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STATE OF INDIANA  
LAKELAND COUNTY  
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**RECORD AND RETURN TO:**

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Borrower: Atlanta Franchise Development  
Store No: AF0000098801

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**RECORDER'S OFFICE**  
**SEAL**

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

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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 29<sup>th</sup>, 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.

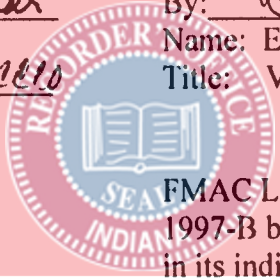
(Seal)

Attest: Patti Abdelnour

Witness: Victoria Peccoreo

FRANCHISE MORTGAGE  
ACCEPTANCE COMPANY LLC

By: [Signature]  
Name: Elain 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: [Signature]

Witness: [Signature]

By: [Signature]  
Name: JAMES P. DAWLER  
Title: Vice President

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

Borrower: Atlanta Franchise Development  
Store No.: AF0000098801

**EXHIBIT A**

1. That certain MORTGAGE dated 03/24/97 in the amount of \$295,000 executed by Atlanta Franchise Development (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, Lake County, IN as Instrument No. 91020975 in Book N/A, Page N/A on April 9, 1997.
2. That certain Pledge and Security Agreement dated 03/24/97 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 03/24/97 in the original amount of \$295,000.

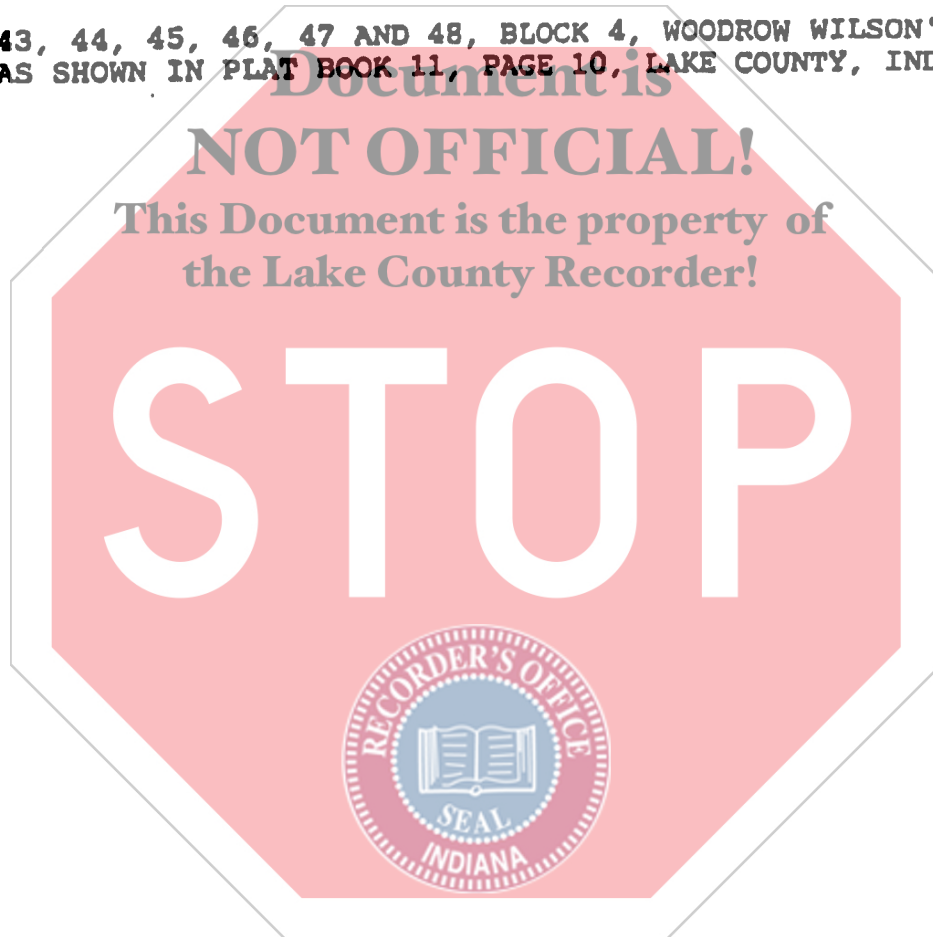


Exhibit "A"

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**LEGAL DESCRIPTION:**

LOTS 42, 43, 44, 45, 46, 47 AND 48, BLOCK 4, WOODROW WILSON'S ADDITION  
TO GARY, AS SHOWN IN PLAT BOOK 11, PAGE 10, LAKE COUNTY, INDIANA.



**ACKNOWLEDGMENT**

STATE OF CONNECTICUT     ]  
  ]  
COUNTY OF FAIRFIELD     ]     SS:

I hereby certify that on this 1<sup>st</sup> 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)

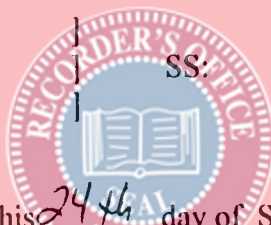
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**STOP**

Patricia Aldrich-Silver  
Notary Public

My Commission expires: 6/30/2002

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



I hereby certify that on this 24<sup>th</sup> day of September 1997, before me, a Notary Public in aforesaid County, personally appeared James P. Lawler personally known to me, who being by me duly sworn did say that he is JP 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)

Kirk Pruitt  
Notary Public

My Commission expires: \_\_\_\_\_  
KIRK PRUITT  
NOTARY PUBLIC, State of New York  
No. 01PR5080452  
Qualified in New York County  
Commission Expires May 20, 1998