

August 26, 1997

VIA ELECTRONIC TRANSMISSION

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Franklin Covey Co. - Amendment No. 1 to Schedule 13D

Ladies and Gentlemen:

Submitted herewith is Amendment No. 1 to the Schedule 13D for the Franklin Covey Co. Group. This filing is being effected by direct transmission via the Commission's EDGAR System. No fee is required in connection with this filing. If you have any questions concerning this material, please do not hesitate to call the undersigned or Richard G. Brown at (801) 532-7840.

Sincerely,

/s/ SUSAN ALLEN

Susan Allen
Legal Assistant

Enclosure

cc: Franklin Covey Co.
Richard G. Brown

OMB APPROVAL

OMB Number 3235-0145
 Expires: October 31, 1997
 Estimated average burden
 hours per response...14.90

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
 (AMENDMENT NO. 1)*

Franklin Covey Co.

 (Name of Issuer)

Common Stock, \$0.05 Par Value

 (Title of Class of Securities)

353469 10 9

 (CUSIP Number)

Richard G. Brown, Esq.
 Kimball, Parr, Waddoups, Brown & Gee
 P.O. Box 11019
 Salt Lake City, UT 84147
 (801) 532-7840

 (Name, Address and Telephone Number of Person Authorized to
 Receive Notices and Communications)

August 11, 1997

 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box. .

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Hyrum W. Smith ("Smith")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

1,055,158 (Includes 635,048 shares held in the
name of The Hyrum W. Smith Trust as
to which Smith has sole investment
and voting power and 145,000 shares
issuable upon the exercise of
currently exercisable options)

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

1,055,158 (Includes 635,048 shares held in the
name of The Hyrum W. Smith Trust as
to which Smith has sole investment
and voting power and 145,000 shares
issuable upon the exercise of
currently exercisable options)

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,055,158 (Includes 635,048 shares held in the name of The Hyrum
W. Smith Trust as to which Smith has sole investment and
voting power and 145,000 shares issuable upon the
exercise of currently exercisable options)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.3%

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Arlen B. Crouch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

280,000 (Includes 30,000 shares held in the
name of The Arlen B. Crouch Family
Foundation and 250,000 shares issuable
upon the exercise of currently
exercisable options)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

70,000

9 SOLE DISPOSITIVE POWER

280,000 (Includes 30,000 shares held in the
name of The Arlen B. Crouch Family
Foundation and 250,000 shares issuable
upon the exercise of currently
exercisable options)

10 SHARED DISPOSITIVE POWER

70,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,000 (Includes 30,000 shares held in the name of The Arlen B.
Crouch Family Foundation and 250,000 shares issuable upon
the exercise of currently exercisable options)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.4%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Robert F. Bennett

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY

4	SOURCE OF FUNDS* N/A

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION United States

	7 SOLE VOTING POWER
	476,849 (These shares are held by The Robert F. Bennett Asset Management Trust, of which Bennett is the beneficiary and settlor, with power to revoke)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----
	8 SHARED VOTING POWER
	3,810 (These shares are held by Bennett's daughters who share Bennett's household)

	9 SOLE DISPOSITIVE POWER
	476,849 (These shares are held by The Robert F. Bennett Asset Management Trust, of which Mr. Bennett is the beneficiary and settlor, with power to revoke)

	10 SHARED DISPOSITIVE POWER
	3,810 (These shares are held by Bennett's daughters who share Bennett's household)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 480,659 (Includes (i) 476,849 shares held by The Robert F. Bennett Asset Management Trust, of which Bennett is the beneficiary and settlor, with power to revoke and (ii) 3,810 shares held by Bennett's daughters who share Bennett's household)

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 2.0%

IN

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(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stephen R. Covey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

2,036,566

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

2,036,566

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,036,566

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.3%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Stephen M. R. Covey	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		318,411
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		318,411
	10	SHARED DISPOSITIVE POWER
		-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	318,411	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	1.3%	
14	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTION BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Blaine N. Lee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

318,411

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

318,411

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

318,411

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.3%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

A. Roger Merrill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

318,411

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

318,411

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

318,411

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.3%

14 TYPE OF REPORTING PERSON*

IN

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INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Brad G. Anderson	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	

