

REGISTRATION NO. 14240/A FROM 1983

COUNTERPART

DEC 30 1983 - 9 12 AM

STATE COMMERCE COMMISSION COLLATERAL ASSIGNMENT

FOR VALUE RECEIVED, THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Borrower"), hereby assigns, transfers and sets over to THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY SEPARATE ACCOUNT A ("Lender"), any and all rights of every kind and description under or arising out of that certain Equipment Lease dated December 30, 1983, between Borrower as Lessor and THE PROCTER & GAMBLE MANUFACTURING COMPANY as Lessee (the "Lease"), and any and all rights which Borrower may have under that certain Guaranty Agreement dated December 30, 1983 between Borrower and Procter & Gamble Company (the "Guaranty") including, without limitation, any and all rents, reserved rents, proceeds of sale from sale of the equipment, insurance proceeds, amounts payable by the Lessee in lieu of rent during periods of rental abatement, and all other amounts payable by the Lessee pursuant to the Lease and all amounts payable under the Guaranty.

This Collateral Assignment is intended as security for all sums due under Borrower's Promissory Note payable to the order of Lender in the principal amount of \$1,642,427.43 dated this same day and other obligations of Borrower as set forth in the Security Agreement between Borrower and Lender executed this same day. At the time Borrower's obligations as set forth in the Promissory Note and the Security Agreement are discharged in full, this Collateral Assignment shall cease and be of no further force or effect, and Lender shall pay over to Borrower proceeds received in excess of those necessary to discharge in full all of Borrower's obligations as set forth in the Promissory Note and Security Agreement. During the period of this Assignment all sums received hereunder shall be applied as provided in Article I, Paragraph 2 of the Security Agreement.

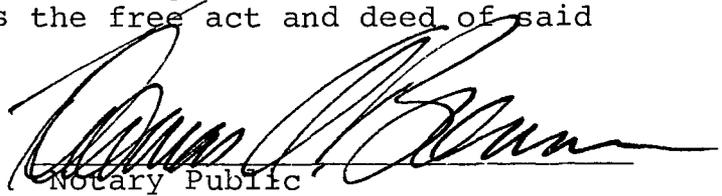
Lender does not by this Collateral Assignment or otherwise assume any of the obligations of Borrower or any other party under the Lease, and Lender shall not be responsible in any way for the performance by Borrower or any other party of the terms and conditions of the Lease.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 30th day of DECEMBER, 1983.

BORROWER:  
THE FIFTH THIRD LEASING COMPANY  
By: Tom Bohenead A.V.P.

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this **30th** day of December, 1983, before me personally appeared Tom Bobenread, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of The Fifth Third Leasing Company, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

THOMAS A. BRENNAN - Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission expires on \_\_\_\_\_  
date. Section \_\_\_\_\_

