
 OMB APPROVAL

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 Expires: October 31, 1997
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 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.)*

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)

May 30, 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).

CUSIP No. 353469 109

PAGE 2 OF 57 PAGES

-
- 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)
(b)
-
- 3 SEC USE ONLY
-
- 4 SOURCE OF FUNDS*
00 - No funds utilized for acquisition
-
- 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
-
- | | | |
|--|----|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7 | SOLE VOTING POWER
1,805,158 (includes 705,048 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
1,805,158 (Includes 705,048 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
1,805,158 (Includes 705,048 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* <input type="checkbox"/> |
| | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.3% |
| | 14 | TYPE OF REPORTING PERSON*
IN |
-

*SEE INSTRUCTIONS 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 ("Crouch")

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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 INSTRUCTIONS 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 ("Bennett")
-
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []
-
- 3 SEC USE ONLY
-
- 4 SOURCE OF FUNDS*
00 - No funds - No funds utilized for acquisition.
-
- 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
-
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | <p>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)</p> <p>8 SHARED VOTING POWER
3,810 (These shares are held by Bennett's daughters
who share Bennett's household)</p> <p>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)</p> <p>10 SHARED DISPOSITIVE POWER
3,810 (These shares are held by Bennett's daughters
who share Bennett's household)</p> |
|--|---|
-
- 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* []
-
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.9%
-
- 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

PAGE 5 OF 57 PAGES

 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*
 00 - No funds utilized for acquisition

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)
 8.2%

14 TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS 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)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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
	8	SHARED VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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 INSTRUCTIONS 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

PAGE 7 OF 57 PAGES

 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*
 00 - No funds utilized for acquisition.

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
	8	SHARED VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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 INSTRUCTIONS 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*
00 - No funds utilized for acquisition.
-
- 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 |
| | 8 | SHARED VOTING POWER | -0- |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 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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(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

CUSIP No. 353469 10 9

PAGE 9 OF 57 PAGES

 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)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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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CUSIP No. 353469 10 9

PAGE 10 OF 57 PAGES

 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*
 00 - No funds utilized for acquisition.

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
	8	SHARED VOTING POWER	-0-
NUMBER OF	9	SOLE DISPOSITIVE POWER	192,314
SHARES	10	SHARED DISPOSITIVE POWER	-0-
BENEFICIALLY			
OWNED BY			
EACH			
REPORTING			
PERSON			
WITH			

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

PAGE 11 OF 57 PAGES

 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*
 00 - No funds utilized for acquisition.

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 INSTRUCTIONS 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 N. Conley

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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
	8	SHARED VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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.

CUSIP No. 353469 10 9

PAGE 13 OF 57 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)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 - 00 - No funds utilized for acquisition.

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 INSTRUCTIONS 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

PAGE 14 OF 57 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*
 00 - No funds utilized for acquisition

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 INSTRUCTIONS 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

PAGE 15 OF 57 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)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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
	8	SHARED VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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 INSTRUCTIONS 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

PAGE 16 OF 57 PAGES

 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*
 00 - No funds utilized for acquisition.

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 INSTRUCTIONS BEFORE FILLING OUT!

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

CUSIP No. 353469 10 9

PAGE 17 OF 57 PAGES

 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*
 00 - No funds utilized for acquisition

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 INSTRUCTIONS BEFORE FILLING OUT!

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

CUSIP No. 353469 10 9

PAGE 18 OF 57 PAGES

 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) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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 INSTRUCTIONS 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

PAGE 19 OF 57 PAGES

 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)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00 - No funds utilized for acquisition.

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
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 REPORTING
 PERSON
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8 SHARED VOTING POWER
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 318,411

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 IN

*SEE INSTRUCTIONS 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

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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., formerly Franklin Quest 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 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

All of the Reporting Persons except for Smith, Crouch and Bennett were formerly stockholders of Covey Leadership Center, Inc., a Utah corporation ("Covey"; the Reporting Persons who are former shareholders of Covey are hereinafter referred to as the "Covey Shareholders"). Pursuant to a Merger Agreement dated as of March 21, 1997 among the Issuer, Covey and the Covey Shareholders, Covey merged with and into the Issuer on May 30, 1997 and the shares of Covey's capital stock outstanding at the time of the Merger were automatically converted into the right to receive an aggregate of 5,030,901 shares of the Common Stock.

ITEM 4. PURPOSE OF TRANSACTION

The Covey Shareholders acquired the shares of Common Stock pursuant to the Merger. Such shares are being held for investment purposes only. Smith, Crouch and Bennett continue to hold the shares of the Common Stock that they held prior to the Merger and continue to hold such shares for investment purposes only. 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. The Shareholders Agreement is filed as an exhibit to this Statement and is incorporated herein by reference.

