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WHEN RECORDED, MAIL TO:  
Charles L. Allen, Esq.  
ALLEN HARDY & RASMUSSEN  
215 South State, Suite 900  
Salt Lake City, UT 84111

5299780  
28 JULY 92 11:14 AM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
CHARLES L ALLEN  
REC BY: SHARON WEST , DEPUTY

5299780

**NOTICE OF BANKRUPTCY COURT  
APPROVAL FOR DECLARATION OF RESTRICTION**

WHEREAS, on or about September 12, 1991, CORNERSTONE LEISURE INDUSTRIES, INC., a Utah corporation ("Declarant") executed a Declaration of Restriction (the "Declaration") for the benefit of GFI LTD. II-WVC INVESTMENTS, LTD., KMART CORPORATION and ALBERTSON'S REALTY, INC., and their respective successors and assigns; and

WHEREAS, the Declaration encumbered certain real property situated in Salt Lake County, more particularly described in Exhibit "A" attached hereto; and

WHEREAS, the Declaration was recorded on September 17, 1991, as Entry No. 5127412 in Book 6357 at Page 0175 in the official records of Salt Lake County, State of Utah; and

WHEREAS, pursuant to Paragraph 7 of the Declaration, the Declaration was made expressly conditional upon approval of the Bankruptcy Court after Notice to Creditors in Bankruptcy Case No. 90B-07722 in the Bankruptcy Court for the District of Utah, Central Division; and

WHEREAS, all creditors in the bankruptcy proceeding were properly notified by mail on or about April 19, 1991; and

WHEREAS, by Order dated June 20, 1991, the Declaration was approved by Judge Judith A. Boulden, United States Bankruptcy Judge, a copy of which Order is attached hereto as Exhibit "B".

BR6491PS1077

NOW THEREFORE, notice is hereby given that pursuant to Paragraph 7 of the Declaration, the Bankruptcy Court has approved the Declaration and the requirements of Paragraph 7 of the Declaration have been satisfied.

DATED this 22<sup>nd</sup> day of July, 1992.

GFI LTD. II-WVC  
INVESTMENTS, LTD.,  
a Utah limited partnership

By: [Signature]  
ITS: [Signature]

STATE OF UTAH            )  
                                  ): ss.  
COUNTY OF DAVIS        )

On the 22 day of July, 1992, the foregoing Notice was acknowledged before me by G. WALTER GASSER, the signer of the foregoing Notice, who being by me duly sworn, did say that he is the General Partner of GFI LTD II-WVC INVESTMENTS, LTD., a Utah limited partnership, and that he was authorized to, and did, execute the foregoing Notice as General Partner in said Partnership.

[Signature]  
NOTARY PUBLIC

[SEAL] Notary Public  
CHARLES L. ALLEN  
215 So. State Suite 900  
Salt Lake City, Utah 84111  
My Commission Expires  
August 8, 1993  
State of Utah

Utah 1191  
07/20/92

86491961078

EXHIBIT "A"

RESTRICTED PROPERTY

Easement West of Kmart Loading Dock

Beginning at a point which is North 0°09'50" West along the section line 831.74 feet and South 89°50'10" West 53.00 feet and North 89°59'10" East 229.50 feet and South 0°09'50" East 60.0 feet; and North 89°59'10" East 370.50 feet; and North 0°09'50" West 75.30 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian to the point of beginning; thence North 0°09'50" West 110 feet; thence South 89°50'10" West 15 feet; thence South 0°09'50" East 110 feet; thence North 89°50'10" East 15.0 feet to the point of beginning.

and also:

Easement West of Albertson's Loading Dock

Beginning at a point which is North 0°09'50" West along the section line 891.74 feet and South 89°59'10" West 653.0 feet and South 0°09'50" East 329.73 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West of the Salt Lake Base and Meridian thence from point of beginning the following; thence South 0°09'50" East 135 feet; thence South 89°50'10" West 20 feet; thence North 0°09'50" West 135 feet; thence North 89°50'10" East 20 feet to the point of beginning.

