



DOC # 0233181

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Official Record
Recording requested By
COGENCY GLOBAL INC

Eureka County - NV
Lisa Hoehne - Recorder
Fee: \$90.00 Page 1 of 5
RPTT: Recorded By: LH
Book- 602 Page- 0030

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
COGENCY GLOBAL INC.
194 Washington Avenue, Suite 310
Albany, New York 12210
(800) 828-0938



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
0220484, filed on 06-04-2012

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. PARTY INFORMATION CHANGE:
Check one of these two boxes: AND Check one of these three boxes to:
This Change affects Debtor or Secured Party of record CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c ADD name: Complete item 7a or 7b, and item 7c DELETE name: Give record name to be deleted in item 6a or 6b

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)
6a. ORGANIZATION'S NAME
OR
6b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)
7a. ORGANIZATION'S NAME
OR
7b. INDIVIDUAL'S SURNAME
INDIVIDUAL'S FIRST PERSONAL NAME
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral
Indicate collateral:

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)
If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME
HSBC Bank USA, National Association
OR
9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

10. OPTIONAL FILER REFERENCE DATA:
To be filed with Eureka County, Nevada; Debtor: High Desert Mineral Resources, Inc.

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as item 1a on Amendment form
0220484, filed on 06-04-2012

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as item 9 on Amendment form

12a. ORGANIZATION'S NAME HSBC Bank USA, National Association	
OR	
12b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see Instruction item 13): Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see Instructions if name does not fit

13a. ORGANIZATION'S NAME High Desert Mineral Resources, Inc.			
OR			
13b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. This FINANCING STATEMENT AMENDMENT:
 covers timber to be cut covers as-extracted collateral is filed as a fixture filing

16. Name and address of a RECORD OWNER of real estate described in item 17
(if Debtor does not have a record interest):

17. Description of real estate:
See Exhibit A attached hereto and incorporated herein by reference for a description of the Collateral

18. MISCELLANEOUS:



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EXHIBIT A
to
UCC FINANCING STATEMENT AMENDMENT
Debtor: High Desert Mineral Resources, Inc.
Secured Party: HSBC Bank USA, National Association

Description of Collateral

The property described in paragraphs (a) through (d) is collectively referred to as the "Collateral":

- (a) All of Debtor's right, title and interest, now owned or hereafter acquired, in and to:
- (i) all ore, minerals, concentrate, doré, bar, and refined gold, silver or other metals, including, without limitation, all As-Extracted Collateral (collectively, the "Products") (as defined in the Uniform Commercial Code) attributable to the royalty interests and estates and other interests of Debtor identified in Part I of Appendix A attached hereto and made a part hereof in the lands described in Parts II of Appendix A, whether now owned or hereafter acquired, by law or otherwise (collectively, the "Royalty Interests");
 - (ii) all contracts, agreements, and instruments now in effect or hereafter entered into by Debtor or Debtor's predecessors in title, for the sale, purchase, exchange or processing of Products attributable to the Royalty Interests;
 - (iii) all of the agreements and contracts identified in Part I of Appendix A, which create, define or otherwise pertain to the Royalty Interests;
 - (iv) all accounts, and the credit balances in dollars or Products therein, of Debtor at any refinery or processing facility to which Products attributable to the Royalty Interests are delivered, expressly including all accounts of Debtor presently in effect at Johnson Matthey in Salt Lake City, Utah; and
 - (v) all accounts, contract rights and general intangibles now existing or hereafter arising in connection with the exploration for, production, processing, treatment, storage, transportation, manufacture or sale of Products attributable to the Royalty Interests.
- (b) Without limiting the foregoing, Collateral includes all Products extracted from or attributable to the Royalty Interests and in the Proceeds (as defined in the Uniform Commercial Code) resulting from the sale or other disposition of such Products, and such Products shall be deemed financed at the minehead and the security interest perfected hereby attaches to such Products as severed and extracted and to the accounts resulting from such sales.
- (c) All of Debtor's books, records and information reflecting or with respect to any of the foregoing.
- (d) All Proceeds of the items set forth in paragraph (a) and (b), including, without limitation, whatever is received upon the sale, exchange, collection or other disposition of the Collateral and insurance payable or damages or other payments by reason of loss or damage to the Collateral, and all additions thereto, substitutions and replacements thereof or accessions thereto.



