

RETURNED

JUL 22 2002



SE-18-2N-1E
NE-17-4N-1W
SW-12-3N-1W
NW-1-1N-1W

E 1771332 B 3088 P 168
SHERYL L. WHITE, DAVIS CNTY RECORDER
2002 JUL 22 8:48 AM FEE 27.00 DEP KM
REC'D FOR OGDEN NEWELL & WELCH

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS (front and back) CAREFULLY

10-028-0002, 0067^{1/2} Street
03-004-0058^{1/2} Street 03-004-0:24
08-051-0069
01-046-0003

A. NAME & PHONE OF CONTACT AT FILER (optional)
Connie L. Verill, Esq. (502-560-4232)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Connie L. Verill, Esq
Ogden Nowell & Welch, PLLC
500 West Jefferson Street, Suite 1700
Louisville, Kentucky 40202

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1 DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

OR 1a ORGANIZATION'S NAME
PJ Utah, LLC

1b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1a MAILING ADDRESS
2300 Resource Drive
CITY Birmingham STATE AL POSTAL CODE 35242 COUNTRY USA

1d TAX ID # SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f JURISDICTION OF ORGANIZATION 1g ORGANIZATIONAL ID #, if any

61-1313291 ORGANIZATION DEBTOR LLC Utah 2028066-0160 none

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

OR 2a ORGANIZATION'S NAME

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2a. MAILING ADDRESS
CITY STATE POSTAL CODE COUNTRY

2d TAX ID # SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f JURISDICTION OF ORGANIZATION 2g ORGANIZATIONAL ID #, if any

none

3 SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

OR 3a ORGANIZATION'S NAME
Bank One Kentucky, NA

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3a MAILING ADDRESS
416 West Jefferson Street
CITY Louisville STATE KY POSTAL CODE 40202 COUNTRY USA

4 This FINANCING STATEMENT covers the following collateral.
All fixtures now or hereafter located on or attached to the Real Property located at:

- 1986 N. Hillfield, Suite 4, Layton, Utah 84040
- 753 N. Highway 89, Suite A, N. Salt Lake City, Utah 84054
- 1322 N. Highway 89, Suite A, N. Salt Lake City, Utah 84025
- 398 East Pagos Lane, Centerville, Utah 84014

as more particularly described in EXHIBIT A attached hereto and made a part hereof.

5 ALTERNATIVE DESIGNATION (if applicable) LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER
 AG. LIEN NON-UCC FILING

6 This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable) (optional) (ADDITIONAL FEE)

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) All Debtors Debtor 1 Debtor 2

8 OPTIONAL FILER REFERENCE DATA

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

8. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

8a. ORGANIZATION'S NAME OR PJ Utah, LLC		
8b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX

10 MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME OR			
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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11d. TAX ID # SSN OR EIN	ADDL. INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> None
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12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME			
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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13 This FINANCING STATEMENT covers

timber to be cut or as-extracted collateral, or is filed as a

fixture filing

14 Description of real estate
See attached EXHIBIT A.

- 15 Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest)
- Antelope Commercial Center LLC; 1513 N. Hillfold Layton, UT 84041
 - Jeffery Edmondson, Trustee 256 N. 100 W., Centerville, UT 84014
 - Smith's Food King Properties, Inc., 1316 N. Hwy. 89, Farmington, UT 84025
 - Winegar Brothers, 985 E. 500 S., Bountiful, UT 84010

16 Additional collateral description

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction — effective 30 years

Filed in connection with a Public-Finance Transaction — effective 30 years

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV 07/28/88)

EXHIBIT A
398 East Pages Lane
Centerville, Utah 84014
Davis County

Beginning at the Southwest corner of the intersection of two streets at a point 5.27 chains South and .59 chains East of the Northwest corner, Southwest one quarter Section 17, Township 2 North, Range 1 East, Salt Lake Base and Meridian; thence West 125 feet; thence South 125 feet; thence East 125 feet to the West line of a street; thence North 125 feet along side of street to beginning.

