RECORDATION NO 19504-F FILED

JUN 2 '99 1-10 PM

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

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 19504.

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

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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
Notary Public
My Commission Expires: 11/20/2000

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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

Initial	Number	Destroyed	Rack Initial	Rack No.	Renumber	
TTGX	974396		BBL	20855	BNSF	22123
TTGX	990355		BBL	20856	BNSF	22596
TTGX	981781		BBL	20857	BNSF	22432
TTGX	991339		BBL	20858	BNSF	22709
TTGX	941291		BBL	20859	BNSF	21528
TTGX	970751		BBL	20860	BNSF	22094
TTGX	971109	01/02/97	BBL	20861		
TTGX	991449		BBL	20862	BNSF	22714
TTGX	971841		BBL	20863	BNSF	22105
TTGX	980228		BBL	20864	BNSF	22317
TTGX	974681		BBL	20865	BNSF	22127
TTGX	993126		BBL	20866	BNSF	22747
TTGX	983125		BBL	20867	BNSF	22541
TTGX	980132		BBL	20868	BNSF	22304
TTGX	971168		BBL	20869	BNSF	22097
TTGX	971994		BBL	20870	BNSF	22107
TTGX	980747		BBL	20871	BNSF	22356
TTGX	975747		BBL	20872	BNSF	22145
TTGX	970555		BBL	20873	BNSF	22089
TTGX	970113		BBL	20874	BNSF	22081
TTGX	980867		BBL	20875	BNSF	22359
TTGX	990430		BBL	20876	BNSF	22607
TTGX	970117		BBL	20877	BNSF	22082
TTGX	978206		BBL	20878	BNSF	22188
TTGX	981619		BBL	20879	BNSF	22431
TTGX	971237		BBL	20880	BNSF	22099
TTGX	979886		BBL	20881	BNSF	22273
TTGX	991583		BBL	20882	BNSF	22715
TTGX	964364		BBL	20883	BNSF	21795
TTGX	971333		BBL	20884	BNSF	22100
TTGX	979132		BBL	20885	BNSF	22239
TTGX	978340		BBL	20886	BNSF	22191
TTGX	965560		BBL	20887	BNSF	21889
TTGX	973313		BBL	20888	BNSF	22111
TTGX	974638		BBL	20889	BNSF	22126
TTGX	978790		BBL	20890	BNSF	22195
TTGX	979485		BBL	20891	BNSF	22256
TTGX	971176		BBL	20892	BNSF	22098
TTGX	981888		BBL	20893	BNSF	22435
TTGX	965436		BBL	20894	BNSF	21873

Initial	Number	Destroyed	Rack Initial	Rack No.	Renumber	
TTGX	978323		BBL	20895	BNSF	22190
TTGX	993032		BBL	20896	BNSF	22736
TTGX	991283		BBL	20897	BNSF	22707
TTGX	990638		BBL	20898	BNSF	22635
TTGX	974602		BBL	20899	BNSF	22125
TTGX	981552		BBL	20900	BNSF	22429
TTGX	992973		BBL	20901	BNSF	22731
TTGX	974009		BBL	20902	BNSF	22120
TTGX	973545		BBL	20903	BNSF	22113
TTGX	970803		BBL	20904	BNSF	22096
TTGX	982237		BBL	20905	BNSF	22488
TTGX	978145		BBL	20906	BNSF	22187
TTGX	978705		BBL	20907	BNSF	22194
TTGX	980679		BBL	20908	BNSF	22354
TTGX	970427		BBL	20909	BNSF	22087
TTGX	973315		BBL	20910	BNSF	22112
TTGX	970768		BBL	20911	BNSF	22095
TTGX	991356		BBL	20912	BNSF	22711
TTGX	981482		BBL	20913	BNSF	22427
TTGX	990241		BBL	20914	BNSF	22579
TTGX	965486		BBL	20915	BNSF	21877
TTGX	983254		BBL	20916	BNSF	22555
TTGX	978077		BBL	20917	BNSF	22184
TTGX	981321		BBL	20918	BNSF	22413
TTGX	980396		BBL	20919	BNSF	22337
TTGX	983018		BBL	20920	BNSF	22526
TTGX	970138		BBL	20921	BNSF	22083
TTGX	971708		BBL	20922	BNSF	22104
TTGX	974807		BBL	20923	BNSF	22128
TTGX	971378		BBL	20924	BNSF	22101
TTGX	965727		BBL	20925	BNSF	21920
TTGX	970250		BBL	20926	BNSF	22084
TTGX	978309		BBL	20927	BNSF	22189
TTGX	965494		BBL	20928	BNSF	21879
TTGX	971940		BBL	20929	BNSF	22106
TTGX	973176		BBL	20930	BNSF	22110
TTGX	965005		BBL	20931	BNSF	21840
TTGX	941688		BBL	20932	BNSF	21570
TTGX	971996		BBL	20933	BNSF	22108
TTGX	978926		BBL	20934	BNSF	22206

