

**UNIFORM COMMERCIAL CODE - STANDARD FORM  
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. - FORM UCC-3**

REORDER FROM  
**Registre, Inc.**  
514 PIERCE ST.  
ANOKA, MN. 55303  
(612) 421-1713

**INSTRUCTIONS:**

1. PLEASE TYPE this form. Fold only along perforation for mailing.
2. Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer.
3. Enclose filing fee(s), and fill in original Financing Statement number and date filed.
4. If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of Form UCC-3. Long schedules of collateral, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
5. If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
6. At the time of filing, filing officer will return third copy as an acknowledgement.

N

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code: 3. Maturity date (if any):

1. Debtor(s) (Last Name First) and address(es)  Q. M. CORPORATION 515 Nichols Blvd. Sparks, NV 89431	2. Secured Party(ies) and address(es)  LITCHFIELD HYPOTHECATION CORP. 1997-B 13701 West Jewell Ave., Suite 200 Lakewood, CO 80228	For Filing Officer (Date, Time and Filing Office)
--	--	---

4. This statement refers to original Financing Statement bearing File No. 0409357  
BK 0397 PG 4510  
 Filed with Douglas County, Nevada Date Filed March 28 19 97

5.  Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.
6.  Termination. Secured party no longer claims a security interest under the financing statement bearing file number shown above.
7.  Assignment. The secured party's right under the financing statement bearing file number shown above to the property described in Item 10 have been assigned to the assignee whose name and address appears in Item 10.
8.  Amendment. Financing Statement bearing file number shown above is amended as set forth in Item 10.
9.  Release. Secured Party releases the collateral described in Item 10 from the financing statement bearing file number shown above.

10. All of debtor's rights, title and interest in and to that personal property, as is more fully described on EXHIBIT "A" attached hereto.

THE CHASE MANHATTAN BANK AS TRUSTEE  
 450 West 33rd Street, 15th Floor  
 New York, New York 10001-2697

No. of additional Sheets presented:

Litchfield Hypothecation Corp. 1997-B  
 Vice President  
 Cory M. Coulston -  
 Signature(s) of Secured Party(ies)

By: \_\_\_\_\_  
 Signature(s) of Debtor(s) (necessary only if Item 8 is applicable).  
 (1) Filing Officer Copy - Alphabetical

**STANDARD FORM - FORM UCC-3**



0421181  
 BK 0997 PG 1528

EXHIBIT A  
TO FINANCING STATEMENT

DEBTOR/ASSIGNOR: Q.M. CORPORATION

SECURED PARTY/ASSIGNEE: LITCHFIELD FINANCIAL CORPORATION

-----

The property which is subject to and encumbered by this Financing Statement includes:

All of the right, title and interest, whether now existing or hereafter acquired, of Debtor/Assignor in, to and under the following, and specifically including all proceeds therefrom:

1. All Notes and other notes, documents and other property sold or delivered to, deposited with, or held by or for Lender pursuant to the Promissory Note and Installment Contract Purchase Agreement dated January 25, 1996, which has been executed by and between Secured Party/Assignee and Debtor/Assignor ("Purchase Agreement") including, without limitation, all promissory notes, installment sales contracts, leasehold interest rental agreements, accounts, deeds of trust and related or unrelated receivables generated by Debtor/Assignor in connection with its on-going land development and timeshare sales operations within the Thunderbird Resort, Ridge Sierra and Lakeside Tennis and Ski Resort development projects as located in or near Sparks, Stateline, and Incline Village, Nevada, respectively, as are more fully described in SCHEDULE 1 attached hereto, along with all after acquired Notes which are subsequently sold or transferred by Debtor/Assignor to Secured Party/Assignee pursuant to the terms of the Purchase Agreement;

2. All payments and prepayments of principal, interest, penalties and other amounts due or to become due on and/or under all the Notes and other Notes which will become the subject of the Purchase Agreement;

3. All security for, and all property used or useful in connection with the foregoing including, without limitation, all rights, liens and security interests existing with respect to, or as security for, all such Notes and other notes including, without limitation, all hold-back and loss reserve funds maintained and held by Secured Party/Assignee pursuant to the terms of the Purchase Agreement;

