

ASSIGNMENT OF DEEDS OF TRUST

This Assignment of Deeds of Trust is executed on this 14th day of MARCH, 1997, by Q. M. CORPORATION, a Nevada corporation ("Assignor"), in favor of LITCHFIELD FINANCIAL CORPORATION, a Massachusetts corporation ("Assignee"), pursuant to the terms and conditions of that certain Promissory Note and Installment Contract Purchase Agreement executed by Assignor and Assignee dated January 25, 1966, the terms, conditions, warranties and representations of which are incorporated herein by this reference, especially as they relate to those deeds of trust being assigned hereunder.

FOR VALUE RECEIVED, Assignor does hereby irrevocably and unconditionally grant, bargain, sell and convey unto Grantee all of Grantor's rights, title and interest of every nature, inclusive of all legal, equitable and beneficial interests, in and to those deeds of trust which are more fully described in EXHIBIT A, attached hereto and incorporated herein by this reference.

TOGETHER WITH any and all promissory notes, installment sales contracts and other evidences of indebtedness pertaining to or described or referred to in said deeds of trust, and all sums, including interest, due or to become due thereunder, and all rights accrued or to accrue thereunder.

This instrument is executed on the date first referenced above.

Q. M. CORPORATION,  
a Nevada corporation

BY: 

L. E. ALLISON

TITLE: Vice President

RIDGE only

0409356


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STATE OF NEVADA)  
) ss:  
COUNTY OF WASHOE)

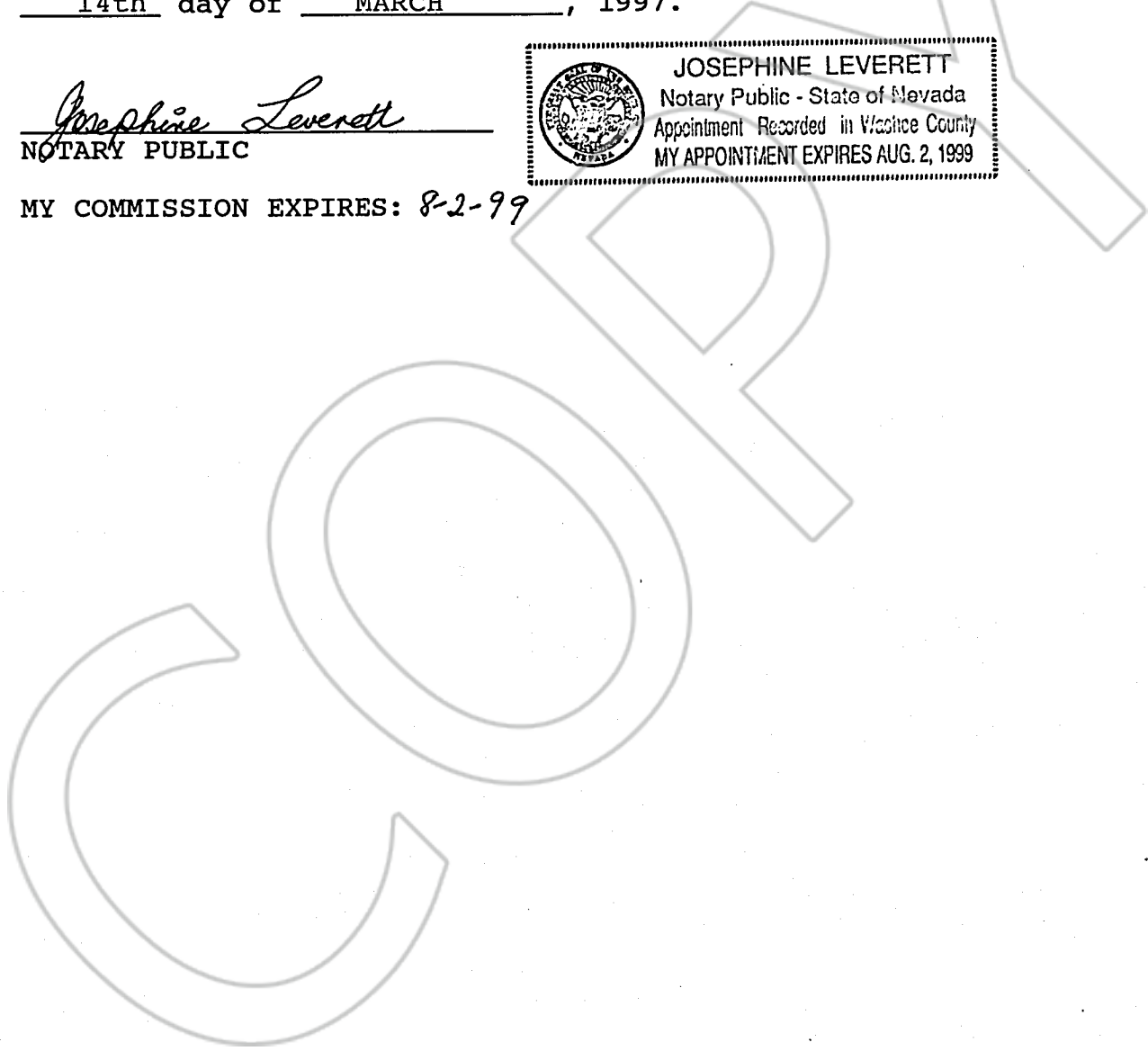
I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared L. E. ALLISON, known to me to be the person described as Vice President of Q. M. CORPORATION, a Nevada corporation, who executed the foregoing instrument and acknowledged before me that he executed the foregoing instrument in the name of and for said corporation; and that the foregoing instrument is the act and deed of said corporation.

