

Announcement of Sale

Berry Hills Corporation has decided to sell their silicon deposit. The asking price is \$5,000,000. The property offered for sale includes:

204 acres surrounding and including the deposit

A valid NPDES permit

All supporting engineering design as detailed in the attached Berry Hills Silica Mine documentation.

After we transfer the NPDES permit, the buyer should be able to immediately begin mining. Several natural gas wells have been drilled on the property, which means The natural gas probably underlies this 204 acres and could greatly reduce the cost of drying the silica after processing.

In addition, the level area of 204 acres fronting on state road 94 could be used as processing facility. If you desired to process the silica at one of your existing facilities, there is a shorter haul road going directly to Tennessee Highway 11W.

If you wish to set up a meeting to discuss this offer, tour the deposit, review supporting design engineering or NPDES permit documentation, please contact Sean McGrath at: Phone: 512-535-5838 Cell Phone: 512-745-0655 E-mail: berryhillsilica@gmail.com

Attributes of the Berry Hills Silica Mine Camelot, Tennessee

- 1.** Proven reserves of at least 18 million tons. This is supported by the sand analysis reports that show the 45+ core drill holes.
 - 2.** Value of proven recoverable reserves is \$ 288 million dollars.
 - 3.** Value of estimated recoverable reserves between \$300 and \$800 million.
 - 4.** Consistent silicon purity in excess of 99%, as reported in the sand analysis reports done by independent testing laboratories.
 - 5.** A current mining permit exists, and necessary engineering has already been completed.
 - 6.** Easily recoverable ore, with soft overburden averaging less than 6 feet.
 - 7.** Excellent access to the deposit: borders paved state road, with interior access roads already in place. Transport distance for raw ore to processing site approximately _ mile.
 - 8.** Level area (5-10 acres) directly below the deposit, bordering the paved roads, is ideal for processing facility. The area has ample room for water storage and settling ponds.
 - 9.** Three reliable sources of water are available on the property:
 - A.** State approved community drinking water system (6 inch line) available at processing site.
 - B.** Bold stream runs through processing site (a source of free processing water) supply.
- A producing gas well lies within the confines of this property, connected via a private pipeline to Hawkins County gas Co. A high capacity gas line (Duke Energy Co.) also runs adjacent to this tract. Successful natural gas wells have been drilled on adjoining property and competent geologists feel certain that additional wells on this property would be successful. A self contained supply of natural gas would dramatically cut sand processing costs.
- 10.** The property is close to major highways:
 - A.** US 11W (4 lanes), US 25E (4 lanes), I-81, I-40, and I-75.
 - B.** Rail access approximately 20 miles
 - C.** River Barge access approximately 60 miles
 - 11.** Close to major consumer of Silica products.
 - 12.** There is a rapid growing market in this area for other sand based products, such as construction sand and cement blocks. Added diversity would improve returns on investment and improve production efficiency. By-products could easily pay all the overhead of the mining operation.
 - 13.** An ample supply of good quality building stone is contained with in this property and could easily be harvested. Demand for this product is growing in all areas. It would make good sideline product with low production costs.

Contact Sean McGrath Phone: 512-535-5838 Cell Phone: 512-745-0655 E-mail:
berryhillsilica@gmail.com

Sand Analysis Report page 1 of 7

BERRY HILLS CORPORATION SILICA MINE DOCUMENTATION

LAY E. STONE, PRESIDENT

PO BOX 1267 COLLEGEDALE, TN 37315

MAP OF QUARRY NO. 1 36.4 ACRES WITHIN THE 207 ACRES
INCLUDED IN THIS SALE. MAP ALSO SHOWS WHERE CORE HOLE SAMPLES
WERE TAKEN.

ANALYSIS OF SAND SAMPLE BY MONARCH ANALYTICAL LABORATORIES
ON JUNE 2, 2006.

RECORD OF EXPLORATION DRILLING (EIGHT PAGES).

