

168468

Recorded at the request of and when recorded return to:

Randall E. Hubbard  
Davis, Graham & Stubbs LLP  
370 17th Street, Suite 4700  
P.O. Box 185  
Denver, CO 80201-0185

**SUBSTITUTION OF TRUSTEE**

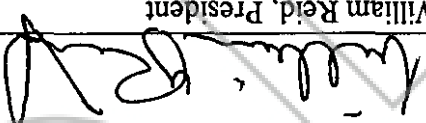
Tonkin Springs Venture Limited Partnership, a Nevada limited partnership ("TSVLP"), is the legal owner and holder of the Promissory Note dated December 31, 1993, as amended and restated as of June 21, 1995 (collectively, the "Note"), executed and made by Gold Capital Corporation, a Colorado corporation ("GCC"), in the principal sum of \$3,800,000.00 and of all other indebtedness secured by that Deed of Trust with Assignment of Rents and Royalties dated December 31, 1993, executed by GCC, as Trustor, to First American Title Company of Nevada, a Nevada corporation ("First American"), as Trustee, and TSVLP, as Beneficiary, recorded on January 27, 1994 as Document No. 150215 in Book 264, Page 25 of the Official Records of the Eureka County Recorder, Nevada (the "Deed of Trust").

TSVLP, as the legal owner and holder of the Note and the present beneficiary of the Deed of Trust, desires to change the Trustee named in the Deed of Trust. TSVLP hereby appoints TSVLP as Trustee under the Deed of Trust in the place of First American with the power to perform all obligations and to exercise all rights of the Trustee in and under the Deed of Trust

Dated August 27, 1997.

TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP,  
a Nevada limited partnership

By: Tonkin Springs Gold Mining Company, a Colorado  
corporation

By  \_\_\_\_\_  
William Reid, President

DGS-70435.1  
August 26, 1997 3:14 pm

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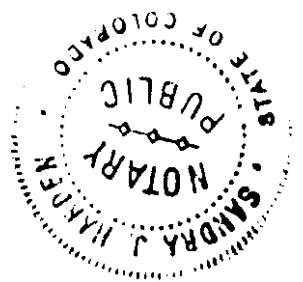
STATE OF COLORADO

)  
) ss.  
)  
CITY AND COUNTY OF DENVER

This Substitution of Trustee was acknowledged before me on August 27, 1997, by William Reid, as President of Tonkin Springs Gold Mining Company, a Colorado corporation, general partner of Tonkin Springs Venture Limited Partnership, a Nevada limited partnership.

Witness my hand and official seal.

My commission expires: 3-25-2000



Notary Public

*Sandra J. Hansen*

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OFFICIAL RECORDS  
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*David Graham & Associates LLP, atty*  
97/SEP-8 AM 11:56  
EUREKA COUNTY NEVADA  
M.N. REBAL EATI. RECORDER  
FILE NO. 168468  
FEES \$ 8.00

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