

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

**MEMORANDUM OF
MINERAL LEASE AGREEMENT**

THIS MEMORANDUM OF MINERAL LEASE AGREEMENT effective as of the 17th day of September, 1992, is filed of record in accordance with the provisions contained in a MINERAL LEASE AGREEMENT ("Agreement") of even date herewith, wherein:

MOUNTAIN MINES, INC., a Nevada corporation, whose mailing address is P. O. Box 430, Las Vegas, Nevada 89125-0430 ("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 of certain unpatented 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 annual payments ("Annual Payments") set forth in the Agreement.

3. ANNUAL PAYMENTS AND PRODUCTION ROYALTY.

A. Under the terms of the Agreement, Lessee shall pay to Lessor Annual 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. 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.

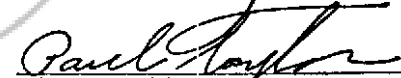
5. INFORMATION REGARDING AGREEMENT. Information regarding the Agreement may be obtained from Lessee's office and place of business at 1687 Cole Boulevard, Golden, Colorado 80401-3301.

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

LESSOR:
MOUNTAIN MINES, INC.

LESSEE:
GOLD FIELDS MINING COMPANY,
DIVISION OF HANSON NATURAL
RESOURCES COMPANY

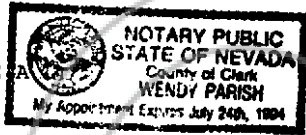
By: 
Its: PRESIDENT

By: 
Vice President - Western
Hemisphere Exploration

MOUNTAIN MINES, INC.

STATE OF Nevada)
COUNTY OF Clark) ss.

On Sept. 17th, 1992, personally appeared before me, a notary public, Paul J. Odes, 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.



Wendy Parish
Notary Public
My commission expires: 7/24/94

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

STATE OF COLORADO)
COUNTY OF JEFFERSON) ss.

On September 22, 1992, personally appeared before me, a notary public, Paul J. Odes, 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.

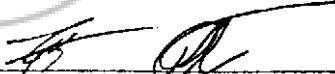
Paul J. Odes
Notary Public
My commission expires: 11-2-92

(S E A L)

EXHIBIT A
 TO
 MEMORANDUM OF MINERAL LEASE AGREEMENT
 DATED SEPTEMBER 17, 1991
 BY AND BETWEEN
 MOUNTAIN MINES INC. ("LESSOR")
 AND
 GOLD FIELDS MINING COMPANY ("LESSEE")

The above referenced Memorandum of Mineral Lease Agreement covers Lessor's one hundred percent (100%) undivided ownership interest in certain unpatented mining claims, which are located in Township 1 North, Range 66 East, MDM, Lincoln County, Nevada and are more specifically described as follows:

Claim Name	Sec./Twp./Rge.	BLM Serial No.	Certificate of Location and Last Amended Certificate of Location Recorded in the Official Records of Lincoln County, Nevada	
			Book	Page
Albert No. 1	15/1N/66E	80526	15	303
Albert No. 2	15/1N/66E	80527	15	304
Albert No. 3	15/1N/66E	80528	15	305
Albert No. 4	15/1N/66E	80529	15	306
Bonnie No. 1	16/1N/66E	80522	10	517
Bonnie No. 2	16/1N/66E	80523	10	518
Bonnie No. 3	16/1N/66E	80524	10	519
Bonnie No. 4	16/1N/66E	80525	10	520
DALEEN	17/1N/66E	80534	P-1	90
EVA NO. 1	17/1N/66E	80545	P-1	144
KEITH NO. 1	17/1N/66E	80537	P-1	53
KEITH NO. 2	17/1N/66E	80538	P-1	200
Keith No. 3	17/1N/66E	80539	X-1	408
Keith No. 4	17/1N/66E	80540	X-1	408
Keith No. 5	17/1N/66E	80541	X-1	409
Keith No. 6	17/1N/66E	80542	11	3
Keith No. 7	17/1N/66E	80543	15	301
Keith No. 8	17/1N/66E	80544	15	513
MYRNA NO. 1	17/1N/66E	80530	P-1	182
Myrna No. 2	17/1N/66E	80531	P-1	330
MYRNA NO. 11	17/1N/66E	80532	P-1	200
MYRNA NO. 12	17/1N/66E	80533	P-1	182


 Initialed for Identification

Lincoln County

Certificate of Location and
Last Amended Certificate of
Location Recorded in
Official Records of
Lincoln County, Nevada
(Original) (Amended)

Name of Claim	Sec./Twp./Rge.	BLM		
		Serial No.	Book Page	Book Page
MOUNTAIN LOIN	17/1N/66E	95589	H-1	326
MOUNTAIN LOIN NO. 1	17/1N/66E	95590	H-1	326
MOUNTAIN LOIN NO. 2	17/1N/66E	95591	H-1	327
MOUNTAIN LOIN NO. 3	17/1N/66E	95592	H-1	327
MOUNTAIN LION NO. 4	17/1N/66E	95593	H-1	423
MOUNTAIN LION NO. 5	17/1N/66E	95594	H-1	424
MOUNTAIN LION NO. 6	17/1N/66E	95595	H-1	424
MOUNTAIN LION NO. 7	17/1N/66E	95596	H-1	425
MOUNTAIN LION NO. 8	17/1N/66E	95597	H-1	425
MOUNTAIN LION NO. 9	17/1N/66E	95598	H-1	426
MOUNTAIN LION NO. 10	17/1N/66E	95599	H-1	426
MOUNTAIN LION NO. 11	17/1N/66E	95600	H-1	427
MOUNTAIN LION NO. 12	17/1N/66E	95601	J-1	128
MOUNTAIN LION NO. 13	17/1N/66E	95602	J-1	129
MT LION NO. 14	17/1N/66E	95603	K-1	30
MT LION NO. 15	17/1N/66E	95604	K-1	31
MT LION NO. 16	17/1N/66E	95605	K-1	31
MT. LION NO. 17	17/1N/66E	95606	K-1	32
MT LION NO 18	17/1N/66E	95607	K-1	32
MT LION NO 19	17/1N/66E	95608	K-1	33
MT LION NO. 20	17/1N/66E	95609	K-1	33
MT LION NO. 21	17/1N/66E	95610	K-1	34
MOUNTAIN LION #22	17/1N/66E	95611	K-1	35
MOUNTAIN LION #23	17/1N/66E	95612	K-1	36
MOUNTAIN LION #24	17/1N/66E	95613	K-1	36
MOUNTAIN LION #25	17/1N/66E	95614	K-1	37
MOUNTAIN LION #26	17/1N/66E	95615	K-1	37
MOUNTAIN LION #27	17/1N/66E	95616	K-1	38
MOUNTAIN LION #28	17/1N/66E	95617	K-1	38
Mountain Lion No. 29	17/1N/66E	95618	W-1	376
RONALD NO. 1	16/1N/66E	80535	P-1	54
RONALD NO. 2	16/1N/66E	80536	X-1	385
WHITE PRINCE	17/1N/66E	95619	O-1	1

099446

FILED AND RECORDED AT REQUEST OF
Gold Field Mining Corp.

Oct. 6, 1992

5 MINUTES PAST 1 O'CLOCK

P.M. IN BOOK 103 OF OFFICIAL

RECORDS, PAGE 406 LINCOLN

COUNTY, NEVADA.

Francis A. [Signature]
COUNTY RECORDER