NPDES PERMIT APPLICATION.

INTRODUCTION

TDEC/WPC ADDRESS FORM

EPA FORM 1

SITE LOCATION MAP

EPA FORM 2D

LINE DRAWING (PROPOSED HYDRAULIC SAND BENEFICATION PLANT

WATER FLOW SCHEMATIC

NARRATIVE DISCUSSION

RUNOFF VOLUME CALCULATIONS

APPENDIX

DRAINAGE PLAN MAP

SEDIMENT CHANNEL DESIGN DETAILS

MINE PLAN MAP

SEDIMENT BASIN 001 DESIGN MAP

PROCESS WATER POND MAP

HAULROAD DETAILS

ROCK CHECK DAM DETAILS

DRAFT OF NPDES PERMIT

NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM (NPDES) PERMIT

Sand Analysis page 2

Enclosed is a cobbled together map of the drill holes done in 1973 and 2000. It is legible enough to provide some useful info for your current project. I am adding a few of my own comments below:

Holes 0 thru 44 were drilled in 1973. The first 43 are shown on the map. The accompanying printout sheet explains their results for each hole.

Hole 44 is not shown, but if you follow the line of 42 and 43 you can make a good guess where it probably was drilled (about 250 ft East of the pond, and "near 100 ft deep").

Holes 12 and 13 are significant because they appear to define the eastern edge of the deposit (12 hit shale at only 7 ft and 13 shows 25 ft of sand, bottomed in shale).

Likewise hole 35 appears to define the upper edge of the deposit (12 ft sand, and 18 ft shale).

Hole 41, near the west edge, was still in sand at 30 ft, and there was a surface exposure a short distance west of that hole.

Note the areas marked "SE" which indicate "surface exposure - cut by bulldozer". Also note that it says most of the holes were in dozer cuts averaging 5 ft deep. According to Ben Helton, who did a lot of the dozer work, these cuts are what we now see as ruff roads that seem to lead nowhere.

In general, the vertical center of the surface of the deposit seems to be about at the 1500 ft contour, which runs just behind the pond. Your proposal to put a drill hole there seems logical.

Holes B1 thru B4 were drilled by S&ME in 2000. Hole B1 was the one in front of the pond which was in solid sand to an unknown depth (probably 100 ft). Hole B2 was just outside the top perimeter indicated on this map. B4 was way out of the top perimeter and B3 was well below the bottom. I certainly hope your work will prove better than that!

Samples from hole B1 were tested by _____ Lab in 2000 and found to be excellent. Lab reports indicated the following results (copies enclosed):

- a. First test by _____ lab, dated 3/10/00 which indicate $\text{SiO}_2 = 99.00\%$
- b. Memo dated 03/31/00 from S&ME which gives the results of the second test indicating 98.7% Silica
- c. An old memo _____ dated April 17, 1973 noting that the sample provided at that time was "acceptable for glass melting".

I hope this will help you to establish the quantity and quality of the silica deposit. Good luck, and please let me know if I can be of further help.

