

Submittal 118659
 Submittal 505 pg 294 (mk)
 Submittal 505 pg 272 (mk)
 505 Mon 632 pg 805
 Partial Recon. 491 pg 26 (mk)
 Sub Agreement 502 pg 45 (mk)
 505 Mon 633 pg 803
 Partial Recon 533 pg 302 (mk)
 assign - 503 pg 417 (mk)

Cancellation 614 pg 651
 assign 614 pg 653
 Notice of self sale 614 pg 659

Mr. Room 61635 pg 534
 Mr. Room 638 pg 49
 assign TD BK 616 pg 534
 assign 616 pg 534

RECONVEYANCE
 PR 292 PG 1067
 12414 Partial RECONVEYANCE
 PR 224 PG 767
 133899

Partial RECONVEYANCE
 PR 745 PG 1241
 #144996

Partial RECONVEYANCE
 PR 282 PG 1225
 159600

Partial RECONVEYANCE
 PR 230 PG 198
 176810
 Partial RECONVEYANCE
 PR 792 PG 632
 143980

29046 ✓
 Partial RECONVEYANCE
 PR 484 PG 705
 29046

1990 FEB 27 PM 2:21
 Partial RECONVEYANCE
 PR 765 PG 840
 153557

BOOK 484 PAGE 705
 Partial RECONVEYANCE
 PR 800 PG 302
 162571
 RECONVEYANCE
 PR 823 PG 1126
 175987

Mr. Room 745 pg 174

Mr. Room 745 pg 174
 Mr. Room 625 pg 420
 Notice of default BK 600 pg 91
 70791103
 Canceled Notary Seal

MARIE G. KORTH
 BOX ELDER COUNTY RECORDER

DEP. OP FEE 57.00

WHEN RECORDED, MAIL TO:
 WARSHAW BURSTEIN COHEN SCHLESINGER & KUH, Esqs., Attn: Richard H. Merz, Esc.
 555 Fifth Avenue
 New York, New York 10017

HILLAM AGENCY
 105M

Trust Deed

as of
 THIS TRUST DEED is made this 21st day of November
 between Lily Pond Associates, a partnership
 whose address is c/o Helmsley-Spear, Inc., 60 East 42nd Street, NY, NY 10165
 (Street and Number) (City) (State)

HILLAM ABSTRACTING AND INSURANCE AGENCY, INC., as Trustee,* and
 D. Kenneth Patton, an individual having an address at , as Beneficiary.
 c/o Helmsley-Spear, Inc., 60 East 42nd Street, NY, NY 10165
 Trustor hereby CONVEYS AND WARRANTS TO TRUSTEE IN TRUST, WITH POWER OF SALE, the following
 described property situated in Box Elder County, Utah:

See Schedule ~~is~~ annexed hereto and by this reference made a part hereof

Together with all buildings, fixtures and improvements thereon and all water rights, rights of way, easements, rents, issues, profits, income, tenements, hereditaments, privileges and appurtenances thereunto now or hereafter used or enjoyed with said property, or any part thereof;

FOR THE PURPOSE OF SECURING payment of the indebtedness evidenced by a promissory note of even date herewith, in the principal sum of \$2,577,000.00, payable to the order of Beneficiary at the times, in the manner and with interest as therein set forth, and payment of any sums expended or advanced by Beneficiary to protect the security hereof.

Trustor agrees to pay all taxes and assessments on the above property, to pay all charges and assessments on water or water stock used on or with said property, not to commit waste, to maintain adequate fire insurance on improvements on said property, to pay all costs and expenses of collection (including Trustee's and attorney's fees in event of default in payment of the indebtedness secured hereby) and to pay reasonable Trustee's fees for any of the services performed by Trustee hereunder, including a reconveyance hereof.

The undersigned Trustor requests that a copy of any notice of default and of any notice of sale hereunder be mailed to him at the address hereinbefore set forth.
 See Rider annexed hereto and by this Reference made a part hereof.

