

1. Debtor(s) (Last Name First) and address(es)
 Gold Capital Corporation
 525 Escudale Drive, Suite 201
 Colorado Springs, CO 80918
 EIN# 84-1251798

2. Secured Party(ies) and address(es)
 Tonkin Springs Venture Limited
 Partnership
 55 Madison, Suite 745
 Denver, CO 80206

3. Maturity date (if any):
 Filed this 19th day of
 July 1995 at 11:15a.m.
 County of Eureka
 State of Nevada
 M. N. Rebaletti
 Eureka County Recorder
 Deputy

4. This statement refers to original Financing Statement bearing File No. #150142 Book 263, Pg. 494
 Filed with Eureka County, Nevada
 Date Filed Jan. 10, 1994

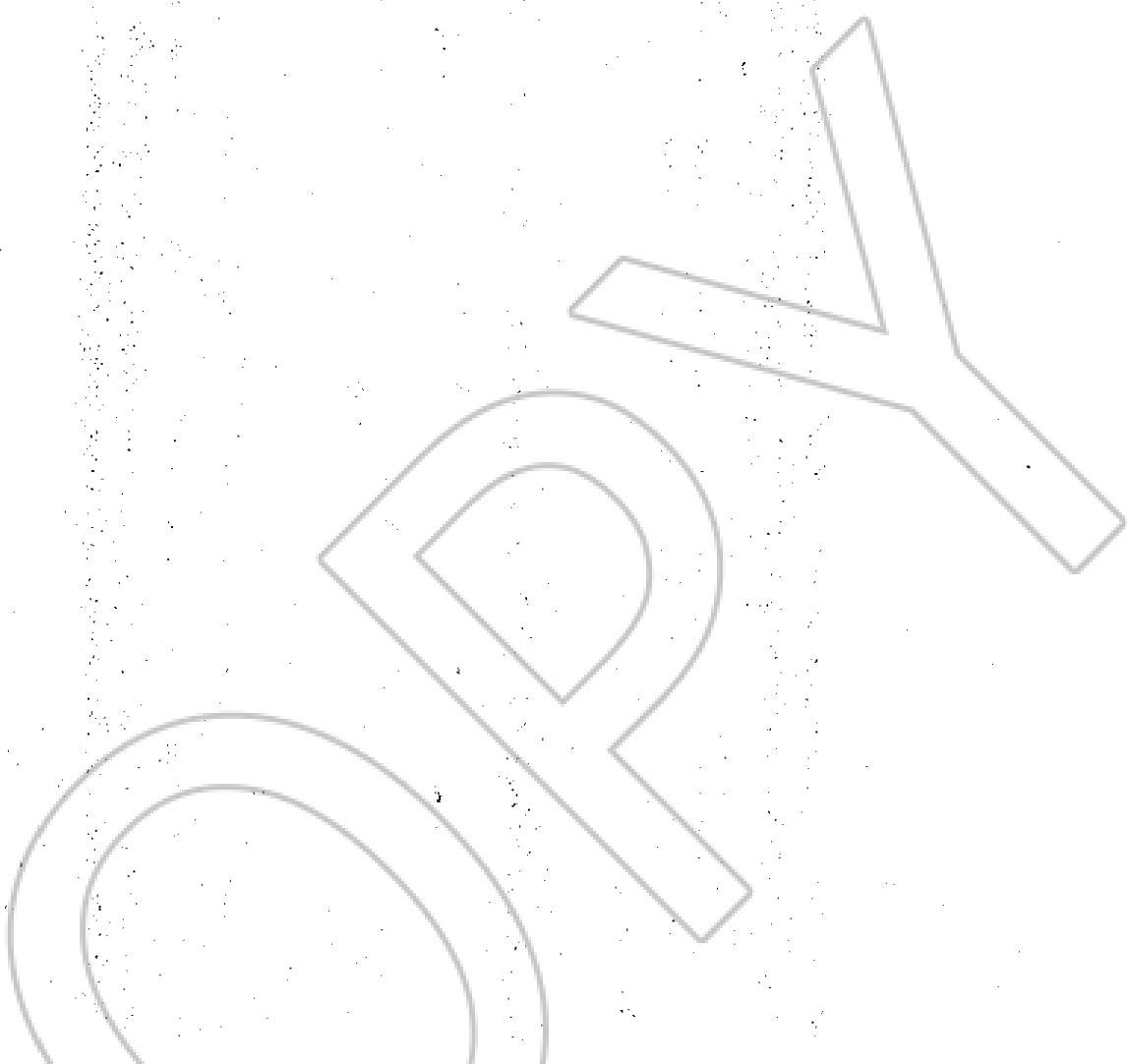
5. Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.
6. Termination. Secured party no longer claims a security interest under the financing statement bearing file number shown above.
7. Assignment. The secured party's right under the financing statement bearing file number shown above to the property described in item 10 have been assigned to the assignee whose name and address appears in item 10.
8. Amendment. Financing Statement bearing file number shown above is amended as set forth in item 10.
9. Release. Secured Party releases the collateral described in item 10 from the financing statement bearing file number shown above.