4. All files, surveys, certificates, correspondence, computer programs, tapes, discs, cards, accounting records, and other

0421181  
BK0997PG1529

records, information and data relating to the Notes (including all formation, records, data, programs, tapes, discs and cards necessary for Lender to administer and service such collateral);

5. All insurance proceeds and condemnation proceeds associated with or pertaining to the real and personal property which is associated with the Notes being purchased hereunder;

6. All present and future accounts, general intangibles, chattel paper, contract rights, deposit accounts, instruments and documents as those terms are defined in the Colorado Commercial Code, now or hereafter relating or arising with respect to the Notes or otherwise, including, without limitation: (a) all rights to the payment of money, including escrow proceeds arising out of the sale of all or any portion of the Notes or otherwise; and (b) all reserves, deferred payments, deposits, refunds, cost savings, bonds, insurance policies and payments of any kind relating to the Notes or otherwise.

7. All present and future additions, modifications, renewals, attachments, replacements and substitutions of or to any or all of the foregoing;

8. All proceeds and products of any or all of the foregoing including, without limitation, all monies, deposit accounts, insurance proceeds and other tangible or intangible property received upon a sale or other disposition of any of the foregoing; and

9. All agreements of Debtor/Assignor with respect to the Project including, without limitation, any and all marketing agreements, sales contracts, and consignment agreements.

Capitalized terms used in this Exhibit "A" and not otherwise defined shall have the same meanings set forth for them in the Purchase Agreement.

0421181

BK0997PG1530

20-22476-1	Balani, Noelene	03119A	-0908
20-11721-1	Beaman, John C. & Harriet A.	00210	-4719
20-22225-1	Britto, Carl L/Sarah	02609A	-6291
20-22656-1	Casper, Gerald /Carolyn	00914A	-5979
20-21949-1	Clements, Steven F.	01915A	-5185
20-22711-1	Collins, Donald l/Susan	01146A	-6154
20-22519-1	Duval, Oliver A. & Barbara R.	1920A	-5241
20-22992-1	Eller, Cecil F./Marie M	01638B	-6247
20-22630-1	Escolano, Stanley/Evelyn V.	01923A	-4812
20-20675-1	Farley, Cheryl & Richard	03540B	-3564
20-22142-1	Fox, Jason G./Anzalone-Fox, Cynthia	01734B	-2302
<hr/>			
20-12084-1	Greenslade, Ronald L. & Kathleen	00143	-7923
20-22643-1	Guerin, Guy	02319B	-0302
20-22593-1	Harner, Allen C./Catherine A.	02026a	-4422
<hr/>			
20-21820-1	Harris, Dean N./Vanessa B.	01032A	-3633
20-20669-1	Heflin, Shane & Nancy R.	03001C	-7724
20-22624-1	Hegdahl, David H/Karen L.	02018B	-6157
<hr/>			
20-22548-1	Iwamoto, Henry H./Marie L.	01151A	-3804
20-22274-1	Klunder, Mark W./Casarez, Olga	03103A	-5001
20-22834-1	Lehmann, Elmer E. & Carol A.	01343A	-0560
20-22945-1	Liles, Jimmy D./Patricia A.	01440A	-2371
20-22815-1	Linder, Nils R. & Linda J.	1538A	-0292
20-21993-1	Loera Jr., Fernando/Dolores I	01820A	-1833
20-22669-1	Martens, Harold /Linda	02021B	-3489
20-22876-1	Merson, Brian & Perreault, Lizabeth	1544A	-1729
20-23070-1	Miller, James D./Maria M.	01851B	-2499
20-23008-1	Moreno, Roberto & Helen D.	1549A	-7649
20-20457-1	Thomas, Walter Roy & Denise A.	02517B	-6917
20-19264-1	Vaughn Sr., Timothy D/Jane A.	02832A	-0532

REQUESTED BY  
*Litchfield Financial*  
 IN OFFICIAL RECORDS OF  
 DOUGLAS CO., NEVADA

'97 SEP -8 P4:14

0421181

BK0997PG1531

LINDA SLATER  
 RECORDER

\$23.00 PAID *[Signature]* DEPUTY