

**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 2001-1  
FRANCHISE LOAN-BACKED BONDS  
140 Broadway, 12<sup>th</sup> Floor  
New York, New York 10005-1180

This Document Prepared By:

Thacher Proffitt & Wood  
50 Main Street  
White Plains, New York 10606

After Recording, Return to:

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

## 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 2001-1 FRANCHISE LOAN-BACKED BONDS ("Assignee") with a mailing address of 140 Broadway, 12<sup>th</sup> Floor, New York, New York 10005-1180, its successors and assigns, a certain Assignment of Leases and Rents dated January 12, 2001, made and executed by AUTOMOTIVE REALTY PARTNERS, L.L.C. to FALCON FINANCIAL, LLC, doing business as Falcon Lending, LLC in the State of Alabama, upon the following described property situated in Shelby County, State of Alabama, 2200 Highway 31 South, Pelham, Alabama 35124 and 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 \$3,400,000.00, which Assignment of Leases and Rents is of record as Instrument No. 2001-02514, recorded on January 23, 2001, of the Records of Shelby County, State of Alabama, as assigned to Assignor pursuant to a certain assignment recorded as Instrument No. 2001-02516, recorded on January 23, 2001, of the Records of Shelby County, State of Alabama.

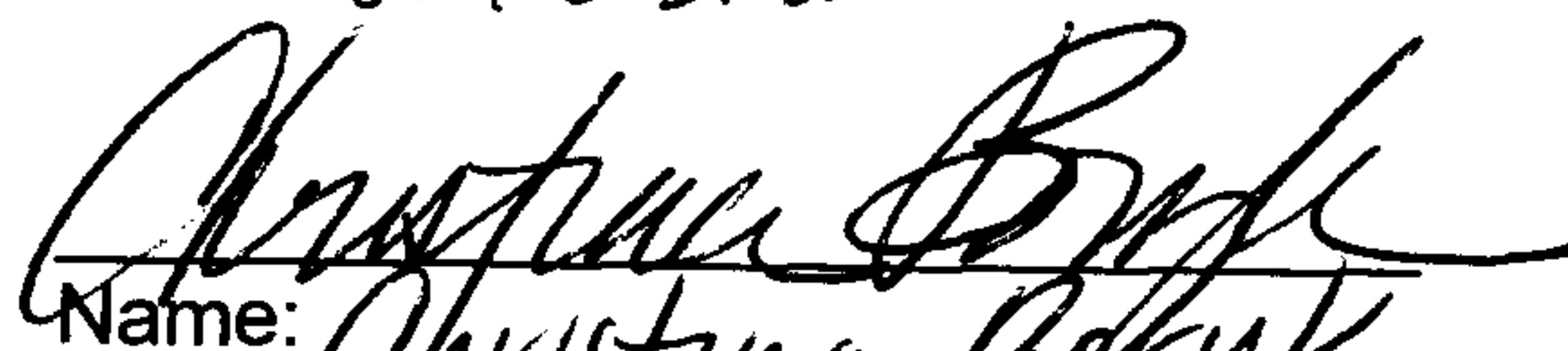
TO HAVE AND TO HOLD the same unto Assignee, its successor and assigns, forever, subject only to the terms and conditions of the above-described Assignment of Leases and Rents.

