SECOND AMENDED **ASSIGNED** No. 56961

APPLICATION FOR PERMIT
TO APPROPRIATE THE PUBLIC WATERS OF THE STATE OF NEVADA

Date of filing in State Engineer's Office NOV 26 1991

Returned to applicant for correction DEC 26 1991

Corrected application filed APR 01 1992

Map filed APR 01 1992

The applicant USMX, Inc.

P.O. Box 809 (Street and No. or P.O. Box No.), of Ely (City or Town),

Nevada 89301 (State and Zip Code No.), hereby makes application for permission to appropriate the public waters of the State of Nevada, as hereinafter stated. (If applicant is a corporation, give date and place of incorporation; if a copartnership or association, give names of members.)

Incorporated July 19, 1982 in the State of Nevada

1. The source of the proposed appropriation is Underground Sources (Name of stream, lake, spring, underground or other source)

2. The amount of water applied for is 2.0 cfs (One second-foot equals 448.83 gals. per min.) second-feet

   (a) If stored in reservoir give number of acre-feet

3. The water to be used for Mining, Milling and Domestic (Irrigation, power, mining, manufacturing, domestic, or other use. Must limit to one use.)

4. If use is for:

   (a) Irrigation, state number of acres to be irrigated

   (b) Stockwater, state number and kinds of animals to be watered

   (c) Other use (describe fully under No. 12. "Remarks"

   (d) Power:

      (1) Horsepower developed

      (2) Point of return of water to stream

5. The water is to be diverted from its source at the following point in the SW¼ SW¼ of Section 9, T.24N., R.58E., M.D.B.&M., whence the Northeast Corner of Section 4, T.24N., R.58E., M.D.B.&M., bears N. 26° 11' 12" E., 10,914.58 feet distant. (Describe as being within a 40-acre subdivision of public survey, and by course and distance to a section corner. If on unsurveyed land, it should be so stated.)

6. Place of use Sections: 7, 8, 9, 16 through 21, 28 through 33 T.24N., R.58E., M.D.B.&M. Sections: 11 through 14, 23 through 26 and 35 through 36 T.24N., R.57E., M.D.B.&M. (Describe by legal subdivision. If on unsurveyed land, it should be so stated.)

7. Use will begin about January 1 (Month and Day) and end about December 31 (Month and Day), of each year.

8. Description of proposed works. (Under the provisions of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) Drilled well with pump and motor and piped or hauled within the proposed Place of Use. (State manner in which water is to be diverted, i.e. diversion structure, ditches and flumes, drilled well with pump and motor, etc.)

9. Estimated cost of works $40,000

10. Estimated time required to construct works five years
If well completed, describe works.

11. Estimated time required to complete the application of water to beneficial use ten years

12. Remarks: For use other than irrigation or stock watering, state number and type of units to be served or annual consumptive use:

This application will be used to service the applicant's mining operations at a consumptive rate of 2.0 cfs, 24 hours per day, 365 days per year, for a total annual use of 471,810,096 gallons. Please see the attached letter from USMX, Inc. for additional information.

By s/Richard W. Forman
Richard W. Forman Agent
P.O. Box 150
Ely, Nevada 89301

Compared bc/bc ap/se

Protested

APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This permit is issued subject to existing rights. It is understood that the amount of water herein granted is only a temporary allowance and that the final water right obtained under this permit will be dependent upon the amount of water actually placed to beneficial use. It is also understood that this right must allow for a reasonable lowering of the static water level. This well shall be equipped with a two (2) inch opening for measuring depth to water. If the well is flowing, a valve must be installed and maintained to prevent waste. A totalizing meter must be installed and maintained in the discharge pipeline near the point of diversion and accurate measurements must be kept of water placed to beneficial use. The totalizing meter must be installed before any use of water begins, or before the Proof of Completion of Work is filed. This source is located within an area designated by the State Engineer, pursuant to NRS 534.030. The State retains the right to regulate the use of the water herein granted at any and all times.

This permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

(CONTINUED ON PAGE 2)

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, and not to exceed 2.0 cubic feet per second, but not to exceed 472 million gallons annually.

Work must be prosecuted with reasonable diligence and be completed on or before October 10, 1993

Proof of completion of work shall be filed before November 10, 1993

Application of water to beneficial use shall be filed on or before October 10, 1996

Proof of the application of water to beneficial use shall be filed on or before November 10, 1996

Map in support of proof of beneficial use shall be filed on or before N/A

Completion of work filed

Proof of beneficial use filed

Cultural map filed

Certificate No. Issued

IN TESTIMONY WHEREOF, I, R. MICHAEL TURNIPSEED, P.E. State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 10th day of November, A.D. 1992

R. Michael Turnipseed P.E.
State Engineer

(PERMIT TERMS CONTINUED)

The total combined duty of water under Permits 54243, 56763 and 56961 shall not exceed 472 million gallons annually.

This permit is issued under the preferred use provisions of NRS Chapter 534. The manner of use of water under this permit is by nature of its activity a temporary use and any application to change the manner of use granted under this permit will be subject to additional determination and evaluation with respect to the permanent effects on existing rights and the resource within the ground water basin.

The issuance of this permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

Monthly records shall be kept of the amount of water pumped from this well and the records submitted to the State Engineer on a quarterly basis within 15 days after the end of each calendar quarter.