ASSIGNMENT OF LEASE

WHEREAS, Manchester Housing and Investment, Inc. f/k/a Manchester Enterprises, Inc., an Iowa Corporation, (hereinafter referred to as "Assignor"), is the landlord under a certain lease dated April 30, 1986 by and between Assignor as landlord and Rockwell International Corporation as tenant dated April 30, 1986 and as amended on January 28, 1988, and;

WHEREAS, Assignor is desirous of assigning Assignor's right, title and interest under the aforementioned lease subject only to the pledge of the same for security purposes to Farmers & Merchants Savings Bank, Manchester, Iowa dated November 21, 1989 and March 1, 1989 with said **ASSIGNMENT OF LEASE FOR SECURITY PURPOSES** and **ASSIGNMENT OF RENTS AND PROFITS** having been filed of record respectively in the records of the Delaware County Recorder's Office on the 15th day of December, 1989 in Book 1 at Page 182 and on the 17th day of March, 1988 in Book 105 at Page 99 to Manchester Enterprises, Inc., an Iowa non-profit corporation, (hereinafter referred to as "Assignee"), and;

WHEREAS, the original June 25, 1986 lease agreement described above was filed in Book Y at Page 39 of the records of the Delaware County Recorder's Office and the amendment to said lease dated January 28, 1988 having been filed of record on April 6, 1988 in Book Z at Page 129 of the records of the Delaware County Recorder's Office, and;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable

FILE No. 187-3283
RECORDING FEE $ 25.00
TRANSFER FEE $
FILED FOR RECORD THE 5 DAY OF May, 1992 AT 4:41 O'CLOCK P. M. BOOK 3 PAGE 60
STATE OF IOWA, DELAWARE COUNTY
Jane A. Lloyd, Recorder
Misc.

consideration, IT IS AGREED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:

1) Assignor does assign absolutely to the Assignee all of the Assignor's right, title and interest in and to the aforementioned lease agreement dated April 30, 1986 and amendment thereto dated January 28, 1988 and the Assignee agrees to be bound by all of the terms, covenants and conditions of said lease and amendment thereto.

2) Assignor assigns absolutely to Assignee all of the Assignor's right, title and interest in and to a certain November 21, 1989 **ASSIGNMENT OF LEASE FOR SECURITY PURPOSES** described above made, executed and delivered by the Assignor to the Farmers & Merchants Savings Bank, Manchester, Iowa.

3) Assignor does hereby assign absolutely to the Assignee all of the Assignor's right, title and interest in and to a certain **ASSIGNMENT OF RENTS AND PROFITS** dated March 1, 1988 made, executed and delivered by Assignor to Farmers & Merchants Savings Bank, Manchester, Iowa.

4) Assignee agrees to be bound by all of the terms, covenants and conditions of the lease dated April 30, 1986, as amended on January 28, 1988, November 21, 1989 **ASSIGNMENT OF LEASE FOR SECURITY PURPOSES** and March 1, 1988 **ASSIGNMENT OF RENTS AND PROFITS** as the successor in interest of Assignor.

5) The tenant, Rockwell International Corporation, hereby acknowledges notice of assignment of the original lease, amendment thereto, **ASSIGNMENT OF LEASE FOR SECURITY PURPOSES** and

ASSIGNMENT OF RENTS AND PROFITS by the Assignor to the Assignee as is evidenced by the limited execution of this agreement by Rockwell International Corporation in its capacity as a tenant only.

Dated this 21st day of April, 1992.

MANCHESTER HOUSING AND INVESTMENT, INC., f/k/a MANCHESTER ENTERPRISES, INC., an Iowa Corporation

BY: Duane G. Tiemens
Duane G. Tiemens, President

D. William Johnson
D. William Johnson, Secretary

MANCHESTER ENTERPRISES, INC., an Iowa Non-Profit Corporation

BY: Duane G. Tiemens
Duane G. Tiemens, President

D. William Johnson
D. William Johnson, Secretary

ROCKWELL INTERNATIONAL CORPORATION
Executing solely to acknowledge notice of the assignment of the aforementioned lease, amendment thereto, **ASSIGNMENT OF RENTS AND PROFITS** and **ASSIGNMENT FOR SECURITY PURPOSES** from Manchester Housing and Investment, Inc., f/k/a Manchester Enterprises, Inc., an Iowa Corporation, to Manchester Enterprises, Inc., an Iowa non-profit corporation

BY: Charles B. Winn
Charles B. Winn, Director, Real Estate
Rockwell International Corporation, Tenant

STATE OF IOWA)
) ss.
COUNTY OF MANCHESTER)

On this 21st day of April, 1992, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Duane G. Tiemens and D. William Johnson, to me personally known, who being by me duly sworn, did say that they are the President and Secretary respectively, of the corporation executing the within and foregoing instrument, that no seal has been procured by the corporation; that said instrument was signed on behalf of the corporation by authority of its Board of Directors; and that Duane G. Tiemens and D. William Johnson as officers acknowledged the execution of the foregoing instrument to be the voluntary act and deed of the corporation, by it and by them voluntarily executed.

NOTARIAL SEAL IOWA
ROSEMARY DREES
My Commission Expires
1/30/93

Rosemary Drees
Notary Public in and for the
State of Iowa

STATE OF IOWA)
) ss.
COUNTY OF MANCHESTER)

On this 21st day of April, 1992, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Duane G. Tiemens and D. William Johnson, to me personally known, who being by me duly sworn, did say that they are the President and Secretary respectively, of the corporation executing the within and foregoing instrument, that no seal has been procured by the corporation; that said instrument was signed on behalf of the corporation by authority of its Board of Directors; and that Duane G. Tiemens and D. William Johnson as officers acknowledged the execution of the foregoing instrument to be the voluntary act and deed of the corporation, by it and by them voluntarily executed.

NOTARIAL SEAL IOWA
ROSEMARY DREES
My Commission Expires
1/30/93

Rosemary Drees
Notary Public in and for the
State of Iowa

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 29th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of California, personally appeared Charles B Wiens, to me personally known, who, being by me duly sworn, did say that he is the Director, Real Estate of said corporation executing the within and foregoing instrument, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that said Charles B Wiens as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

OFFICIAL SEAL
HELEN SMITH
NOTARY PUBLIC CALIFORNIA
LOS ANGELES COUNTY
My Comm Expires May 22 1995

Helen Smith
Notary Public in and for the
State of California