

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

MEMORANDUM OF
PROSPECTING PERMIT AND PURCHASE OPTION AGREEMENT

THIS MEMORANDUM OF PROSPECTING PERMIT AND PURCHASE OPTION AGREEMENT effective as of the 16 day of July, 1991, is filed of record in accordance with the provisions contained in a PROSPECTING PERMIT AND PURCHASE OPTION AGREEMENT ("Agreement") of even date herewith, wherein:

NEVADA PARK MINING COMPANY, by and through its duly appointed and acting Receiver, Richard Knight, whose mailing address is P.O. Box 11852, Salt Lake City, Utah 84147 ("Owner")

granted to:

GOLD FIELDS MINING COMPANY, a Division of Hanson Natural Resources Company, a Delaware general partnership authorized to transact business in Nevada with offices at 1687 Cole Boulevard, Post Office Box 4014, Golden, Colorado 80402-4014 ("Gold Fields")

the exclusive right to perform mineral exploration and an option to purchase Owner's undivided one hundred percent (100%) interest in certain patented lode mining claims located in Sections 16 and 21, Lincoln County, Nevada, which are more specifically described on Exhibit A, attached hereto and incorporated herein by this reference, together with all mineral and water rights, rights-of-way, improvements, fixtures and appurtenances thereon (collectively "Property"). The right to explore the Property and the option to purchase the Property are 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 Prospecting Permit. Owner has granted to Gold Fields the right to enter upon the Property and the exclusive right to conduct mineral prospecting and exploration operations on the Property.

2. TERM. The term of the Agreement is seven (7) years, to be extended so long thereafter as Gold Fields is making the annual payments ("Annual Payments") set forth in the Agreement.

3. PURCHASE OPTION. During the term of the Agreement, Gold Fields has the exclusive and irrevocable option to purchase Owner's entire and unencumbered title to the Property.

4. ASSIGNMENT. All of the terms and conditions of the Agreement are binding upon and inure to the benefit of Owner and Gold Fields and their respective heirs, successors and assigns.

5. COUNTERPARTS. This Memorandum of Prospecting Permit and Purchase Option Agreement may be executed in one or more counterparts, each of which shall be fully binding on the signatory parties as if executed by all parties.

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

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

OWNER:

GOLD FIELDS:

NEVADA PARK MINING COMPANY

GOLD FIELDS MINING COMPANY

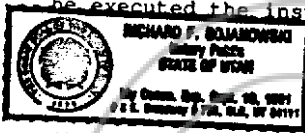
By: Richard Knight
Richard Knight, Receiver for
Nevada Park Mining Company

By: Richard W. [Signature]
General Manager,
North American Exploration

NEVADA PARK MINING COMPANY

STATE OF ~~NEVADA~~ UTAH)
COUNTY OF SALT LAKE) ss.

On July 16, 1991, personally appeared before me, a notary public, Richard Knight, Receiver of Nevada Park Mining Company, 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.



(S E A L)

Richard F. Dolanowski
Notary Public
Residing Salt Lake County
My commission expires: Sept. 16, 1991

GOLD FIELDS MINING COMPANY, A DIVISION OF HANSON NATURAL RESOURCES COMPANY

STATE OF COLORADO)
COUNTY OF JEFFERSON) ss.

On July 16, 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.



A. Paul Mogensen
Notary Public

My commission expires: 11-2-92

EXHIBIT A
TO
MEMORANDUM OF
PROSPECTING PERMIT AND PURCHASE OPTION AGREEMENT
DATED JULY 16, 1991
BETWEEN
NEVADA PARK MINING COMPANY ("OWNER")
AND
GOLD FIELDS MINING COMPANY ("GOLD FIELDS")

The above-referenced Memorandum of Prospecting Permit and Purchase Option Agreement covers Owner's one hundred percent (100%) undivided and unencumbered ownership interest in certain patented lode mining claims, which are located in Sections 16 and 21, Lincoln County, Nevada and are more specifically described as follows:

<u>Name of Claim</u>	<u>Lot</u>	<u>General Land Office Number</u>	<u>Mineral Certificate No.</u>	<u>Acreege</u>
Summit Lode	42	3996	362	20.34
Roadside Lode	41	3997	363	20.34
Sam Tilden Lode	40	3998	364	20.34

097398

AND RECORDED AT R. O. OF
Gold Field Mining Corp.

Sept. 25, 1991

4 41

P 98

225

Guicho Setzer
S. C. P.

PK
Initialed for Identification