

EXHIBIT "B"

BILL OF SALE

FOR VALUE RECEIVED, the adequacy of which is hereby acknowledged, John Santiago (the "Seller"), hereby sells, transfers and assigns unto Gemstar, Inc., a Nevada corporation (the "Buyer") the assets described in Exhibit "B-1" attached hereto and incorporated herein by this reference.

Seller warrants that he has good and marketable title to the assets and that the assets are free and clear of all liens and encumbrances. Seller agrees to defend title to the assets from and against any claims and demands of all other persons.

DATED: March 23, 1989.

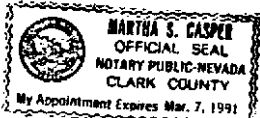
JOHN SANTIAGO

John Santiago
John Santiago
John Santiago 4/27/89

STATE OF NEVADA)
County of Clark) ss. ACKNOWLEDGMENT

On April 27, 1989 personally appeared before me, a notary public,
DATE John Santiago who acknowledged that he executed the
annexed instrument.

Martha S. Casper
Signature



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EXHIBIT "B-1"

Tailings Ponds 5 of the South Mill Tailing Ponds located adjacent to Castleton Mill in Section 32, T. 1 N., R 67 E. MDB&M, Lincoln County, Nevada.

COPY

No. 91258
F Q'CONNELL & BOSSE', P.C. 1 of
May 24, 1989
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P. 85
R 129
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FRANK C. HULSE
COUNTY CLERK
Frank C. Hulse
Deputy