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WASHINGTON, D.C.
20006-2973

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RECORDATION NO. 17954 FILED - D
JAN 29 '99 11:30 AM

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

OF COUNSEL
URBAN A. LESTER

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 17954.

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

Counterparts

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

OFFICE OF THE SECRETARY

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

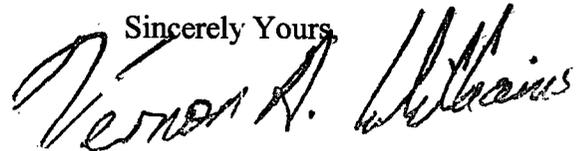
Dear Sir:

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

11301 and CFR 1177.3 (c), on 1/29/99 at 11:30 AM, and

assigned recordation numbers (s): 22004, 22005, 22005-A, 22006, 22006-A, 22006-B,
22006-C, 8759-J, 9026-I, 9777-E, 10361-G, 16132-C,
17953-D, 17954-D, 18066-P, 18190-B, 18436-B,
and 20266-A.

Sincerely Yours



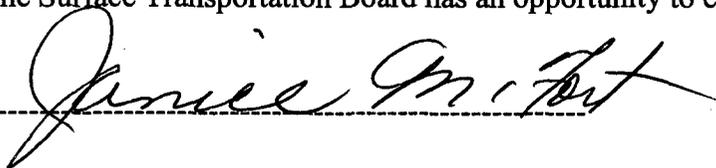
Vernon A. Williams

Enclosure(s) (18)

468.00

\$ _____ 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

December 22, 1998 RECORDATION NO. 17954-1 FILED

DEC 29 '99 11:30 AM

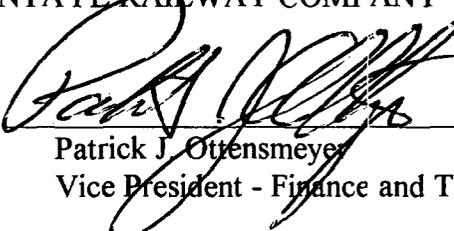
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

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

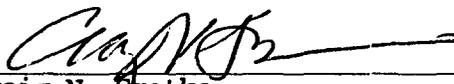
By: 
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

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.

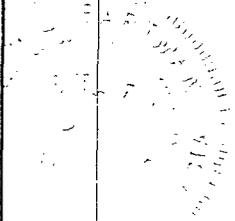



Craig N. Smetko
Notary Public
My Commission Expires 01/12/99
Residing in Cook County, Illinois

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 December 22, 1998 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 27th day of January, 1999.



Kim L. Bartman

NOTARY PUBLIC

My commission expires: 3-31-2000

RECORDATION NUMBER: 17954

Equipment Description:

Number of Units: seven (7)
Model: Reman. switch power units

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	6264	BNSF	6264
BN	6265	BNSF	6265
BN	6266	BNSF	6266
BN	6267	BNSF	6267
BN	6268	BNSF	6268
BN	6269	BNSF	6269
BN	6270	BNSF	6270

RECORDATION NUMBER: 17954

Equipment Description:

Number of Units: eleven (11)
Model: Reman. switch booster units

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	6289	BNSF	6289
BN	6290	BNSF	6290
BN	6291	BNSF	6291
BN	6292	BNSF	6292
BN	6293	BNSF	6293
BN	6294	BNSF	6294
BN	6295	BNSF	6295
BN	6296	BNSF	6296
BN	6297	BNSF	6297
BN	6298	BNSF	6298
BN	6299	BNSF	6299