

Recorded at the request of
and when recorded return to:
Lawrence T. Atkinson
Combined Metals Reduction Company
1508 E. Gentry Way
Reno, NV 89502

SUBSTITUTION OF TRUSTEE


BBU Mezzanine Fund II, a California limited partnership ("BBU"), is the legal owner and holder of (i) that Promissory Note, as amended and restated, made in connection with that Loan Agreement dated as of June 8, 1994, by and among BBU, Combined Metals Reduction Company, a Nevada corporation ("CMR"), and Mohave Mines Limited Partnership, an Arizona corporation ("MMLP"), the Promissory Note having been executed and made by CMR and MMLP, and (ii) all other indebtedness secured by that Deed of Trust, Security Agreement, Financing Statement and Assignment of Production and Proceeds dated as of June 8, 1994, (the "Deed of Trust"), executed and made by Pan American Zinc Corporation, a Nevada corporation and CMR, as Trustors, to Chicago Title Insurance Company, as Trustee, in favor of BBU, as Beneficiary, and recorded on June 15, 1994, in the office of the Lincoln County, Nevada Clerk & Recorder, File No. 101955, Book 109, Page 689.

BBU, as the legal owner and holder of the Promissory Note and the present beneficiary under the Deed of Trust, desires to change the Trustee named in the Deed of Trust. BBU hereby appoints BBU Mezzanine Fund II, a California limited partnership, as the Trustee under the Deed of Trust in the place of Chicago Title Company with the power to perform all obligations and to exercise all rights of the Trustee in and under the Deed of Trust.

Dated effective as of August 13, 1999.

BBU Mezzanine Fund II, a California limited
partnership

By: BBU Advisors, L.P., a California limited
partnership, its general partner

By: 
Name: James H. Boettcher
Title: General Partner

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CLARA)

This instrument was acknowledged before me on September 23 1999, by James H. Boettcher, as general partner of BBU Advisors, L.P., a California limited partnership, general partner of BBU Mezzanine Fund II, a California limited partnership.

Witness my hand and official seal.

My commission expires: 1/9/2003

Bess Rong Chang
Notary Public



NO. 113450

FILED AND RECORDED AT REQUEST OF
Davis, Graham & Stubbs LLP
Oct. 4, 1999
05 MINUTES PAST 03 O'CLOCK
PM IN BOOK 144 OF OFFICIAL
RECORDS PAGE 246 LINCOLN
COUNTY, NEVADA

Leslie Boucher
COUNTY RECORDER
By Terese Leavers Deputy