

When Recorded

Mail To: Robert B. Fraser, Esq.
Morgan, Lewis & Bockius
801 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 Claude V. Cole 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.

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 23 day of July, 1988.

GRANTOR
VANDERBILT GOLD CORPORATION

By [Signature]
Authorized Officer

ACCEPTED:

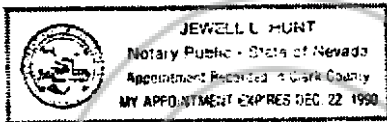
GRANTEE
HEAVY METALS DEVELOPMENT CORPORATION

By [Signature]
Authorized Officer

STATE OF NEVADA)
COUNTY OF CLARK) ss.

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



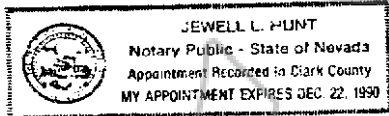
Jewell L. Hunt
Notary Public (Printed or Typed Name)

My Commission expires:
Date: 12-22-90

STATE OF NEVADA)
COUNTY OF CLARK) ss.

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

EXHIBIT A

Thirty Two (32) unpatented mining claims located in Township 2 North, Range 60 & 61 East, Sections 12 and 7, Lincoln County and in Township 2 North, Range 60 & 61 East, Sections 1 and 6, Nye County Nevada. All of which are recorded in the office of the County Recorder of said Counties as follows:

<u>CLAIM NAME</u>	<u>COUNTY FILE #</u>	<u>BOOK #</u>
NYE COUNTY		
CVC 13	Book No. 577 Page 142	23588
CVC 14	Book No. 577 Page 143	23589
CVC 15	Book No. 577 Page 144	23590
CVC 16	Book No. 577 Page 145	23591
LINCOLN COUNTY		
CVC 1	Book No. 75 Page 137	408726
CVC 2	Book No. 75 Page 138	408727
CVC 3	Book No. 75 Page 139	408728
CVC 4	Book No. 75 Page 140	408729
CVC 5	Book No. 75 Page 141	408730
CVC 6	Book No. 75 Page 142	408731
CVC 7	Book No. 75 Page 143	408732
CVC 8	Book No. 75 Page 144	408733
CVC 9	Book No. 75 Page 145	408734
CVC 10	Book No. 75 Page 146	408735
CVC 11	Book No. 75 Page 147	408736
CVC 12	Book No. 75 Page 148	408737
CVC 17	Book No. 75 Page 149	408738
CVC 18	Book No. 75 Page 150	408739
CVC 19	Book No. 75 Page 151	408740
CVC 20	Book No. 75 Page 152	408741
CVC 21	Book No. 75 Page 153	408742
CVC 22	Book No. 75 Page 154	408743
CVC 23	Book No. 75 Page 155	408744
CVC 24	Book No. 75 Page 156	408745
CVC 25	Book No. 75 Page 157	408746
CVC 26	Book No. 75 Page 158	408747
CVC 27	Book No. 75 Page 159	408748
CVC 28	Book No. 75 Page 160	408749
CVC 29	Book No. 75 Page 161	408750
CVC 30	Book No. 75 Page 162	408751
CVC 31	Book No. 75 Page 163	408752
CVC 32	Book No. 75 Page 164	408753

No. 89499

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 489 LINCOLN
 COUNTY, NEVADA.

FRANK C. HULSE
 COUNTY RECORDER

Mara Cordie, Deputy