

ASSIGNMENT OF DEEDS OF TRUST

This Assignment of Deeds of Trust is executed on this 17th day of November, 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, 1996, 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

0426980

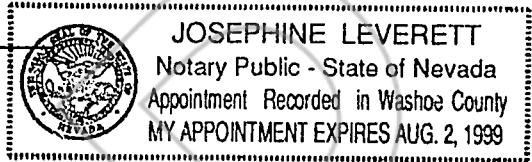
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STATE OF NEVADA)
) ss:
COUNTY OF WASHOE)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County above named 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 17th day of November, 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:

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EXHIBIT 'A'

Beneficial Interest in Deeds of Trust
Owned by QM CORPORATION

Interval No.	Trustors	DATE RECORDED	DOCUMENT NUMBER	BOOK NO.	PAGE NO.
02-009-40-82	DEREK COELHO LISA COELHO	11/18/97	426515	1197	3358
02-014-32-02	FRED F. SCHIAVO	6/13/97	415076	697	2932
03-020-11-82	RONALD R. TUCKER SANDRA B. TUCKER	10/30/97	425253	1097	6122
03-023-09-82	DANIEL GOGGIANO HEATHER GOGGIANO	11/18/97	426519	1197	3370
03-023-21-04	MARK W. KADRMAS ANNETTE E. KADRMAS	10/30/97	425251	1097	6116
04-025-44-02	MARC C. VITAMANTI MARY E. VITAMANTI	10/30/97	425255	1097	6128
04-025-46-05	WILLIAM A. JOHNSON JOAN JOHNSON	10/30/97	425249	1097	6110
04-026-43-02	HAROLD B. BROWN RHONDA BROWN	10/30/97	425245	1097	6098
04-026-48-02	JUANITA H. McCORMICK	11/18/97	426523	1197	3382
05-033-01-84	THOMAS O. SMITH AMY J. SMITH	6/13/97	415078	697	2938

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

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LINDA SLATER
RECORDER
\$ 9.00 PAID K2 DEPUTY