3	SEC USE ONLY	

4	SOURCE OF FUNDS* N/A	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	

6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	

	7 SOLE VOTING POWER	
NUMBER OF SHARES	318,411	

BENEFICIALLY	8 SHARED VOTING POWER	
OWNED BY	-0-	
EACH	-----	
REPORTING	9 SOLE DISPOSITIVE POWER	
PERSON	318,411	
WITH	-----	
	10 SHARED DISPOSITIVE POWER	
	-0-	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 318,411	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 1.3%	

14	TYPE OF REPORTING PERSON* IN	

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CUSIP No. 353469 10 9

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John M. R. Covey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

192,314

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

192,314

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,314

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.8%

14 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 353469 10 9

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Roice N. Krueger

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

127,364

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

127,364

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,364

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON*

IN

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(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David N. Conley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

127,364

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

127,364

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,364

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

CUSIP No. 353469 10 9

SCHEDULE 13D

Page 13 of 33 Pages

1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Robert J. Guindon	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		127,364
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		127,364
	10	SHARED DISPOSITIVE POWER
		-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	127,364	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	.5%	
14	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

CUSIP No. 353469 10 9

SCHEDULE 13D

Page 14 of 33 Pages

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kevin R. Cope

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

127,364

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

127,364

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,364

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON*

IN

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INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

CUSIP No. 353469 10 9

SCHEDULE 13D

Page 15 of 33 Pages

1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Charles S. Farnsworth	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		127,364
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		127,364
	10	SHARED DISPOSITIVE POWER
		-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	127,364	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	.5%	
14	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David Hanna

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

127,364

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

127,364

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,364

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Greg D. Link

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

127,364

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

127,364

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,364

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Michael Sean M. Covey

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY

4	SOURCE OF FUNDS* N/A

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION United States

	7 SOLE VOTING POWER 318,411
	8 SHARED VOTING POWER -0-
	9 SOLE DISPOSITIVE POWER 318,411
	10 SHARED DISPOSITIVE POWER -0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 318,411

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 1.3%

14	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David M. R. Covey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

318,411

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

318,411

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

318,411

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.3%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

THIS AMENDMENT NO. 1 TO SCHEDULE 13D AMENDS AND SUPPLEMENTS, AND SHOULD BE READ IN CONJUNCTION WITH, THE SCHEDULE 13D FILED ON JUNE 9, 1997.

ITEM 1. SECURITY AND ISSUER

- (a) Title of Class of Equity Securities: Common Stock, \$0.05 par value (the "Common Stock")
- (b) Name of Issuer: Franklin Covey Co. (the "Issuer")
- (c) Address of Issuer's Principal Executive Office: 2200 West Parkway Boulevard, Salt Lake City, UT 84119

ITEM 2. IDENTITY AND BACKGROUND

- (a)-(c) This amended Statement on Schedule 13D (the "Statement") is being filed by and on behalf of the persons listed on Schedule A hereto (each a "Reporting Person" and, collectively, the "Reporting Persons"). Schedule A sets forth for each Reporting Person the following information, which is incorporated herein by reference: (i) the name of such Reporting Person, (ii) the business address of such Reporting Person and (iii) the principal business, occupation or employment of such Reporting Person.
- (d)-(e) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor were any of the Reporting Persons a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Each of the Reporting Persons is a United States citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable because the transaction involved a disposition by one of the Reporting Persons and not an acquisition of securities.

ITEM 4. PURPOSE OF TRANSACTION

In a private transaction completed on August 11, 1997, Hyrum W. Smith ("Smith") transferred a total of 750,000 shares of the Common Stock to the Issuer at a price of \$24.00 per share. Of such shares, 680,000 shares were transferred by Smith individually and 70,000 shares were transferred by Smith as trustee of The Hyrum W. Smith Trust. The sales were made to allow Smith to fund commitments to charitable institutions and repay debt.

Each of the Reporting Persons reserves the right to purchase additional shares of the Common Stock or to dispose of shares of the Common Stock in the open market, in privately negotiated transactions or in any other lawful manner in the future.

