

BILL OF SALE

For good and valuable consideration in the amount of U.S. \$650,000, the receipt and adequacy of which is hereby acknowledged, Tonkin Springs Project Joint Venture (The "Venture" or "Seller"), a Nevada, USA joint venture whose address is 55 Madison, Suite 745, Denver, Colorado 80206, Gold Capital Corporation, a Colorado, USA corporation ("Gold Capital") as manager of and 60 percent undivided owner of the Venture and the assets being sold hereby, and Tonkin Springs Venture Limited Partnership ("TSVLP"), a Nevada, USA limited partnership, having the remaining 40 percent undivided ownership interest in the Venture and of the assets being sold hereby, (collectively "Sellers") hereby grants, conveys, bargains, sells, assigns and transfers to Compania Minera del Sur S.A. ("Purchaser"), a Bolivian company with address Casilla 4326, La Paz, Bolivia, the used milling and related equipment, as listed below (the "Equipment").

1.- The equipment is as follows:

- a - One - Used 18' x 9' Fuller Sag Mill
 - Year of Manufacture 1988
 - Serial Number: 88-20279-726
 - Which Includes:
 - Cast steel heads with integral trunnions, out-turned flanges, two piece shell
 - Existing steel liners and steel discharge grates, 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
 - Sumimoto Paramax 7 gearbox, Size SM7090P2BR-6.7, input HP, 1250, input RPM 1720, HP rating 2160. Appl. faqctor 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-headcon gearbox, model CB 175 SFI, input 18.8 HP 18.00, output torque 42010 IN-LB.: Stern brake model

1-018-012-02-FOF, 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.I.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.

2.- Seller hereby warrants to Purchaser that said Equipment is free and clear of all liens and encumbrances, and hereby indemnifies Purchaser from any adverse claims of ownership to said Equipment.

3.- Except as otherwise provided herein, Sellers makes no warranties, express or implied, with respect to the used Equipment hereby sold to Comsur, which is sold "AS IS" and "WHERE IS" In particular, Sellers makes no warranties of merchantability of fitness for any particular purpose with respect to such used equipment.

4.- This Bill of Sale specifically incorporates all rights and obligations of the parties hereto as set forth and included in the Purchase Agreement dated effective July 12, 1995.

5.- This Bill of Sale shall in all respects be governed by, and constructed in accordance with, the laws of the State of Colorado, including matters of construction validity and performance.

In WITNESS WHEREOF, Sellers have executed this Bill of Sale on the 12th day of July, 1995.

SELLERS

Tonkin Springs Project Joint Venture:

By: *John Young*
John Young, President Gold Capital Corporation
Manager, Tonkin Springs Project Joint Venture

Gold Capital Corporation;

By: *John Young*
John Young, President
60% Owner Tonkin Springs Project Joint Venture

Tonkin Springs Venture Limited Partnership:

By: *W. Reid*

Name: W. Reid, President, Tonkin Springs Gold Mining Company,
Manager TSVP, 40% Owner Tonkin Springs Project Joint Venture

BOOK 284 PAGE 557

OFFICIAL RECORDS
RECORDED AT THE REQUEST OF

Orlando McDonald Brown, Victim of Loss
95 AUG 14 AM 11:57

EUREKA COUNTY NEVADA
M.N. REBAL/ATI. RECORDER
FILE NO. FEES 9.00

158456

BOOK 284 PAGE 559