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, 7,666,711 shares, representing 30.4% 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 24,797,359 shares outstanding, consisting of 19,766,458 shares outstanding on March 21, 1997, as set forth in the Proxy Statement delivered in connection with the Merger, together with the 5,030,901 shares of the Common Stock issued pursuant to the Merger. 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 May 30, 1997, 5,030,901 shares were issued to the Covey Shareholders pursuant to the Merger in the amounts set forth on the respective Cover Sheets of the Covey Shareholders.
- (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 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.

Attached hereto as Exhibit B is a copy of the Shareholders Agreement dated as of May 30, 1997.

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.

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Hyrum W. Smith by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Arlen B. Crouch, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 5, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Robert F. Bennett, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Stephen R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Stephen M. R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Blaine N. Lee, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

A. Roger Merrill, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Brad G. Anderson, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

John M. R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Roice N. Krueger, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

David Conley, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Robert J. Guindon, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Kevin R. Cope, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Charles S. Farnsworth, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

David Hanna, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Greg D. Link, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Michael Sean M. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

David M. R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is filed herewith 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

EXHIBIT	DESCRIPTION
99.1	Written agreement relating to the filing of a joint statement as required by Rule 13d-1(f) under the Securities Exchange Act of 1934.
99.2	Shareholders Agreement dated May 30, 1997.

SCHEDULE 13D

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AGREEMENT

Each of the undersigned agrees that this Schedule 13D relating to equity securities of Franklin Covey Co. shall be filed on behalf of each of the undersigned.

June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Hyrum W. Smith by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Arlen B. Crouch, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 5, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Robert F. Bennett, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
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June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Stephen M. R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Blaine N. Lee, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

A. Roger Merrill, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997

Date

/s/ VAL JOHN CHRISTENSEN

Brad G. Anderson, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- John M. R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Roice N. Krueger, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- David Conley, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Robert J. Guindon, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Kevin R. Cope, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Charles S. Farnsworth, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- David Hanna, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Greg D. Link, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- Michael Sean M. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference
June 6, 1997 ----- Date	/s/ VAL JOHN CHRISTENSEN ----- David M. R. Covey, by Val John Christensen, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is filed herewith and incorporated herein by this reference

SCHEDULE 13D

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SHAREHOLDERS AGREEMENT

This Shareholders Agreement (this "Agreement") is entered into among the undersigned persons (each, a "Shareholder" and, collectively, the "Shareholders") as of May 30, 1997.

WHEREAS, the shareholders of Covey Leadership Center, Inc., a Utah corporation ("Covey"), Covey and Franklin Quest Co., a Utah corporation ("Franklin"), have entered into a Merger Agreement (the "Merger Agreement") dated as of March 21, 1997, pursuant to which, subject to certain conditions, Covey will be merged into and with Franklin; and

WHEREAS, each of the Shareholders is or will be, as of the consummation of the Merger (as defined in the Merger Agreement), a shareholder of Franklin; and

WHEREAS, as a condition to the closing and as an integral part of the transactions contemplated by the Merger Agreement and in order to induce each party to the Merger Agreement to enter into and consummate the transactions contemplated thereby, each Shareholder desires to execute and deliver this Agreement in accordance with Sections 2.2(k), 2.3(i) and 4.1(a)(vii) of the Merger Agreement;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each Shareholder hereby agrees as follows:

1. Each Shareholder hereby covenants and agrees that, during the Control Period (as defined in the Merger Agreement), he or it will vote all shares of the capital common stock, \$0.05 par value per share, of Franklin (the "Franklin Common") held by him or it in favor of the election of members to serve on the Board of Directors of Franklin (the "Board") as shall be nominated by the Nominating Committee of the Board during the Control Period.

2. Each Shareholder hereby declares that the agreements and covenants made by him or it herein are made for valuable consideration, are coupled with an interest and shall be irrevocable.

3. This Agreement shall be binding upon each Shareholder and his or its respective successors, assigns, heirs, executors, administrators and personal representatives. The obligations of each Shareholder hereunder shall attach and apply during the Control Period to all shares of Franklin Common held by such Shareholder at the Effective Time (as defined in the Merger Agreement) or thereafter acquired during the Control Period. Each Shareholder accordingly covenants and agrees hereby not to assign, pledge or otherwise transfer any of such shares to any person, trust, partnership, corporation or other entity affiliated with or created for the benefit of any Shareholder or the family of any Shareholder without the assignee, pledgee or transferee first agreeing in writing to be bound by and subject to the terms of this Agreement with respect to such shares, and agrees that any such transfer not according to the terms of this Section shall be deemed ineffective and void. Nothing herein shall be deemed to preclude or shall preclude the bona fide transfer by gift or sale by any Shareholder of the shares of Franklin Common held by him, publicly or privately, to an unaffiliated third party or to Franklin, which donee or purchaser shall not be bound by the provisions of this Agreement.

