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Bill of Sale

KNOWN ALL MEN BY THESE PRESENTS THAT AMERICAN FINANCE GROUP (the "Seller"), for good and valuable consideration paid to it by AFG/EIREANN LIMITED PARTNERSHIP (the "Purchaser"), does hereby grant, bargain, sell convey, transfer, assign and deliver unto Purchaser, its successors and assigns, all right, title and interest in and to the equipment (the "Equipment") described on the schedule attached hereto.

TO HAVE AND TO HOLD all and singular the Equipment unto the Purchaser, its successors and assigns, to its and their own use and behalf forever.

EXCEPT AS EXPRESSLY SET FORTH HEREIN, THE SELLER MAKES NO OTHER EXPRESS OR IMPLIED REPRESENTATIONS OR WARRANTIES OF ANY KIND, INCLUDING ANY REPRESENTATIONS OR WARRANTIES AS TO THE SELECTION, QUALITY OR CONDITION OF THE EQUIPMENT ITS MERCHANTABILITY, SUITABILITY OR FITNESS FOR A PARTICULAR PURPOSE, THE OPERATION OR PERFORMANCE OF THE EQUIPMENT OR THE MAINTENANCE THEREOF OR PATENT INFRINGEMENT OR THE LIKE. THE EQUIPMENT IS BEING SOLD "AS IS" AND "WHERE IS" WITH ALL FAULTS. THE PURCHASER ACKNOWLEDGES THAT IT HAS MADE THE SELECTION OF THE EQUIPMENT BASED ON ITS OWN JUDGMENT.

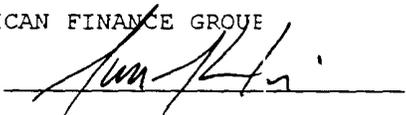
AND Seller, for itself, its successors and assigns, does hereby represent and warrant to and covenant with Purchaser that at the time of the sale evidenced hereby, Seller has and hereby conveys to Purchaser good and marketable title to all the Equipment, free and clear of all liens and encumbrances (except for the leases of the Equipment described on the schedule attached hereto).

This instrument shall be governed and construed in accordance with the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as an instrument under Seal this 8th day of November, 1995.

SELLER:

AMERICAN FINANCE GROUPE

By: 

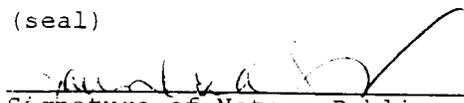
Title: Vice President

STATE OF Massachusetts }

COUNTY OF Suffolk } ss:

On this 8th day of November 1995, before me personally appeared Susan S. Franklin, to me personally known, who, being by me duly sworn, did say that she is the Vice President of American Finance Group, a Massachusetts General Partnership, and is the Vice President of AFG/Ireland, Inc., the General Partner of AFG/Eireann Limited Partnership, that said instrument was signed on such date on behalf of said entities, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said entities.

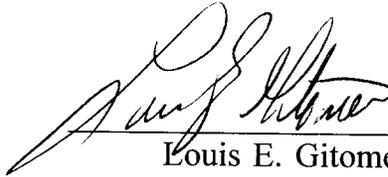
(seal)

  
\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

## CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale dated November 8, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
November 17, 1995