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RECORDED AT REQUEST OF, AND
WHEN RECORDED RETURN TO:

6755306
10/02/97 4:29 PM 28.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
LANDMARK TITLE
REC BY: R JORDAN , DEPUTY - WI

Rick Prince
c/o Prince, Yeates & Geldzahler
175 East 400 South, Suite 900
Salt Lake City, Utah 84111

TRUSTEE'S DEED

Kenneth A. Rushton, Trustee (the "Grantor"), as Grantor, in his capacity as Trustee of the Estate of Leo Bertagnole in Bankruptcy Case No. 87C-1639 pending in the United States Bankruptcy Court for the District of Utah, Central Division, for good and valuable consideration, hereby conveys to R.E.A.A.M.S., LLC (the "Grantee"), as Grantee, without warranty express or implied, an undivided one-half interest (the "Interest") in the following described real property located in Salt Lake County, Utah:

Per the attached exhibit, marked Exhibit "I" and incorporated herein by reference.

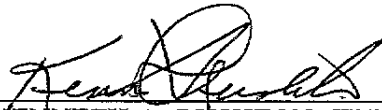
Together with any water rights or other water interests appurtenant to the Interest.

This conveyance is made in accordance with, and is subject to, that certain Order Approving Sale of Estate Property entered by the United States Bankruptcy Court for the District of Utah, Central Division, on August 29, 1997, a certified copy of which Order Approving Sale of Estate Property is attached hereto, marked Exhibit "II" and incorporated herein by reference.

DATED this 5th day of September 1997.

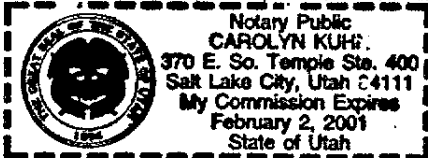
COURTESY RECORDING

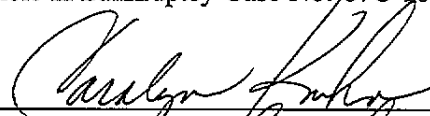
This document is being recorded solely as a courtesy and an accommodation to the parties named therein. LANDMARK TITLE COMPANY hereby expressly disclaims any responsibility or liability for the accuracy or the content thereof.


KENNETH A. RUSHTON, TRUSTEE OF
THE ESTATE OF LEO BERTAGNOLE
IN BANKRUPTCY CASE NO. 87C-1639

STATE OF UTAH)
) ss.
COUNTY OF UTAH)

The foregoing instrument was acknowledged before me this 5th day of September 1997 by Kenneth A. Rushton, Trustee of the Estate of Leo Bertagnole in Bankruptcy Case No. 87C-1639.




NOTARY PUBLIC
RESIDING AT Salt Lake County, UT

9K7773PG2864

WGMAD\1654

LTC 17892

LEGAL DESCRIPTION

PARCEL 1:

BEGINNING 1555.14 feet West from the Southeast corner of Section 16, Township 1 North, Range 2 East, Salt Lake Meridian; thence West 3724.87 feet, more or less to the Southwest corner of said section; thence North 320 rods, more or less, to the Northwest corner of said section; thence East 4300 feet along the North line of said section; thence South 653.4 feet, more or less, to a point on the North line of "The Groves" Subdivision; thence North $87^{\circ}55'$ West 1572.07 feet along said North line; thence continuing along the Easterly line of said Subdivision the following 9 courses, (1) South $21^{\circ}15'$ East 1093.86 feet; (2) thence South $14^{\circ}27'$ West 235.4 feet; (3) thence South $46^{\circ}59'$ East 659 feet; (4) thence South $45^{\circ}32'$ West 739.4 feet; (5) thence South $23^{\circ}46'$ East 975.6 feet; (6) thence West 776.05 feet; (7) thence South 6° East 1228 feet; (8) thence South 80° East 792.67 feet; (9) thence South $38^{\circ}50'$ East 541.6 feet, more or less, to the point of BEGINNING.

PARCEL 2:

Southeast 1/4 of Southeast 1/4 Section 20, Township 1 North, Range 2 East, Salt Lake Meridian.

PARCEL 3:

Being part of the South 1/2 of the North 1/2 of Section 21, Township 1 South, Range 2 East.

