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Recorded at the request of
and return to:

FILED FOR RECORDING
AT THE REQUEST OF

Cliff Phillips

2005 JAN 14 AM 10 03

LINCOLN COUNTY RECORDER
FEE 17.00 DEPT
LESLIE BOUCHER

Charles C. Phillips
1295 North Bluff St
St. George, UT 84770

QUITCLAIM DEED

THIS QUITCLAIM DEED is made this 21 day of December, 2004 by
and between PENELOPE N. BASSETT, also know as PENNY BASSETT, a single woman;
CHARLES C. PHILLIPS, also know as CLIFF PHILLIPS, and GERALDINE I. PHILLIPS, husband
and wife (referred to collectively as "Grantors"); and NORTH EXPLORATION, LLC, a Nevada
limited liability company, whose address is 2541 Wilma Way, Carson City, Nevada 89706
("Grantee").

WITNESSETH:

Grantors, in consideration of the sum of TEN DOLLARS (\$10.00) and other valuable
consideration paid to them by Grantee, do hereby remise, release, and forever quitclaim unto Grantee
all of Grantors' right, title, and interest in and to the BP1 thur BP7 group of unpatented lode mining
claims situated in Lincoln County, Nevada, which are more particularly described on Schedule A
attached hereto.

TOGETHER with all and singular the tenements, hereditaments and appurtenances thereunto
belonging, or in anywise appertaining, and the reversion and reversions, reminder and remainders,
rents, issues and profits thereof.

TOGETHER with all minerals and all veins and lodes of mineral-bearing rock therein and
all dips, spurs and angles thereof.

TO HAVE AND TO HOLD all of the rights, title and interest of Grantors in and to said premises, together with the appurtenances, unto Grantee, its successors and assign forever.

This Quitclaim Deed may be executed in counterparts, and the separate, executed signature and notary pages shall constitute a single document.

IN WITNESS WHEREOF, Grantors have executed this Quitclaim Deed the day and year first above written.

Penelope Bassett
PENELOPE N. BASSETT, aka PENNY BASSETT

Charles C. Phillips
CHARLES C. PHILLIPS, aka CLIFF PHILLIPS

Geraldine I. Phillips
GERALDINE I. PHILLIPS

STATE OF NEVADA }
 } ss
COUNTY OF WASHOE }

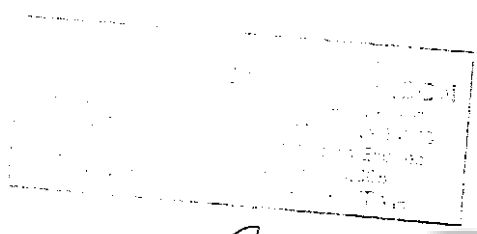
On the 21st day of December, 2004, before me a notary public, personally appeared, PENELOPE N. BASSETT, aka PENNY BASSETT, personally known to me or proved on the basis of satisfactory evidence to be the person whose name is subscribed to the QUITCLAIM DEED and acknowledged to me that she executed the same for the purpose therein contained.

S. Marshall
NOTARY PUBLIC



STATE OF Utah
COUNTY OF Washington } SS

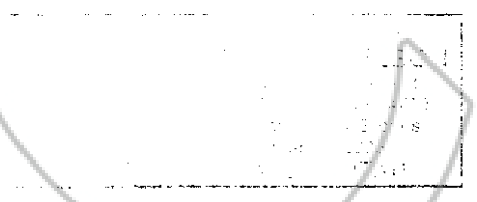
On the 4th day of January, ~~2004~~ ^{2005 year}, before me a notary public, personally appeared, CHARLES C. PHILLIPS, aka CLIFF PHILLIPS, personally know to me or proved on the basis of satisfactory evidence to be the person whose name is subscribed to the within QUITCLAIM DEED and acknowledge to me that he executed the same for the purpose therein contained.



Vicki Ann Nelson
NOTARY PUBLIC

STATE OF Utah
COUNTY OF Washington } SS

On the 4th day of January, ~~2004~~ ^{2005 year}, before me a notary public, personally appeared, GERALDINE I. PHILLIPS, personally know to me or proved on the basis of satisfactory evidence to be the person whose name is subscribed to the within QUITCLAIM DEED and acknowledge to me that she executed the same for the purpose therein contained.



Vicki Ann Nelson
NOTARY PUBLIC

SCHEDULE "A"
Description of Properties

| Claim Name | Date | | Filed w/BLM | NMC # | Filed w/County | County # | County Map # | County | Maintenance Fee Paid | | | | Section | 1/4 Sec |
|------------|----------|--|----------------|--------|-------------------|----------|-----------------|---------|----------------------|-----------|----------|-------|---------|---------|
| | Staked | | | | | | | | O4 | Receipt # | Township | Range | | |
| BP 1 | 10/18/03 | | 1/7/04 | 858715 | 1/12/04 | 121609 | 121617 | Lincoln | X | 939164 | 1N | 66E | 25 | NW |
| BP 2 | 10/18/03 | | 1/7/04 | 858716 | 1/12/04 | 121610 | 121617 | Lincoln | X | 939164 | 1N | 66E | 25 | NW |
| BP 3 | 10/18/03 | | 1/7/04 | 858717 | 1/12/04 | 121611 | 121617 | Lincoln | X | 939164 | 1N | 66E | 26 | NE |
| BP 4 | 10/18/03 | | 1/7/04 | 858718 | 1/12/04 | 121612 | 121617 | Lincoln | X | 939164 | 1N | 66E | 26 | NE |
| BP 5 | 10/18/03 | | 1/7/04 | 858719 | 1/12/04 | 121613 | 121617 | Lincoln | X | 939164 | 1N | 66E | 26 | NE NW |
| BP 6 | 10/18/03 | | 1/7/04 | 858720 | 1/12/04 | 121614 | 121617 | Lincoln | X | 939164 | 1N | 66E | 26 | NE NW |
| BP 7 | 10/18/03 | | 1/7/04 | 858721 | 1/12/04 | 121615 | 121617 | Lincoln | X | 939164 | 1N | 66E | 26 | NW |
| BP 8 | 10/18/03 | | 1/7/04 | 858722 | 1/12/04 | 121616 | 121617 | Lincoln | X | 939164 | 1N | 66E | 26 | NW |