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August 3, 2004

RECORDATION NO. 25111-C FILED

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

AUG 3 '04

1-43 PM

SURFACE TRANSPORTATION BOARD

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 Trust Indenture Supplement No. 1 (BNSF 2004-E), dated as of August 4, 2004, between the CFT Investments 3 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-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, 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 3 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 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 Trust Indenture Supplement No. 1 (BNSF 2004-E) between CFT Investments 3 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

Law Offices of  
CHAPMAN AND CUTLER LLP

**EXHIBIT A**

**UNITS**

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

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

Memorandum of Trust Indenture 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 Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-E), dated as of August 2, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BNSF 2004-E), dated August 4, 2004, relating to the above-described Trust Indenture and extending the Lessor's grant of a security interest therein 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.

RECORDATION NO. 25111-E FILED

AUG 3 '04

1-43 PM

SURFACE TRANSPORTATION BOARD

CFT INVESTMENTS 3 LLC

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

By Verlin M. Frazier Jr.  
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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**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-E)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of August \_\_\_, 2004, by and between CFT Investments 3 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:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-E), dated as of August 2, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BNSF 2004-E), dated August \_\_\_, 2004, relating to the above-described Trust Indenture and extending the Lessor's grant of a security interest therein 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.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

Brett R. King  
Vice President

Executed on this 2 day of August, 2004.

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

On this, the 3<sup>rd</sup> 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.



Michelle Kallick  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 027-05  
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 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 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.

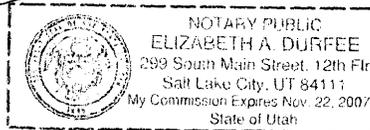
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF 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 \_\_\_\_\_



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**EXHIBIT A**

**UNITS**

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