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OF COUNSEL
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May 18, 1999

RECORDATION NO. 19008-D FILED

MAY 20 '99 11-45AM

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 19008.

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

January 26, 1999

RECORDATION NO. 19008-D FILED

MAY 20 '99 11-45AM

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
Notary Public
My Commission Expires: 11/20/2000

District of Columbia)
) ss:
City of Washington)

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 January 26, 1999 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 19th day of May, 1999.

Kim L. Bartman

NOTARY PUBLIC

My commission expires: 3-31-2000

RECORDATION NUMBER: 19008

Equipment Description:

Number of Units: four hundred ninety-one (491)
Model: Covered Hopper Cars

Old Reporting Mark and Road Numbers		New Reporting Mark and Road Numbers	
BN	471000	BNSF	470000
through		through	
BN	471499	BNSF	470499

Casualties:

BN	471061
BN	471124
BN	471134
BN	471215
BN	471227
BN	471238
BN	471308
BN	471446
BN	471465

Equipment Description:

Number of Units: four hundred ninety-four (494)
Model: Covered Hopper Cars

Old Reporting Mark and Road Numbers		New Reporting Mark and Road Numbers	
BN	469500	BNSF	469500
through		through	
BN	469999	BNSF	469999

Casualties:

BN	469513
BN	469536
BN	469652
BN	469677
BN	469701
BN	469879