

Recorded at the request of
and when recorded return to:

Tonkin Springs Venture Limited Partnership
c/o Randall Hubbard
Davis Graham & Stubbs
370 17th Street, Suite 4700
P.O. Box 185
Denver, CO 80201-0185

167571

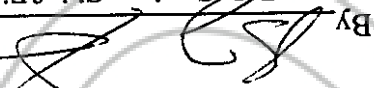
Substitution of Trustee

Cornucopia Resources Ltd, a British Columbia corporation, is the legal owner and holder of the Promissory Note made in accordance with the Letter Agreement dated May 6, 1993, executed and made by Tonkin Springs Venture Limited Partnership, a Nevada limited partnership, in the principal sum of \$128,106.85 and of all other indebtedness secured by the Deed of Trust executed and made by Tonkin Springs Venture Limited Partnership, Tonkin Springs Gold Mining Company, a Colorado corporation, and U.S. Environmental Corporation, a Colorado corporation, all as Trustor, to Stewart Title of Northeastern Nevada, as Trustee, and recorded on May 18, 1993, in the Office of the Eureka County Recorder, Official Records, Document No. 145452, Book 247, Pages 374-390.

Cornucopia Resources Ltd, as the legal owner and holder of the Promissory Note and the present beneficiary of the Deed of Trust, desires to change the Trustee named in the Deed of Trust. Cornucopia Resources Ltd. appoints Cornucopia Resources Ltd., a British Columbia corporation, as the Trustee under the Deed of Trust in the place of Stewart Title of Northeastern Nevada with the power to perform all obligations and to exercise all rights of the Trustee in and under the Deed of Trust.

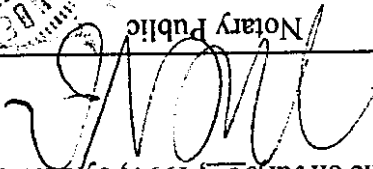
Dated July 2, 1997.

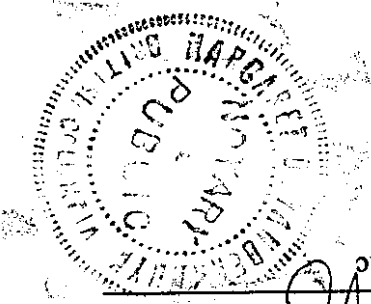
Cornucopia Resources Ltd.

By 
B.J. Gordon, Chief Financial Officer

PROVINCE OF BRITISH COLUMBIA,
)
ss.
)
MUNICIPALITY OF VANCOUVER.

This Substitution of Trustee was acknowledged before me on July 2, 1997, by B.J. Gordon, as Chief Financial Officer of Cornucopia Resources Ltd


Notary Public



BOOK 310 PAGE 243

BOOK 310 PAGE 244

COPY

167571

EUREKA COUNTY, NEVADA
M.N. REDEVELOPMENT RECORDS
FILE NO. FEES \$8.00

97 AUG -4 PM 1:16

Shawn Thompson & Associates
RECORDED AT THE REQUEST OF

BOOK 310 PAGE 243

RECORDED