BK6357PG0179  
BK6491PG1079

EXHIBIT "B"

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH  
NORTHERN DIVISION

BA. UTAH  
MAY 25 1991  
WILLIAM G. L...  
DEPUTY CLERK

In re )  
CORNERSTONE LEISURE )  
INDUSTRIES, INC., a Utah )  
corporation, )  
Debtor. )

Bankruptcy No. 90B-7722  
(Chapter 11)

In re )  
CORNERSTONE METROFIT CORP., )  
a New York corporation, )  
Debtor. )

Bankruptcy No. 90B-7721  
(Chapter 11)

ORDER AUTHORIZING AND APPROVING DEBTOR'S  
USE OF PROPERTY OF THE ESTATE OTHER THAN IN THE  
ORDINARY COURSE OF BUSINESS

This matter came before the undersigned United States  
Bankruptcy Judge on May 22, 1991, upon the Debtor's Motion to  
Approve Use of Property of the Estate Other Than in the Ordinary  
Course of Business (Grant of Easement Over Real Property);  
Ronald W. Goss, Esq., of Van Cott, Bagley, Cornwall & McCarthy  
appeared on behalf of the debtor, Cornerstone Leisure  
Industries, Inc.; Paul Ince, Esq., of Callister, Duncan &  
Nebeker appeared on behalf of Zions First National Bank, a  
secured creditor herein, and no other appearances were noted;  
and the Court having found that adequate and proper notice to  
parties in interest was given in accordance with the Bankruptcy  
Rules and that no objections to the proposed use of property of

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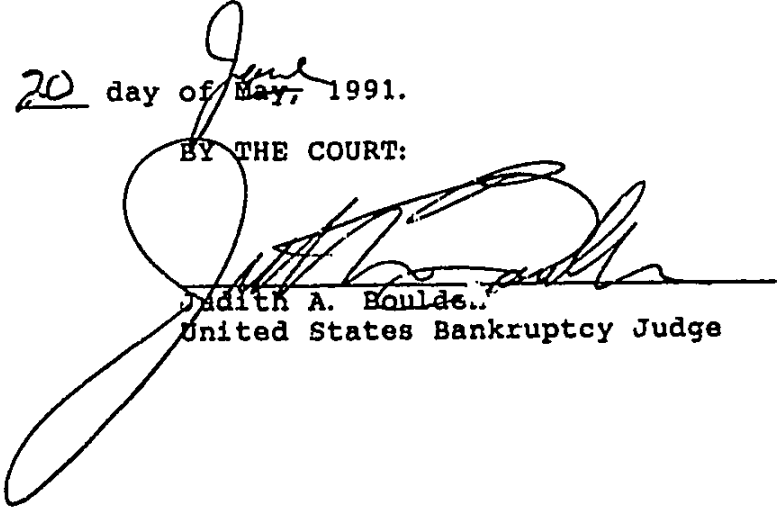
BR 6491 Pg 1080

the estate were filed; and the Court having found from the proffered testimony that the proposed use of property is within the reasonable business judgment of the debtor in possession and will enhance the value of its property, and, therefore, is in the best interests of the estate and its creditors; accordingly, it is hereby

ORDERED, that the Motion to Approve Use of Property of the Estate Other Than in the Ordinary Course of Business shall be, and the same hereby is, GRANTED, and the debtor is authorized to execute such documents as reasonably maybe necessary to grant the easements in accordance with the said motion.

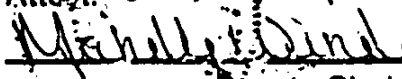
DATED this 20 day of June 1991.

BY THE COURT:

  
Judith A. Boulde  
United States Bankruptcy Judge

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: JUL 21 1992

Attest:   
Michelle J. Dindler  
Deputy Clerk

CLERK'S CERTIFICATE OF SERVICE

I hereby certify that on the 21 day of June, 1991, I served a true and correct copy of the foregoing Order upon the following, by placing a true and correct copy in the United States mails, postage prepaid, addressed as follows:

Ronald W. Goss  
VAN COTT, BAGLEY, CORNWALL &  
McCARTHY  
50 South Main Street, #1600  
P. O. Box 45340  
Salt Lake City, Utah 84145

John B. Maycock  
39 Post Office Place  
Suite 200  
Salt Lake City, Utah 84101

Mark Wood  
Stephen Christensen  
ALLEN, NELSON, HARDY & EVANS  
215 South State, Suite 900  
Salt Lake City, Utah 84111

Paul Ince  
CALLISTER, DUNCAN & NEBEKER  
10 East South Temple, Suite 800  
Salt Lake City, Utah 84133

Mark Davis  
1221 East 5800 South  
Ogden, Utah 84405

WILLIAM C. STILLGEBAUER  
Clerk of the Court

By *Devin Starn*  
Deputy Clerk