BEGINNING at the West 1/4 corner of Section 21, Township 1 North, Range 2 East, Salt Lake Meridian, thence North 80 rods, thence East 4780 feet; thence South $54^{\circ}11'$ West 200 feet; thence South $35^{\circ}49'$ East 543.63 feet; thence South $8^{\circ}14'$ West 329.56 feet; thence South $10^{\circ}38'$ East 426.37 feet, more or less to the point due East from beginning; thence West 4865 feet, more or less to the point of BEGINNING.

EXHIBIT "I"

BR
AUG 28 1997
Y.N. M
WILLIAM C. STILLCEBAUER
CLERK OF COURT

Michael N. Zundel, Esq. (#3755)
William G. Marsden, Esq. (#2087)
JARDINE LINEBAUGH & DUNN
A Professional Corporation
370 East South Temple, Suite 400
Salt Lake City, UT 84111
Telephone: (801) 532-7700

Attorneys for Kenneth A. Rushton, Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH
Central Division

In re LEO BERTAGNOLE, Debtor.	Bankruptcy Case No. 87C-1639 (Chapter 7) ORDER APPROVING SALE OF ESTATE PROPERTY
---------------------------------------------	-----------------------------------------------------------------------------------------------

The Trustee's Motion for Approval of Sale of Estate Property Pursuant to 11 U.S.C. §363(b) (the "Motion") came on regularly for hearing before the undersigned on August 28, 1997, upon due notice to all creditors and others interested in the above-entitled case. Kenneth A. Rushton (the "Trustee"), the duly appointed, qualified and acting Trustee of the Debtor's estate, appeared in person and was represented by counsel, William G. Marsden of Jardine Linebaugh & Dunn; other appearances were made and noted on the record. The court having read and considered the Motion and having received the representations of the Trustee,

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through counsel, and having afforded all other interested parties the opportunity to make statements concerning the Motion;

AND IT APPEARING that in the course of administering the Debtor's estate, the Trustee has acquired an interest (the "Interest") consisting of an undivided one-half interest in certain unimproved real property (the "Property") located in Salt Lake County, Utah, and more particularly described in the attached exhibit, marked Exhibit "A" and incorporated herein by reference;

AND IT FURTHER APPEARING that since acquiring the Interest, the Trustee has diligently sought to market and sell the Interest;

AND IT FURTHER APPEARING that the Trustee entered into a real estate purchase agreement (the "Agreement") by which, subject to higher and better offers as set forth in the Agreement and in the Motion, the Trustee agreed to sell the Interest to the Buyer's nominee, Lares Ventures, L.C., upon certain terms;

AND IT FURTHER APPEARING that in accordance with the Motion and the Agreement, and in order to determine the existence of higher and better offers, the Trustee offered the Interest for sale by public auction at 1:00 p.m. on August 28, 1997, at the main (East) entrance to the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84111, in accordance with a Notice of Public Auction (the "Notice"), a true and correct copy of which (exclusive of the exhibit) is attached hereto as Exhibit "B" and incorporated herein by reference;

AND IT FURTHER APPEARING that the Trustee has made commercially reasonable and diligent efforts to advertise the proposed sale, including publishing an advertisement in the

Deseret News and the Salt Lake Tribune; posting copies of the Notice in numerous public places within Salt Lake County, Utah; mailing copies of the Notice or other information respecting the sale to all cotenants of the Property, to all creditors and other interested parties, to Ileana Bertagnole and to John Walsh, attorney at law, a professional corporation (each having previously submitted an offer to purchase the Interest) and to realtors and others who had previously manifested interest in the Property; and discussing the sale with numerous persons who had requested additional information;

AND IT FURTHER APPEARING that at the public auction convened pursuant to the Notice, the Trustee duly sold the Interest to R.E.A.A.M.S., LLC, the highest bidder, for \$ 140,000⁰⁰, subject to court approval as evidenced by this order;

AND IT FURTHER APPEARING that said sale represents the highest and best offer for the Interest;

AND IT FURTHER APPEARING that in view of the Trustee's efforts to market and sell the Interest and in view of the nature of the Interest, the proposed sale is reasonable and is in the best interests of the estate and should be approved;

