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ELLSWORTH C. ALVORD (1964)

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January 23, 2007

RECORDATION NO. 20846-L FILED

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

JAN 23 '07 -11 30 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, effective as of September 9, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20846.

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

Seller/Assignor: U. S. Bancorp Equipment Finance, Inc
13010 S.W. 68th Parkway
Portland, OR 97223

Purchaser/Assignee: Bosque Leasing, L.P.
6400 Imperial Drive
Waco, TX 67614

Mr. Vernon A. Williams
January 23, 2007
Page 2

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

42 railcars: KRL 074 – KRL 076, KRL 200 and within the series KRL 25971 – KRL 89700 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JAN 23 '07 -11 30 AM

MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT **SURFACE TRANSPORTATION BOARD**

Memorandum of Bill of Sale and Assignment and Assumption Agreement, effective as of September 9, 2005, by and between U.S. Bancorp Equipment Finance, Inc., Seller/Assignor, and Bosque Leasing, L.P., Purchaser/Assignee.

WITNESSETH: The undersigned have entered into that certain Account Purchase Agreement, dated September 8, 2005, by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interest therein to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto (except as may otherwise be set forth in said Account Purchase Agreement). The railroad equipment and documents related thereto are set forth on Exhibit A attached hereto.

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.

U.S. Bancorp Equipment Finance, Inc.

By: [Signature]
Name: Randy J. Ernst
Title: VP Portfolio Manager

Bosque Leasing, L.P., a Texas Limited Partnership

By: Bosque Leasing G.P. Corp.
its General Partner

By: _____
Name: _____
Title: _____

MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Bill of Sale and Assignment and Assumption Agreement, effective as of September 9, 2005, by and between U.S. Bancorp Equipment Finance, Inc., Seller/Assignor, and Bosque Leasing, L.P., Purchaser/Assignee.

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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.

U.S. Bancorp Equipment Finance, Inc.

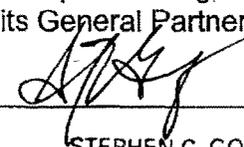
By: _____

Name: _____

Title: _____

Bosque Leasing, L.P., a Texas Limited Partnership

By: Bosque Leasing, G.P. Corp.
its General Partner

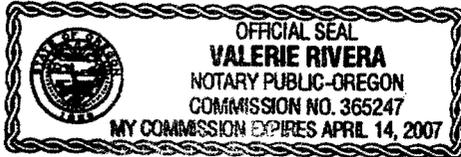
By:  _____

Name: STEPHEN C. GOHRING
Vice President

Title: _____

State of Oregon)
) ss:
County of Washington)

On this 19th day of JANUARY, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared RANDY J. ERNST, to me personally known, who, being by me duly sworn, says that he/she is a V.P. COLLECTION MANAGER of U.S. Bancorp Equipment Finance, Inc., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Valerie Rivera
NOTARY PUBLIC

My commission expires: 4-14-07

State of Texas)
) ss:
County of _____)

On this _____ day of _____, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared _____, to me personally known, who, being by me duly sworn, says that he/she is a _____ of Bosque Leasing G.P. Corp., a general partner of Bosque Leasing, L.P., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

State of Oregon)
) ss:
County of Washington)

On this _____ day of _____, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared _____, to me personally known, who, being by me duly sworn, says that he/she is a _____ of U.S. Bancorp Equipment Finance, Inc., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

State of Texas)
) ss:
County of McLennan)

On this 17th day of January, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared Stephen C Gohring, to me personally known, who, being by me duly sworn, says that he/she is a Vice-President of Bosque Leasing G.P. Corp., a general partner of Bosque Leasing, L.P., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Deborah D Butler
NOTARY PUBLIC

My commission expires:
6-16-2008

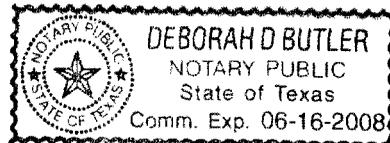


EXHIBIT A

Filing No.	Rail Car Description	ID No.
20846	FD 16.8' rail car	KRL 45000
	FD 16.8' rail car	KRL 45001
	FD 16.8' rail car	KRL 45002
	FD 16.8' rail car	KRL 45003
	FD 16.8' rail car	KRL 45004
	FD 17.1' rail car	KRL 45005
	FD 17.1' rail car	KRL 45006
	FD 17.1' rail car	KRL 45007
	FD 16.8' rail car	KRL 45008
	FM 42.4' rail car	KRL 42100
	FM 44.4' rail car	KRL 45705
	FM 89' rail car	KRL 89700
	FM 89' rail car	KRL 45711
	Caboose	KRL 076
	44'4" 250 Ton HD flat	KRL 45708
	125 Ton FD load deck	KRL 26105
	125 Ton FD load deck	KRL 26102
	125 Ton FD load deck	KRL 26103
	125 Ton FD load deck	KRL 26106
	125 Ton FD load deck	KRL 26100
	125 Ton FD load deck	KRL 26101
	25' FD rail car	KRL 45828
	Caboose	KRL 075
	25' FD rail car	KRL 45826
	125 Ton FD load deck	KRL 26104
	125 Ton FD load deck	KRL 26107
	25' FD rail car	KRL 45827
	32' FD rail car	KRL 45824
	32' FD rail car	KRL 45825
	265 Ton Schnabel car	KRL 200
	60' 120 ton FM flat car	KRL 45602
	60' 120 ton FM flat car	KRL 45603
	Caboose	KRL 074
	25' 200 Ton FD rail car	KRL 45829
	70' 225 Ton FM flat car	KRL 70983
	70' 225 Ton FM flat car	KRL 70984
	70' 225 Ton FM flat car	KRL 70985
	25' 200 Ton FD rail car	KRL 45830
	25' 200 Ton DF rail car	KRL 45833
	25' 122 Ton DF flat car	KRL 25972
	25' 122 Ton DF flat car	KRL 25971
	25' 200 Ton FD rail car	KRL 45831
	25' 200 Ton FD rail car	KRL 45832

Recordation Number 20846

Lease Agreement, dated as of September 2, 1997, as supplemented and amended, between Star Bank, National Association, as Lessor, and Power Flats, Ltd., as Lessee.

Consolidating Amendment of Existing Leases, dated as of January 1, 2004, between U.S. Bancorp Equipment Finance, Inc. (successor in interest to Star Bank, National Association), as Lessor, and Kasgro Leasing LLC and Kasgro Rail Corp. (successors in interest to Power Flats, Ltd.), as Lessees.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/23/07



Robert W. Alvord