WITNESS my hand and seal in the County and State named this  
14th day of MARCH, 1997.

Josephine Leverett  
NOTARY PUBLIC

 JOSEPHINE LEVERETT  
Notary Public - State of Nevada  
Appointment Recorded in Washoe County  
MY APPOINTMENT EXPIRES AUG. 2, 1999

MY COMMISSION EXPIRES: 8-2-99



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SCHEDULE 1  
PAGE 1 of 2  
Beneficial Interest in Deeds of Trust  
Owned by QM CORPORATION

Interval Number	Trustors	DATE RECORDED	DOCUMENT NUMBER	BOOK NO.	PAGE NO.
02-009-14-03	CASPER, GERALD & CAROLYN	1/13/97	404458	197	1267
02-010-32-04	HARRIS, DEAN N. & VANESSA	12/28/95	377692	1295	4239
02-011-46-02	COLLINS, DONALD L. & SUSAN	11/27/96	401896	1196	4848
02-011-51-03	IWAMOTO, HENRY H. & MARIE	11/27/96	401901	1196	4861
02-013-43-02	LEHMANN, ELMER E. & CAROL	12/13/96	402855	1296	2170
02-014-40-02	LILES, JIMMY D. & PATRICI	12/13/96	402857	1296	2176
02-015-38-02	LINDER, NILS R. & LINDA J	12/13/96	402859	1296	2182
02-015-44-04	MERSON, BRIAN & LIZABETH	12/13/96	402863	1296	2194
02-015-49-03	MORENO, ROBERTO & HELEN D	12/13/96	402865	1296	2200
02-016-38-72	ELLER, CECIL F. & MARIE M.	12/13/96	402847	1296	2147
03-017-34-72	FOX, JASON G. & CYNTHIA A	3/13/96	383043	396	1649
03-018-20-02	LOERA, FERNANDO, JR. & DO	1/25/96	379696	196	4192
03-018-51-72	MILLER, JAMES D. & MARIA	1/13/97	404469	197	1298
03-019-15-02	CLEMENTS, STEVEN F.	2/08/96	380746	296	1160
03-019-20-02	DUVAL, OLIVER A. & BARBAR	12/13/96	402845	1296	2142
03-019-23-03	ESCOLANO, STANLEY & EVELY	1/13/97	404460	197	1273
03-020-18-72	HEGDAHL, DAVID H. & KAREN	11/27/96	401899	1196	4856

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SCHEDULE 1  
PAGE 2 of 2  
Beneficial Interest in Deeds of Trust  
Owned by QM CORPORATION

Interval Number	Trustors	DATE RECORDED	DOCUMENT NUMBER	BOOK NO.	PAGE NO.
03-020-21-72	MARTENS, HAROLD & LINDA	11/27/96	401908	1196	4877
03-020-26-02	HARNER, ALLEN C. & CATHER	1/13/97	404462	197	1278
03-020-27-02	BANIAGA, AVELINA	2/12/96	380971	296	1635
03-020-42-72	HUNTOON, JEFF S. & JULIE	1/13/97	404464	197	1283
03-021-05-02	GONZALEZ, RUDY & SHERRY	2/12/96	380977	296	1647
03-023-19-72	GUERIN, GUY	12/13/96	402853	1296	2164
03-023-29-72	GREENSLADE, RONALD L. & K	12/30/96	403681	1296	4388
04-025-17-72	THOMAS, WALTER ROY & DENI	5/09/94	336969	594	1106
04-026-09-03	BRITTO, CARL L. & SARAH	11/27/96	401891	1196	4835
04-026-16-82	HARREL, DONALD W. & JUDY	3/02/94	331335	394	291
04-028-32-03	VAUGHN, TIMOTHY D., SR. &	1/22/93	297908	193	3134
04-030-01-86	HEFLIN, SHANE & NANCY R.	7/27/94	342640	794	4018
05-031-03-04	KLUNDER, MARK W. & OLGA C	11/27/96	401904	1196	4868
05-031-19-03	BALANI, NOELENE	11/27/96	401888	1196	4827
05-035-17-02	BEAMAN, JOHN C. & HARRIET	12/13/96	402840	1296	2128
05-035-40-72	FARLEY, CHERYL & RICHARD	6/30/94	340839	694	5482

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COPY

REQUESTED BY  
**Stewart Title of Douglas County**  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

'97 MAR 28 A10:07

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LINDA SLATER  
RECORDER  
\$ 11.00 PAID KD DEPUTY