4. Each person executing this Agreement as a Shareholder hereby represents and warrants that he has full authority to do so and to bind the Shareholder legally hereby.

5. This Agreement shall be governed by and interpreted in accordance with the laws of the State of Utah without regard to principles of conflicts of laws thereof. Whenever the context requires, the singular shall include the plural and the plural shall include the singular, the whole shall include any part thereof, and any gender shall include all other genders.

6. This Agreement is the entire agreement of the parties hereto relating to the subject matter hereof and supersedes all prior oral or written agreements or understandings with respect thereto.

7. Any amendment or waiver of this Agreement shall only be effective if it is executed in writing by the Shareholders holding Franklin Common as of the effective date of such amendment or waiver.

8. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Agreement. Faxed counterparts and signatures shall be deemed originals and shall be as effective, valid and enforceable as if originals.

[REMAINDER OF PAGE INTENTIONALLY BLANK -- SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each Shareholder has duly executed and delivered this Agreement as of the day and year first written above.

/s/ HYRUM W. SMITH

Hyrum W. Smith, individually

The Hyrum W. Smith Trust

By: /s/ HYRUM W. SMITH

Hyrum W. Smith, trustee

/s/ ARLEN B. CROUCH

Arlen B. Crouch

The Arlen B. Crouch Trust

By: /s/ ARLEN B. CROUCH

Arlen B. Crouch, trustee

Senator Robert F. Bennett Managed Asset Trust

By: /s/ JOHN K. BAIRD

John K. Baird, trustee

/s/ STEPHEN R. COVEY

Stephen R. Covey

/s/ STEPHEN M.R. COVEY

Stephen M.R. Covey

/s/ BLAINE N. LEE

Blaine N. Lee

/s/ A. ROGER MERRILL

A. Roger Merrill

/s/ BRAD G. ANDERSON

Brad G. Anderson

/s/ JOHN M.R. COVEY

John M.R. Covey

/s/ ROICE N. KRUEGER

Roice N. Krueger

/s/ DAVID CONLEY

David Conley

/s/ ROBERT J. GUINDON

Robert J. Guindon

/s/ KEVIN R. COPE

Kevin R. Cope

/s/ CHARLES S. FARNSWORTH

Charles S. Farnsworth

/s/ DAVID HANNA

David Hanna

/s/ GREG D. LINK

Greg D. Link

/s/ MICHAEL SEAN M. COVEY

Michael Sean M. Covey

/s/ DAVID M.R. COVEY

David M.R. Covey

POWERS OF ATTORNEY

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ HYRUM W. SMITH

HYRUM W. SMITH

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of June, 1997.

/s/ ARLEN B. CROUCH

ARLEN B. CROUCH

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ ROBERT F. BENNETT

ROBERT F. BENNETT

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ STEPHEN R. COVEY

STEPHEN R. COVEY

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ STEPHEN M. R. COVEY

STEPHEN M. R. COVEY

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of June, 1997.

/s/ BLAINE N. LEE

BLAINE N. LEE

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ A. ROGER MERRILL

A. ROGER MERRILL

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
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The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ BRAD G. ANDERSON

BRAD G. ANDERSON

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
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- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ JOHN M. R. COVEY

JOHN M. R. COVEY

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of June, 1997.

/s/ ROICE N. KRUEGER

ROICE N. KRUEGER

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ DAVID CONLEY

DAVID CONLEY

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ ROBERT J. GUINDON

ROBERT J. GUINDON

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ KEVIN R. COPE

KEVIN R. COPE

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Franklin Covey Co.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ CHARLES S. FARNSWORTH

CHARLES S. FARNSWORTH

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of June, 1997.

/s/ DAVID HANNA

DAVID HANNA

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ GREG D. LINK

GREG D. LINK

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon H. Rowberry, Val John Christensen and John L. Theler, signing singly, his true and lawful attorney-in-fact to:

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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 1997.

/s/ MICHAEL SEAN M. COVEY

MICHAEL SEAN M. COVEY

FRANKLIN COVEY CO.

POWER OF ATTORNEY

FOR EXECUTING FORMS 3, 4 AND 5 AND SCHEDULE 13G AND SCHEDULE 13D

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- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 or Schedule 13G or 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

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Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of June, 1997.

/s/ DAVID M. R. COVEY

DAVID M. R. COVEY