

FEB 17 '99

3-45 PM

ALVORD AND ALVORD
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918 SIXTEENTH STREET, N.W.
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WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A LESTER

(202) 393-2266

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January 25, 1999

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, 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 Commission/Board under Recordation Number 14513.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

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

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

County of... Betty J. G... Alvord

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

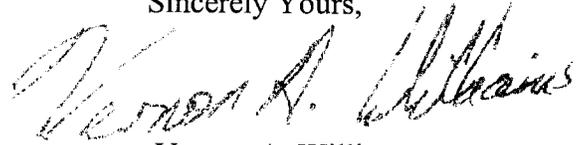
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/17/99 at 3: 45 PM, and
assigned recordation numbers (s): 22029, 9882-M, 14513-C, 16942-C, 17405-D,
19026-A, 21863-B and 21864-A.

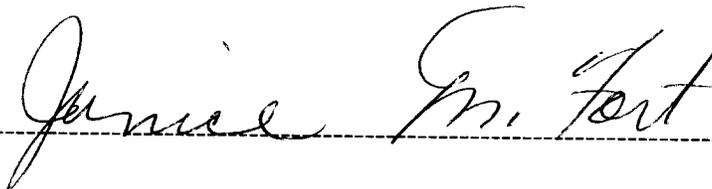
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
208.00

\$_____ 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



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDATION NO. 14513-C
FILED

December 22, 1998 FEB 17 '99 3-45 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By:
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, 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.



Craig N. Smetko
Notary Public
My Commission Expires: 01/12/99
Residing in Cook County, Illinois

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated December 22, 1998 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 27th day of January, 1999.


NOTARY PUBLIC

My commission expires: 3-31-2000

RECORDATION NUMBER: 14513

Equipment Description:

Number of Units: fifteen (15)
Model: GP50

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	3840	BNSF	3193
ATSF	3841	BNSF	3194
ATSF	3842	BNSF	3195
ATSF	3843	BNSF	3196
ATSF	3844	BNSF	3197
ATSF	3845	BNSF	3198
ATSF	3846	BNSF	3199
ATSF	3847	BNSF	3200
ATSF	3848	BNSF	3201
ATSF	3849	BNSF	3202
ATSF	3850	BNSF	3203
ATSF	3851	BNSF	3204
ATSF	3852	BNSF	3205
ATSF	3853	BNSF	3206
ATSF	3854	BNSF	3207

Equipment Description:

Number of Units: fourteen (14)
Model: B23-7

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	6405	BNSF	4262
ATSF	6406	BNSF	4263
ATSF	6407	BNSF	4264
ATSF	6408	BNSF	4265
ATSF	6409	BNSF	4266
ATSF	6410	BNSF	4267
ATSF	6411	BNSF	4268
ATSF	6412	BNSF	4269
ATSF	6413	BNSF	4270
ATSF	6414	BNSF	4271
ATSF	6415	BNSF	4272
ATSF	6416	BNSF	4273
ATSF	6417	BNSF	4274
ATSF	6418	BNSF	4275