

SUBSTITUTION OF TRUSTEE

AND  
FULL RECONVEYANCE

WHEREAS, AVELINA BANIAGA, an unmarried woman as her sole and separate property, was the original Trustor, and STEWART TITLE of Douglas County, a Nevada corporation, was the original Trustee, and Q.M. CORPORATION, a Nevada corporation, was the original Beneficiary, under that certain Deed of Trust dated December 6, 1995, and recorded February 12, 1996, in Book 0296, page 1635, Official Records of the County of Douglas, State of Nevada; and

WHEREAS, the undersigned is the present Beneficiary under said Deed of Trust, and desires to substitute a new Trustee under said Deed of Trust in the place and stead of STEWART TITLE of Douglas County, a Nevada corporation.

NOW, THEREFORE, the undersigned hereby substitutes STROSER ASSETS, INC., a Nevada corporation, as the Trustee under said Deed of Trust, and STROSER ASSETS, INC., a Nevada corporation, as the Substituted Trustee does hereby RECONVEY, without warranty, to the person or persons legally entitled thereto, the estate now held thereunder.

DATED: 9-25-97

BENEFICIARY:  
LITCHFIELD FINANCIAL CORPORATION,  
a Massachusetts corporation

SUBSTITUTED TRUSTEE:  
STROSER ASSETS, INC.,  
a Nevada corporation

By: *Cory M. Coulston*  
CORY M. COULSTON, Vice President

By: *M. T. Harston*  
M. T. HARSTON, President

STATE OF COLORADO)  
  )SS:  
COUNTY OF Jefferson

This instrument was acknowledged before me on September 25th, 1997  
by CORY M. COULSTON, as Vice President of LITCHFIELD FINANCIAL CORPORATION, a Massachusetts corporation.

*Roseanne Madrid*  
NOTARY PUBLIC  
*my commission expires: 3/3/98*

SEAL

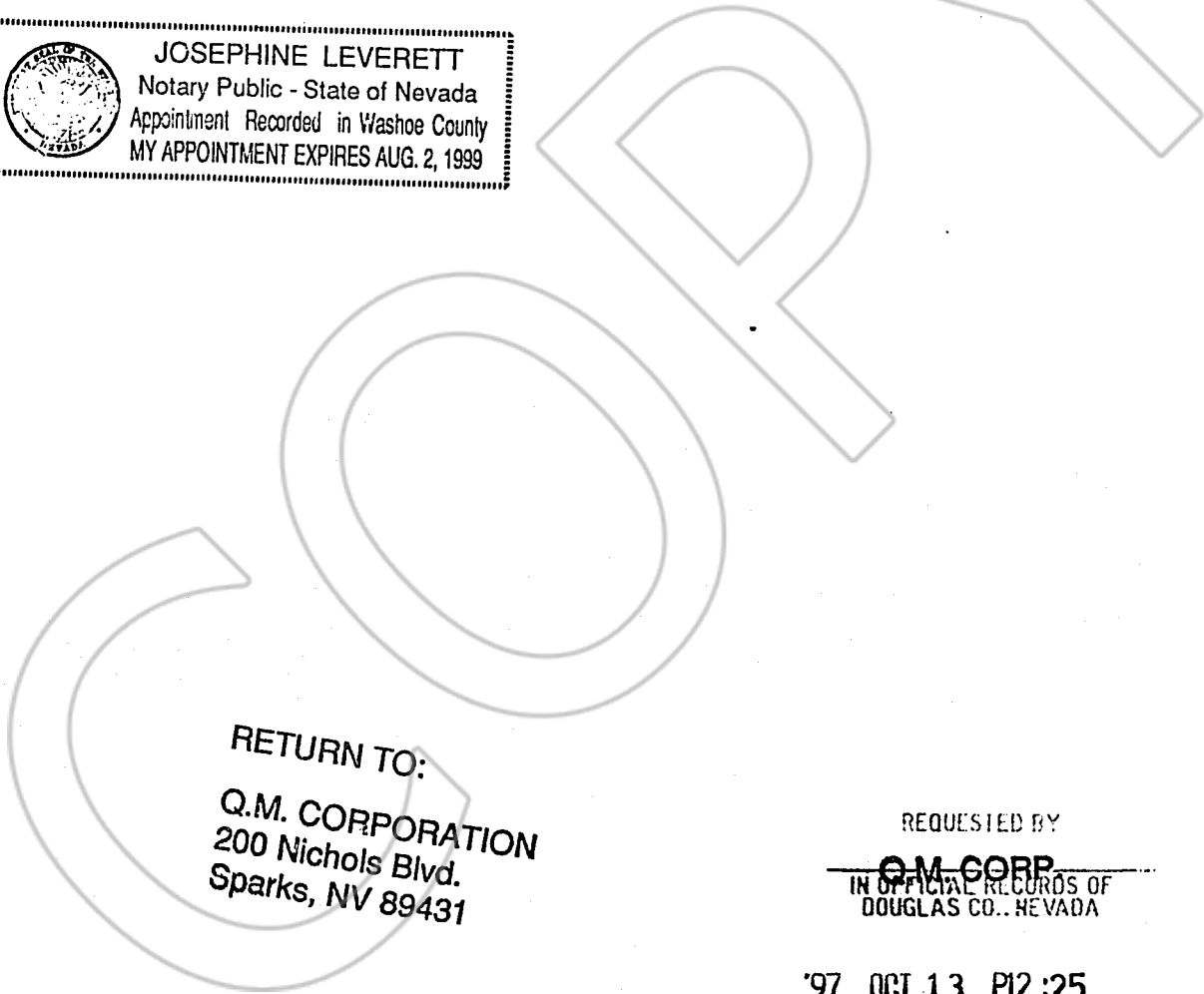
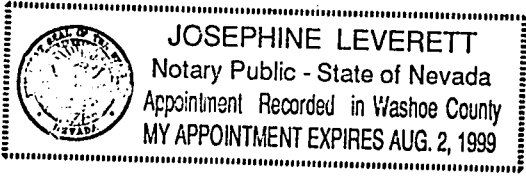
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STATE OF NEVADA)  
                          ) ss:  
COUNTY OF WASHOE)

This instrument was acknowledged before me on *October 6, 1997*  
by M.T. HARSTON, as President of STROSER ASSETS, INC., a Nevada  
corporation.

*Josephine Leverett*  
\_\_\_\_\_  
NOTARY PUBLIC



RETURN TO:  
Q.M. CORPORATION  
200 Nichols Blvd.  
Sparks, NV 89431

REQUESTED BY  
Q.M. CORP  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

'97 OCT 13 P12:25

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LINDA SLATER  
RECORDER  
\$ *11.00* PAID *KS* DEPUTY