LILY POND ASSOCIATES
 By: D.K. Patton
 PARTNER

STATE OF NEW YORK
 COUNTY OF NEW YORK

On the 21 day of November, 1989, personally appeared before me
 D.K. PATTON, Partner, the signer
 of the foregoing instrument, who duly acknowledged to me that he executed the same.

BERNICE H. LACHS
 Notary Public, State of New York
 No. 31-7389360
 Qualified in New York County
 Commission Expires Feb. 28, 1991
 Residing at: New York City

*NOTE: Trustee must be a member of the Utah State Bar; a bank, building and loan association or savings and loan association authorized to do such business in Utah; a corporation authorized to do a trust business in Utah; or a title insurance or abstract company authorized to do such business in Utah.
 FORM 141.1—TRUST DEED, SHORT FORM—Kelly Co., 55 W. Ninth South, S.L.C., Utah

R I D E R

BOOK 484 PAGE 706

Annexed to and forming a part of that certain Trust Deed from LILLY POND ASSOCIATES ("Trustor") to D. KENNETH PATTON ("Beneficiary") securing repayment of the principal amount of TWO MILLION FIVE HUNDRED SEVENTY-SEVEN THOUSAND (\$2,577,000.00) DOLLARS, dated November 21, 1989.

1. This Rider is annexed to and forms a part of the Trust Deed described above. To the extent of any conflict between the provisions of the Trust Deed and the provisions of this Rider, the provisions of the Rider shall be deemed to control.

2. This Trust Deed shall be subject and subordinate to the lien of any institutional first mortgage granted or to be granted by the Trustor to a lending institution and securing repayment of up to the sum of FOUR MILLION (\$4,000,000.00) DOLLARS with interest. As used herein, the term "lending institution" shall include any state or federally chartered bank, savings and loan association, insurance company or other similar mortgage banking or commercial lending entity.

3. This Trust Deed shall also be subject and subordinate to the lien of that certain Trust Deed in favor of SAIKE GROUP, L.P. or its designee or assignee, previously granted by the Trustor to SAIKE GROUP, L.P.

4. This Trust Deed shall also be subject and subordinate to the lien of that certain Trust Deed in favor of D. KENNETH PATTON, or his Assignee, to secure repayment of the sum of FIVE HUNDRED THOUSAND (\$500,000.00) DOLLARS with interest, said Trust Deed having been executed contemporaneously herewith.

5. This Trust Deed incorporates by reference the terms of that certain Trust Deed Note delivered and dated of even date herewith from Trustor to Beneficiary in the principal amount of TWO MILLION FIVE HUNDRED SEVENTY-SEVEN THOUSAND (\$2,577,000.00) DOLLARS. Any default under the terms of the Trust Deed Note shall, at the election of the Beneficiary, constitute a default hereunder.

SCHEDULE C
SCHEDULE C

BOOK 484 PAGE 707

The land described is situated in Box Elder County, State of Utah:

BRIGHAM INTERMOUNTAIN DEVELOPMENT according to the official plats
filed in the office of the County Recorder, Box Elder County, Utah to
wit:

03-146-0027 /
Lot 23, Plat A.

03-146-0028 /
Lot 24, Plat A.

03-146-0032 /
Lot 28, Plat A.

03-146-0033 /
Lot 29, Plat A.

03-146-0038 /
Lot 32, Plat A.

03-146-0042
Lot 3, Plat B.

03-146-0043
Lot 4, Plat B.

03-146-0044
Lot 5, Plat B.

03-146-0045
Lot 6, Plat B.

03-146-0046
Lot 7, Plat B.

03-146-0047
Lot 8, Plat B.

03-146-0048
Lot 9, Plat B.

03-146-0049
Lot 10, Plat B.

03-146-0050
Lot 11, Plat B.

03-146-0051
Lot 12, Plat B.

