

FILED FOR RECORDING
AT THE REQUEST OF

WHEN RECORDED, MAIL TO:
William L. Fillmore, Esq.
3301 N. University Avenue
Provo, Utah 84604

Fillmore Spencer LLC.

2004 AUG 17 AM 10 46

Space Above This Line For Recorder's Use

LINCOLN COUNTY RECORDER

FEE \$15.00 DEP

LESLIE BOUCHER AB

QUIT CLAIM DEED

JENNIFER I. MENICUCCI FREE, Grantor, hereby QUIT CLAIMS, without any representation or warranty, to **DAVID W. FREE**, Grantee, for the sum of \$1.00, and other good and valuable consideration, Grantor's entire right, title and interest in the following described mining claims located in Lincoln County, State of Utah:

See **Exhibit A** attached hereto and incorporated herein by reference.

Witness the hand of said Grantor, this 23 day of July, 2004.

Jennifer I. Menicucci Free
Jennifer I. Menicucci Free

STATE OF UTAH)
) : ss.
COUNTY OF WASHINGTON)

On this 23rd day of July, 2004, personally appeared before me, a Notary Public in and for the State of Utah, Jennifer I. Menicucci Free, the signer of the above instrument, who duly acknowledge to me that she executed the same.

David B. Turner
Notary Public
Residing in: St George, Utah

My Commission Expires:

10-16-07

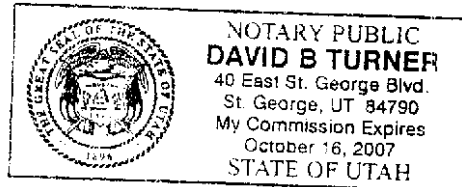


EXHIBIT A

All mining claims of any kind, past, present & future, located in Lincoln County, Nevada, whether in the name of David W. Free and/or Jennifer I. Menicucci Free, including but not limited to the following:

Anchor Mining Claims #1, 2, 4, 5, & 6 (NMC#'s 850370, 850371, 850372, 850373, and 850374).

Chain Mining Claims #1, 2, 3, 4, 5, 6, 7 and 8 (NMC#'s 850375, 850376, 850377, 850378, 850379, 850380, 850381 and 850382).

R&H Mining Claims #1 & 2 (NMC#'s 850366 & 850367).

Roan Mining Claims #1 & 2 (NMC#'s 850368 and 850369).

State of Nevada Declaration of Value

1. Assessor Parcel Number(s)

- a) N/A
- b) _____
- c) _____
- d) _____

2. Type of Property

- a) Vacant Land
- b) Single Family Res.
- c) Condo/Townhouse
- d) 2-4 Plex
- e) Apartment Building
- f) Commercial/Ind'l
- g) Agriculture
- h) Mobile Home
- i) other Mining Claims

FOR RECORDERS OPTIONAL USE ONLY

Document / Instrument # 122853
 Book: 190 Page: 6
 Date of Recording: Aug 17, 2004
 Notes: _____

3. Total Value / Sales Price of Property

\$ N/A

Deed In Lieu Only (value of forgiven debt)

\$ _____

Taxable Value

\$ _____

Real Property Transfer Tax Due:

\$ _____

4. If Exemption Claimed:

a. Transfer Tax Exemption, per NRS 375.090, section: 7

b. Explain Reason for Exemption: Unpatented Mining Claims

5. Partial Interest: Percentage being transferred: 100 %

The undersigned Seller (Grantor)/Buyer (Grantee), declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 18% per month. Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature [Signature] Capacity Attorney

Signature _____ Capacity _____

SELLER (GRANTOR) INFORMATION

BUYER (GRANTEE) INFORMATION

Print Name Jennifer I. Menicucci Free
 Address 861 South Canyon View Drive
 City St. George
 State Utah Zip 84770

Print Name David W. Free
 Address 90 South 5th Street
 City Panaca
 State Nevada Zip 89042

COMPANY/PERSON REQUESTING RECORDING (REQUIRED IF NOT BUYER OR SELLER)

Co. Name Fillmore Spencer LLC Esc. # _____
 Address 3301 N. University Avenue ATTN: William L. Fillmore
 City Provo State: Utah Zip 84604

(As a public record, this form may be recorded / microfilmed)