

19688-0

Bill of Sale

NOV 17 1995 11:00 AM

THIS BILL OF SALE, dated this 8th day of November, 1995 between CANTRIP INVESTMENTS LIMITED, a corporation organized under the laws of Ireland (the "Seller"), and IIBU FUND II PLC, an investment company organized under the laws of Ireland (the "Purchaser"), for good and valuable consideration 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 I 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 Lease Agreement dated as of February 25, 1994, between Seller as lessor and AFG/Eireann Limited Partnership, a Massachusetts Limited Partnership as lessee).

This Bill of Sale shall be governed by the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on the dated first written above.

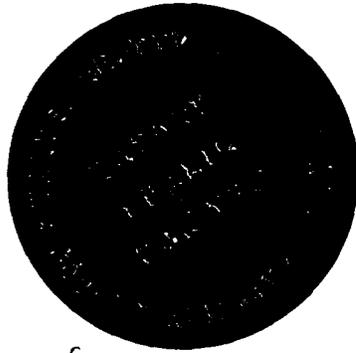
CANTRIP INVESTMENTS LIMITED

By: V. Holm

Title: DIRECTOR

On this 9th day of November 1995 before me personally appeared Victor Holmes, to me personally known, who, being by me duly sworn, did say that he is a director of Cantrip Investments Limited and of IIBU Fund II plc, that said instrument was signed on such date on behalf of said corporation(s) by authority of its Board(s) of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation(s).

(seal)



*Walter Beatty*  
\_\_\_\_\_  
Signature of Notary Public

**WALTER BEATTY, B.A.**

NOTARY PUBLIC

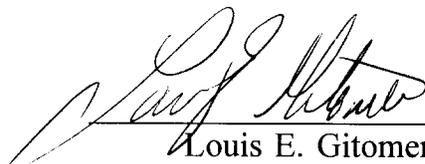
67/68 FITZWILLIAM SQ.,

DUBLIN 2 *Walter Beatty*

My Commission Expires: *in for life*

## 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