

PREPARED BY
AND WHEN RECORDED
RETURN TO:

BANK ONE, ARIZONA, NA
P.O. BOX 29542
PHOENIX, ARIZONA 85038
ATTN: ADA COOK A567

**ASSIGNMENT OF
DEED OF TRUST WITH ASSIGNMENT OF RENTS
AND SECURITY AGREEMENT**

FOR VALUE RECEIVED, BANK ONE, UTAH, NATIONAL ASSOCIATION, a national banking association (formerly and also known as Bank One, Utah, NA, Valley Bank and Trust Company, NA, Valley Bank and Trust Company, a state banking association, and Valley Bank and Trust Company, a Utah corporation) ("**Assignor**"), hereby grants, assigns sells, and transfers to BANK ONE, ARIZONA, NA, a national banking association, located at 50 West Broadway, Suite 201, Salt Lake City, Utah 84101:

1. All of Assignor's right, title, and interest (including, without limitation, all beneficial interest and all rights accrued and to accrue) under that certain deed of trust (with assignment of rents and security agreement), dated Septmeber 28, 1989 (as the same has been amended or modified from time to time), executed by BOYER-OGDEN MEDICAL ASSOCIATES, LTD., a Utah limited partnership, as trustor ("**Trustor**"), for the benefit of Assignor, as beneficiary, and recorded on October 17, 1989, in the Official Records in the office of the County Recorder of WEBER County, State of Utah, in Book 1569, Page 1828, Entry No. 1091674. This deed of trust covers the real property in WEBER County, State of Utah, described in Exhibit A attached hereto and incorporated herein by reference to the extent not released from this deed of trust by Assignor.

2. All of Assignor's right, title, and interest (including, without limitation, all beneficial interest and all rights accrued and to accrue) under that certain assignment of leases and rents, dated September 28, 1989 (as the same has been amended or modified from time to time), executed by Trustor, for the benefit of Assignor, as beneficiary, and recorded on October 17, 1989, in the Official Records in the office of the County Recorder of WEBER County, State of Utah, in Book 1569, Page 1846, Entry No.

UTAH.ADT.95.

E# 1385099 BK1789 PG1314
DOUG CROFTS, WEBER COUNTY RECORDER
30-JAN-96 941 AM FEE \$15.00 DEP MH
REC FOR: ARIZONA.TRUST.DEED.CORP.

1091675. This assignment relates to the real property in WEBER County, State of Utah, described in Exhibit A attached hereto and incorporated herein by reference to the extent not released from this assignment by Assignor.

3. All of Assignor's right, title, and interest (including, without limitation, all beneficial interest and all rights accrued and to accrue) under that certain assignment of leases and security, dated September 28, 1989 (as the same has been amended or modified from time to time), executed by Trustor, for the benefit of Assignor, as beneficiary, and recorded on October 17, 1989, in the Official Records in the office of the County Recorder of WEBER County, State of Utah, in Book 1569, Page 1852, Entry No. 1091676. This assignment relates to the real property in WEBER County, State of Utah, described in Exhibit A attached hereto and incorporated herein by reference to the extent not released from this assignment by Assignor.

4. All right, title, and interest of Assignor in and to that certain promissory note, dated September 28, 1989, executed by Trustor payable to the order of Assignor in the original principal amount of \$2,070,000.00 ("Note") and any and all related loan agreements, guaranties (including, without limitation, the guaranties by Kem C. Gardner Family Partnership, H. Roger Boyer Family Partnership, The Boyer Company, H. Roger Boyer, an individual and Kem C. Gardner, an individual), environmental agreements, subordination agreements, title insurance policies, appraisals, environmental assessments, other consultant's reports, and any other related agreements, documents, and instruments evidencing, securing, or otherwise relating to the indebtedness evidenced by the Note, as the same have been amended or modified from time to time.

IN WITNESS WHEREOF, this instrument is executed as of the 27th day of December, 1995.

BANK ONE, UTAH, NATIONAL ASSOCIATION,
a national banking association (formerly or also known
as Bank One, Utah, NA, Valley Bank and Trust Company, NA,
Valley Bank and Trust Company, a state banking association, and
Valley Bank and Trust Company, a Utah corporation)

By: 
Name: Joel Nance
Title: Assistant Vice President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

The foregoing ASSIGNMENT OF DEED OF TRUST WITH ASSIGNMENT OF RENTS AND SECURITY AGREEMENT was acknowledged before me this 27th day of December, 1995, by Joel Nance, the Assistant Vice President of BANK ONE, UTAH, NATIONAL ASSOCIATION, who signed on behalf of said national association.

Carol G. Arveseth

NOTARY PUBLIC

Residing at: _____

My Commission Expires:

-SEAL-

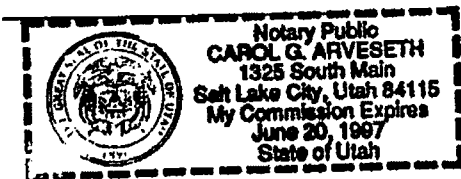


EXHIBIT A

The following real property located in WEBER County, State of Utah:

Phase 1

A part of the Southeast Quarter of Section 17, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U. S. Survey:

Beginning at a point 1265.67 feet North 0°26'00" East along the East line of said Section 17 and 354.61 feet North 89°34'00" West from the Southeast corner of said Section 17; and running thence South 72°24'35" West 5.00 feet; thence South 17°35'25" East 23.39 feet; thence North 72°24'35" East 35.00 feet; thence North 17°35'25" West 25.00 feet; thence North 72°24'35" East 150.63 feet; thence North 0°26'00" East 77.52 feet; thence South 72°24'35" West 23.32 feet; thence North 17°35'25" West 28.68 feet; thence North 89°34'00" West 67.63 feet; thence South 0°26'00" West 21.37 feet; thence South 72°24'35" West 59.28 feet; thence South 17°34'00" East 3.87 feet; thence South 72°24'35" West 51.08 feet to a point North 17°35'25" West from the Northeast corner of the existing MRI Building; thence South 17°35'25" East 100.75 feet, more or less, along the Easterly wall of said MRI Building to the point of beginning.

Contains approximately 0.479 Acre or 20,879 Square

Feet.

07-053-0028
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