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JOHN E. KINNISON
Geologist

1220 West Sonora St.
Tucson, Arizona 85745

602/628-9651

Mr. David Black
Territorial Resources
Mesa, Arizona

September 28, 1989

Champion Mine

Dear David:

The enclosed hand written letter was worked up last night to acknowledge our telephone conversation. I thought about this some more today, and thought I would send this cover letter to further explain, or rather expand on, the matter of charges casually mentioned. I have the feeling that you have not used, to any extent, professional consultants. As a group we base our fees on many years of experience in the exploration business, and the fees may seem high to you. I have not raised my usual rate of \$250 per day since 1978--and am able to do this because of low overhead. Expenses are extra, at actual cost. This is low by today's standards.

As I have told you, I am not presently doing any field work myself. A colleague, L. Clark Arnold, takes on field work for my projects; he is a very capable geologist and keeps a full time office running, and we cooperate as the need arises--but he is not involved in the Champion in any way.

The finding of the old Champion could have taken up to 4 or 5 days, plus expenses, if this had been an assignment. Since it was a by-product of my work (and Al's) at McMillan, the actual time probably reduces to a couple of days. By comparison, it took just about 5 days (including two field trips) to locate that elusive water well.

My telephone call to you was just a courtesy call to let you know the McMillan status, and the Champion came up as a side issue. In retrospect, my suggestion of \$2000 seems more like a finders fee than a true consulting fee--although I succeeded in an instance where you had come to a dead end. At the appropriate time, when you are financially set up, I would suggest you call me, and we can work out something fair to you, me, and of course my cousin, Al Kinnison.

I hope your incorporation proceeds well. I would be interested in seeing the prospectus when it is ready for distribution. I will repeat what was said in my enclosed letter--namely, that if your land status research shows the land to be unavailable, there would be no fee.

Sincerely,

John E. Kinnison

Att;letter

Mr David Black
Territorial Resources
1936 S Loman
Mesa Arizona 85206

Subject: Champion Mine.

Dear David:

In our telephone conference of Sep 27 1989,
We discussed the ^{old} Champion Mine, which you have already
formed an interest in, but have not been able to locate
on the ground. It is almost impossible to see now,
but I have located it, and have an old newspaper
article, which also shows a cross-section of the
workings, indicating indicated ore below (as I
recall) the main portal, which is now covered at
the surface.

The site of the claim is located on Forest Service
land, which is open to location. But the single
Champion claim is shown on one Forest Service
map as being "Federal land". If this claim
has been purchased, as in some times done, by
the Forest Service, Park Service etc (Simply to clear
out existing mining claims), it probably has been
classified as "Federally-owned land" and will
not be open to location. If, after purchase,
it was placed back into "Public Domain",
it will be locatable, open to location.

As we discussed, if your land status
investigation leads to filing mining claims
or other acquisition, my cousin Al and I
feel we should be compensated along the
lines discussed, or in some reasonable manner.
If you ~~can~~ ^{cannot} obtain the land, no payment would
be due.

When you have your finances in order, we will be glad to exchange our information on the location so that you can trace the land status at the BLM files and maps in Phoenix. This would be done on the basis of a simple agreement and good faith between us.

The property seems well suited to your corporate objectives, as I understand them.

Please contact me when you are in a position to compensate us for our considerable effort in locating this old mine.

Sincerely

John E. Kennison
9/27/89

Telephone 628-5691

1220 W Sonora

Tucson Ariz 85745

P.S. I look forward hearing from you. As I told you, McMillan is being optioned to a mining company, but their interest is in larger tonnage than the small hi-grade in the upper levels. The water well with Cu-Au-Ag which we discussed is currently being given first call to a major company, although medals have yet been finalized.

JEK