

RECORDATION NO. 15688-B FILED

JAN 26 '99 11-10AM

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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 15688.

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

Counterpart - [unclear]

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

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

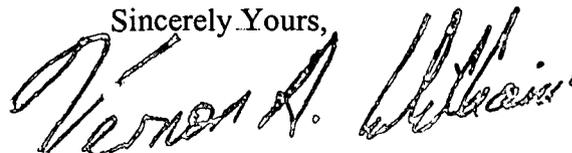
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/26/99 at 11:10AM, and

assigned recordation numbers (s): 9092-F, 15688-B, 15724-A, 16235-C, 16878-A,
16943-C, 17102-A, 17427-A, 17721-B, 17825-J,
18162-A, 18766-A, 19518-I, 19615-E and 19616-E.

Sincerely Yours,

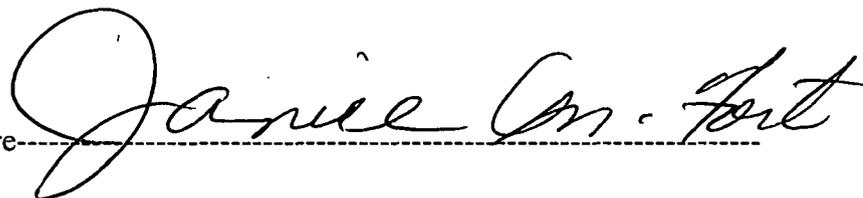


Vernon A. Williams

Enclosure(s)

§ 390.00 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. 15688-B FILED

December 22, 1998

DEC 26 '99

11-10AM

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

RECORDATION NUMBER: 15688

Equipment Description:

Number of Units: four (4)
Model: GP60M

**Old Reporting Mark
and Road Numbers**

ATSF 141
ATSF 142
ATSF 143
ATSF 144

**New Reporting Mark
and Road Numbers**

BNSF 141
BNSF 142
BNSF 143

Casualties: ATSF 144

Equipment Description:

Number of Units: twenty-three (23)
Model: GP392

**Old Reporting Mark
and Road Numbers**

ATSF 3427
ATSF 3428
ATSF 3429
ATSF 3430

**New Reporting Mark
and Road Numbers**

BNSF 2796
BNSF 2797
BNSF 2798
BNSF 2799

ATSF 3431
ATSF 3432
ATSF 3433
ATSF 3434
ATSF 3435
ATSF 3436
ATSF 3437
ATSF 3438
ATSF 3439
ATSF 3440
ATSF 3441
ATSF 3442
ATSF 3443
ATSF 3444
ATSF 3445
ATSF 3446
ATSF 3447
ATSF 3448
ATSF 3449

BNSF 2835
BNSF 2836
BNSF 2837
BNSF 2838
BNSF 2839
BNSF 2840
BNSF 2841
BNSF 2842
BNSF 2843
BNSF 2844
BNSF 2845
BNSF 2846
BNSF 2847
BNSF 2848
BNSF 2849
BNSF 2850
BNSF 2851
BNSF 2852
BNSF 2853

RECORDATION NUMBER: 15688

Equipment Description:

Number of Units: thirty-seven (37)
Model: SD402

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	5020	BNSF	6335
ATSF	5021	BNSF	6336
ATSF	5022	BNSF	6337
ATSF	5023	BNSF	6338
ATSF	5024	BNSF	6339
ATSF	5025	BNSF	6340
ATSF	5026	BNSF	6341
ATSF	5027	BNSF	6342
ATSF	5028	BNSF	6343
ATSF	5029	BNSF	6344
ATSF	5030	BNSF	6345
ATSF	5031	BNSF	6346
ATSF	5032	BNSF	6347
ATSF	5033	BNSF	6348
ATSF	5034	BNSF	6349
ATSF	5035	BNSF	6350
ATSF	5036	BNSF	6351
ATSF	5038	BNSF	6352
ATSF	5039	BNSF	6353
ATSF	5040	BNSF	6354
ATSF	5041	BNSF	6355
ATSF	5042	BNSF	6356
ATSF	5043	BNSF	6357
ATSF	5044	BNSF	6358
ATSF	5045	BNSF	6359
ATSF	5046	BNSF	6360
ATSF	5047	BNSF	6361
ATSF	5048	BNSF	6362

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ATSF	5049	BNSF	6708
ATSF	5050	BNSF	6709
ATSF	5051	BNSF	6710
ATSF	5052	BNSF	6711
ATSF	5053	BNSF	6712
ATSF	5054	BNSF	6713
ATSF	5055	BNSF	6714
ATSF	5056	BNSF	6715
ATSF	5057	BNSF	6716

Equipment Description:

Number of Units: eight (8)
Model: SD452

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	5510	BNSF	7504
ATSF	5511	BNSF	7505
ATSF	5512	BNSF	7506
ATSF	5513	BNSF	7507
ATSF	5514	BNSF	7508
ATSF	5515	BNSF	7509
ATSF	5516	BNSF	7510
ATSF	5517	BNSF	7511

Equipment Description:

Number of Units: seventeen (17)
Model: SD45-2

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	5852	BNSF	6502
ATSF	5853	BNSF	6503
ATSF	5854	BNSF	6504
ATSF	5855		
ATSF	5856	BNSF	6505
ATSF	5857	BNSF	6506
ATSF	5858	BNSF	6507
ATSF	5859	BNSF	6508

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ATSF	5860	BNSF	6509
ATSF	5861		
ATSF	5862	BNSF	6510
ATSF	5863	BNSF	6511
ATSF	5864	BNSF	6512
ATSF	5865	BNSF	6513
ATSF	5866	BNSF	6514
ATSF	5867	BNSF	6515
ATSF	5868	BNSF	6516

Casualties: ATSF 5855, 5861