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May 18, 1999

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

RECORDATION NO. 19837-G FILED

JUN 15 '99

10-30AM

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 19837.

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

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

RECORDATION NO. 19837-G FILED

JUN 15 '99 10-30AM

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.



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

RECORDATION NUMBER: 19837

Equipment Description:

Number of Units: 24

Model: SD70MAC

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	9662	BNSF	9662
BN	9667	BNSF	9667
BN	9688	BNSF	9688
BN	9689	BNSF	9689
BN	9690	BNSF	9690
BN	9691	BNSF	9691
BN	9692	BNSF	9692
BN	9693	BNSF	9693
BN	9694	BNSF	9694
BN	9695	BNSF	9695
BN	9696	BNSF	9696
BN	9697	BNSF	9697
BN	9698	BNSF	9698
BN	9700	BNSF	9700
BN	9701	BNSF	9701
BN	9702	BNSF	9702
BN	9703	BNSF	9703
BN	9704	BNSF	9704
BN	9705	BNSF	9705
BN	9706	BNSF	9706
BN	9707	BNSF	9707
BN	9708	BNSF	9708
BN	9709	BNSF	9709
BN	9710	BNSF	9710

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

Certified this 3rd day of June, 1999.



NOTARY PUBLIC

My commission expires: 3-31-2000