

ASSIGNMENT OF ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

For Value Received, the undersigned holder of an Assignment of Leases and Rents (herein "Assignor") whose address is 135 South LaSalle Street, Suite 725, Chicago, Illinois 60674-9135, does hereby grant, sell, assign, transfer and convey, unto HSBC BANK USA, AS TRUSTEE FOR THE REGISTERED HOLDERS OF FALCON FRANCHISE LOAN TRUST 2000-1 FRANCHISE LOAN-BACKED BONDS ("Assignee") with a mailing address of 140 Broadway, 12th Floor, New York, New York 10005-1180, its successors and assigns, a certain Assignment of Leases and Rents dated March 13, 2000, made and executed by DEYCO, INC. to FALCON FINANCIAL, LLC upon the following described property situated in Klamath County, State of Oregon, more particularly described in EXHIBIT A attached hereto and made a part hereof, such Assignment of Leases and Rents having been given to secure payment of the principal sum of \$3,300,000.00, which Assignment of Leases and Rents is of record in Volume No. M00, at Page 8395 of the Records of Klamath County, State of Oregon, recorded on March 15, 2000, the property assigned therein, as assigned to Assignor pursuant to a certain assigned agreement, and is of record in Volume No. M00, at Page 8409 of the Records of Klamath County, State of Oregon, recorded on March 15, 2000.

TO HAVE AND TO HOLD the same unto Assignee, its successor and assigns, forever, subject only to the terms and conditions of the above-described Assignment of Leases and Rents.

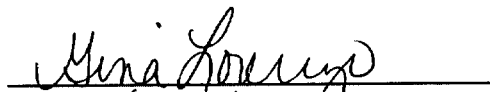
IN WITNESS WHEREOF, the undersigned Assignor has executed this Assignment of Assignment of Assignment of Leases and Rents on October 20, 2000.


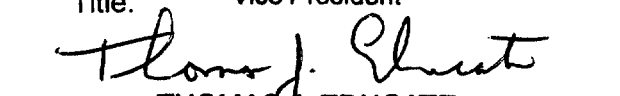
WITNESSETH:

ABN AMRO BANK, N.V.

202816012


Name: Christina Bryk


Name: Gina Lorenzo

By: 
Name: THERESE GREMLER
Title: Vice President

THOMAS J. EDUCATE
SENIOR VICE PRESIDENT

Return To:
LEXIS Document Services
801 Adlai Stevenson Drive
Springfield, IL 62703
Phone: (217) 544-5900



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(UP TO V) - ("C")

Debtor: Deyco, Inc.
Juris: County Clerk, Klamath County, OR

ACKNOWLEDGMENT

STATE OF _____ }
COUNTY OF _____ } ss.:
_____ }

On this, the 20 day of October, 2000 before me, the undersigned officer, personally appeared Theresa Gentry, Jr. Educator who acknowledged himself to be the VP and SVP of ABN AMRO BANK, N.V., and that he, as such VP and SVP, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the company by himself as such VP and SVP and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Maria Therese Vanderwarren
Notary Public

[Notarial Seal]
My Commission Expires: 2-19-01

Return to:

Falcon Financial, LLC
2015 West Main Street
Stamford, CT 06902

Attn: David A. Karp

ASSIGNMENT OF ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

ASSIGNOR: ABN AMRO BANK, N.V.
135 South LaSalle Street, Suite 725
Chicago, Illinois 60674-9135

ASSIGNEE: HSBC BANK USA, AS TRUSTEE FOR THE REGISTERED
HOLDERS OF FALCON FRANCHISE LOAN TRUST 2000-1
FRANCHISE LOAN-BACKED BONDS
140 Broadway, 12th Floor
New York, New York 10005-1180

This Document Prepared By:

Thomas J. Infurna, Esq.
Thacher Proffitt & Wood
50 Main Street
White Plains, New York 10606

After Recording, Return to:

Mr. David A. Karp
Falcon Financial, LLC
2015 West Main Street
Stamford, CT 06902

91396

EXHIBIT A

PARCEL 1: Lot Four (4) in Block Five (5) of Tract 1080 WASHBURN PARK, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

(Code 039, Account No. 3909-003CC-00300, Key No. 527362)

PARCEL 2: A part of the South Half, Southwest Quarter, Southwest Quarter Southwest Quarter of Section 3, Township 39 South, Range 9 East of the Willamette Meridian described as follows: Beginning on the north line of said fractional subdivision 60.0 feet West from the northeast corner thereof; thence West on the north line thereof 550.0 feet to the east right of way line of Washburn Way; thence South on said right of way line 300.0 feet to the north right of way line of Hilyard Avenue; thence East on said right of way line 550.0 feet to the point due south from the point of beginning; thence North 300.0 feet to the point of beginning. EXCEPTING THEREFROM that portion conveyed to the Oregon State Highway Commission by instrument recorded January 17, 1966 in Volume 66, at page 489. ALSO EXCEPTING THEREFROM that portion conveyed to the State of Oregon, by and through its Department of Transportation by instrument recorded January 23, 1997 in Volume M97, page 2009 Microfilm Records of Klamath County, Oregon.

(Code 039, Account No. 3909-003CC-00400, Key No. 527371)

State of Oregon, County of Klamath
Recorded 11/16/00, at 12:50 p.m.
In Vol. M00 Page 41481
Linda Smith,
County Clerk Fee \$ 41.00