

150138

ASSIGNMENT AND ASSUMPTION AGREEMENT

FOR TEN DOLLARS (\$10.00) and other valuable consideration,
TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP, a Nevada limited
partnership ("TSVLP"), whose address is 55 Madison Street, Suite
745, Denver, Colorado 80206, does hereby assign to GOLD CAPITAL
CORPORATION, a Colorado corporation, whose address is 5525 Erindale
Drive, Suite #201, Colorado Springs, Colorado 80918 ("Gold
Capital"), an undivided sixty percent (60%) interest in and to that
certain Mining Lease, dated November 30, 1988 (the "Lease"), Aaron
Buttington and Ethel Buttington (collectively, the "Lessors") and
TSVLP (the "Lessee"). A Memorandum of the Lease was recorded in
Book 196 at Page 306 of the Eureka County, Nevada, Recorder's
office. Gold Capital does hereby agree to assume an undivided
sixty percent (60%) of all duties and obligations under the Lease.
DATED and agreed to by the parties hereto this 31 day of
December, 1993.

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TONKIN SPRINGS VENTURE LIMITED
PARTNERSHIP

By: TONKIN SPRINGS GOLD MINING
COMPANY, General Partner

By: William W. Reid, President

GOLD CAPITAL CORPORATION

By: Stephen G. Calandrella, President

Coloado
STATE OF NEVADA
COUNTY OF CLATSOP
ss.

Before me personally appeared William W. Reid on this 31 day
of December, 1993, and executed the above ASSIGNMENT AND ASSUMPTION
AGREEMENT, as President of Tonkin Springs Gold Mining Company,
which is the sole General Partner of Tonkin Springs Venture Limited
Partnership, a Nevada limited partnership, and acknowledged to me
that he executed the same in that capacity.

Witness my hand and official seal.

My commission expires:

8/9/97

(SEAL)



NOTARY PUBLIC

David H. Reid

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STATE OF COLORADO
COUNTY OF *Chaparral*
ss. }

Before me personally appeared Stephen G. Calandrella President
on this 31 day of December, 1993, and executed the above ASSIGNMENT
AND ASSUMPTION AGREEMENT, as President of Gold Capital Corporation,
and acknowledged to me that he executed the same in that capacity.

Witness my hand and official seal.

My commission expires:

8/9/97

(SEAL)



NOTARY PUBLIC

Judith Rodin

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Pavel, Mauro, Hutter
94 JAN 10 P2:57

EUREKA COUNTY, NEVADA
M.N. REBALANCE, RECORDER
FILE NO. 150138
FEE \$9.00

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