

Lincoln County

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Robert B. Fraser, Esq.
Morgan, Lewis & Bockius
801 S. Grand Ave., Suite 2200
Los Angeles, CA 90017

SURRENDER OF LEASEHOLD

This INSTRUMENT is made effective as of this 14 day of January, 1987 by Brenda Inc. and HEMX Corporation (formerly Heavy Metals Development Corporation) (collectively "Lessee") and Vanderbilt Gold Corporation ("Vanderbilt").

RECITALS

- A. Claude V. Cole ("Lessor") and Vanderbilt entered into a certain mining lease ("Mining Lease") of mining claims dated as of May 2, 1988, covering the property ("Property") described in Exhibit A attached hereto. A Memorandum of Lease has been filed in the County Recorder's Office in Lincoln County, State of Nevada.
- B. By Special Grant Deed and Assignment Vanderbilt assigned its interest in the Mining Lease and the Property to Lessee.
- C. Lessee, under terms of the Mining Lease, may terminate the Mining Lease and all liabilities thereunder by recording a Surrender of Leasehold.
- D. Lessee and Vanderbilt desire to surrender said Mining Lease and all rights to the possession of the Property and to release Lessor from its obligations under the Mining Lease.

Lincoln County

TERMS OF SURRENDER

Lessee and Vanderbilt hereby surrender the Mining Lease and vacate the Property as of June 19, 1988

BRENDA INC.

By: [Signature]

HEMX CORPORATION (formerly Heavy Metals Development Corporation)

By: [Signature]

John F. Jordan, Jr.
President

VANDERBILT GOLD CORPORATION

By: [Signature]

John F. Jordan, Jr.
President

Lincoln County

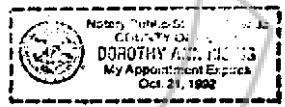
James
STATE OF Utah, ss.
Judicial District OF First

This instrument was acknowledged before me on July 4, 1989 by John M. Jordan, President of Brenda Inc., a Delaware corporation, on behalf of said corporation.

[Signature]
Notary Public Signature
Bruce H. [Signature]
Notary Public (Printed or
Typed Name)
My Commission expires: [Date]
Date: is for 1989

STATE OF NEVADA)
COUNTY OF CLARK) ss.

This instrument was acknowledged before me on June 19, 1989 by John F. Jordan, Jr., President of HEMX Corporation, a Nevada corporation (formerly Heavy Metals Development Corporation), on behalf of said corporation.

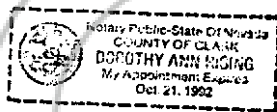


[Signature]
Notary Public Signature
DOROTHY ANN RISING
Notary Public (Printed or
Typed Name)
My Commission expires:
Date: 10-21-92

Lincoln County

STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

This instrument was acknowledged before me on June 13,
1989 by John F. Jordan, Jr., President of Vanderbilt Gold
Corporation, a Delaware corporation, on behalf of said
corporation.



Dorothy Ann Rising
Notary Public Signature

DOROTHY ANN RISING
Notary Public (Printed or
Typed Name)

My Commission expires:
Date: 10-21-92

Lincoln County

thirty two (32) 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>BLM #</u>
<u>NYE COUNTY</u>		
CVC 13	Book No. 577 Page 142	423588
CVC 14	Book No. 577 Page 143	423589
CVC 15	Book No. 577 Page 144	423590
CVC 16	Book No. 577 Page 145	423591
<u>LINCOLN COUNTY</u>		
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

File cv3.doc

91895
 FILED AND RECORDED AT REQUEST OF
 Morgan, Lewis, & Rockius
 31 July 1989
 AT 15. ... 2 ...
 ... OF OFFICE
 RECORDS ...
 COUNTY, NEVADA.

Frank C. Hulse
 FRANK C. HULSE COUNTY REC'D 19