page 316 | 54894 |
| CV #313 | Book No. 52 Page 317 | 54895 |
| CV #315 | Book No. 52 Page 318 | 54896 |
| CV #316 | Book No. 52 Page 319 | 54897 |
| CV #317 | Book No. 52 Page 320 | 54898 |
| CV #318 | Book No. 52 Page 321 | 54899 |
| CV #319 | Book No. 52 Page 322 | 54900 |
| CV #320 | Book No. 52 Page 323 | 54901 |
| CV #321 | Book No. 52 Page 324 | 54902 |
| CV #322 | Book No. 52 Page 325 | 54903 |
| CV #323 | Book No. 52 Page 326 | 54904 |
| CV #324 | Book No. 52 Page 327 | 54905 |
| CV #325 | Book No. 52 Page 328 | 54906 |
| CV #326 | Book No. 52 Page 329 | 54907 |
| CV #327 | Book No. 52 Page 330 | 54908 |
| CV #328 | Book No. 52 Page 331 | 54909 |
| CV #329 | Book No. 52 Page 332 | 54910 |
| CV #330 | Book No. 52 Page 333 | 54911 |
| CV #331 | Book No. 52 Page 334 | 54912 |
| CV #332 | Book No. 52 Page 335 | 54913 |
| CV #333 | Book No. 52 Page 336 | 54914 |
| CV #334 | Book No. 52 Page 337 | 54915 |
| CV #335 | Book No. 52 Page 338 | 54916 |
| CV #336 | Book No. 52 Page 339 | 54917 |
| CV #337 | Book No. 67 Page 53 | 47672 |
| CV #338 | Book No. 67 Page 54 | 47673 |
| CV #339 | Book No. 52 Page 342 | 54920 |
| CV #340 | Book No. 52 Page 343 | 54921 |
| CV #341 | Book No. 52 Page 344 | 54922 |
| CV #342 | Book No. 52 Page 345 | 54923 |

Mining Lease between C&C Mining and Land Co. & Vanderbilt Gold Corp.

EXHIBIT B

One Hundred Fifty Two (152) unpatented mining claims located in Sections 8-10, 12-20, 23-30, Township 2 North, Range 61 East, County of Lincoln, State of Nevada as recorded in the office of the County Recorder as follows:

| <u>CLAIM NAME</u> | <u>COUNTY FILE #</u> | <u>PLM #</u> |
|-------------------|----------------------|--------------|
| CV #343 | Book No. 52 Page 346 | 204924 |
| CV #344 | Book No. 52 Page 347 | 204925 |
| CV #345 | Book No. 52 Page 348 | 204926 |
| CV #346 | Book No. 52 Page 349 | 204927 |
| CV #347 | Book No. 52 Page 350 | 204928 |
| CV #348 | Book No. 52 Page 351 | 204929 |
| CV #349 | Book No. 52 Page 352 | 204930 |
| CV #350 | Book No. 52 Page 353 | 204931 |
| CV #351 | Book No. 52 Page 354 | 204932 |
| CV #352 | Book No. 52 Page 355 | 204933 |
| CV #353 | Book No. 67 Page 53 | 107672 |
| CV #354 | Book No. 67 Page 54 | 107673 |

No. 89498
 FILED AND RECORDED AT REQUEST OF
Morgan, Lewis, & Bockius
August 19, 1988
 AT 1 MINUTES PAST 1 O'CLOCK
 P M IN BOOK 81 OF OFFICIAL
 RECORDS, PAGE 481, LINCOLN
 COUNTY, NEVADA.

FRANK C. HULSE
 COUNTY RECORDER
 By Mara Cordis, Deputy