

RECORD AND RETURN TO:

CHICAGO TITLE INSURANCE CO.
RETURN DOCUMENT TO:
ROCHELLE DEMOSS
171 N. CLARK ST • CHICAGO, IL 60601

Borrower: QSRE, LLC
Store No: TB0000210201

ASSIGNMENT OF MORTGAGE

FOR VALUE RECEIVED, FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC ("FMAC") having an office at Five Greenwich Office Park, Greenwich, CT 06831 does hereby irrevocably contribute, transfer, grant, bargain, sell, convey and assign to FMAC LOAN RECEIVABLES TRUST 1997-B ("FLRT 1997-B") having an office c/o Wilmington Trust Company, Rodney Square North, 1100 N. Market Street, Wilmington, Delaware, 19890, Attention: Corporate Trust Department, its successors and assigns, absolutely and not as collateral security, without recourse or warranty, express or implied, all of its right, title and interest in, and to those certain instruments described in Exhibit "A" hereto, together with the debt secured thereby, and all its right, title and interest in and to the property therein described (collectively, the "Assigned Instruments, Debt and Rights"), and further,

FOR VALUE RECEIVED, FLRT 1997-B, does hereby irrevocably pledge, transfer, grant, bargain, sell, convey and assign to U.S. BANK NATIONAL ASSOCIATION ("USBNA") in its capacity as indenture trustee pursuant to that certain indenture of trust dated September 1, 1997 between FLRT 1997-B and USBNA, as the

BOX 333-CTI

5203 DN

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same may be supplemented and amended from time to time ("the Indenture"), having an office at 180 East Fifth Street, St. Paul, MN 55101, Attention: Structured Finance, its successors and assigns, without recourse or warranty, express or implied, as collateral security, all of its right, title and interest in and to the Assigned Instruments, Debt and Rights.

IN WITNESS WHEREOF, this assignment has been duly executed as of September 1st, 1997 to be effective as of September 29th, 1997.

UPON SATISFACTION of the conditions described in the Indenture, FLRT 1997-B shall be entitled to a termination of this assignment and a reassignment of the collateral hereby assigned.

(Seal)

Attest: _____

Witness: _____

FRANCHISE MORTGAGE
ACCEPTANCE COMPANY LLC

By: _____

Name: Elair G. Abraham
Title: Vice President

FMAC LOAN RECEIVABLES TRUST
1997-B by Wilmington Trust Company, not
in its individual capacity but solely in its
capacity as Issuer Trustee for FMAC
LOAN RECEIVABLES TRUST 1997-B.

Attest: _____

Witness: _____

By: _____

Name: Donald G. MacKelcan
Title: Assistant Vice President

This document prepared by:
FMAC
Five Greenwich Office Park
Greenwich, CT 06831

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EXHIBIT A

1. That certain MORTGAGE dated 07/23/97 in the amount of \$400,000 executed by QSRE, LLC (hereinafter referred to as "Mortgagor") to Franchise Mortgage Acceptance Company LLC (hereinafter referred to as "Mortgagee"), filed for record in the Office of the Recorder, Cook County, IL as Instrument No. 97-553123 in Book _____, Page _____.
2. That certain Pledge and Security Agreement dated 07/23/97 executed by Mortgagor, as Debtor, and Mortgagee, as Secured Party.
3. All other instruments and documents evidencing, securing, or otherwise related to the Secured Promissory Mortgage Note made by Mortgagor to Mortgagee dated 07/23/97 in the original amount of \$400,000.

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EXHIBIT "A"
(Legal Description)

QSR, INC.
QSRE, L.L.C.
d/b/a Taco Bell Store No. 2102
6950 S. Pulaski
Chicago, IL 60629
(Cook County)

THE SOUTH 2 FEET OF LOT 18 AND ALL OF LOTS 19 THROUGH 24 BOTH INCLUSIVE (EXCEPT THAT PART OF SAID LOTS TAKEN FOR WIDENING CRAWFORD AVENUE, NOW PULASKI ROAD) IN BLOCK 1 IN A.T. MCINTOSH'S 69TH STREET ADDITION, BEING A SUBDIVISION OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 22, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD MERIDIAN RECORDED ON MAY 3, 1917 AS DOCUMENT NUMBER 6103259, IN COOK COUNTY ILLINOIS

Tax # 19-22-419-034
19-22-419-035
19-22-419-036
19-22-419-037
19-22-419-038
19-22-419-039
19-22-419-051

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ACKNOWLEDGMENT

STATE OF CONNECTICUT]
] SS:
COUNTY OF FAIRFIELD]

I hereby certify that on this 1st day of September, 1997, before me, a Notary Public in aforesaid County, personally appeared Elain G. Abraham personally known to me, who being by me duly sworn did say that she is the Vice President of FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC which executed the above instrument, and that the seal affixed to said instrument was signed and sealed on behalf of said entity and acknowledged said instrument to be her free act and deed of said entity.

(SEAL)

Victoria A. Pellegrino
Notary Public

My Commission expires: 8/31/2002

STATE OF NEW YORK]
] SS:
COUNTY OF NEW YORK]

I hereby certify that on this 24th day of September 1997, before me, a Notary Public in aforesaid County, personally appeared Donald G. MacKelcan personally known to me, who being by me duly sworn did say that he is Asst Vice Pres. of Wilmington Trust Company, the trustee of FMAC LOAN RECEIVABLES TRUST 1997-B which executed the above instrument, and that the seal affixed to said instrument was signed and sealed on behalf of Wilmington Trust Company, the trustee of FMAC LOAN RECEIVABLES TRUST 1997-B and acknowledged said instrument to be his free act and deed of said entity.

(SEAL)

Augustia Edwards
Notary Public

My Commission expires: 9/24/98

AUGUSTIA EDWARDS
Notary Public - State of New York
No. 24 4872371
Qualified in Kings County NY
Commission Expires Supt. 24, 1998

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Store No: TB0000210201

ALLONGE TO NOTE

FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC does hereby pay to the order of FMAC LOAN RECEIVABLES TRUST 1997-B all of its rights and interests without recourse.

FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC

By: 
ELAINE G. ABRAHAM, VICE PRESIDENT

FURTHER, FMAC LOAN RECEIVABLES TRUST 1997-B does hereby pay to the order of U.S. BANK NATIONAL ASSOCIATION all of its rights and interests without recourse, absolutely.

FMAC LOAN RECEIVABLES TRUST 1997-B
By Wilmington Trust Company, not in its individual capacity but solely in its capacity as Issuer Trustee for FMAC LOAN RECEIVABLES TRUST 1997-B.

By: 

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