

This FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

1. Debtor(s) (Last Name First) and address(es)
Sundance Cottages, a Utah
Joint Venture
R.R. #3 A-1
Sundance, UT 84604
Social Security or _____
Emp. Fed. I.D. No. _____

2. Secured Party(ies) and address(es)
AMERICAN EQUITY CORPORATION
330 East 400 South
Salt Lake City, UT 84111

ENT 21565 BK 2421 PG 273
NINA B REID UTAH COUNTY RECORDER DEP MC
1987 JUN 2 3:07 PM FEE 18.00
RECORDED FOR ASSOCIATED TITLE COMPANY
For Filing Officer (Date, Time, Number,
and Filing Office)

4. This Financing Statement covers the following types (or items) of property:

See attached Schedule A and Exhibit A.

6. Gross sales price
of collateral
\$ _____

\$ _____ Sales

The Secured party is _____ is not a seller or
Purchase money lender of the collateral.

or use tax paid to
State of _____

5. Assignee(s) of Secured Party and
Address(es)

This statement is filed without the debtor's signature to perfect a security interest in collateral. (Check if so)

Microfilm No.

already subject to a security interest in another jurisdiction when it was brought into this state.

which is proceeds of the original collateral described above in which a security interest was perfected:

Check if covered: Proceeds of Collateral are also covered. Products of Collateral are also covered. No. of additional Sheets presented:

Sundance Cottages, a Utah Joint Venture by Sundance

Development Corporation, a Utah Corporation, as
Managing Venturer by _____

Robert Maynard, President

Approved by Division of Corporations and Commercial
Code, Department of Business Regulations.

AMERICAN EQUITY CORPORATION

CGMI Utah, Inc., a Texas Corporation, as venturer

By: _____
Jack A. Morgan, President

By: _____
Gary W. Jensen, Secretary

STANDARD FORM - FORM UCC-1.
(1) FILING OFFICER COPY - ALPHABETICAL

SCHEDULE A

All buildings, improvements and tenements now or hereafter erected on the property, and all heretofore or hereafter vacated alleys and streets abutting the property, and all easements, rights, appurtenances, rents (subject however to the assignment of rents to Lender herein), royalties, mineral, oil and gas rights and profits, water, water rights, and water stock appurtenant to the property, and all fixtures, machinery, equipment, engines, boilers, incinerators, building materials, appliances and goods of every nature whatsoever now or hereafter located in, or on, or used, or intended to be used in connection with the property, including, but not limited to, those for the purposes of supplying or distributing heating, cooling, electricity, gas, water, air and light; and all elevators, and related machinery and equipment, fire prevention and extinguishing apparatus, security and access control apparatus, plumbing, bath tubs, water heaters, water closets, sinks, ranges, stoves, refrigerators, dishwashers, disposals, washers, dryers, awnings, storm windows, storm doors, screens, blinds, shades, curtains and curtain rods, mirrors, cabinets, panelling, rugs, attached floor coverings, furniture, pictures, antennas, trees and plants.

EXHIBIT A

Units 7, 12, 22 through 34, inclusive, and 38, SUNDANCE COTTAGES, an expandable Utah condominium project containing convertible land, as the same is identified in the Record of Survey Map recorded May 20, 1987, in the office of the County Recorder of Utah County, Utah, as Entry No. 19867, and Map Filing No. 3452, (as said Record of Survey Map may have heretofore been amended or supplemented) and in the Condominium Declaration therefore recorded concurrently therewith in said office in Utah County, Utah, as Entry No. 19868, in Book 2417, at Page 379 (as said Declaration may have heretofore been amended or supplemented).

TOGETHER with the entire undivided ownership interest in said Project's Common Areas and facilities as established by said Record of Survey Map and Declaration and allowing for periodic alteration both in the magnitude of said undivided ownership interest and in the composition of the Common Areas and Facilities to which said interest relates.

Said condominium project is situated upon the following described land:

Beginning at the corner common to Sections 10, 11, 14, and 15, Township 5 South, Range 3 East, Salt Lake Base and Meridian; thence South 0 deg. 07'50" East 168.25 feet; thence North 49 deg 01'00" East 497.93 feet; thence North 0 Deg 50'00" East 259.71 feet; thence along the arc of a 211.27 foot radius curve to the right 89.51 feet, the chord of which bears North 66 Deg 55'14" East 88.85 feet; thence along the arc of a 87.70 foot radius curve to the left 66.28 feet, the chord of which bears North 57 Deg 24'22" East 64.72 feet; thence North 92.23 feet; thence North 42 Deg 57'18" West 329.41 feet to the Southeast corner of the Kenneth Franck property described as Lot "A" and Lot "B" on Administratrix's Deed 6437; thence along the South line of said Franck property South 89 Deg 52' 10" West 293.71 feet to the East line of Timphaven Homes Plat "2"; thence South 0 Deg 07'50" East along said plat line 820.35 feet to the point of beginning containing 7.738 acres. Basis of Bearings: The section line between the Southwest corner of Section 11 and the West Quarter Corner of Section 11, Township 5 South, Range 3 East, Salt Lake Base and Meridian; being North 0 Deg 07'50" West;

TOGETHER WITH (1) a perpetual, nonexclusive easement over, along and across the property described in the immediately succeeding paragraph (the "Servient Tenement") for pedestrian and vehicular ingress to and egress from the property described in the immediately preceding paragraph (the "Dominant Tenement"); and (2) a perpetual, nonexclusive easement in, through, along and across the Servient Tenement to install, use, keep, maintain, repair and replace, as required, utility lines, pipes and conduits of all types for the benefit of and appurtenant to the Dominant Tenement:

Beginning at a point on the Easterly fee title boundary of Sundance Cottages, a Utah condominium project, said point being North 487.69 feet and East 516.31 feet from the Southwest corner of Section 11, Township 5 South, Range 3 East, Salt Lake Base and Meridian; thence along the arc of a 87.70 foot radius curve to the left 12.43 feet, the chord of which bears North 31 Deg 41'31" East 12.42 feet; thence North 27 Deg 37'50" East 167.29 feet; thence along the arc of a 98.81 foot radius curve to the right 18.28 feet to the southwesterly right of way of the Alpine Loop highway, the chord of which bears North 32 Deg 55'47" East 18.25 feet; thence along the arc of a 578.72 foot radius curve to the right 30.30 feet along said southeasterly right of way of said highway, the chord of which bears North 42 Deg 33'01" West 30.30 feet; thence along the arc of a 128.81 foot radius curve to the left 28.68 feet, the chord of which bears South 34 Deg 00'35" West 28.62 feet; thence South 27 Deg 37'50" West 124.06 feet to the Easterly fee title boundary of said Sundance Cottages; thence South 62.79 feet along said Easterly boundary to the point of beginning containing 0.121 acres.

TOGETHER WITH rights of ingress and egress and for utilities set forth as follows:

An Easement Deed recorded December 18, 1986, as Entry No. 43593, in Book 2367, at Page 207, Utah County Recorder's Office.

An Easement Deed recorded December 18, 1986, as Entry No. 43595, in Book 2367, at Page 215, Utah County Recorder's Office.