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APPENDIX A
to
EXHIBIT A
to
UCC FINANCING STATEMENT AMENDMENT
Debtor: High Desert Mineral Resources, Inc.
Secured Party: HSBC Bank USA, National Association

Part I. Royalty Interests includes and means those royalty interests owned by High Desert Mineral Resources, Inc. and created by the following instruments (the "Royalty Agreements") which create, define or otherwise pertain to the Royalty Interests, as of the effective date of the Mortgage, Deed of Trust, Security Agreement, Pledge and Financing Statement by and among High Desert Mineral Resources, Inc. as Trustor, Stewart Title of Nevada Holdings, Inc. as Trustee and HSBC Bank USA, National Association, as Beneficiary:

(a) With respect to the Leeville Royalty:

(i) The Leeville Royalty was created by the Carried Interest and Operating Agreement, dated effective as of May 3, 1999 ("Leeville Agreement"), between Newmont Gold Company and High Desert, granting a 2% carried working interest, equal to a 2% Net Smelter Returns royalty, and recorded in the records of Eureka County, Nevada in Book 327 at Pages 217-249.

(ii) By Royalty Assignment and Agreement, dated effective December 26, 2002, High Desert assigned to High Desert Gold Corporation 10% of the 2% royalty under the Leeville Agreement, resulting in High Desert retaining a 1.8% Net Smelter Returns royalty in a majority of Newmont's Leeville Project.

(b) With respect to the SJ Claims Royalty:

(i) The SJ claims royalty was created by the Royalty Assignment, Confirmation, Amendment, and Restatement of Royalty, and Agreement, dated effective as of November 30, 1995 ("Royalty Assignment"), between Barrick Bullfrog, Barrick Goldstrike Mines Inc., and Royal Hal Co. ("RHC") and recorded in the records of Eureka County, Nevada in Book 291 at pages 001-115. The Royalty Assignment granted to RHC a 1% Net Smelter Returns royalty. RHC was merged into High Desert on September 16, 1997.

(ii) By Royalty Assignment and Agreement, dated effective December 26, 2002, High Desert assigned to High Desert Gold Corporation 10% of the 1% royalty under the Royalty Assignment, resulting in High Desert retaining a 0.9% Net Smelter Returns royalty in the SJ Claims.

Part II. The lands, millsites and unpatented mining claims subject to the Royalty Interests include all of the fee lands, millsites and unpatented mining claims described in this Part II and any estates, minerals, royalty interests and all other interests hereafter acquired by High Desert in the lands, minerals, royalty interests and unpatented mining claims, or within the geographic boundaries of the same, by operation of law or otherwise, together with all of the interests of High Desert of any nature whatsoever now or hereafter incident or appurtenant to such lands,



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millsites and unpatented mining claims, including, but not limited to: (a) fee mineral and surface interests; (b) all unsevered and unextracted minerals, mineral proceeds or mineral products in, under or attributable to the interests of High Desert; and (c) all easements, rights of way, surface leases and other privileges and rights affecting or related to the foregoing interests of High Desert or appropriate or useful in the exploration, development, handling, marketing, processing, production, storage, transportation or treatment of minerals, mineral proceeds or mineral products from any of the foregoing lands, millsites, unpatented mining claims or other interests.

(a) Leeville Royalty Properties: As described on Attachments A and B hereto, consisting of 10 pages

(b) SJ Claims Royalty Properties: As described on Appendix B hereto, consisting of 1 page.

COPY