AND IT FURTHER APPEARING that despite due notice, no objections to the Motion have been filed, and that the time for filing objections has expired;

NOW, THEREFORE, it is hereby:

ORDERED:

1. That the Motion be, and hereby is, granted;

2. That the Trustee be, and hereby is, authorized to sell the Interest, consisting of an undivided one-half interest in the real property described with particularity in Exhibit "A," to R.E. A.A.M.S., LLC (the "Buyer") upon the following terms:

a. The purchase price is \$ 140,000⁰⁰ cash;

b. Closing shall take place no later than ten (10) days after entry of this Order;

c. The Buyer shall pay all costs associated with closing, including but not limited to the cost of recording a deed and the cost of obtaining a policy of title insurance, if the Buyer desires the same;

d. The sale shall be free and clear of all liens, encumbrances and other adverse interests, except the following:

(i) Real property taxes; and

(ii) The items noted as exception nos. 1 through 26 on Schedule B, Section 2, of Stewart Title Guaranty order no. 17892, a true and correct copy of which is attached hereto as Exhibit "C" and incorporated herein by reference; and

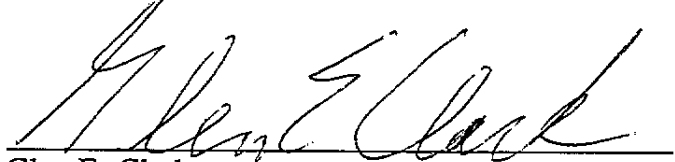
e. The sale will include any water rights or other water interests appurtenant to the Interest, although the Trustee shall not represent or warrant that any such right or interest exists;

3. That if the Buyer fails to pay the bid price within ten (10) days after entry of this Order, then the Trustee, in his sole discretion but without any obligation to do so, may sell the Interest to the second highest bidder, Emigration Canyon Land Fund, LLC, without further notice or hearing and shall be entitled to recover damages from the Buyer in a

sum equal to the difference between the Buyer's bid and the second highest bid; or, at the Trustee's sole election, the Trustee may reject the second highest bid, may continue to market the Interest, and upon sale of the Interest may seek recovery from the Buyer for any damages sustained as a result of the Buyer's failure to pay the bid price.

DATED this 28 day of August 1997.


BY THE COURT:



Glen E. Clark
Chief United States Bankruptcy Judge

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[9691]

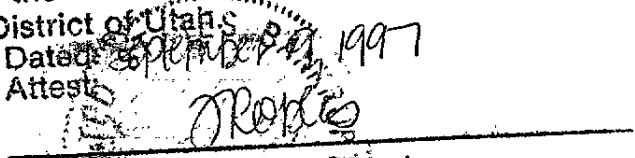
Approved as to form and content:



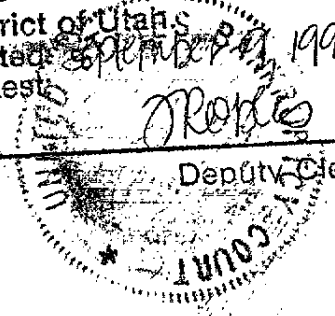
F.S. Prince, Jr.
Attorney for R.E.A.A.H.² LLC

I hereby certify that the annexed and foregoing is a true and complete copy of a document on file in the United States Bankruptcy Court for the District of Utah.

Dated September 1, 1997
Attest:



Deputy Clerk



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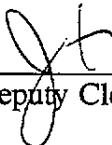
CLERK'S CERTIFICATE OF SERVICE

I hereby certify that on the 29 day of Aug, 1997, I served the foregoing Order by causing true and correct copies thereof to be mailed via first-class United States mail, postage prepaid and addressed as follows:

William G. Marsden
JARDINE LINEBAUGH & DUNN
370 East South Temple, Suite 400
Salt Lake City, Utah 84111-1290

Kenneth A. Rushton, Trustee
99 West Main, #202
Lehi, UT 84043

WILLIAM C. STILLGEBAUER
Clerk of the Court

By: 
Deputy Clerk

WGM\PI3434
[9691]

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LEGAL DESCRIPTION

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EXHIBIT "A"