Each of the Reporting Persons is a party to a Shareholders Agreement dated as of May 30, 1997 (the "Shareholders Agreement"). Pursuant to the Shareholders Agreement, each Reporting Person has agreed that until August 31, 2000, such Reporting Person shall vote all

shares of the Common Stock held by such Reporting Person in favor of the election of members to serve on the Issuer's Board of Directors as shall be nominated by the Nominating Committee of the Issuer's Board of Directors. As a result of the Shareholders Agreement, the Reporting Persons may be deemed to be members of a "group" within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934 (the "Exchange Act") and accordingly may be deemed to have beneficial ownership of all of the shares of Common Stock subject to the Shareholders Agreement. Each of the Reporting Persons expressly disclaims beneficial ownership of shares of the Common Stock other than shares expressly identified herein as beneficially owned by such Reporting Person.

Except as described above, the Reporting Persons presently have no plans or proposals which relate to or would result in any action enumerated in subparagraphs (a) through (j) of the instructions for Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) The responses of the Reporting Persons to Items 7-11 of the cover sheets to this Statement (the "Cover Sheets"), which relate to the beneficial ownership of the Common Stock, are incorporated herein by reference. Each of the Reporting Persons, pursuant to the Shareholders Agreement, has agreed to certain voting provisions with respect to the election of directors of the Issuer. As a result of the Shareholders Agreement, the Reporting Persons may be deemed to be members of a "group" within the meaning of Rule 13d-5(b)(1) under the Exchange Act and, accordingly, may be deemed to have beneficial ownership of all of the shares of the Common Stock subject to the Shareholders Agreement. In the aggregate, 6,916,711 shares, representing 27.7% of the outstanding shares of Common Stock, are subject to the Shareholders Agreement. The percentage of shares of Common Stock owned is based in each case upon 24,575,607 shares outstanding, consisting of 25,325,607 shares outstanding on June 25, 1997, as set forth in the Issuer's Form 10-Q for the quarter ending May 31, 1997, minus the 750,000 shares of the Common Stock repurchased from Smith by the Issuer. Each of the Reporting Persons expressly disclaims beneficial ownership of shares of the Common Stock other than shares expressly identified herein as beneficially owned by such Reporting Person.
- (b) Each of the Reporting Persons has the sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose of or direct the disposition of and shared power to dispose of or direct the disposition of the shares of the Common Stock listed on such person's respective Cover Sheet as being beneficially owned by such person.
- (c) On August 11, 1997, 680,000 shares of the Common Stock were purchased by the Issuer from Smith and 70,000 shares of the Common Stock were purchased by the Issuer from Smith as trustee of The Hyrum W. Smith Trust at a price of \$24.00 per share.
- (d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the above-discussed shares of the Common Stock.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Each of the Reporting Persons is a party to the Shareholders Agreement. Pursuant to the Shareholders Agreement, each Reporting Person has agreed that until August 31, 2000, such Reporting Person shall vote all shares of the Common Stock held by such Reporting Person in favor of the election of members to serve on the Issuer's Board of Directors as shall be nominated by the Nominating Committee of the Issuer's Board of Directors.

Each of the Reporting Persons other than Smith, Crouch and Bennett were former shareholders of Covey Leadership Center, Inc. (the "Covey Shareholders"). Each of the Covey Shareholders is also a party to a Registration Rights Agreement dated May 30, 1997 (the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, a Covey Shareholder is required to give the Issuer notice of any proposed transfer of shares of the Common Stock held by such Covey Shareholder. In addition, in the event the Issuer proposes to register any securities under the Securities Act of 1933 during the period from May 30, 1999 to May 30, 2002, the Issuer must provide notice of such proposed registration to the Covey Shareholders.

