AMENDED

THE STATE OF NEVADA

PERMIT TO CHANGE THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

Name of applicant:	**CORTEZ JOINT VENTURE**
Source:	**UNDERGROUND**
Basin:	**CRESCENT VALLEY**
Manner of Use:	**IRRIGATION**
Period of Use:	**January 1st to December 31st**
Priority Date:	**01/16/1950**

****

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 to change the point of diversion, place and manner of use of the waters of an underground source as heretofore granted under Permit 72673 s issued subject to the terms and conditions imposed in said Permit 72673 and with the understanding that no other rights on the source will be affected by the change proposed herein. This well shall be equipped with a two (2) inch opening for measuring depth to water and 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 the water begins or before the proof of completion of work is filed. If the well is flowing, a valve must be installed and maintained to prevent waste. 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.

The total combined duty of water under Permits 80139, 80140, 80141 and 80142 shall not exceed 2,046.21 acre-feet annually for the irrigation of 660 acres within the described place of use.

The total combined duty of water under Permits 79896, 79897 and 80130 through 80142, inclusive, shall not exceed 6,589.62 acre feet annually for the irrigation of 1,864.3 acres.

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

The Permittee shall keep monthly records of the amount of water pumped from this well for irrigation and the records submitted to the State Engineer on an annual basis not later than February 15th of each year pursuant to State Engineer's Order 1189.

(Continued on Page 2)

The point of diversion and place of use are as described on the submitted application to support this permit.

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 1.24 cubic feet per second and not to exceed an annual duty of 4.0 acre-feet per acre of land irrigated from any and/or all sources.**

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:	**March 16, 2012**
Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:	**March 16, 2014**
Map in support of proof of beneficial use shall be filed on or before:	**March 16, 2014**

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 20th day of **May**, A.D. **2011**

for State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

Permit No. 80142

See Amended Permit

THE STATE OF NEVADA

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The total combined duty of water under Permits 80139, 80140, 80141 and 80142 shall not exceed 2,046.21 acre-feet annually for the irrigation of 660 acres within the described place of use.

The total combined duty of water under Permits 79896, 79897, Permits 80130 through 80137 and Permits 80139 through 80142, inclusive, shall not exceed 6,589.62 acre feet annually for the irrigation of 1,864.3 acres.

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

The Permittee shall keep monthly records of the amount of water pumped from this well for irrigation and the records submitted to the State Engineer on an annual basis not later than February 15th of each year pursuant to State Engineer's Order 1189.

(Continued on Page 2)

Permit No. 80142

The point of diversion and place of use are as described on the submitted application to support this permit.

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Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before: **March 16 2012**

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before: **March 16 2014**

Map in support of proof of beneficial use shall be filed on or before: **March 16 2014**

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 16th day of **March**, A.D. **2011**

P.E.

State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

Application No. 80142

APPLICATION FOR PERMISSION TO CHANGE POINT OF DIVERSION, MANNER OF USE AND PLACE OF USE OF THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

THIS SPACE FOR OFFICE USE ONLY

Date of filing in State Engineer's Office SEP 0 2 2010

Returned to applicant for correction

Corrected application filed

Map filed MAR 0 2 2009 under 7 8 0 8 5

The applicant Cortez Joint Venture

HC 66 Box 1250 (Street Address or PO Box) of Crescent Valley (City or Town)

Nevada 89521-1250 (State and ZIP Code) hereby make(s) application for permission to change the

☑ Point of diversion ☑ Place of use ☑ Manner of use ☐ of a portion

of water heretofore appropriated under (Identify existing rights by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree and identify right in Decree.)

Permit 72673

1. The source of water is Underground
   Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 1.24 c.f.s., ~~1,000.26 AFA~~
   Second feet, acre-feet. One second foot equals 448.83 gallons per minute.

   REL per phone

3. The water to be used for Irrigation
   Irrigation, power, mining, commercial, etc. If for stock, state number and kind of animals. Must limit to one major use

4. The water heretofore used for Irrigation
   If for stock, state number and kind of animals.

5. The water is to be diverted at the following point (Describe as being within a 40-acre subdivision of public survey and by course and distance to a found section corner. If on unsurveyed land, it should be stated.)

   SE¼ NW¼ Section 5, T.27N., R.47E., MDM, or at a point from which the SE corner of Section 32, T.28N., R.47E., MDM, bears North 56° 48' East., a distance of 4,783 feet. (Well DB29)
   Use the map on file under under Permit 78085 to support the Proposed Point of Diversion.