Sincerely,

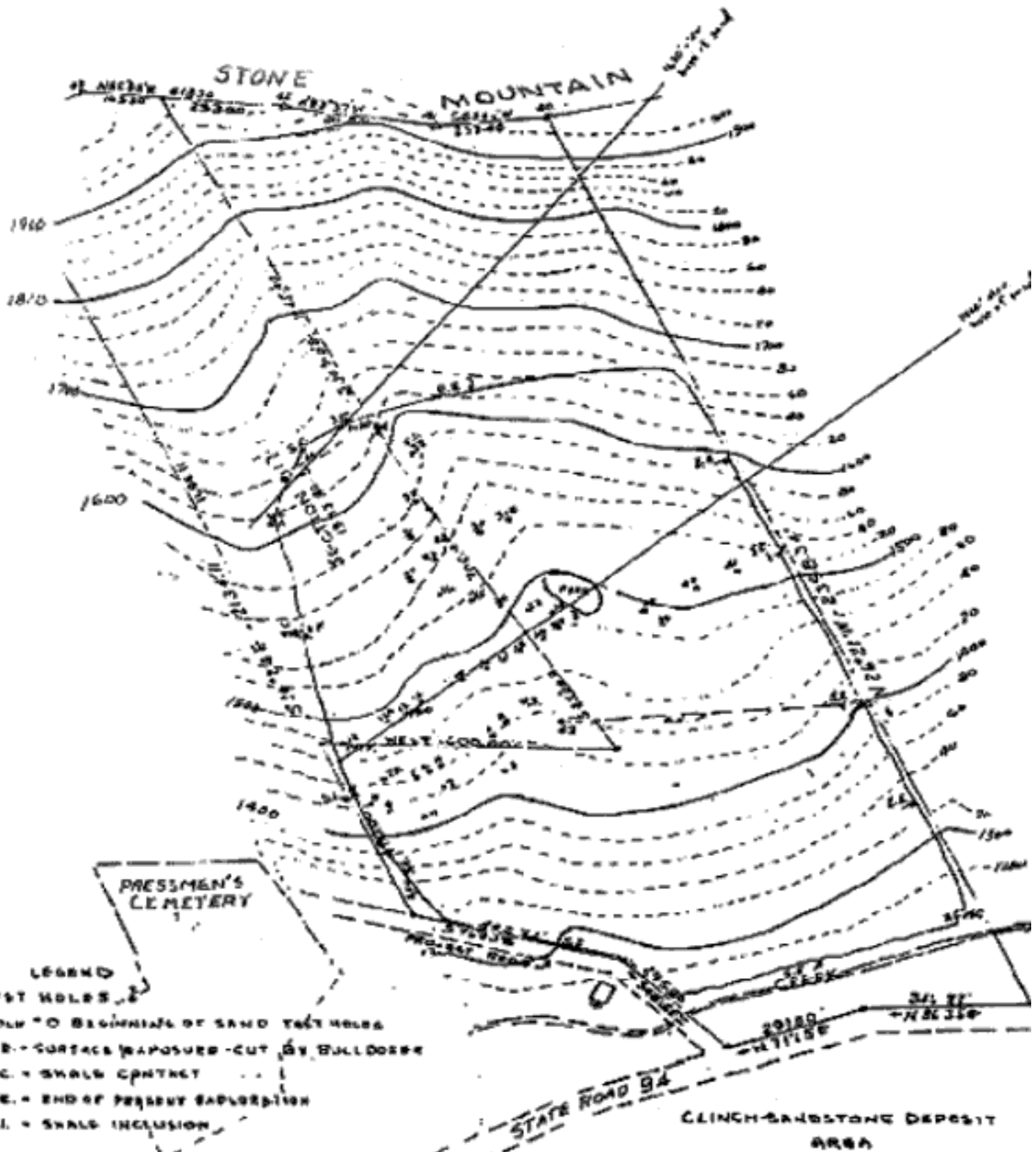
Sand Analysis page 3

TABLE I.

Page

DRILL HOLES AND SAND DEPTHS

WELL NUMBER	DEPTH	NOTES
0	10 feet	sand
1	10	"
2	10	"
3	10	"
4	10	"
5	10	"
6	10	"
7	10	"
8	10	"
9	10	"
10	10	"
11	10	"
12	10	7 feet sand, 3 feet shale
12A	10	sand
13	25	25 feet sand, bottomed in shale
14	18	sand
15	30	sand
16	30	sand
17	30	mostly sand, dark inclusions (shale?)
18	25	same
19	30	sand
20	30	"
21	30	"
22	30	"
23	30	"
24	30	"
25	30	10 feet topsoil, 20 feet of sand
26	30	same
27	30	sand
28	30	"
29	30	"
30	30	"
31	30	"
32	30	"
33	30	shaley
34	30	sand
35	30	12 feet sand, 18 feet shale
36	30	shale
37	30	sand
38	30	"
39	30	"
40	30	"
41	30	"
42	30	"
43	40	" (5/4/73)
447	(drilled to near 100 feet, reported by telephone 5/15/73, in sand)	

