

RECORDING FEE  
PAID \$ 8.50

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OLIE FARNSWORTH  
R. M. C.

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STATE OF SOUTH CAROLINA  
COUNTY OF GREENVILLE

BILL OF SALE  
AND  
ASSIGNMENT OF LEASE

KNOW ALL MEN BY THESE PRESENTS:

THAT, Starcross, Inc., hereinafter known as "Party of the First Part," a corporation duly organized and formed in the State of South Carolina, in consideration of the issuance of thirty four thousand (34,000) shares of the unregistered common stock of Heritage Industries, Inc., issued for the purchase price of Eighty Five Thousand and No/100 (\$85,000.00) Dollars, less however, the balances due on those leases covering the below-noted goods and chattels with Equilease Corporation, Winyah Bay Trading Company d/b/a Associated Lease Plan and Sherwood Leasing Corporation-Chemical Bank New York Trust Company, said balances totaling approximately Twenty Four Thousand Four Hundred Twenty Nine and 43/100 (\$24,429.43) Dollars, paid and assumed by Heritage Industries, Inc., hereinafter known as "Party of the Second Part," a corporation duly organized and formed in the State of South Carolina, the receipt of which is hereby acknowledged, do hereby:

1. Sell and assign to the said Party of the Second Part the following goods and chattels, as shown on the attached sheets noted below the contents of which are incorporated herewith by reference, to-wit:

Those eight certain sheets captioned "Starcross" and initialed by representatives of both parties noted above.

2. Transfer, convey, and assign all of the rights, title and interest, including but not limited to any and all buy-back rights, in and to the hereinafter described goods and chattels which are presently on lease to the Party of the First Part, as shown on the attached sheets, the contents of which are incorporated herewith by reference, to-wit:

- a. That certain sheet captioned "Equilease Corporation," and initialed by representatives of both parties noted above.
- b. Those certain three sheets captioned "Winyah Bay Trading Company d/b/a Associated Lease Plan," and initialed by representatives of both parties noted above.

(Continued on next page)