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OF COUNSEL
URBAN A. LESTER

W. Williams
September 19, 1997

RECORDATION NO. 19478-E FILED

SEP 19 '97 12-45 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 19 12 45 PM '97

RECORDED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder, are three (3) copies of a Master Equipment Lease Agreement (as such agreement relates to Lease Schedule No. 31953), dated as of September 8, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, dated as of May 22, 1995, which was previously filed with the Commission under Recordation Number 19478.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Credit Corporation
50 Kennedy Plaza, Fifth Floor
Providence, Rhode Island 02903-2305

Lessee: Penford Products Co.
100 First Street, S.W.
Cedar Rapids, Iowa 52404

A description of the railroad equipment covered by the enclosed document is:

Forty-six (46) covered hopper cars PENX 3200 through PENX 3245

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

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

OFFICE OF THE SECRETARY

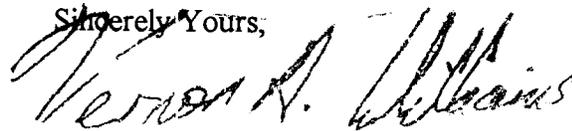
DATE: September 19, 1997

Robert W. Alvord
Alvord & Alvord
918 16th St NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on September 19, 1997 at 12:45PM, and assigned recordation number(s). 19478-E.

Sincerely Yours,

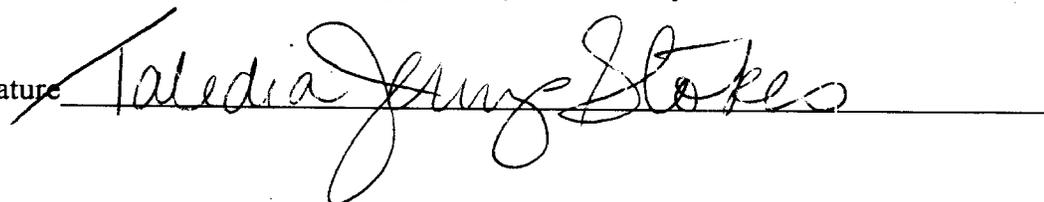


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into on September 8, 1997 by and between FLEET CAPITAL CORPORATION, a Rhode Island corporation ("Lessor"), and PENFORD PRODUCTS CO., a Delaware corporation ("Lessee).

WITNESSETH:

The undersigned have entered into that certain Master Lease Agreement, dated as of May 22, 1995, as amended by Amendment To Master Equipment Lease Agreement No. 31953, dated as of May 24, 1995, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing road numbers and PENX reporting marks as listed on Exhibit A attached hereto, subject to the term defined in said Master Lease Agreement.

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

FLEET CAPITAL CORPORATION

By: [Signature]
Name: Steven S. Criscione
Title: Asst. Vice President

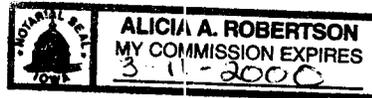
RECORDATION NO. 19478-E FILED
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PENFORD PRODUCTS CO.

By: [Signature]
Name: Ray W. Tettibone
Title: Controller

Executed on this 8th day of September, 1997.

STATE OF Iowa)
) ss:
COUNTY OF Linn)



On this the 11 day of September, 1997, before me, the undersigned officer, personally appeared Roy Pettibone, who acknowledged himself/herself to be an controller of Penford Products Co., and that he/she as such _____, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such _____, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such _____.

IN WITNESS WHEREOF, I hereunto set my hand.

Alicia A. Robertson
Notary Public
My Commission Expires: March 11, 1997

STATE OF Rhode Island)
Iowa) ss:
COUNTY OF Providence)
Linn)

On this the 17th day of September, 1997, before me, the undersigned officer, personally appeared Steven's Crissone, who acknowledged himself/herself to be an Asst Vice President of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Sandra Bevilacqua
Notary Public
My Commission Expires: 4/25/98



SCHEDULE A

Attached to and made part of the following: Memorandum of Master Lease Agreement

With: PENFORD PRODUCTS CO.

QTY	Location, Vendor, Description	Reporting Marks	Serial Numbers	Reporting Marks	Serial Numbers
Depreciable Tax Life Is 7 Years					
46	New Trinity PD Covered Hopper Railcars	PENX 3200	771266	PENX 3225	773699
		PENX 3201	771267	PENX 3226	773700
		PENX 3202	771268	PENX 3227	773701
		PENX 3203	771269	PENX 3228	773702
		PENX 3204	771270	PENX 3229	773703
		PENX 3205	771271	PENX 3230	773704
		PENX 3206	771272	PENX 3231	773705
		PENX 3207	771273	PENX 3232	773706
		PENX 3208	771274	PENX 3233	773707
		PENX 3209	771275	PENX 3234	773708
		PENX 3210	771276	PENX 3235	773709
		PENX 3211	771277	PENX 3236	773710
		PENX 3212	771278	PENX 3237	773711
		PENX 3213	771279	PENX 3238	773712
		PENX 3214	771280	PENX 3239	773713
		PENX 3215	771281	PENX 3240	773714
		PENX 3216	771282	PENX 3241	773715
		PENX 3217	771283	PENX 3242	773716
		PENX 3218	771284	PENX 3243	773717
		PENX 3219	771285	PENX 3244	773718
		PENX 3220	771286	PENX 3245	773719
		PENX 3221	773695		
		PENX 3222	773696		
		PENX 3223	773697		
		PENX 3224	773698		

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: Steven S. CriscioneName: Steven S. CriscioneTitle: Asst. Vice President

PENFORD PRODUCTS CO.

By: Raymond HillName: Raymond HillTitle: Controller