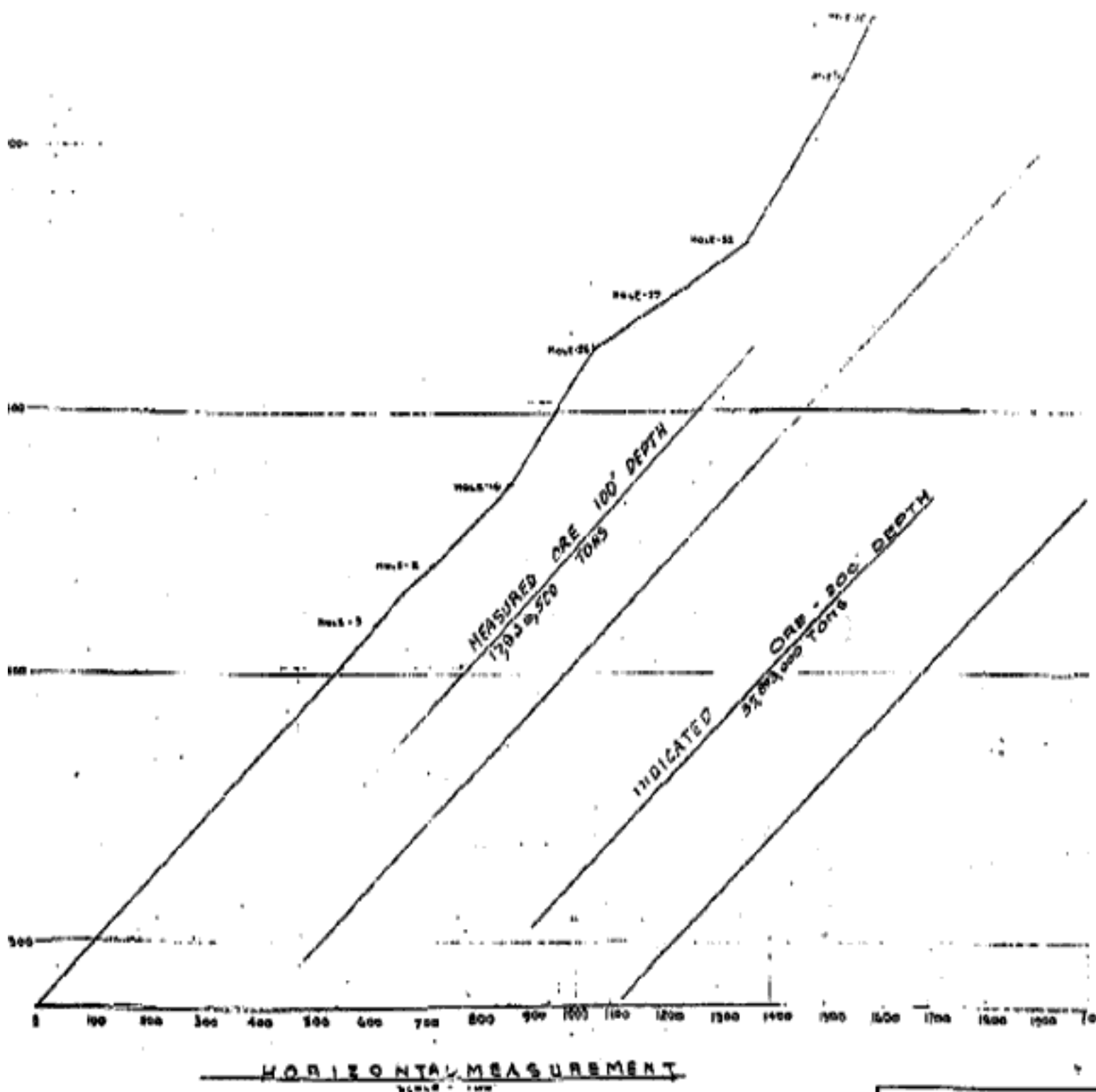


LEGEND
 TEST HOLES
 HOLY "O" BEGINNING OF SAND TEST HOLES
 S.E. - SURFACE EXPOSED - CUT BY BULLDOZER
 S.C. - SHALE CONTACT
 S.E. - END OF PRESENT EXPLORATION
 S.I. - SHALE INCLUSION

10 LBS 2 - AND 12 IN. THRU 43 - 20 FT.
 " 1 THRU 11 - 10 FT.
 MOST OF THE HOLES WERE IN CUTS - AVERAGE 8 FT.
 AREA OF THE PRESENT EXPLORED SAND DEPOSIT IS 21 AC. 4
 USING THE CRITERIA OF MEASURED SAND BODIES, THIS
 AREA CONTAINS 5,383,950 TONS OF SAND IN PLACE.

CLINCH-SANDSTONE DEPOSIT AREA
 IN THE CONFINES OF THE KINGDOM OF GREAT
 CAMELOT TENNESSEE
 SCALE 1" = 200' DATE 5-2-75
 BY A.J. LUCAS - TENN. S.L. SURVEYOR 1937
 AND PENN. ENGINEER 1942

Sand Analysis page 5



—PROFILE—
 CLINCH SANDSTONE DE
 KINGDOM OF CAMB
 CAMELOT, TENN.
 Scale: _____

Sand Analysis page 6

Area Code 615—Phone 232-4449

P. O. Box 4354

NICHOLS LABORATORY
ANALYTICAL CHEMISTS
Since 1900
1924 Tennessee Avenue
KNOXVILLE, TENNESSEE 37921

May 1, 1973

Received 4/27/73
Sample Sand
From Kingdom of Camelot
Sample Iron Stained Sand

Treatment
Washed in ball mill twenty minutes.
100 grams sample
5 grams Calgon (detergent).
400 grams flint pebbles.
250 grams water.