Initial	Number	Destroyed	Rack Initial	Rack No.	Renumber	
TTGX	970700		BBL	20935	BNSF	22092
TTGX	979025		BBL	20936	BNSF	22221
TTGX	979164		BBL	20937	BNSF	22245
TTGX	990971		BBL	20938	BNSF	22672
TTGX	970309		BBL	20939	BNSF	22085
TTGX	990987		BBL	20940	BNSF	22676
TTGX	981007		BBL	20941	BNSF	22371
TTGX	970605		BBL	20942	BNSF	22090
TTGX	970497		BBL	20943	BNSF	22088
TTGX	973130		BBL	20944	BNSF	22109
TTGX	978638		BBL	20945	BNSF	22193
TTGX	160475		BBL	20946	BNSF	20767
TTGX	979182		BBL	20947	BNSF	22250
TTGX	979911		BBL	20948	BNSF	22275
TTGX	980829		BBL	20949	BNSF	22358
TTGX	974579		BBL	20950	BNSF	22124
TTGX	980876		BBL	20951	BNSF	22361
TTGX	974055		BBL	20952	BNSF	22121
TTGX	982495		BBL	20953	BNSF	22523
TTGX	981246		BBL	20954	BNSF	22401
TTGX	975692		BBL	20955	BNSF	22135
TTGX	970084		BBL	20956	BNSF	22080
TTGX	971679		BBL	20957	BNSF	22103
TTGX	991076		BBL	20958	BNSF	22687
TTGX	980871		BBL	20959	BNSF	22360
TTGX	970634		BBL	20960	BNSF	22091
TTGX	970361		BBL	20961	BNSF	22086
TTGX	978131		BBL	20962	BNSF	22186
TTGX	978966		BBL	20963	BNSF	22210
TTGX	990819		BBL	20964	BNSF	22658
TTGX	975742		BBL	20965	BNSF	22143
TTGX	970742		BBL	20966	BNSF	22093
TTGX	991268		BBL	20967	BNSF	22705
TTGX	964336		BBL	20968	BNSF	21790
TTGX	980964		BBL	20969	BNSF	22366
TTGX	990710		BBL	20970	BNSF	22643
TTGX	971414		BBL	20971	BNSF	22102
TTGX	993014		BBL	20972	BNSF	22734
TTGX	975724		BBL	20973	BNSF	22137
TTGX	974101		BBL	20974	BNSF	22122

Initial	Number	Destroyed	Rack Initial	Rack No.	Renumber	
TTGX	981377		BBL	20975	BNSF	22418
TTGX	990547		BBL	20976	BNSF	22623
TTGX	990907		BBL	20977	BNSF	22663
TTGX	981441		BBL	20978	BNSF	22422
TTGX	965423		BBL	20979	BNSF	21870
TTGX	991657		BBL	20980	BNSF	22718
TTGX	990808		BBL	20981	BNSF	22656
TTGX	255800		BBL	20982	BNSF	20836
TTGX	976023		BBL	20983	BNSF	22170
TTGX	979767		BBL	20984	BNSF	22258
TTGX	980125		BBL	20985	BNSF	22303
TTGX	991644		BBL	20986	BNSF	22717
TTGX	991601		BBL	20987	BNSF	22716
TTGX	981911		BBL	20988	BNSF	22439