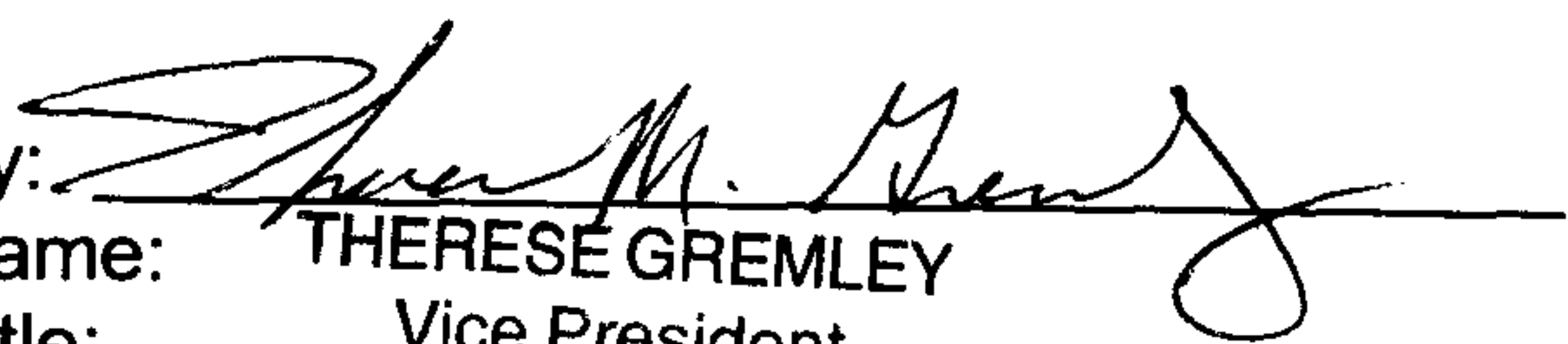
IN WITNESS WHEREOF, the undersigned Assignor has executed this Assignment of Assignment of Leases and Rents on \_\_\_\_\_, 2002.

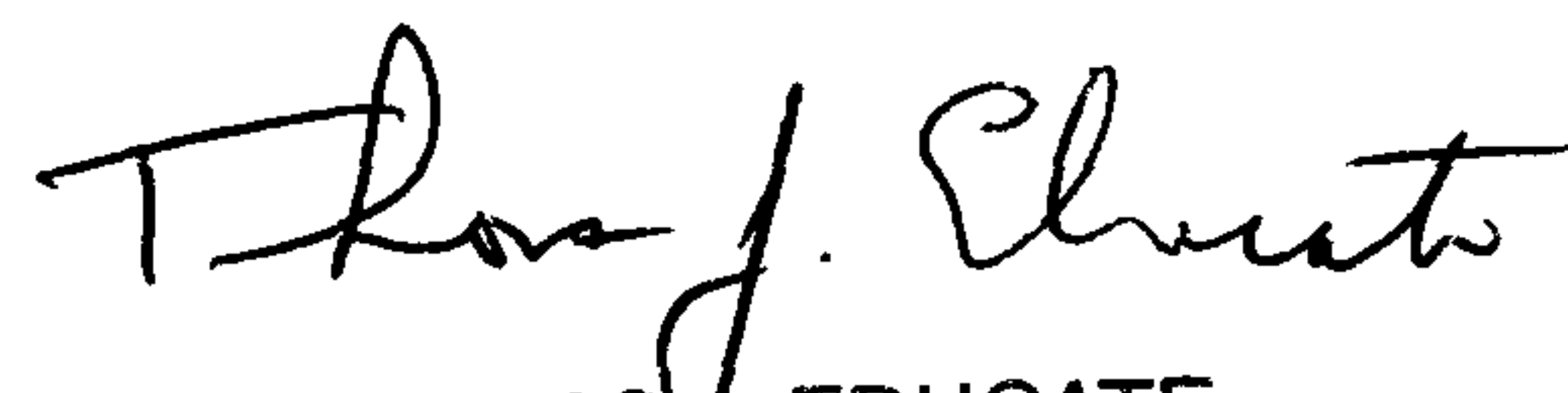
WITNESSETH:

ABN AMRO BANK, N.V.