03-146-0052
Lot 13, Plat B.

(Continued)

SCHEDULE C (Continued)
SCHEDULE C (Continued)

03-146-0053
Lot 14, Plat B.

03-146-0054
Lot 15, Plat B.

03-146-0055
Lot 16, Plat B.

03-146-0056
Lot 17, Plat B.

03-146-0057
Lot 18, Plat B.

03-146-0058
Lot 19, Plat B.

03-146-0059
Lot 20, Plat B.

03-146-0060
Lot 21, Plat B.

03-146-0061
Lot 22, Plat B.

03-146-0062
Lot 23, Plat B.

03-146-0063
Lot 24, Plat B.

03-146-0064
Lot 25, Plat B.

03-146-0065
Lot 26, Plat B.

03-146-0066
Lot 27, Plat B.

03-146-0067
Lot 28, Plat B.

03-146-0068
Lot 29, Plat B.

03-146-0069
Lot 30, Plat B.

03-146-0070
Lot 31, Plat B.

(Continued)

SCHEDULE C (Continued)
SCHEDULE C (Continued)

03-146-0071
Lot 32, Plat B.

03-146-0072
Lot 33, Plat B.

03-146-0073
Lot 34, Plat B.

03-146-0074
Lot 35, Plat B.

03-146-0075
Lot 36, Plat B.

03-146-0076
Lot 37A, Plat B.

03-146-0077
Lot 37B, Plat B.

03-146-0078
Lot 37, Plat B.

03-146-0079
Lot 38, Plat B.

03-146-0080
Lot 39, Plat B.

03-146-0081
Lot 40, Plat B.

03-146-0082
Lot 41, Plat B.

03-146-0083
Lot 42, Plat B.

03-146-0084
Lot 43, Plat B.

03-146-0085
Lot 44, Plat B.

03-146-0086
Lot 45, Plat B.

03-146-0087
Lot 46, Plat B.

03-146-0088
Lot 47, Plat B.

(Continued)

SCHEDULE C (Continued)
SCHEDULE C (Continued)

03-146-0089
Lot 48, Plat B.

03-146-0090
Lot 49, Plat B.

03-146-0091
Lot 50, Plat B.

03-146-0092
Lot 51, Plat B.

03-146-0093
Lot 52, Plat B.

03-146-0094
Lot 53, Plat B.

03-146-0095
Lot 54, Plat B.

03-146-0096
Lot 55, Plat B.

03-146-0097
Lot 56, Plat B.

03-146-0098
Lot 57, Plat B.

03-146-0100
Lot 59, Plat B.

03-146-0104
Lot 63, Plat B.

03-146-0105
Lot 64, Plat B.

03-146-0106
Lot 65, Plat B.

03-146-0107
Lot 66, Plat B.

03-146-0108
Lot 67, Plat B.

03-146-0109
Lot 68, Plat B.

03-146-0110
Lot 69, Plat B.

(Continued)

SCHEDULE C (Continued)
SCHEDULE C (Continued)

03-146-0146
Lot 1, Plat D.

03-146-0150
Lot 5, Plat D.

03-146-0151
Lot 6, Plat D.

03-146-0153
Lot 2, Plat E.

03-146-0154
Lot 3, Plat E.

The land described is situated in Box Elder County, State of Utah

PARCEL 1: 03-082-0067

Being a part of Section 12, Township 9 North, Range 2 West, Salt Lake Base and Meridian and Five Acre Plat and described as follows:

