

AMENDMENT
EXTENDING ARTICLES OF AGREEMENT
OF SNOWFLAKE JOINT VENTURE

WHEREAS, Articles of Agreement of Snowflake Joint Venture were made and entered into on the effective date of January 1, 1979, by and between BF MINERALS CORPORATION, HARTER & COMPANY, F. H. McQUIDDY and PRE-FEEDERS, INC., forming a Joint Venture for the purpose of exploring, drilling, mining and developing certain patented lode mining claims covering lands situated and located in the Eagle Valley Mining District, Lincoln County, Nevada, said Articles of Agreement being of record in Book 28, page 523-537 of the Official Records of Lincoln County, Nevada, said Articles of Agreement and the record thereof being here incorporated by reference and made a part hereof the same as if here set in verbatim, and

WHEREAS, under date July 27, 1981, an Amendment to the above and foregoing Articles of Agreement was entered into and filed in the Official Records of Lincoln County, Nevada on July 27, 1981 in Book 45, page 106-111, said Amendment of Articles and the record thereof being here incorporated by reference and made a part hereof the same as if set out in verbatim, and

WHEREAS, a Second Amendment to the Articles of Agreement of the above joint venture was entered into and was placed of record in two separate filings, both under date July 27, 1981, appearing of record in Book 45, pages 112-123, and Book 45, pages 124-135 of the Official Records of Lincoln County, Nevada, said Second

Amendment to Articles of Agreement and the record thereof being here incorporated by reference and made a part hereof the same as if here set out in verbatim, and

WHEREAS, an Amendment extending the Articles of Agreement of the above joint venture was entered into on December 15th 1986, said Amendment to Articles of Agreement being here incorporated by reference and made a part hereof the same as if here set out in verbatim, and

WHEREAS, the 25% interest originally held in the name of BF MINERALS CORPORATION under the above and foregoing Joint Venture Agreement is now owned by ROBERT W. and LEAH LENSKI as to 5% of said original interest, and by WORLD HYDROCARBON, INC as to 10% of said original interest, and by C. C. HARTER, JR. as to 10% of said original interest, and

WHEREAS, the percentage of the interest initially held in the name of PRE-FEEDERS, INC., a corporation under the Joint Venture Agreement is presently held by the joint venture partners of POCHE JOINT VENTURE in varying percentages, said partners being the following persons, to-wit: J. D. THOMPSON, F. H. McQUIDDY, R. MICHAEL ROBINSON, P. V. HOWARD, W. R. THURBER ESTATE, THOMAS A. HARRIS, and JIM B. WATERFIELD, and

WHEREAS, under the terms of the Agreement of Joint Venture known as Snowflake Joint Venture, the term of said Joint Venture was set out to be from January 1, 1979 to December 31, 1986 (per provision set out in Article Eight - Term of Joint Venture), and

WHEREAS, under the terms of the Amendment Extending Articles of Agreement of Snowflake Joint Venture, the term of said Extension was set out to be from January 1, 1987 through December 31, 1991 (per provision set out in the Amendment Extending Articles of Agreement of Snowflake Joint Venture), and

WHEREAS, prior to the termination date of December 31, 1991, as provided for in the Amendment Extending Articles of Agreement of Snowflake Joint Venture, the parties of interest (joint venturers) agree that the said Articles of Agreement and the respective amendments thereof setting forth the terms and provisions of the joint venture know as the Snowflake Joint Venture be extended for a period of three (3) years and one (1) month or from January 1, 1992 through January 31, 1995. The Articles of Agreement of Snowflake Joint Venture shall continue for an additional twelve (12) months so long as mining operations have been conducted at any time during the preceding twelve (12) months;

NOW, THEREFORE, in consideration of the premises, the parties signatory hereto, do hereby agree as follows, to wit:

1. Article Eight, paragraph 8.1 of the Articles of Agreement of Snowflake Joint Venture is hereby amended to read as follows: "The term of the Joint Venture and of this Agreement shall commence on January 1, 1979 and shall end on January 31, 1995; provided however that the Joint Venture can be continued for an additional twelve (12) months so long as mining operations have been conducted at any time during the preceding twelve (12) months, and". The balance of Article Eight, paragraph 8.1 shall remain unaltered and unchanged.

2. It is understood and agreed that all of the remainder of the terms, provisions and conditions as are set forth in the original Articles of Agreement of Snowflake Joint Venture and the Amendments thereto as same appear of record in the

Official Records of Lincoln County, Nevada, and are incorporated herein by reference for all purposes the same as if here set out in verbatim, shall remain effective and without change, alteration or modification, the only change created by this instrument being the extension of the term of the Joint Venture for a period of three (3) years and one (1) month, from January 1, 1979 through January 31, 1995.

IN WITNESS WHEREOF, the undersigned have executed this agreement by each of the parties signatory hereto on the dates respectively indicated in the acknowledgements of said parties, to be effective the 15th day of December, 1991.

ATTEST:

Mae P. Harter
MAE P. HARTER, SECRETARY

ATTEST:

Mae P. Harter
MAE P. HARTER, SECRETARY

HARTER & COMPANY

C. C. Harter
C. C. HARTER, JR., PRESIDENT

WORLD HYDROCARBON, INC.