  
Name: Gina Brown

  
Name: Christina Boryk

By:   
Name: THERESE GREMLEY  
Title: Vice President

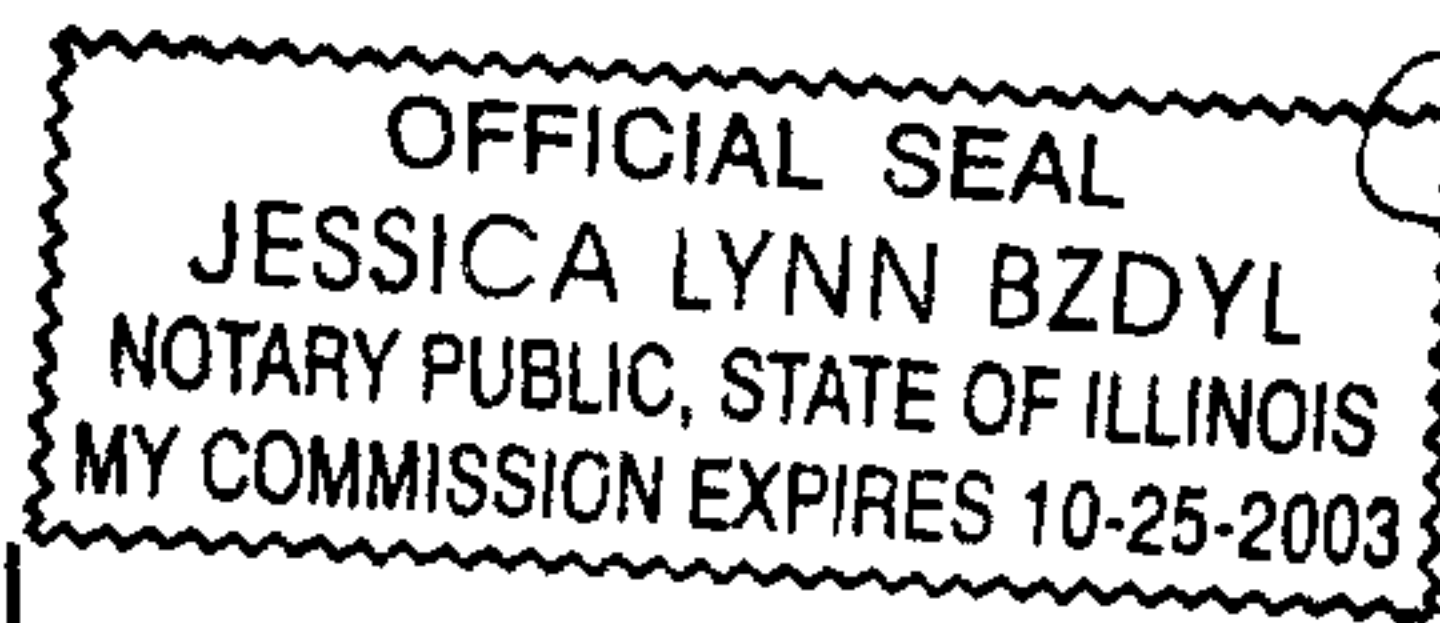
  
THOMAS J. EDUCATE  
SENIOR VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF Illinois )  
 )  
COUNTY OF Cook )

I, Jessica Lynn Bzdyl Notary Public, in and for said County in said State, hereby certify that Thomas Eduard whose name as SVP & VP of ABN AMRO BANK, N.V., a Netherlands Bank is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said BANK.

Given under my hand and official seal, this 28<sup>th</sup> day of May, 2002.



Notarial Seal

Jessica Lynn Bzdyl  
Notary Public

My Commission Expires: 10-25-2003

20021029000532310 Pg 4/4 20.00  
Shelby Cnty Judge of Probate, AL  
10/29/2002 08:46:00 FILED/CERTIFIED

## Exhibit A

A part of the North half of Northwest quarter of Southwest quarter of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at the accepted Southwest corner of said North half of Northwest quarter of Southwest quarter of said Section, run in an Easterly direction along the South line of said 20 acres for a distance of 587.28 feet to an existing iron rebar being the Point of Beginning of said tract; thence turn an angle to the left of  $88^{\circ} 02' 36''$  and run in a Northerly direction for a distance of 244.73 feet to an existing solid iron; thence turn an angle to the right of  $67^{\circ} 44' 58''$  and run in a Northeasterly direction for a distance of 563.14 feet to an existing PK nail being on the West right of way line of the new Montgomery Highway; thence turn an angle to the right of  $(93^{\circ} 51' 45''$  to the chord) and run in a Southeasterly direction along the Southwest right of way line of said Montgomery Highway (having a central angle of  $14^{\circ} 33' 54''$  and a radius of 1809.86 feet) for a distance of 460.08 feet to an existing old iron rebar; thence turn an angle to the right  $(106^{\circ} 26' 54''$  from last mentioned chord) and run in a Westerly direction for a distance of 666.33 feet, more or less to the Point of Beginning.