BEGINNING at a point on the North right of way line of State Highway 83 (SR-13) at the East line of a County Road, said point being North 01°12'20" West along the West line of said Section 12, 1963.07 feet, and North 88°36'17" East 23.70 feet, from the Southwest Corner of said Section 12 (as monumented), and running thence North 00°14'38" East along the East line of a County Road, and a fence 827.88 feet to a fence, thence South 89°28'12" East along a fence, 1918.85 feet, to the West line of Main Street, and a fence, thence South 01°46'25" West, along the West line of Main Street, and a fence, 79.31 feet, thence North 89°25'43" West along the West line of Main Street, 25.33 feet, thence South 02°36'04" West along the West line of Main Street, 1138.46 feet, to the North right of way line of State Highway 83, thence along the North right of way line of State Highway 83 the following 6 courses and distances, thence South 89°24'43" West 112.53 feet, thence North 54°12'54" West 267.16 feet, thence along the arc of a 10 chord spiral curve to the left, having a radius of 1196.31 feet, a distance of 621.90 feet, thence North 88°49'41" West along the chord of a transition to the left from a 10 chord spiral curve, 306.52 feet, thence North 01°23'43" West 40.00 feet, thence South 88°36'17" West 632.33 feet, to the point of BEGINNING.

LESS: BEGINNING at a point on the North right of way line of State Highway (SR-13), said point being North 01°12'20" West along the West line of said Section 12, 1963.07 feet, and North 88°36'17" East 1456.03 feet, and South 01°23'43" East 40.0 feet, and South 88°49'41" East 306.52 feet, and South 68°59'38" East 614.99 feet, and South 54°12'54" East 124.16 feet, from the Southwest Corner of said Section 12 (as monumented), and running thence North 35°47'06" East 43.00 feet; thence South 54°12'54" East 79.00 feet; thence South 35°47'06" West 28.00 feet, thence South 54°12'54" East 40.95 feet, thence South 00°35'17" East 18.63 feet to a point which is South 89°24'43" West 112.53 feet, and North 54°12'54" West 12.00 feet from the most Southerly Southeast Corner of said Parcel 1, thence North 54°12'54" West 131.00 feet to the point of BEGINNING.

PARCEL 2: 03-076-0013

Being a part of the East Half of Section 11 and the West Half of Section 12, Township 9 North, Range 2 West, Salt Lake Base and Meridian and Five Acre Plat and described as follows:

BEGINNING at a point which is North 01°12'20" West along the West line of said Section 12, 2160.04 feet and North 89°28'12"

(Continued)

SCHEDULE C (Continued)
SCHEDULE C (Continued)

BOOK 484 PAGE 713

West 548.97 feet, from the Southwest Corner of said Section 12 (as monumented) and running thence North 00°10'24" West, picking up a fence, at 649.39 feet and continuing for a total distance, 1978.76 feet, to the South line of a county road, thence South 89°39'00" East along the South line of a county road, 1325.72 feet, to the West line of a county road, and a fence, thence South 00°14'38" West along the West line of a county road, and a fence 1328.00 feet, to a fence, thence North 88°31'06" West along a fence, 671.00 feet, to a fence, thence South 00°26'55" West along a fence, 665.94 feet, to a fence, thence North 39°28'12" West, 638.10 feet, to the point of BEGINNING.

PARCEL 3: 03-083-0076

A tract of land located in the Northwest Quarter Southeast Quarter of Section 12, Township 9 North, Range 2 West, Salt Lake Base and Meridian. The boundaries of said tract of land are described as follows:

BEGINNING at the intersection of the Westerly right of way line of State Highway 69 and the North line of said Northwest Quarter Southeast Quarter at a point 2,554.17 feet West and 2,657.44 feet South 0°57'00" West (highway bearing) from the Northeast Corner of said Section 12 and running thence South 2°57'47" West (Highway bearing) 1,138.50 feet (record bearing and distance South 2°36'04" West 1,138.46 feet) along said Westerly right of way line to the Northerly right of way line of State Highway 13, thence South 89°03'00" East (Highway bearing). (Record bearing South 89°24'43" West) 39.00 feet along said right of way line; thence North 2°09'29" East (Highway bearing) 1,138.05 feet; thence North 89°03'00" West (Highway Bearing) (record bearing 89°25'43" West) 23.00 feet to the point of BEGINNING.