Each of the Covey Shareholders has signed an Investment Letter and Agreement Not to Sell (the "Investment Letters") dated May 30, 1997. Pursuant to the Investment Letters, each Covey Shareholder has made certain representations regarding such Shareholder's acquisition of shares of the Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Attached hereto as Exhibit A is the written agreement relating to the filing of a joint statement as required by Rule 13d-1(f) under the Securities Exchange Act of 1934.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 22, 1997

Date

/s/ JOHN L. THELER

Hyrum W. Smith by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

Date

/s/ JOHN L. THELER

Arlen B. Crouch, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 5, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

Date

/s/ JOHN L. THELER

Robert F. Bennett, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

Date

/s/ JOHN L THELER

Stephen R. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

Stephen M. R. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

Blaine N. Lee, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

A. Roger Merrill, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

Brad G. Anderson, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

John M. R. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

Roice N. Krueger, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

David Conley, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

/s/ JOHN L. THELER

Date

Robert J. Guindon, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

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Date

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/s/ JOHN L. THELER

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August 22, 1997

Date

/s/ JOHN L. THELER

David Hanna, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

Date

/s/ JOHN L. THELER

Greg D. Link, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

Date

/s/ JOHN L. THELER

Michael Sean M. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

August 22, 1997

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/s/ JOHN L. THELER

David M. R. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

SCHEDULE A

Identity and Background

The following table sets forth for each Reporting Person (i) the name of such Reporting Person, (ii) the business address of such Reporting Person and (iii) the principal business, occupation or employment of such Reporting Person:

1. (i) Hyrum W. Smith
(ii) 2200 West Parkway Boulevard
Salt Lake City, UT 84119
(iii) Chairman and Chief Executive Officer; Franklin Covey Co.
2. (i) Arlen B. Crouch
(ii) 2566 Barcelona Drive
Sandy, UT 84093
(iii) Retired
3. (i) Robert F. Bennett
(ii) 125 South State Street
Salt Lake City, UT 84111
(iii) Senator, United States Senate
4. (i) Stephen R. Covey
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Co-Chairman of Board; Franklin Covey Co.
5. (i) Stephen M. R. Covey
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) President of Covey Leadership Center Division, Franklin Covey Co.
6. (i) Blaine N. Lee
(ii) 360 West 4800 North
Provo, UT 84604
(iii) Vice President; Franklin Covey Co.
7. (i) A. Roger Merrill
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Author and Consultant; Franklin Covey Co.
8. (i) Brad G. Anderson
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Vice President; Franklin Covey Co.
9. (i) John M. R. Covey
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Director-Home and Family; Franklin Covey Co.

10. (i) Roice N. Krueger
(ii) 360 West 4800 North
Provo, UT 84604
(iii) Vice President; Franklin Covey Co.
11. (i) David N. Conley
(ii) 5779 South Highland Drive
Salt Lake City, UT 84117
(iii) Consultant; Self-employed
12. (i) Robert J. Guindon
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Executive Vice President-International Operations;
Franklin Covey Co.
13. (i) Kevin R. Cope
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Vice President and General Manager-Professional Services;
Franklin Covey Co.
14. (i) Charles S. Farnsworth
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Vice President and General Manager; Franklin Covey Co.
15. (i) David Hanna
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Senior Consultant; Franklin Covey Co.
16. (i) Greg D. Link
(ii) 3507 North University Avenue
Provo, UT 84604
(iii) Vice President of Business Development and Public
Relations; Franklin Covey Co.
17. (i) Michael Sean M. Covey
(ii) 360 West 4800 North
Provo, UT 84604
(iii) Vice President of Stores; Franklin Covey Co.
18. (i) David M. R. Covey
(ii) Ground Floor, Fujitsu House
159 Coronation Drive
Milton, QLD 4064
Australia
(iii) Executive Vice President-Marketing; Franklin Covey Co.

INDEX TO EXHIBITS

EXHIBIT

DESCRIPTION

A

Written agreement relating to the filing of a joint statement as required by Rule 13d-1(f) under the Securities Exchange Act of 1934.

EXHIBIT A

AGREEMENT

Each of the undersigned agrees that this Amendment No. 1 to Schedule 13D relating to equity securities of Franklin Covey Co. shall be filed on behalf of each of the undersigned.

August 22, 1997

/s/ JOHN L. THELER

Date

Hyrum W. Smith by John L. Theler,
Attorney-in-Fact pursuant to
a Power of Attorney dated May
30, 1997, a conformed copy of
which is on file with the Commission
and incorporated herein by this
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