The state of the s

RECORD AND RETURN TO:

CHICAGO TITLE INSURANCE CO.

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

Borrower.

QSR, inc.

Store No:

TB0000213701

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

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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.

DO WITNESS WHEREOF, this assignment has been duly executed as of September 1st, 1997 to be effective as of September 29^{+1} , 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:

PRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC

Name: Elair G. Abraham

Vice Prosident Title:

FMAC LOAN RECEIVABLES TRUST 1997-B by Wilmington Trust Company, not in its individual capacity but solei; 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:

WC11

FMAC

Five Greenwich Office Park

Greenwich, CT 06831

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Borrower:

QSR, Inc.

Store No.:

TB0000213701

EXHIBIT A

- 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 1 Jote made by Mortgagor to Mortgagee dated 07/23/97 in the original amount of \$350,000.

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EXHIBIT "A" (Legal Description)

QSR, INC. QSRE, L.L.C. d/b/a Taco Bell Store No. 2137 4134 S. Archer Chicago, Illinios 60632 (Cook County)

PARCEL 1:

LOT A IN CONSOLIDATION OF LOTS 1. 2, 3 AND 4 IN SUBDIVISION OF THE EAST 1/4 OF BLOCK 9 (EXCEPT STREETS AND EXCEPT THE NORTH 30 FEET THEREOF) IN LURTON'S SUBDIVISION OF THE NORTH FRACTIONAL HALF OF THE EAST 1/2 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THRID PRINCIPAL MERIDIAN IN COOK COUNTY ILLINOIS RECORDED AS DUCUMENT NUMBER 8469835

PARCEL 2:

LOT 2 (EXCEPT THE WEST 5.65 FEET THEREOF) IN TULIN'S SECOND SUBDIVISION IN LOT 9
OF LURTON'S SUBDIVISION OF THAT PART LYING NORTY OF ARCHER ROAD OF THE EAST 1/2 OF
THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 38 NORTH, FANGE 13 EAST OF THE THRID
PRINCIPAL MERIDIAN IN COOK COUNTY ILLINOIS RECORDED 35 DUCUMENT NUMBER 8469835.

Tax # 19-01-119-040
19-01-119-042

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ACKNOWLEDGMENT

STATE OF CONNECTICUT]	SS
COUNTY OF FAIRFIELD]	00

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 instrucent, and that the seal affixed to said instrument was signed and sealed on behalf of said enaty and acknowledged said instrument to be her free act and deed of said entity.

(SEAL)

Notary Public

My Commission expires: 4/31/2002

STATE OF NEW YORK

COUNTY OF NEW YORK

County Clark I hereby certify that on this All day of September 1997, before me, a Notary Public in aforesaid County, personally appeared Down So G. Mac Kel Ken personally known to me, who being by me duly sworn did say that he is Dast Vice Cres. 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)

Notary Public

My Commission expires: 4/24/98

Property of Coot County Clert's Office

Borrower:

QSR, Inc.

Store No:

TB0000213701

ALLONGE TO NOTE

PANCHISE 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:

LAIN 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:		1/1/2/	
	By:	10	