Sieve Analysis Washed Sample

Retained on 20 mesh	2.8%
Retained on 100 mesh	73.2%
Retained on 200 mesh.	8.7%
Washing loss	15.3%
Total	100.00 %

Chemical Analysis on minus 20 mesh-plus 100 mesh -73.2%

Iron Oxide (Fe_2O_3)	0.091%
Silica (SiO_2)	99.63%

NICHOLS LABORATORY

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© Code 513- (Form 327-644)

EXHIBIT # 5
P.O. Box 424

NICHOLS LABORATORY
ANALYTICAL CHEMISTS
Since 1900
1924 Tennessee Avenue
KNOXVILLE, TENNESSEE 37921

May 1, 1973

Received 4/30/73
Sample Sand
From Kingdom of Camelot
Marks Light Colored Sand

Treatment
Washed in ball mill 20 minutes
100 gram sample
5 Grams Calgon (detergent)
400 grams flint pebbles
250 grams water

Washed Sample
Sieve Analysis

Mesh	% Retained on	% Passing	<u>Minus 20 Mesh - +100 Mesh</u>
20	.2	76.4	
40	12.4	64.0	
60	26.8	37.2	
80	29.3	7.9	
100	7.9	<u>0.0</u>	
200	12.8		
Loss	10.6 (Minus 200)		
Total	<u>100.00</u>		

Chemical Analysis

-20 Mesh - +100 Mesh or 76.4% of original sample

Iron Oxide (Fe₂O₃) 0.017 Percent
00.01 Percent

MONARCH

ANALYTICAL LABORATORIES, INC.
 540 TOMAHAWK DR • MAUMEE, OH 43537-1696
 PHONE (419) 897-9000 • FAX (419) 897-9111
 E-MAIL testing@monarchlab.com

