

**First Union National Bank
of North Carolina**

One First Union Center
Charlotte, North Carolina 28288-0738
704 374-4900

**FIRST
UNION**

Counter parts - Cash

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RECEIVED
SURFACE TRANSPORTATION
BOARD

September 9, 1996

Secretary
Surface Transportation Board
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RE: RECORDATION OF DOCUMENTS RELATING TO 28 RAILCARS

Dear Sir or Madam:

On behalf of First Union Commercial Corporation and filed pursuant to the requirements set forth in Part 1177 of Title 49 of the Code of Federal Regulations are one (1) original set and one certified true copy of the document described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

A short summary of the document in accordance with section 1177.3 (d) (8) of Title 49 is as follows:

Memorandum of Lease between Interstate Brands Corporation, as Lessee, and First Union Commercial Corporation, as Lessor, dated as of August 30, 1996, relating to the lease covering 28 Trinity hopper railcars.

The names and addresses of the parties to the transactions shown above are as follows:

Interstate Brands Corporation
12 East Armour Boulevard
Kansas City, Missouri 64111

First Union Commercial Corporation
One First Union Center
Charlotte, North Carolina 28288-0738

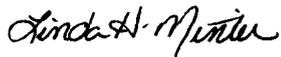
A description of the equipment covered in the above-referenced document is provided in Exhibit A attached hereto.

Surface Transportation Board
Interstate Commerce Commission
September 9, 1996
Page 2

The fee for recording these documents will be supplied by the Washington Service Bureau. The original set of documents along with the receipt for recording and any extra copies not required by your office should be given to the individual from the Washington Service Bureau, who has been selected by First Union to present this filing to your office.

Sincerely,

FIRST UNION COMMERCIAL CORPORATION



Linda H. Minter
Vice President

LHM/vj

Enclosure

EXHIBIT A

Twenty-eight (28) Trinity Power-Flo covered hopper railcars numbered TIMX5014 through
TIMX5041

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

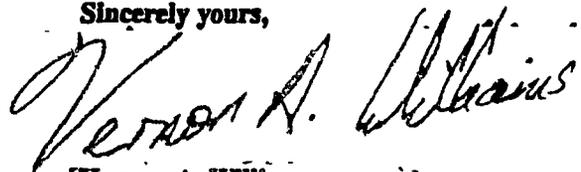
9/13/96

Linda H. Minter
Vice President
First Union National Bank of North Carolina
One First Union Center
Charlotte, North Carolina 28288-0738

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/13/96 at 10:20AM , and assigned recordation number(s). 20263.

Sincerely yours,

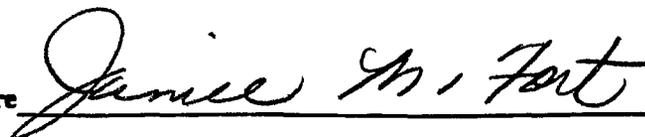


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SEP 13 1996 -10 22 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of August, 1996, by and between First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Interstate Brands Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Equipment Lease, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION COMMERCIAL CORPORATION

ATTEST:

By: [Signature]
Name: John A. Larson

Title: Vice President

By: [Signature]
Name: Linda H. Minter
Title: Assistant Secretary

Executed on this 9th day of September, 1996.

[CORPORATE SEAL]

LESSEE:

INTERSTATE BRANDS CORPORATION

ATTEST:

By: [Signature]
Name: Paul E. Varick

Title: Vice President and Treasurer

By: [Signature]
Name: Ray Sandy Sutton
Title: Vice President, Corporate Secretary and General Counsel
[CORPORATE SEAL]

Executed on this 5th day of Sept, 1996.

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Jane E. Owens, a Notary Public of the County and State aforesaid, certify that Linda H. Minter personally came before me this day and acknowledged that (s)he is Assistant Secretary of First Union Commercial Corporation a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by Linda H. Minter as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 10th day of September, 1996.

Notary Public

My Commission Expires: March 29, 2000.

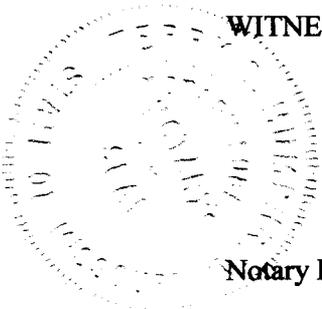
Jane Owens
(Notary Public)

STATE OF MISSOURI

COUNTY OF CLAY

I, Terry E. Humphrey, a Notary Public of the County and State aforesaid, certify that Ray Sandy Sutton personally came before me this day and acknowledged that (s)he is Secretary of Interstate Brands Corporation, a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by Ray Sandy Sutton as its Secretary.

WITNESS my hand and official stamp or seal, this 5th day of September, 1996.



Notary Public

My Commission Expires:

Terry E. Humphrey
(Notary Public)

Terry E. Humphrey
Notary Public State of Missouri
County of Clay
My Commission Expires 10/13/97

EXHIBIT A
to
Memorandum of Lease

DESCRIPTION OF RAILCARS

Twenty-eight (28) Trinity Power-Flo covered hopper railcars, numbered TIMX5014 through TIMX5041