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)

   NW¼NW¼ Section 8, T.27 N., R.47 E., MDM, or at a point from which the SE corner of Section 32, T.28 N., R.47 E., MDM bears North 43°16' East, a distance of 7740 feet
   Use the map on file under Temporary Application 72605T to support the Existing Point of Diversion, (Well DB27)

54-LA

7. Proposed place of use (Describe by legal subdivisions. If for irrigation, state number of acres to be irrigated.)

See Attachment.

Use the map on file under Temporary Application 79543T Sheet 1 to support the Proposed Place of Use.

8. Existing place of use (Describe by legal subdivisions. If changing place of use and/or manner of use of irrigation permit, describe acreage to be removed from irrigation.)

SW¼ Section 9, NW¼ Section 16, all of Section 17 and E½SE¼ Section 18, T.28 N., R.48 E.,MDM

Total of 660 acres to be stripped. (See Item 16)

Use the map on file under Permit 62977, revised Sheet 2, to support the Existing Place of Use

9. Proposed use will be from January 1 (Month and Day) to December 31 (Month and Day) of each year.

10. Existing use permitted from April 1 (Month and Day) to November 1 (Month and Day) of each year.

11. Description of proposed works. (Under the provision of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) (State manner in which water is to be diverted, i.e., diversion structure, ditches, pipes and flumes or drilled well, pump and motor, etc.)

Large-capacity drilled well with pump and motor, and conveyed by large diameter pipeline to separate irrigation pivot systems, each pivot to be equipped with a totalizing meter

12. Estimated cost of works in excess of $5,000,000

13. Estimated time required to construct works 1 Year

If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use 3 Years

15. Provide a detailed description of the proposed project and its water usage (use attachments if necessary): (Failure to provide a detailed description may cause a delay in processing.)

Water to be developed from a large-capacity mine dewatering point well with pump and motor, and conveyed by large diameter pipeline to separate center pivot system located within the proposed Place of Use, each pivot to be equipped with a totalizing meter. Water under this application is to be commingled with other water rights of varying acre-foot duties for irrigation within the Proposed Place of Use.

16. Miscellaneous remarks:

This application, along with 3 other applications being concurrently filed, will strip a combined duty of 2,046.21 AFA from a total of 660 acres under supplemental Permits 72670-73.

Bruce R. Scott

Type or print name clearly

E-mail Address

Signature, applicant or agent

(775) 883-1600

Phone No.

Resource Concepts, Inc.

Company Name

340 North Minnesota Street

Street Address or PO Box

Carson City, NV 89703

City, State, ZIP Code

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

STATE ENGINEER'S OFFICE

2010 SEP -2 PM 3:35

RECEIVED

Revised 07/09

$200 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION

ATTACHMENT TO CORTEZ APPLICATIONS TO CHANGE

7. Proposed Place of Use:

T.26N., R.47E., MDM: Portion E½ Sec. 1 and Portion E½ Sec. 12 within Crescent Valley (Basin 054)

T.26N., R.48E., MDM: Portion Sec. 6 and Portion Sec. 7 within Crescent Valley (Basin 054)

T.27N., R.46E., MDM: W½ SE¼, E½ SW¼ Sec. 13; SW¼ SW¼ Sec. 23; NE¼, E½ NW¼ Sec.24; NW¼, W½ NE¼ Sec. 26

T.27N., R.47E., MDM: All Sec. 4, 5, and 6; E½ Sec. 7, All Sec. 8 and 9; E½, SW¼ Sec. 18; N½, SW¼ Sec. 19; E ½ Sec. 24; All Sec. 25; SE ¼ Sec. 30; All Sec. 36

T.27N., R.48E., MDM: W½ Sec. 19, All Sec. 30 and 31

T.28N., R.47E., MDM: E½, SW¼ Sec. 13; SE¼ SW¼ Sec. 15; SE¼ NE¼, NE¼ SE¼ Sec. 21; NW¼, NW¼ SW¼ Sec. 22; E½ Sec. 27; NW¼, W½ NE¼ Sec. 28; S½ Sec. 29; SE¼ Sec. 30; Lots 7, 8, 9, 10, E½ Sec. 31; All Sec. 32; SE¼ Sec. 34; W½, SE¼ Sec. 35

T.28N., R.48E., MDM: All Sec. 1, 3, 5, and 7; NE¼ NE¼, S½ S½ Sec. 8; All Sec. 9, 11, and 13; N½, W½ SE¼ , SW¼ Sec. 14, All Sec. 15; W½ NE¼, NW¼ Sec. 16; All Sec. 17; N½ N½, SE¼ NE¼, E½ SE¼ Sec. 18; N½ NW¼ Sec. 23

T.28N., R.49E., MDM; All Sec. 3, 7, 9 and 17

A total of 1864.3 acres is to be irrigated under this group of concurrent applications, together with pending Applications to Change Nos. 79896 and 79897, which have the same proposed place of use.