See schedule A attached hereto.

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By: William W. Feld
 Tonkin Springs Venture L.P., by William W. Feld
 President, Tonkin Springs Gold Mining Co., Mgr.
 (1) Filing Officer Copy - Alphabetical
 Signature(s) of Debtor(s) (necessary only if item 8 is applicable).
 STANDARD FORM - FORM UCC-3
 158293

No. of additional Sheets presented:



SCHEDULE A

- a. One - Used 18' X 9' Fuller Sag Mill
 Year of Manufacture 1988
 Serial Number: 88-20279-726, including
 Cast steel heads with integral trunnions, out-turned
 flanges, two piece shell
 - Existing steel liners and steel discharge grates,
 approx. 80-90% life remaining. Inner liners on
 discharge are rubber.
 - Partial set of new steel liners (spares).
 - Retractable feed chute.
 - Discharge trommel.
 - 76" Dia. X 12" main bearings, high lead bronze inserts.
 - 406 tooth ring gear, 24" face. 1.5 D.P., 22 tooth
 pinion, 20.5" face.
 - Sumimoto Paramax 7 gearbox. Size SM7090P2BR-6.7,
 input HP. 1250, input RPM 1720, HP rating 2160.
 Appl. factor 1.72, Ratio 6.706:1.
 - Fluidrive size 66 fluid coupling, rating 1250 HP 1800 RPM.
 - 1250 HP Toshiba type like motor, 1780 RPM 3/60/4160V
 Frame NO. 400-420, poles 4, amperes 154, insul.
 class F, temp. rise BOPC. S.F. 1.00.
 - Inching drive consisting of:
 15HP reliance, 1175 RPM. 230/460V XT-extra tough
 induction motor,
 - FR. 284T, S.F. 1.15, Sumimoto sm-hedcon gearbox,
 model CB 175 SF1, input 18.8, HP 18.00, output
 torque 42010 IN-LB.; Stern brake model
 1-018-012-02-F0F, torque 1 B-FT 125, 220/440-230/460V
 - Hydrodynamic/Hydrostatic trunion bearing lubrication
 system.
 - Main gear grease lubrication system.
 - All Electrical switchgear and starters (where any of the
 enclosures for the aforementioned cannot be removed
 without affecting the integrity of the system of enclosures
 only the internal components will be removed).
 - Jacking cradles.
 b. One - Used McLellan M.H. 185 X 85 mill liner handler,
 model 3000 proof test 4100 lb. SWL 3000 lb.
 c. All manuals, technical information, engineering drawings, installation
 drawings, etc., for the Equipment.
 d. One - Damaged 76" dia x 12" main bearing lead bronze insert.

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