Mr. Mike Clisso
 Engineering Services
 PO Box 750
 Wise, VA 24293

Request: COM04-I-1176
 Project: 9032.001
 PO#: --
 Received: 05/18/04
 Completed: 06/02/04

Page 1 of 1

Analysis of Sand

Fine Sands, LLC Cokehole No. 4
041176-01

% SiO ₂	99.40
% Al ₂ O ₃	0.11
% Fe ₂ O ₃	0.21, 0.21
% Cr ₂ O ₃	0.0051
% TiO ₂	0.046
% CaO	0.012
% MgO	0.007
% Na ₂ O	0.010
% K ₂ O	0.015
% LOI @ 1000°C	0.20

The sample received for analysis was riffled and ground in an agate ball mill. Portions of the ground material were used for analysis. Results are reported on the "as received" sample basis. Iron was determined in duplicate for quality assurance purposes.

Method Summary:

Sand: AM-I-0034

Thank you for using Monarch Analytical Laboratories, Inc.

Dale H. Niederhauser
 James P. Maximovich
 Christopher S. Youngen
 Lisa M. Buzis/ie



Lisa M. Buzis/ie

IN111/27,35
 IN106/82
 IN111/03

Sand Analysis part 2 page 3

Camelot Sand Samples

11 November 2004

These are samples of silica rock, dug out of the Stone Mountain silica deposit at Camelot TN, with a backhoe, in November 2004. They were taken from 8 holes, each about 4 to feet deep, widely separated around the perimeter, and thru the center of the known deposit. Solid silica was encountered in every hole, at a depth of 1 to 6 feet below the surface.

The samples were selected at random, crushed, washed and graded into glass sand at a highly qualified testing facility in Eastern TN, on 11 November 2004. The method used was Atomic Absorption, which is superior to the usual x-ray diffraction method of testing. The test results are as follows:

ppm = Parts per million

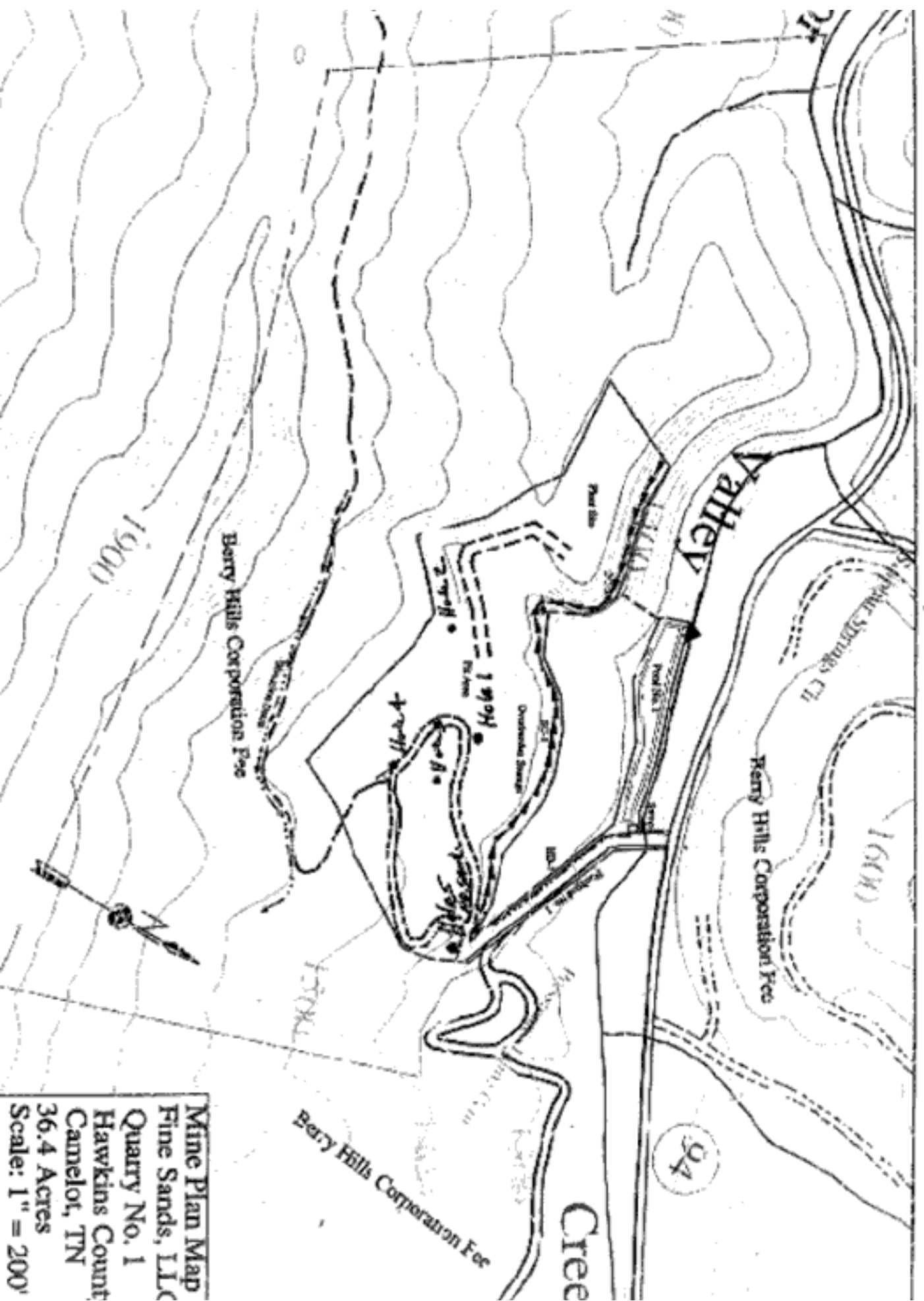
% = fractions of one percent (i.e. 0.0257% = Approximately one quarter of one percent)

