



**BARGAIN AND SALE DEED**

Date FEB. 10, 2004  
 \$ EXEMPT RJG

This BARGAIN AND SALE DEED, is made effective as of the 9<sup>th</sup> day of February, 2004, by and between IDARADO MINING COMPANY, a Delaware corporation, whose address is P.O. Box 584, 311 Main Street, Ouray, Colorado 82427 ("Grantor"), and IDARADO LEGACY, LLC, a Colorado limited liability company, whose address is P.O. Box 584, 311 Main Street, Ouray, Colorado 82427 ("Grantee")

Grantor, for and in consideration of the sum of Ten and no/100ths Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell and convey unto Grantee, its successors and assigns forever, all the real property together with improvements, if any, situate, lying and being in San Miguel County, State of Colorado, more particularly described on Exhibit A attached hereto and incorporated herein by reference (the "Property").

RESERVING, for the use and benefit of Grantor, its successors and assigns, a perpetual easement for Grantor, its agents and contractors, and the State of Colorado, for unrestricted access to the Property so as to ensure the continued, unimpeded operation and maintenance of all components of and all structures and improvements resulting from or related to all remedial, mitigative, corrective, and other actions, schedules, plans, terms, and conditions prescribed by or described in the Consent Decree, Order, Judgment and Reference to Special Master entered in Colorado v. Idarado Mining Co., Case No. 83-C-2385 (D.Colo. July 6, 1992), ("Consent Decree") or the Remedial Action Plan, which is an exhibit to and a part of the Consent Decree. Such reserved easement shall expire, as to any portion of the Property, upon the conveyance of that portion by Grantee to a third party, and any reserved easement for such purposes to which such portion shall thereafter be subject shall be set forth in the deed from Grantor to the third party.

TOGETHER with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining.

TO HAVE AND TO HOLD the Property above bargained and described, with the appurtenances unto Grantee, its successors and assigns forever.

IN WITNESS WHEREOF, Grantor has executed this Bargain and Sale Deed effective as of the date first set forth above.

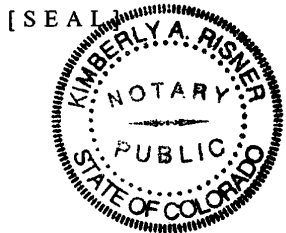
IDARADO MINING COMPANY,  
 a Delaware corporation

By: DA BAKER  
 David A. Baker, President

STATE OF COLORADO )  
 ) San Miguel ss.  
 CITY AND COUNTY OF ESPERO )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of February, 2004, by David A. Baker, as President of Idarado Mining Company, a Delaware corporation.

WITNESS my hand and official seal.  
 My Commission expires: 10/16/2006



Kimberly A. Risner  
 Notary Public

**EXHIBIT A**  
**to**  
**BARGAIN AND SALE DEED**

Legal Description of the Property

A portion of the Seattle Placer MS 14751, the St. James Placer MS 1034, the Fraction Placer MS 11929, the P&O Placer MS 2346, the Gold Run Placer MS 554, Upper San Miguel Mining District, and the Royer Creek Placer Townsite according to the plat recorded in Plat Book 28 at page 20, and the Fraction Placer Townsite according to the plat recorded in Plat Book 28 at page 14, further described as follows:

