

RECORDATION NO. 10255-G FILED
JAN 27 '99 1-30PM

ALVORD AND ALVORD
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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 10255.

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

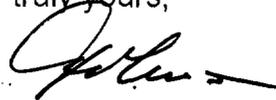
A description of the railroad equipment covered by the enclosed document is:

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

Courtesy of Betty Johnson

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

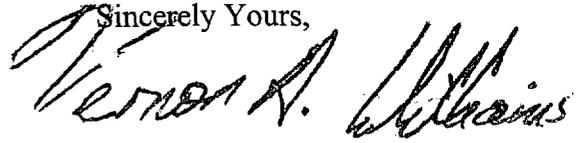
OFFICE OF THE SECRETARY

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 1/27/99 at 1:30 PM ✓, and
assigned recordation numbers (s): 9445-E, 10255-G and 17031-F.

Sincerely Yours,

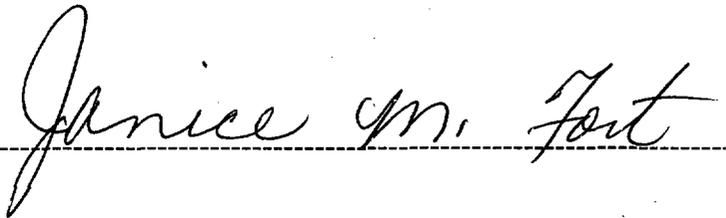


Vernon A. Williams

Enclosure(s)
78.00

\$_____ 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 Meak Drive
Fort Worth, Texas 76131

RECORDATION NO. 102556 FILED

JAN 27 '99

1-30PM

December 22, 1998

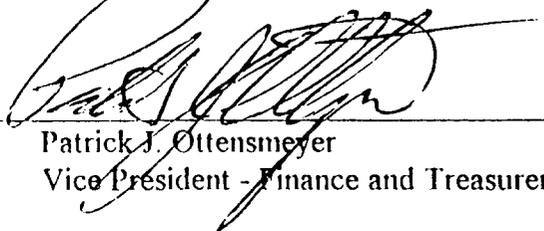
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

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: 10255

Equipment Description:

Number of Units: 25

Model: C307

**Old Reporting Mark
and Road Numbers**

BN	5001
BN	5002
BN	5003
BN	5004
BN	5005
BN	5006
BN	5007

**New Reporting Mark
and Road Numbers**

BNSF	5001
BNSF	5002
BNSF	5003
BNSF	5004
BNSF	5005
BNSF	5006
BNSF	5007

BN	5582
BN	5583
BN	5584
BN	5585
BN	5586
BN	5587
BN	5588
BN	5589
BN	5590
BN	5591
BN	5592
BN	5593
BN	5594
BN	5595
BN	5596
BN	5597
BN	5598
BN	5599

BNSF	5582
BNSF	5583
BNSF	5584
BNSF	5585
BNSF	5586
BNSF	5587
BNSF	5588
BNSF	5589
BNSF	5590
BNSF	5591
BNSF	5592
BNSF	5593
BNSF	5594
BNSF	5595
BNSF	5596
BNSF	5597
BNSF	5598
BNSF	5599

RECORDATION NUMBER:

10255 continued

Equipment Description:

Number of Units: 40

Model: SD402

BN	7161	BNSF	7161
BN	7162	BNSF	7162
BN	7163	BNSF	7163
BN	7164	BNSF	7164
BN	7165	BNSF	7165
BN	7166	BNSF	7166
BN	7889	BNSF	7889
BN	7890	BNSF	7890
BN	7891	BNSF	7891
BN	7892	BNSF	7892
BN	7893	BNSF	7893
BN	7894	BNSF	7894
BN	7895	BNSF	7895
BN	7896	BNSF	7896
BN	7897	BNSF	7897
BN	7898	BNSF	7898
BN	7899		
BN	7900	BNSF	7900
BN	7901	BNSF	7901
BN	7902	BNSF	7902
BN	7903	BNSF	7903
BN	7904	BNSF	7904
BN	7905	BNSF	7905
BN	7906	BNSF	7906
BN	7907		
BN	7908	BNSF	7908
BN	7909	BNSF	7909
BN	7910	BNSF	7910
BN	7911	BNSF	7911
BN	7912	BNSF	7912
BN	7913	BNSF	7913
BN	7914	BNSF	7914
BN	7915	BNSF	7915
BN	7916	BNSF	7916
BN	7917		
BN	7918	BNSF	7918
BN	7919	BNSF	7919
BN	7920	BNSF	7920
BN	7921	BNSF	7921
BN	7923	BNSF	7923

Casualties:

BN 7899 BN 7907 BN 7917