

RECORDATION NO. 12687-F FILED  
FEB 2 '99 7:51-15 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

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 12687.

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

*Casey [unclear]*

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

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St. NW., Ste. 200  
Washington, DC., 20006-2973

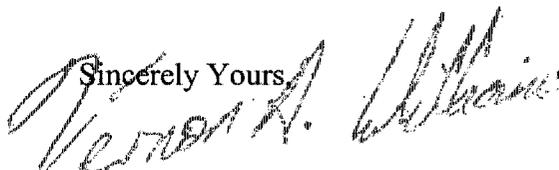
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 2/2/99 at 1:15PM, and

assigned recordation numbers (s): 14203-A, 15816-A, 18140-A, 19532-G,  
19532-H, 19532-I, 9588-D, 10534-T, 11188-J,  
11444-L, 12644-I, 12687-E, 13628-F, 16095-K,  
and 18284- K

Should have  
been "F."  
TMS

Sincerely Yours

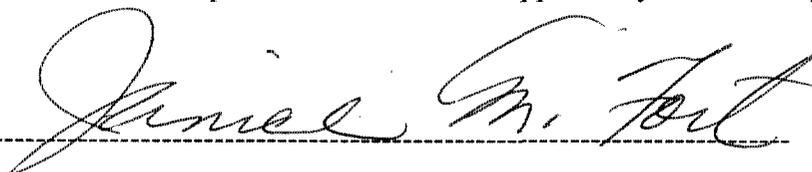


Vernon A. Williams

Enclosure(s)  
390.00

\$\_\_\_\_\_ 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. 12687-F  
FILED

FEB 2 '99

TS  
1-15 PM

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 23<sup>rd</sup> 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

Equipment Description:

Number of Units: fourteen (14)  
Model: C30-7

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	5127	BNSF	5127
BN	5128	BNSF	5128
BN	5129	BNSF	5129
BN	5130	BNSF	5130
BN	5131	BNSF	5131
BN	5132	BNSF	5132
BN	5133	BNSF	5133
BN	5134	BNSF	5134
BN	5135	BNSF	5135
BN	5136		
BN	5137	BNSF	5137
BN	5138	BNSF	5138
BN	5139	BNSF	5139
BN	5140	BNSF	5140
BN	5141	BNSF	5141

Casualty: BN 5136

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: 12687**

Equipment Description:

Number of Units: thirty-nine (39)  
Model: GP39-2

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	2700	BNSF	2700
BN	2701	BNSF	2701
BN	2702	BNSF	2702
BN	2703	BNSF	2703
BN	2704	BNSF	2704
BN	2705	BNSF	2705
BN	2706	BNSF	2706
BN	2707	BNSF	2707
BN	2708	BNSF	2708
BN	2709	BNSF	2709
BN	2710	BNSF	2710
BN	2711	BNSF	2711
BN	2712	BNSF	2712
BN	2713	BNSF	2713
BN	2714	BNSF	2714
BN	2715	BNSF	2715
BN	2716	BNSF	2716
BN	2717	BNSF	2717
BN	2718	BNSF	2718
BN	2719	BNSF	2719
BN	2720	BNSF	2720
BN	2721	BNSF	2721
BN	2722	BNSF	2722
BN	2723	BNSF	2723
BN	2724	BNSF	2724
BN	2725	BNSF	2725
BN	2726	BNSF	2726
BN	2727	BNSF	2727
BN	2728	BNSF	2728
BN	2729		
BN	2730	BNSF	2730
BN	2731	BNSF	2731
BN	2732	BNSF	2732
BN	2733	BNSF	2733
BN	2734	BNSF	2734
BN	2735	BNSF	2735
BN	2736	BNSF	2736
BN	2737	BNSF	2737
BN	2738	BNSF	2738
BN	2739	BNSF	2739

Casualty: BN 2729