<u>Sample #</u>	<u>% Yield</u>	<u>Fe₂O₃</u>	<u>Al₂O₃</u>	<u>Pb</u>
1	81.0	257 ppm 0.0257%	1516 ppm 0.1516%	.
2	82.5	152 ppm 0.0152%	1382 ppm 0.1382%	0.93 ppm 0.000093%
2 (bottom)	79.3	341 ppm 0.0341%	1689 ppm 0.1689%	3.73 ppm 0.000373%
3	76.9	234 ppm 0.0234%	1091 ppm 0.1091%	
4	83.5	131 ppm 0.0131%	1070 ppm 0.1070%	
5	84.5	804 ppm 0.0804%	1049 ppm 0.1049%	

The following Sample was picked up on the surface and tested on 8/9/04

<u>Sample #</u>	<u>% Yield</u>	<u>Fe₂O₃</u>	<u>Al₂O₃</u>	<u>Pb</u>
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Sand Analysis part 2 page 5

RECORD OF EXPLORATION DRILLING

COMPANY	DRILLING COMPANY
Fine Sands, LLC P.O. Box 798 Norton, Virginia 24273	Standard Core Drilling Co., Inc. P.O. Box 1526 Coeburn, Virginia 24230

H.O.E. NO. 1 Page 1 of 1

COORDINATES: Northing _____ DRILLER Bobby G. Roac
 Survey or Estim. Easting _____ COUNTY _____
 Surface Elevation _____ STATE Tennessee
 USGS 7 1/2 Minute Quad _____ Hole Size NQ
 DRILING Bgn Date 04/06/04 Completion Date 04/06/04
 LOCATION On State Route 94 West near Camelot Country Club