Beginning at the northeast corner of the Telluride Cemetery according the document recorded in Book 11 at Page 583 from which HARN monument "Foley" bears S48°59'03"W, a distance of 594.50 feet;  
Thence N75°08'15"W, along the northeasterly line of said Cemetery, a distance of 244.99 feet to the southeasterly corner of that tract of land described in Book 67 at Page 484;  
Thence running along the boundary of said tract the next three (3) courses:  
1) N02°43'59"W, a distance of 52.50 feet;  
2) N75°08'15"W, a distance of 260.00 feet;  
3) S68°09'31"W, a distance of 83.73 feet to a point on Line 1-4 of said St. James Placer;  
Thence N20°22'52"E, along said Line 1-4, a distance of 169.75 feet to Corner 4 of said St. James Placer, said Corner 4 being the same point as Corner 1 of said Seattle Placer;  
Thence N83°12'20"E, a distance of 1,657.04 feet to Corner 6 of said Seattle Placer;  
Thence N09°02'00"W, a distance of 167.63 feet to Corner 5 of said Seattle Placer;  
Thence S75°27'00"E, a distance of 586.62 feet to Corner 4 of said Seattle Placer;  
Thence S18°26'05"W, a distance of 735.95 feet to Corner 3 of said Seattle Placer;  
Thence S67°29'51"E, a distance of 236.88 feet to Corner 2 of said Seattle Placer, said Corner 2 being on Line 4-3 of said St. James Placer;  
Thence S75°11'16"E, along said Line 4-3, a distance of 1,190.14 feet to a point on the northerly line of that tract of land described in Book 375 at Page 156;  
Thence running along the boundary of said tract the next four (4) courses:  
1) N89°58'59"W, a distance of 28.76 feet;  
2) S00°01'01"W, a distance of 125.00 feet;  
3) S89°58'59"E, a distance of 125.00 feet;  
4) N00°01'01"E, a distance of 99.58 feet to a point on the southerly line of Lot 1, The Falls at Telluride, according to the plat recorded in Plat Book 1 at Pages 1403-1404;  
Thence S75°11'16"E, along said southerly line, a distance of 54.95 feet to an angle point in the westerly line of Lot 2 of said Falls at Telluride;  
Thence running southerly, along said westerly line, the next two (2) courses: 1) S02°44'06"W, a distance of 79.62 feet;  
2) S17°03'19"W, a distance of 165.50 feet to the southwest corner of said Lot 2, said point being a point of non-tangent curvature;  
Thence running easterly, along the southerly line of said Lot 2 the next four (4) courses:  
1) along the arc of a 930.00 foot radius curve to the left, through a central angle of 02°06'50", an arc length of 34.31 feet, the chord of which bears S86°55'35"E, a distance of 34.31 feet;  
2) S87°58'59"E, a distance of 110.87 feet to a point of curvature;  
3) along the arc of a 365.00 foot radius curve to the right, through a central angle of 17°00'00", an arc length of 108.30 feet;  
4) S70°58'59"E, a distance of 169.48 feet to a point on the easterly line of said Falls at Telluride also being the westerly line of said Royer Creek Placer Townsite;  
Thence S20°01'01"W, along said westerly line, a distance of 35.88 feet to the centerline of the alley in Block B of said Royer Creek Placer Townsite;  
Thence S75°08'14"E, along said centerline, a distance of 82.64 feet to the intersection of the southerly projection of the easterly line of Lot 16, Block B, of said Royer Creek Placer Township;  
Thence N14°51'46"E, along said easterly line, a distance of 115.00 feet to the intersection of the northerly projection of said easterly line and the centerline of Marshall Avenue in said Royer Creek Placer Townsite;  
Thence N75°08'14"W, along said centerline, a distance of 72.27 feet to a point on the easterly line of said Falls at Telluride;

