



W2389810

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Tim Carney, 212-373-3000
 Paul, Weiss, Rifkind, Wharton & Garrison LLP
 1285 Avenue of the Americas
 New York, NY 10019

E# 2389810 PG 1 OF 5
 ERNEST D ROWLEY, WEBER COUNTY RECORDER
 06-FEB-09 444 PM FEE \$21.00 DEP SPY
 REC FOR: FIRST AMERICAN TITLE

01-017-0001, 01-017-0006, 01-017-042

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

1a. ORGANIZATION'S NAME
Interstate Brands Corporation

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
12 East Armour Blvd. Kansas City MO 64111 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL I.D.#, if any
Corporation Delaware 0362502 None

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

2a. ORGANIZATION'S NAME

OR

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

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL I.D.#, 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)

3a. ORGANIZATION'S NAME
Silver Point Finance, LLC, as Collateral Agent

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2 Greenwich Plaza Greenwich CT 06830 USA

4. This FINANCING STATEMENT covers the following collateral:

All goods of the debtor that are or are to become fixtures located on the real property described on Exhibit A attached hereto and made a part hereof, whether now owned or hereafter acquired.

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] 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
To be filed in Weber County, UT 3rd Lien

UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

Doc#: US1:5443609v3

UT51

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a ORGANIZATION'S NAME			
Interstate Brands Corporation			
OR	9b 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 debtor 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
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> None

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME – insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

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:

**Address:
2557 Grant Avenue
Ogden, UT**

See Exhibit A attached hereto for a description of the real property.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

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

EXHIBIT A

Real Property

UTAH - NCS-357248-051

Real property in the City of Ogden, County of Weber, State of Utah, described as follows:

PARCEL 1:

ALL OF LOTS 1 AND 10, AND PART OF LOTS 2, 3 AND 4, BLOCK 19, PLAT A, OGDEN CITY SURVEY, WEBER COUNTY, UTAH: BEGINNING 165 FEET EAST FROM THE SOUTHWEST CORNER OF SAID BLOCK 19, THENCE NORTH 326.5 FEET, MORE OR LESS, TO A POINT SOUTH 41°37' WEST FROM A POINT 224.5 FEET EAST OF THE NORTHWEST CORNER OF SAID LOT 4; THENCE NORTH 41°37' EAST TO A POINT WHICH IS EAST OF A POINT 65 FEET SOUTH OF THE NORTHWEST CORNER OF SAID LOT 4; THENCE WEST TO A POINT 165 FEET EAST OF THE WEST LINE OF LOT 4; THENCE NORTH 35 FEET, THENCE EAST TO A POINT SOUTH 41°37' WEST OF A POINT 224.5 FEET EAST OF THE NORTHWEST CORNER OF LOT 4; THENCE NORTH 41°37' EAST TO THE NORTH LINE OF LOT 4; THENCE EAST 105.45 FEET, MORE OR LESS, TO THE NORTHEAST CORNER OF LOT 4; THENCE SOUTH 132 FEET TO THE SOUTHEAST CORNER OF LOT 4; THENCE EAST 333.5 FEET TO THE NORTHEAST CORNER OF SAID LOT 10; THENCE SOUTH 265.36 FEET, MORE OR LESS, TO THE SOUTHEAST CORNER OF BLOCK 19; THENCE WEST 502 FEET, MORE OR LESS, TO THE PLACE OF BEGINNING.

PARCEL 2:

BEGINNING AT A POINT 10 RODS EAST OF THE SOUTHWEST CORNER OF LOT 2, BLOCK 19, PLAT A, OGDEN CITY SURVEY, WEBER COUNTY, UTAH; AND RUNNING WEST 10 RODS, THENCE NORTH 366.68 FEET TO A POINT 30 FEET SOUTH OF THE NORTHWEST CORNER OF LOT 4, BLOCK 19, PLAT A, OGDEN CITY SURVEY; RUNNING THENCE EAST 165 FEET; THENCE SOUTH 35 FEET; THENCE EAST 10 FEET; THENCE SOUTH 417 FEET WEST TO A POINT DUE NORTH OF THE POINT OF BEGINNING; THENCE SOUTH TO THE POINT OF BEGINNING.

PARCEL 3:

THE SOUTH 2.25 FEET OF LOT 9, BLOCK 19, PLAT A, OGDEN CITY, WEBER COUNTY, UTAH.

PARCEL 4:

AN EASEMENT FOR INGRESS AND EGRESS AS GRANTED BY INSTRUMENT RECORDED NOVEMBER 10, 1993 AS ENTRY NO. 1257045 IN BOOK 1688 AT PAGE 2595 OF OFFICIAL RECORDS OVER THE FOLLOWING DESCRIBED PROPERTY:

PART OF LOT 9, BLOCK 19, PLAT A, OGDEN CITY SURVEY, IN OGDEN CITY, WEBER COUNTY, STATE OF UTAH, DESCRIBED AS FOLLOWS: BEGINNING AT A POINT 7.25 FEET NORTH 0°58' EAST FROM THE

SOUTHEAST CORNER OF SAID LOT 9, SAID POINT BEING SOUTH 0°58' WEST 440.29 FEET AND NORTH 89°02' WEST 49.2 FEET FROM THE MONUMENT OF THE CENTERLINE INTERSECTION OF 25TH STREET AND GRANT AVENUE AND RUNNING THENCE SOUTH 0°58' WEST 5.0 FEET; THENCE NORTH 89°02' WEST 333.50 FEET; THENCE NORTH 0°58' EAST 5.0 FEET; THENCE SOUTH 89°02' EAST 333.50 FEET TO THE POINT OF BEGINNING.