FILED COURT.
2012 MAY -4 PM 4: 24
WAS AWATON COUNTY

Order Prepared by:

WAYNE KLEIN
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IN THE FIFTH DISTRICT COURT, WASHINGTON COUNTY

STATE OF UTAH

US CAPITAL INCORPORATED, a Colorado corporation

Plaintiff,

VS.

LEGACY MEDIA CORPORATION, a Nevada corporation, et al.

Defendants.

[PROPOSED]

ORDER APPROVING PROCEDURES FOR THE SALE OF RECEIVERSHIP ASSETS

Case No.

090500982

Judge:

Eric A. Ludlow

This matter is before the Court on the Receiver's Motion for Approval of Procedures for the Sale of Receivership Assets and Memorandum in Support. The Court has reviewed the Motion and the file and based thereon, and for good cause shown, will grant the same.

ORDER

IT IS HEREBY ORDERED that the Motion for Approval of Procedures for the Sale of Receivership Assets is GRANTED. The Court approves the bid procedures proposed by the Receiver and the bid review process as described in the Motion. At the conclusion of the bid

process, the Receiver shall file with the Court a report describing the result of the bidding and making a recommendation for the sale of the Receivership Assets.

DATED this _\sqrt{5\frac{1}{2}} day of _\mathcal{1}, 2012.

BY THE COURT

HONORABLE ERIC A. LUDLOW District Court

CERTIFICATE OF MAILING

I hereby certify that on this ____ day of _____, 2012 I mailed the foregoing Order Approving Procedures for the Sale of Receivership Assets by United States Mail, postage prepaid, to the following:

Wayne Klein Receiver for Legacy Media 299 South Main, Suite 1300 Salt Lake City, UT 84111

Harrie F. Lewis Lindquist & Vennum, PLLP 600 Seventeenth Street, Suite 1800 Denver, CO 80202 Counsel for John C. Smiley, Chapter 11 Trustee for US Capital, Inc.

Morgan Skinner Rockwell Media, LLC 158 West 1600 South, Suite 200 St. George, UT 84770 Jared Inouye Bennett Tueller Johnson & Deere 3165 E. Millrock Dr., Suite 500 Salt Lake City, UT 84121 Attorney for Brad Hart (KNFL)

Erin Moran Chief Financial Officer Public Capital Radio 834 Marshall Road Boulder, CO 80305 Noteholder for KOBY

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