Thence running along the boundary of said Falls at Telluride the next four (4) courses:  
 1) N20°01'01"E, a distance of 137.35 feet to Corner 3 of said St. James Placer;  
 2) S75°08'14"E, a distance of 9.93 feet;  
 3) N14°51'46"E, a distance of 148.20 feet;  
 4) S75°08'14"E, a distance of 370.48 feet to a point on Line 1-4 of said Fraction Placer;  
 Thence N19°58'44"E, a distance of 290.89 feet to Corner 4 of said Fraction Placer;  
 Thence S75°01'10"E, along Line 4-3 of said Fraction Placer, a distance of 344.79 feet to Corner 3 of said Fraction Placer, said Corner 3 being on Line 6-5 of said P & O Placer;  
 Thence N20°00'15"E, a distance of 428.53 feet to Corner 5 of said P & O Placer;  
 Thence S66°35'30"E, along line 5-4 of said P & O Placer, a distance of 1,203.50 feet;  
 Thence S23°24'31"W, a distance of 1,161.38 feet to the northerly line of that tract of land known as TT 1-4 Easement and described at Reception No. 338369;  
 Thence running westerly along said northerly line the next fifteen (15) courses:  
 1) S73°54'03"W, a distance of 204.99 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 2) N50°38'39"W, a distance of 250.51 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 3) S89°46'02"W, a distance of 248.72 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 4) N33°38'25"W, a distance of 98.04 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 5) N46°33'50"W, a distance of 142.57 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 6) N76°39'53"W, a distance of 137.40 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 7) S82°16'08"W, a distance of 182.36 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 8) N84°25'01"W, a distance of 128.55 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 9) S75°41'01"W, a distance of 201.80 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 10) S62°37'48"W, a distance of 108.76 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 11) S83°30'18"W, a distance of 207.02 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 12) N77°45'22"W, a distance of 144.05 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 13) N87°46'42"W, a distance of 192.23 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 14) S66°42'21"W, a distance of 155.08 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 15) S00°23'10"E, a distance of 262.36 feet to a #5 rebar with 2" aluminum cap marked LS 24299;  
 Thence N64°55'13"W, a distance of 371.45 feet;  
 Thence N62°17'17"W, a distance of 168.34 feet;  
 Thence N44°40'59"W, a distance of 164.88 feet;  
 Thence N39°41'25"W, a distance of 104.77 feet;  
 Thence N42°46'28"W, a distance of 319.80 feet;  
 Thence N26°58'45"W, a distance of 187.89 feet;  
 Thence N39°24'22"W, a distance of 169.77 feet;  
 Thence N55°02'06"W, a distance of 335.73 feet;  
 Thence N83°12'58"W, a distance of 481.46 feet;  
 Thence N03°03'00"E, a distance of 73.30 feet to a point of non-tangent curvature;  
 Thence westerly, along the arc of a 2,220.00 foot radius curve to the right, through a central angle of 04°44'16", an arc length of 183.57 feet, the chord of which bears N86°59'37"W, a distance of 183.52 feet;  
 Thence N84°37'29"W, a distance of 426.31 feet to a point of curvature;  
 Thence along the arc of a 3,020.00 foot radius curve to the right, through a central angle of 01°54'48", an arc length of 100.85 feet to a point of non-tangent curvature;  
 Thence westerly, along the arc of a 380.00 foot radius curve to the left, through a central angle of 06°04'45", an arc length of 40.32 feet, the chord of which bears N85°45'03"W, a distance of 40.30 feet;  
 Thence N88°50'49"W, a distance of 60.76 feet to a point of curvature;  
 Thence along the arc of a 1,480.00 foot radius curve to the left, through a central angle of 05°05'26", an arc length of 131.49 feet;

Thence S86°03'45"W, a distance of 106.26 feet to a point of curvature;  
 Thence along the arc of a 1,980.00 foot radius curve to the left, through a central angle of 03°07'13", an arc length of 107.83 feet;  
 Thence S82°56'32"W, a distance of 199.93 feet to a point of curvature;  
 Thence along the arc of a 2,220.00 foot radius curve to the right, through a central angle of 03°32'07", an arc length of 136.98 feet;  
 Thence S86°28'39"W, a distance of 25.12 feet;  
 Thence S03°31'21"E, a distance of 132.31 feet;  
 Thence S87°44'00"W, a distance of 284.67 feet to a point on the easterly line of East Telluride Addition to the Town of Telluride according to the plat recorded in the office of the Clerk and Recorder in Plat Book 28 at page 12;  
 Thence N15°02'54"E, along said easterly line, a distance of 240.17 feet to the southwest corner of that tract of land described in Book 133 at Page 300;  
 Thence running along the southerly line of said tract the next two (2) courses:  
 1) S75°08'14"E, a distance of 133.20 feet;  
 2) N85°34'12"E, a distance of 283.00 feet to the most southerly corner of that tract of land described in Book 103 at Page 333;  
 Thence N78°20'05"E, along the southerly line of said tract, a distance of 167.92 feet to a point on the southwesterly line of the Telluride Cemetery according the document recorded in Book 11 at Page 583;  
 Thence S75°08'09"E, along said southwesterly line, a distance of 38.00 feet to the southeast corner of said Telluride Cemetery;  
 Thence N20°22'44"E, along the southeasterly line of said Telluride Cemetery, a distance of 371.00 feet to the POINT OF BEGINNING.

AND LESS AND EXCEPT:

That tract of land being a part of the St. James Placer MS 1034 described in Book 81 at page 331, County of San Miguel, State of Colorado.

AND LESS AND EXCEPT:

Lots 21-24, Block B, of said Royer Creek Placer Townsite, together with the southerly one-half of vacated Marshall Avenue adjacent to said Lots and together with the northerly one-half of the vacated alley adjacent to said Lots.

The total area of this legal description is 119.05 acres, more or less.

County of San Miguel, State of Colorado