

RECORDING REQUESTED BY
and RETURN TO:
Gold Fields Mining Company
Attention: Land Department
1687 Cole Boulevard
Golden, Colorado 80401-3301

MEMORANDUM OF
MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT

THIS MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT made effective as of the 27th day of May, 1991, is filed of record in accordance with the provisions contained in a MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT ("Agreement") of even date herewith, wherein:

ELLA D. RATH, a widow, whose mailing address is 8811 Canoga Avenue, Space 344, Canoga Park, California 91304 ("Lessor")

granted to:

GOLD FIELDS MINING COMPANY, a division of Hanson Natural Resources Company, a Delaware general partnership, whose mailing address is 1687 Cole Boulevard, Golden, Colorado 80401-3301 ("Lessee")

an exclusive lease and option to purchase certain unpatented lode mining claims located in Lincoln County, Nevada, which are more specifically described on Exhibit A, attached hereto and incorporated herein by this reference, together with all rights of ingress and egress, all water and mining and extralateral rights appurtenant thereto, and all mine dumps, tailings, fixtures and improvements thereon (collectively, "Property"). The Property is leased by Lessor to Lessee for the consideration and subject to all of the terms and conditions contained in the Agreement, which terms and conditions include, but are not limited to, the following:

1. GRANT OF RIGHTS. Lessor granted to Lessee an exclusive lease of the Property, including all ores, metals, minerals, tailings, concentrates, and mineral products ("Minerals") and all water rights appurtenant to the Property, together with the exclusive right to enter upon, possess and use the Property for exploration, development, mining, extraction, and processing of all Minerals and for all other purposes related to such operations on

other properties adjacent to or in the vicinity of the Property, subject only to certain payment obligations to Lessor.

2. TERM. The term of the Agreement is twenty-one (21) years, to be extended so long thereafter as Lessee is making the minimum advance royalty payments ("Minimum Payments") set forth in the Agreement.

3. MINIMUM PAYMENTS AND PRODUCTION ROYALTY.

A. Under the terms of the Agreement, Lessee shall pay to Lessor Minimum Payments in the amounts set forth in the Agreement.

B. Under the terms of the Agreement, Lessor is entitled to receive a Production Royalty on any Minerals produced from the Property and credited to Lessee.

4. PURCHASE OPTION. During the term of the Agreement, Lessee has the exclusive and irrevocable option to purchase the entire and unencumbered title to the Property upon payment of a price set forth in the Agreement.

5. ASSIGNMENT. All of the terms and conditions of the Agreement are binding upon and inure to the benefit of Lessor and Lessee and their respective heirs, successors and assigns.

6. INFORMATION REGARDING AGREEMENT. Information regarding the Agreement may be obtained from Lessee's office and place of business at 1687 Cole Boulevard, Golden, Colorado 80401-3301.

IN WITNESS WHEREOF, the parties have executed this MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT effective as of the day and year first above written.

LESSOR:

LESSEE:

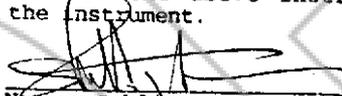
GOLD FIELDS MINING COMPANY,
DIVISION OF HANSON NATURAL
RESOURCES COMPANY

Ella D. Rath
Ella D. Rath

By: [Signature]
Title: General Manager - North
American Exploration

ELLA D. RATH
STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

On May 9, 1991, personally appeared before me, a notary public, Ella D. Rath, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that she executed the instrument.



Notary Public

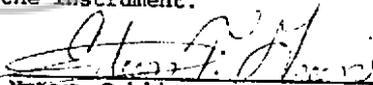
My commission expires: April 20, 1995

(S E A L)



GOLD FIELDS MINING COMPANY
STATE OF Colorado)
COUNTY OF Jefferson) ss.

On May 23, 1991, personally appeared before me, a notary public, A. Paul Mogensen, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Notary Public

My commission expires: 1-2-92

(S E A L)

Lincoln County

EXHIBIT A
TO MEMORANDUM OF
MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT
DATED MAY 27, 1991
BETWEEN
ELLA D. RATH ("LESSOR")
AND
GOLD FIELDS MINING COMPANY ("LESSEE")

The above-referenced Memorandum of Mineral Lease and Option to Purchase Agreement covers Lessor's one hundred percent (100%) undivided and unencumbered ownership interest in certain unpatented lode mining claims located in Township 7 North, Range 68 East, Mount Diablo Base & Meridian, Lincoln County, Nevada and are more specifically described as follows:

Name of Claim	Sec./Twp./Rge.	BLM Serial No.	Certificate of Location and Last Amended Certificate of Location Recorded in Official Records of Lincoln County, Nevada	
			(Original) Book Page	(Amended) Book Page
Rath-Mine	23 & 24/7N/68E	510517	82	104
Nevada RATH	24 & 25/7N/68E	510518	82	105
Ella No 1				
N.R. Earl	25 & 26/7N/68E	510519	82	106
Sr. No 2				
N.R. Earl	25 & 26/7N/68E	510520	82	107
Jr. No 3				
Nevada RATH	26/7N/68E	510521	82	108
Blaine No 4				
N. R. Speedie	26/7N/68E	510522	82	109
No 5				
N.R. No 7	26/7N/68E	510523	82	110
Helen N.R.	23 & 26/7N/68E	510524	82	111
No #8				
N.R. No 10	23 & 24/7N/68E	510525	82	112
N.R. No 11	24/7N/68E	510526	82	113
Nevada RATH	23/7N/68E	510527	82	114
No. 12				
Nevada RATH	23 & 24/7N/68E	510528	82	115
No. 13				
N.R. No 14	26/7N/68E	510529	82	116
Nevada RATH	26/7N/68E	510530	82	117
No. 15				

096814

By YURIKO SETZER
Deputy

EDR
Initialled for Identification