

RECORDATION NO. 9445-E FILED

JAN 27 '99

1-30PM

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ATTORNEYS AT LAW
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20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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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 9445.

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

C. Quentin Smith - Betty Johnson

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

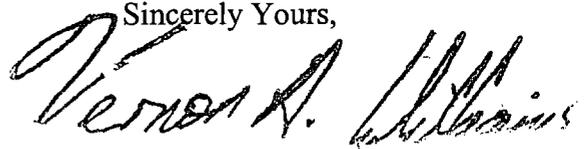
OFFICE OF THE SECRETARY

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 Menk Drive
Fort Worth, Texas 76131

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JAN 27 '99 1-30PM

December 22, 1998

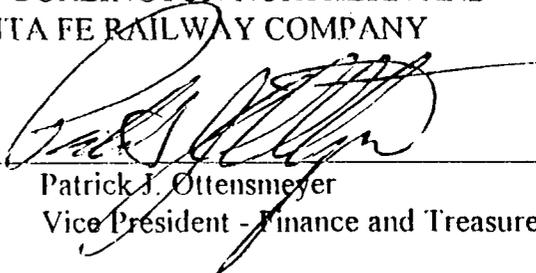
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

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: 9445

Equipment Description:

Number of Units: 49

Model: SD402

**Old Reporting Mark
and Road Numbers**

BN 7063
BN 7064
BN 7065
BN 7066
BN 7067
BN 7068
BN 7069
BN 7070
BN 7071
BN 7072
BN 7073
BN 7074

BN 7832
BN 7833
BN 7834
BN 7835
BN 7836
BN 7837
BN 7838
BN 7839
BN 7840
BN 7841
BN 7842
BN 7843
BN 7844
BN 7845
BN 7846
BN 7847
BN 7848
BN 7849
BN 7850
BN 7851
BN 7852
BN 7853
BN 7854

**New Reporting Mark
and Road Numbers**

BNSF 7063
BNSF 7064
BNSF 7065
BNSF 7066
BNSF 7067
BNSF 7068
BNSF 7069
BNSF 7070
BNSF 7071
BNSF 7072
BNSF 7073
BNSF 7074

BNSF 7832
BNSF 7833
BNSF 7834
BNSF 7835
BNSF 7836
BNSF 7837
BNSF 7838
BNSF 7839
BNSF 7840
BNSF 7841
BNSF 7842
BNSF 7843
BNSF 7844
BNSF 7845
BNSF 7846
BNSF 7847
BNSF 7848
BNSF 7849
BNSF 7850
BNSF 7851
BNSF 7852
BNSF 7853
BNSF 7854

RECORDATION NUMBER:

9445 continued

BN	7855	BNSF	7855
BN	7856	BNSF	7856
BN	7857	BNSF	7857
BN	7858	BNSF	7858
BN	7859	BNSF	7859
BN	7860	BNSF	7860
BN	7861	BNSF	7861
BN	7862	BNSF	7862
BN	7863	BNSF	7863
BN	7864	BNSF	7864
BN	7865	BNSF	7865
BN	7866	BNSF	7866
BN	7867	BNSF	7867
BN	7868	BNSF	7868

Equipment Description:

Number of Units: 22

Model: C307

BN	5545	BNSF	5545
BN	5546	BNSF	5546
BN	5547	BNSF	5547
BN	5548	BNSF	5548
BN	5549	BNSF	5549
BN	5550	BNSF	5550
BN	5551	BNSF	5551
BN	5552	BNSF	5552
BN	5553	BNSF	5553
BN	5554	BNSF	5554
BN	5555	BNSF	5555
BN	5556	BNSF	5556
BN	5557	BNSF	5557
BN	5558	BNSF	5558
BN	5559	BNSF	5559
BN	5560	BNSF	5560
BN	5561	BNSF	5561
BN	5562	BNSF	5562
BN	5563	BNSF	5563
BN	5564	BNSF	5564
BN	5565	BNSF	5565
BN	5566	BNSF	5566