STRATA DESCRIPTION	THICKNESS		DEPTH		COMPUTER CODES (Office Use Only)		
	FEET	T% W%	FEET	T% W%	L CODE	S CODE	COMM. CODE
<u>Coarse</u>			<u>10</u>	<u>40</u>			
<u>Soft sandy/mud/boulders</u>	<u>3</u>	<u>50</u>	<u>13</u>	<u>90</u>			
<u>Hard boulders & sand</u>	<u>1</u>	<u>20</u>	<u>16</u>	<u>10</u>			
<u>Mud/sand/boulders/coreloss</u>	<u>10</u>	<u>00</u>	<u>26</u>	<u>10</u>			
<u>(White)boulder/sand/coreloss</u>	<u>10</u>	<u>00</u>	<u>36</u>	<u>10</u>			
<u>White sand/coreloss</u>	<u>6</u>	<u>00</u>	<u>42</u>	<u>10</u>			
<u>White/brown boulders/sand</u>	<u>12</u>	<u>50</u>	<u>54</u>	<u>60</u>			
<u>White sand/coreloss</u>	<u>2</u>	<u>20</u>	<u>56</u>	<u>80</u>			
<u>Hard white rock</u>	<u>2</u>	<u>95</u>	<u>59</u>	<u>75</u>			
<u>White sand/coreloss</u>	<u>2</u>	<u>00</u>	<u>61</u>	<u>75</u>			

Sand Analysis part 2 page 6

RECORD OF EXPLORATION DRILLING

COMPANY	DRILLING COMPANY
Pine Sands, LLC P.O. Box 798 Norton, Virginia 24273	Standard Core Drilling Co., Inc. P.O. Box 1326 Coeburn, Virginia 24230

HOLE NO. 2 Page 1 of 2

COORDINATES: Northing _____ DRILLER Bobby C. Ross

Survey or Estim. Easting _____ COUNTY _____

Surface Elevation _____ STATE Tennessee

USGS 7 1/2 Minute Quad _____ Hole Size NQ

Drilling Begin Date 04/07/04 Completion Date 04/07/04

LOCATION On State Route 94 West near Camelot Country Club

STRATA DESCRIPTION	THICKNESS		DEPTH		COMPUTER CODES (Office Use Only)		
	FEET	IN/IN	FEET	IN/IN	L. CODE	S. CODE	COMM. CODE
vertburden/boulders/sand			12	00			
and	1	50	13	50			
and/coreless	2	50	16	00			
and white rock	1	00	17	00			
and/coreless	6	15	23	15			
and white rock	0	85	24	00			
and/coreless	7	90	31	90			
and white rock	1	70	33	60			
and	2	70	36	30			
and white rock	1	40	37	70			
and/coreless	4	10	41	10			

Sand Analysis part 2 page 9

RECORD OF EXPLORATION DRILLING

COMPANY		DRILLING COMPANY	
Fine Sands, LLC P.O. Box 798 Norton, Virginia 24273		Standard Core Drilling, Inc. P.O. Box 1526 Coeburn, Virginia 24230	
HOLE NO. 4		Page 1 of 2	
COORDINATES: Northing _____		DRILLER Bobby G. Rose	
Survey or Estim. Easting _____		COUNTY _____	
Surface Elevation _____		STATE Tennessee	
USGS 7 1/2 Minute Quad. _____		Hole Size NO _____	
Drilling Begin Date 04/12/04		Completion Date 04/13/04	
LOCATION On State Route 94 West near Camelot Country Club			

STRATA DESCRIPTION	THICKNESS		DEPTH		COMPUTER CODES (Office Use Only)		
	FEET	1/8ths	FEET	1/8ths	L. CODE	S. CODE	COMM. CODE
Overburden/sand/boulders			10	00			
Hard brown/white rock	6	65	16	65			
Sand/coreloss/rock	6	20	22	85			
Hard white rock	0	25	23	10			
Hard white/brown rock	1	90	25	00			
Sand/coreloss/rock	6	40	29	40			
Hard white rock	3	70	33	10			
Sand/coreloss/rock	7	25	40	35			
Hard white rock	1	75	42	10			
Sand/coreloss	2	00	43	10			

