RECORDATION NO. 19098-G FILED

JUN 2 '99 1-10PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

May 18, 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 January 26, 1999, 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 19098.

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

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

Direct Dial: (817) 352-2202
Facsimile: (817) 352-2279

19098 G

January 26, 1999

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 and/or rail cars 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 26TH day of January, 1999, 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 January 26, 1999, 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.

OFFICIAL SEAL
DOROTHY V SCHAETZLE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 11/20/00

Dorothy V. Schaetzle
Dorothy V. Schaetzle
Notary Public
My Commission Expires: 11/20/2000

RECORDATION NUMBER: 19098

Equipment Description:

Number of Units: twenty (20)

Model: SD70MAC Locomotives

Old Reporting Mark and Road Numbers		New Reporting Mark and Road Numbers	
BN	9488	BNSF	9488
through		through	
BN	9499	BNSF	9499
BN	9504	BNSF	9504
through		through	
BN	9511	BNSF	9511

BN 35982 G - Box Cars (100 Ton)

BN	286157	BNSF	726327
BN	286158	BNSF	726328
BN	286159	BNSF	726329
BN	286160	BNSF	726330
BN	286161	BNSF	726331

Initial	Number	Destroyed	Renumber	
BN	286162		BNSF	726332
BN	286163		BNSF	726333
BN	286164		BNSF	726334
BN	286165		BNSF	726335
BN	286166		BNSF	726336
BN	286167		BNSF	726337
BN	286168		BNSF	726338
BN	286169		BNSF	726339
BN	286170		BNSF	726340
BN	286171		BNSF	726341
BN	286172		BNSF	726342
BN	286173	12/31/95		
BN	286174		BNSF	726343
BN	286175		BNSF	726344
BN	286176		BNSF	726345
BN	286177		BNSF	726346
BN	286178		BNSF	726347
BN	286179		BNSF	726348
BN	286180		BNSF	726349
BN	286181		BNSF	726350
BN	286182		BNSF	726351
BN	286183		BNSF	726352
BN	286184		BNSF	726353
BN	286185		BNSF	726354
BN	286186		BNSF	726355
BN	286187		BNSF	726356
BN	286188		BNSF	726357
BN	286189		BNSF	726358
BN	286190		BNSF	726359
BN	286191		BNSF	726360
BN	286192		BNSF	726361
BN	286193		BNSF	726362
BN	286194		BNSF	726363
BN	286195		BNSF	726364
BN	286196		BNSF	726365
BN	286197		BNSF	726366
BN	286198		BNSF	726367
BN	286199		BNSF	726368
BN	286200		BNSF	726369
BN	286201		BNSF	726370

Initial	Number	Destroyed	Renumber	
BN	286202		BNSF	726371
BN	286203		BNSF	726372
BN	286204		BNSF	726373
BN	286205		BNSF	726374
BN	286206		BNSF	726375
BN	286207		BNSF	726376
BN	286208		BNSF	726377
BN	286209		BNSF	726378
BN	286210		BNSF	726379
BN	286211		BNSF	726380
BN	286212		BNSF	726381
BN	286213		BNSF	726382
BN	286214		BNSF	726383
BN	286215		BNSF	726384
BN	286216		BNSF	726385
BN	286217		BNSF	726386
BN	286218		BNSF	726387
BN	286219		BNSF	726388
BN	286220		BNSF	726389
BN	286221		BNSF	726390
BN	286222		BNSF	726391
BN	286223		BNSF	726392
BN	286224		BNSF	726393
BN	286225		BNSF	726394
BN	286226		BNSF	726395
BN	286227		BNSF	726396
BN	286228		BNSF	726397
BN	286229		BNSF	726398
BN	286230		BNSF	726399
BN	286231		BNSF	726400
BN	286232		BNSF	726401
BN	286233		BNSF	726402
BN	286234		BNSF	726403
BN	286235		BNSF	726404
BN	286236		BNSF	726405
BN	286237		BNSF	726406
BN	286238		BNSF	726407
BN	286239		BNSF	726408
BN	286240		BNSF	726409
BN	286241		BNSF	726410

Initial	Number	Destroyed	Renumber	
BN	286242		BNSF	726411
BN	286243		BNSF	726412
BN	286244		BNSF	726413
BN	286245		BNSF	726414
BN	286246		BNSF	726415
BN	286247		BNSF	726416
BN	286248		BNSF	726417
BN	286249	03/31/95		
BN	286250		BNSF	726418
BN	286251		BNSF	726419
BN	286252		BNSF	726420
BN	286253		BNSF	726421
BN	286254		BNSF	726422
BN	286255		BNSF	726423
BN	286256		BNSF	726424
BN	286257		BNSF	726425
BN	286258		BNSF	726426
BN	286259		BNSF	726427
BN	286260		BNSF	726428
BN	286261		BNSF	726429
BN	286262		BNSF	726430
BN	286263		BNSF	726431
BN	286264		BNSF	726432
BN	286265		BNSF	726433
BN	286266		BNSF	726434
BN	286267		BNSF	726435
BN	286268		BNSF	726436
BN	286269		BNSF	726437
BN	286270		BNSF	726438
BN	286271		BNSF	726439
BN	286272		BNSF	726440
BN	286273		BNSF	726441
BN	286274		BNSF	726442
BN	286275		BNSF	726443
BN	286276		BNSF	726444
BN	286277		BNSF	726445
BN	286278		BNSF	726446
BN	286279		BNSF	726447
BN	286280		BNSF	726448
BN	286281		BNSF	726449

Initial	Number	Destroyed	Renumber	
BN	286282		BNSF	726450
BN	286283		BNSF	726451
BN	286284		BNSF	726452
BN	286285		BNSF	726453
BN	286286		BNSF	726454
BN	286287		BNSF	726455
BN	286288		BNSF	726456
BN	286289		BNSF	726457
BN	286290		BNSF	726458
BN	286291		BNSF	726459
BN	286292		BNSF	726460
BN	286293		BNSF	726461
BN	286294		BNSF	726462
BN	286295		BNSF	726463
BN	286296	03/31/95		
BN	286297		BNSF	726464
BN	286298		BNSF	726465
BN	286299		BNSF	726466
BN	286300	03/31/95		
BN	286301		BNSF	726467
BN	286302		BNSF	726468
BN	286303		BNSF	726469
BN	286304		BNSF	726470
BN	286305		BNSF	726471
BN	286306		BNSF	726472