03-004-0058

EXHIBIT A

1986 N. Hillfield, Suite 4, Layton, Utah 84040
Davis County

Parcel 1: Beginning 1086.59 feet West and 33.0 feet South of the Northeast corner of Section 17, Township 4 North, Range 1 West, Salt Lake Meridian, in the City of Layton, and running thence South 208.71 feet; thence West 183.46 feet, more or less, to the East line of a Highway; thence North 208.71 feet along said Highway; thence East 183.46 feet, more or less, to the point of beginning.

10-028-0023
0067E Strat

Parcel 2: Beginning on the East line of a Highway at a point 241.71 feet South and 49.5 feet, more or less, East of the Northwest corner of the Northeast Quarter of the Northeast Quarter of Section 17, Township 4 North, Range 1 West, Salt Lake Meridian, and running thence East 183.41 feet; thence South 130.0 feet; thence West 183.41 feet to the East line of said highway; thence North 130.0 feet along said highway to the point of beginning.

10-028-0002

EXHIBIT A

1322 N. Highway 89, Suite A
North Salt Lake City, Utah 84025
Davis County

Beginning on the Westerly line of Foxglove Road at a point South $89^{\circ} 45' 50''$ West 1164.04 feet along the Section line from the South Quarter corner of Section 12, township 3 North, Range 1 West, Salt Lake Meridian, in the City of Farmington, and running thence South 21° East 115.86 feet along the Westerly line of said road; thence Southeasterly 46.21 feet along the arc of a 330.96 foot radius curve to the right along said road (Chord bears South $17''$ East 46.17 feet); thence South 69° West 60 feet; thence North 21° West 222.30 feet; thence South 69° West 471.94 feet, more or less, to the Northeasterly line of State Highway 89; thence North $21^{\circ} 26' 40''$ West 325.0 feet along said Highway line; thence North 69° East 368.0 feet; thence North 21° West 80.0 feet; thence North 69° East 15.0 feet; thence North 21° West 70.0 feet; thence North 69° East 120.37 feet to a fence line and a point South $89^{\circ} 54' 32''$ West from the intersection of two fence lines 484.0 feet North and 811.34 feet West of a brass cap marking the South Quarter corner of said Section 12; thence North $89^{\circ} 54' 32''$ East 36.73 feet along said fence line; thence South 21° East 522.26 feet along the Westerly line of a proposed road and the Westerly line of said Foxglove Road to the point of beginning.

Part 08-051-0051 0069

EXHIBIT A

753 N. Highway 89, Suite A, N. Salt Lake City, Utah 84054
Davis County

PARCEL 1: 01-046-0003

A parcel of land situate in Lot 3 of Section 1, Township 1 North, Range 1 West, Salt Lake Base and Meridian; Being a portion of the right-of-way of the former Bamberger Electric Railway, the boundaries of said parcel of land are described as follows:

Beginning in the Northwesterly right-of-way line of said former Bamberger Electric Railway at a point 155.1 feet South and 51.85 feet East from the South quarter corner of Section 36, Township 2 North, Range 1 West, Salt Lake Base and Meridian; and running thence South $15^{\circ} 25'$ West 74.0 feet; thence West 23.73 feet to said Northwesterly right-of-way line; thence North $31^{\circ} 19'$ East 83.5 feet to the point of beginning.

PARCEL 2:

A parcel of land being an entire tract of property, situate in the Northeast quarter of the Northwest quarter of Section 1, Township 1 North, Range 1 West, Salt Lake Base and Meridian; the boundaries of said parcel of land are described as follows:

Beginning at the Northeast corner of said entire tract, which point is 155.1 feet South and 51.0 feet East from the North quarter corner of said Section 1, said point being on the Northwesterly right of way line of the former Bamberger Electric Railway; thence South $31^{\circ} 06'$ West 211.30 feet along said Northwesterly right of way line to a point 40 feet perpendicularly distant Northeasterly from the centerline of a highway known as S.R. 131 opposite Engineer Station 1+10.4; thence North $37^{\circ} 05'$ West 92.20 feet to a point of tangency with a 318.10 foot radius curve to the right; thence Northeasterly 118.53 feet along the arc of said curve to a point 40 feet radially distant Easterly from centerline of said highway opposite Engineer Station 3+36.03; thence East 217.16 feet to the point of beginning.