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August 3, 2004

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 25110-A FILED

AUG 3 '04

1-10 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2004-D

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of the Trust Indenture and Security Agreement (BNSF 2004-D), dated as of August 2, 2004, between CFT Investments 2 LLC, as Lessor (the "Lessor"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-D), dated as of August 4, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and CFT Investments 2 LLC, as Lessor, which is being submitted for recording concurrently therewith.

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

Lessor: CFT Investments 2 LLC  
c/o GE Transportation Finance, Inc.  
Aviation House  
Shannon, Co. Clare  
Ireland  
Attention: Operations Manager - Transportation

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
MAC: U1254-031  
79 South Main Street  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Services

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 50 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5169 through BNSF 5187, inclusive; BNSF 5189 through BNSF 5192, inclusive; BNSF 5195 through BNSF 5199, inclusive; BNSF 5202; BNSF 5204; BNSF 5206; BNSF 5211 through BNSF 5213, inclusive; BNSF 5215 through BNSF 5222, inclusive; BNSF 5063; and BNSF 5066 through BNSF 5072 inclusive; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Trust Indenture and Security Agreement (BNSF 2004-D) between CFT Investments 2 LLC, as Lessor, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3724).

Sincerely,

CHAPMAN AND CUTLER LLP

By Shawn Leist  
Shawn Leist

MSL:jt  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	50	BNSF 5169 – BNSF 5187, inclusive; BNSF 5189 – BNSF 5192, inclusive; BNSF 5195 – BNSF 5199, inclusive; BNSF 5202; BNSF 5204; BNSF 5206; BNSF 5211 – BNSF 5213, inclusive; BNSF 5215 – BNSF 5222, inclusive; BNSF 5063; and BNSF 5066 – BNSF 5072, inclusive

RECORDATION NO. 25110-A FILED

AUG 3 '04

1:10 PM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2004-D)

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement, made and entered into as of August 4, 2004, by and between CFT Investments 2 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

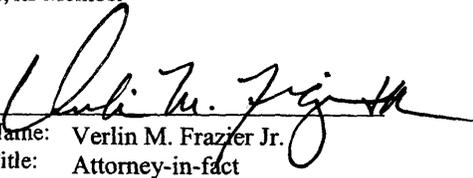
WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-D), dated as of August 2, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

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.

CFT INVESTMENTS 2 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,  
INC., its Member

By   
Name: Verlin M. Frazier Jr.  
Title: Attorney-in-fact

Executed on this 3<sup>rd</sup> day of August, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of August, 2004.

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1535632

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2004-D)

Memorandum of Trust Indenture and Security Agreement, made and entered into as of August 4, 2004, by and between CFT Investments 2 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-D), dated as of August 2, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

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.

CFT INVESTMENTS 2 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,  
INC., its Member

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of August, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this 3 day of August, 2004.

STATE OF Illinois )  
 )  
COUNTY OF COOK ) SS.:

On this, the 3rd day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared Verlin M. Frazier Jr., who being by me duly sworn, says that he is an Attorney-in-fact of GENERAL ELECTRIC CAPITAL SERVICES, INC., the member of CFT INVESTMENTS 2 LLC, that said instrument was signed on August 3, 2004 on behalf of said company by authority of said company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Michelle Kallick  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 8.27.05  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on August \_\_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of CFT INVESTMENTS 2 LLC, that said instrument was signed on August \_\_, 2004 on behalf of said company by authority of its member, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

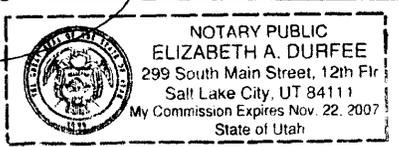
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 3 day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on August \_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: **ELIZABETH A. DURFEE**  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	50	BNSF 5169 – BNSF 5187, inclusive; BNSF 5189 – BNSF 5192, inclusive; BNSF 5195 – BNSF 5199, inclusive; BNSF 5202; BNSF 5204; BNSF 5206; BNSF 5211 – BNSF 5213, inclusive; BNSF 5215 – BNSF 5222, inclusive; BNSF 5063; and BNSF 5066 – BNSF 5072, inclusive