

STATE MS. - DESOTO CO.  
FILED

Aug 11 9 35 AM '97

BK 926 PG 223  
W.E. DAVIS CH. CLK.

PLEASE RETURN TO:  
NIKI KOEHLER  
FIRST AMERICAN TITLE INSURANCE COMPANY  
ONE FINANCIAL CENTER - 15th FLOOR  
BOSTON, MA 02111

Borrower: RGT Foods, Inc.  
Store No: 16417

### 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-A ("FLRT 1997-A") 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-A, does hereby irrevocably pledge, transfer, grant, bargain, sell, convey and assign to FIRST BANK NATIONAL ASSOCIATION, ("FBNA") in its capacity as indenture trustee pursuant to that certain

indenture of trust dated June 1, 1997 between FLRT 1997-A and FBNA, as the 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 the 17 day of June, 1997.

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

(SEAL)

FRANCHISE MORTGAGE ACCEPTANCE  
COMPANY LLC

Attest: Victoria Pelliccio

By: Karen Kowalski

Witness: Helen Aldrich

Name: Karen Kowalski  
Title: Vice President

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

Attest: [Signature]

By: Debra Eberly

Witness: Janet Acosta

Name: Debra Eberly  
Title: Administrative Account Manager

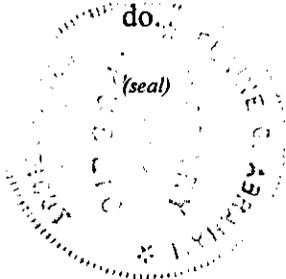
This document prepared by:  
FMAC  
Five Greenwich Office Park  
Greenwich, CT 06831

ACKNOWLEDGMENT

STATE OF CONNECTICUT        )  
  )  
COUNTY OF FAIRFIELD        )        SS:

Personally appeared before me, the undersigned authority in and for the said County and State, on the 17<sup>th</sup> day of June, 1997, within my jurisdiction, the within named Karen Kowalski, who acknowledged that she is the Vice President of Franchise Mortgage Acceptance Company LLC, a California limited liability company, and that for and on behalf of the said company, and as its act and deed she executed the above and foregoing instrument, after having been duly authorized by said company so to

do...

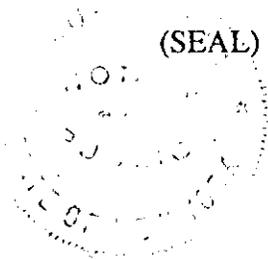


ELAINE G. ABRAHAM  
NOTARY PUBLIC  
MY COMMISSION EXPIRES 10/3/01

ACKNOWLEDGMENT

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

I hereby certify that on this 17<sup>th</sup> day of June, 1997, before me, a Notary Public in aforesaid County, personally appeared Debra Eberly, personally known to me, who being by me duly sworn, did say that he is Administrative Account Manager of Wilmington Trust Company, the trustee of FMAC LOAN RECEIVABLES TRUST 1997-A, 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-A and acknowledged said instrument to be his free act and deed of said entity.



(SEAL)

Sue Yocum  
Notary Public  
Sue Yocum

My Commission expires: 12/15/98

SUE YOCUM  
Notary Public, State of New York  
No. 24-4378411  
Qualified in Kings County  
Commission Expires December 15, 1998

Borrower: RGT Foods, Inc.  
Store No.: 16417

**EXHIBIT A**

1. That certain MORTGAGE dated 12/20/96 in the amount of \$840,000 executed by RGT Foods, Inc. (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, Desoto County, MS as Instrument No. N/A in Book 876, Page 794.
2. That certain Pledge and Security Agreement dated 12/20/96 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 in the original amount of \$840,000.

Exhibit A

BK 0926 PG 0220

BOOK 876 PAGE 807

RGT FOODS

16417

Lot 6, Section "B", Olive Branch Commercial Center Subdivision, located in Section 29, Township 1 South, Range 6 West, DeSoto County, Mississippi, as recorded in Plat Book 47, Page 12, in the office of the Chancery Clerk of DeSoto County, Mississippi.