C. C. Harter
C. C. HARTER, JR., PRESIDENT

C. C. Harter
C. C. HARTER, JR. Individually

Robert W. Lenski
ROBERT W. LENSKI, Individually

Leah Lenski
LEAH LENSKI, Individually

F. H. McGuiddy
F. H. MCGUIDDY, Individually

Myles Mathers McGuiddy
MYLES MATHERS MCGUIDDY,
Individually

HARRY M. ROVINGER

Harry M. Rovinger
By: Authorized Agent and
Attorney-in-fact.

PIOCHE JOINT VENTURE

Jim B. Waterfield
JIM B. WATERFIELD, Authorized
Agent and Attorney-in-fact.

STATE OF TEXAS)

COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared C. C. Harter, Jr., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said WORLD HYDROCARBON, INC., a Texas Corporation, and that he executed the same as the act of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

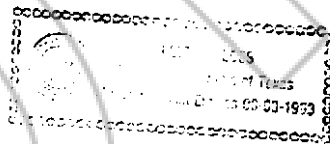
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of December, 1991.

Letty L. Eder

NOTARY PUBLIC IN AND FOR DALLAS COUNTY, TEXAS

MY COMMISSION EXPIRES:

8-3-93



STATE OF TEXAS)

COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared C. C. Harter, Jr., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

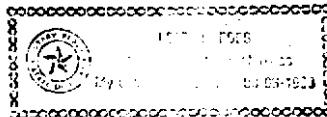
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of December, 1991.

Letty L. Eder

NOTARY PUBLIC IN AND FOR DALLAS COUNTY, TEXAS

MY COMMISSION EXPIRES:

8-3-93



STATE OF TEXAS)
COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared C. C. Harter, Jr., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said HARTER & COMPANY, a Texas Corporation, and that he executed the same as the act of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

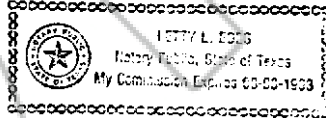
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of December, 1991.

Leet L. Eder

NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, TEXAS

MY COMMISSION EXPIRES:

8-3-93



STATE OF TEXAS)

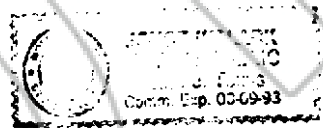
COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared A. M. ROVEMBER, known to me to be the person whose name is subscribed to the foregoing instrument, as agent and attorney in fact of HARRY M. ROVEMBER, an individual, and has executed the same by and through him, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 12th day of December, 1991.

Joan Crawford
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, TEXAS

MY COMMISSION EXPIRES:



STATE OF ARIZONA)

COUNTY OF MARICOPA)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared FRANCIS H. MCQUIDDY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 8th day of ~~December~~, 1992
January

Joan Crawford
NOTARY PUBLIC IN AND FOR
MARICOPA COUNTY, ARIZONA

MY COMMISSION EXPIRES:
Sept 17, 1994

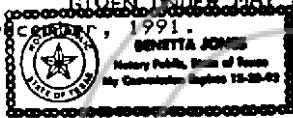


STATE OF TEXAS)

COUNTY OF HEMPHILL)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared JIM B. WATERFIELD, known to me to be the person whose name is subscribed to the foregoing instrument, as agent and attorney in fact of PIOCHE JOINT VENTURE, a joint venture, and that as PIOCHE JOINT VENTURE, he executed the same by and through him, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 24th day of December, 1991.



Benetta Jones
NOTARY PUBLIC IN AND FOR
HEMPHILL COUNTY, TEXAS

MY COMMISSION EXPIRES:

12-20-92

STATE OF NEW MEXICO)

COUNTY OF BERNALILLO)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared MYLES M. MCQUIDDY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 20 day of December, 1991.



CECILIA A. GEORGE
NOTARY PUBLIC, STATE OF NEW MEXICO
Notary Bond Filed with Secretary of State
My Commission Expires 8-8-92

Cecilia A. George
NOTARY PUBLIC IN AND FOR
BERNALILLO COUNTY, NEW MEXICO

MY COMMISSION EXPIRES:

8-8-92

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared LEAH LENSKI, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 21 day of December, 1991.

Beverly Woods
NOTARY PUBLIC IN AND FOR
LOS ANGELES COUNTY, CALIFORNIA

MY COMMISSION EXPIRES:



STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared ROBERT W. LENSKI, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of December, 1991.

Beverly Woods
NOTARY PUBLIC IN AND FOR
LOS ANGELES COUNTY, CALIFORNIA

MY COMMISSION EXPIRES:



N: 097973

FILED AND RECORDED AT REQUEST OF
Francis H. McQuiddy

January 15, 1992

AT 1 MINUTES PAST 1 O'CLOCK
P. M. IN BOOK 100 OF OFFICIAL

RECORDS, PAGE 131 LINCOLN

COUNTY, NEVADA.

Francis H. McQuiddy
RECORDER