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Official Record

Recording requested By
COGENCY GLOBAL INC

Eureka County - NV

Lisa Hoehne - Recorder

Fee: \$90.00

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RPTT:

Recorded By: LH

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0233184

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

E
COGENCY GLOBAL INC.
C 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
0207445, filed on 01-08-2007

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
0207445, filed on 01-08-2007

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):

**Debtor: HIGH DESERT MINERAL RESOURCES, INC.
1660 WYNKOOP ST
DENVER, CO 80202-1115**

**Secured Party: HSBC Bank USA, National Association
2929 Walden Ave, C-111
Depew, NY 14043**

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 and other metals (collectively, the "Products") attributable to the royalty interests and estates and other interests of Debtor identified in Appendices A and B attached hereto and made a part hereof in the lands described in Appendices A and B, whether now owned or hereafter acquired, and attributable to the royalty interests and estates and other interests of Debtor acquired with proceeds of Loans made pursuant to the Second Amended and Restated Loan Agreement (the "Loan Agreement") dated as of January 5, 2007 from High Desert Mineral Resources, Inc., as trustor, to Stewart Title of Northeastern Nevada, as trustee and HSBC Bank USA, as beneficiary (collectively, the "Royalty Interest");

(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 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;

(v) all accounts, including, without limitation, checking, demand deposit, collateral and other accounts of or for the benefit of Debtor with the Secured Party or any affiliate thereof, including, without limitation, the Collateral Account (as defined in the Loan Agreement), which is account number 66C-003556 with the Lender or an affiliate of Lender, and all other accounts which may be maintained from time to time by Debtor in accordance with the Loan Agreement, and all cash, cash equivalents, credit balances and things of value in such accounts from time to time and all income and proceeds of the foregoing; and

(vi) 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 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

Property

1. Patented Mining Claims: Those certain patented lode mining claims, situated in Township 35 North, Range 50 East, MDM, Esmeralda County, Nevada further described as

Claim	US Patent No.	US Survey No.
Big Six No. 3	783757	4332
Holt	881735	4422
July	935874	4528
Crus. Divide	945439	4593
Bald Eagle	946758	4527

Esmeralda County Assessor Information: Parcel No. 410-000-71;
Roll No. 03178; District 4.0.

2. Unpatented Mining Claims.

(a) The following described unpatented lode mining claims situated in Township 35 North, Ranges 50 and 51 East, MDM, Esmeralda County, Nevada:

Claim Name	Book	Page	Book	Page	BLM Serial No.
BIG JDM	0	45			NMC 11196
BIG JDM NO. 1	0	46			NMC 11197
BIG JDM NO. 2	0	47			NMC 11198
BIG JDM NO. 3	0	48			NMC 11199
BIG JDM NO. 4	0	49			NMC 11200
BIG JDM NO. 5	0	50			NMC 11201
BIG JDM NO. 6	0	51			NMC 11202
BIG JDM NO. 7	0	52			NMC 11203
BIG JDM NO. 8	0	53			NMC 11204
BIG JDM NO. 9	0	54			NMC 11205
BIG JDM NO. 10	0	55			NMC 11206
BIG JDM NO. 11	0	56			NMC 11207
BIG JDM NO. 12	0	57			NMC 11208
BIG JDM NO. 13	0	58			NMC 11209
BIG JDM NO. 14	0	59			NMC 11210
BIG JDM NO. 15	0	60			NMC 11211
BIG JDM NO. 16	0	61			NMC 11212
BIG JDM NO. 17	0	62			NMC 11213
BIG JDM NO. 18	0	63			NMC 11214
BIG JDM NO. 19	0	64			NMC 11215
BIG JDM NO. 20	0	65			NMC 11216
BIG JDM NO. 21	0	66			NMC 11217

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
BIG JIM NO. 22	0	67			NMC 11218
BIG JIM NO. 23	0	68			NMC 11219
BIG JIM NO. 24R	428	368			NMC 913583
BIG JIM NO. 25R	428	369			NMC 913582
BIG JIM NO. 26R	428	370			NMC 913583
BIG JIM NO. 27R	428	371			NMC 913584
BIG JIM NO. 28R	428	372			NMC 913585
BIG JIM NO. 29R	428	373			NMC 913586
BIG JIM #30	71	111	428	374	NMC 72757
BIG JIM 31R	442	62			NMC 933664
BM 1R	442	80			NMC 933682
BM #6	147	79			NMC 372458
BM #7	147	80			NMC 372459
BM 9	200	175			NMC 565082
BM 10	200	176			NMC 565083
BM 11	200	177			NMC 565084
BM 12	200	178			NMC 565085
BM 13	200	179			NMC 565086
BM 14	200	180			NMC 565087
BM 15	200	181			NMC 565088
BM 16	200	182			NMC 565089
BM 17	200	183			NMC 565090
BM 18	200	184			NMC 565091
BM 19	200	185			NMC 565092
CRACKER JACK	0	23			NMC 11174
CRACKER JACK NO. 1	0	24			NMC 11175
CRACKER JACK NO. 2	0	25			NMC 11176
CRACKER JACK NO. 3	0	26			NMC 11177
CRACKER JACK NO. 4	0	27			NMC 11178
CRACKER JACK NO. 5R	428	367			NMC 913580
DON	73	368			NMC 92824
GDE-110	184	540			NMC 529076
GDE-111	184	541			NMC 529077
GDE-112	184	542			NMC 529078
GDE-113	184	543			NMC 529079
GDE 114R	442	81			NMC 933683
GDX 105	184	340			NMC 520254
GDX 106	184	341			NMC 520255
GDX 107	184	342			NMC 520256
GDX 108	184	343			NMC 520257
HD 1R	442	64			NMC 933666
HD 2R	442	65			NMC 933667
HD 3R	442	66			NMC 933668
HD 4R	442	67			NMC 933669
HD 5R	442	68			NMC 933670
HD 6R	442	69			NMC 933671
HD 7R	442	70			NMC 933672
HD 8R	442	71			NMC 933673



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