Law Offices of

CHAPMAN AND CUTLER LLP

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

San Francisco
595 Market Street
San Francisco, California 94105
(415) 541-0500

Salt Lake City
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

August 3, 2004

RECORDATION NO. 25114B FILED

AUG 3 '04 1-41 PM

SURFACE TRANSPORTATION BOARD

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

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

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 Lease Supplement No. 1 (BNSF 2004-E), dated as of August 4, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the *"Lessee"*) and CFT Investments 3 LLC, as lessor (the *"Lessor"*), 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-E), dated as of August 4, 2004, between Lessor and Lessee which is being submitted for recording concurrently therewith.

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

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: CFT Investments 3 LLC
c/o GE Transportation Finance, Inc.
Aviation House
Shannon, Co. Clare
Ireland
Attention: Operations Manager - Transportation

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 75 Dash 9-44 CW Diesel Electric Locomotives bearing the

reporting marks within the series BNSF 5073 through BNSF 5147, inclusive, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Supplement No. 1 (BNSF 2004-E) between CFT Investments 3 LLC, as Lessor, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of thirty dollars ($30.00) is enclosed. Please time and date stamp the enclosed copy 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	75	BNSF 5073 - BNSF 5147, inclusive

RECORDATION NO. 25111-B FILED

AUG 3 '04 1-41 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2004-E)

Memorandum of Lease Supplement No. 1, made and entered into as of August 4, 2004, by and between CFT Investments 3 LLC, a Delaware limited liability company, as Lessor (*"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee (*"Lessee"*).

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-E), dated as of August 2, 2004 (the *"Lease Agreement"*), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-E), dated August 4, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed 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.

CFT INVESTMENTS 3 LLC

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

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

Executed on this 3rd day of August, 2004.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of August, 2004.

1728147.01.03
1586684

MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2004-E)

Memorandum of Lease Supplement No. 1, made and entered into as of August 4, 2004, by and between CFT Investments 3 LLC, a Delaware limited liability company, as Lessor (*"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee (*"Lessee"*).

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-E), dated as of August 2, 2004 (the *"Lease Agreement"*), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-E), dated August 4, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed 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.

CFT INVESTMENTS 3 LLC

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

By _____
Name:
Title:

Executed on this ____ day of August, 2004.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 3rd day of August, 2004.

1728147.01.03
1586684

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

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 3 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.

"OFFICIAL SEAL"
MICHELLE KALLICK
NOTARY PUBLIC STATE OF ILLINOIS
COMMISSION EXPIRES 08/27/05

Name: Michelle Kallick
Notary Public
My Commission Expires: 8-27-05
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this ____ day of August, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on August ___, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

(SEAL)

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 3 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 TEXAS)
) SS:
COUNTY OF TARRANT)

On this 3rd day of August, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on August 3, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

Joyce K. Malmgren
Name: JOYCE K. MALMGREN
Notary Public –
My Commission Expires: 10-04-2004
Residing in Fort Worth, TX

(SEAL)

JOYCE K. MALMGREN NOTARY PUBLIC STATE OF TEXAS EXPIRES 10-04-2004

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	75	BNSF 5073 - BNSF 5147, inclusive