

RECORDATION NO. 10534-T FILED

FEB 2 '99

1-15 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

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 10534.

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

Adventy Part -

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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December 22, 1998

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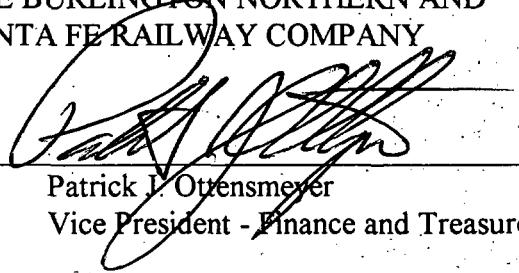
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

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: 

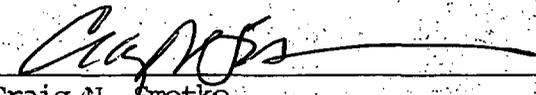
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

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

RECORDATION NUMBER: 10534

Equipment Description:

Number of Units: thirty-nine (39)
Model: SD40-2

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	7167	BNSF	7167
BN	7168	BNSF	7168
BN	7169	BNSF	7169
BN	7170	BNSF	7170
BN	7171	BNSF	7171
BN	7172	BNSF	7172
BN	7173	BNSF	7173
BN	7174	BNSF	7174
BN	7175	BNSF	7175
BN	7176	BNSF	7176
BN	7177	BNSF	7177
BN	7178	BNSF	7178
BN	7179	BNSF	7179
BN	7180	BNSF	7180
BN	7181	BNSF	7181
BN	7182	BNSF	7182
BN	7183	BNSF	7183
BN	7184	BNSF	7184
BN	7185	BNSF	7185
BN	7186	BNSF	7186
BN	7187	BNSF	7187
BN	7188	BNSF	7188
BN	7189	BNSF	7189
BN	7190	BNSF	7190
BN	7191	BNSF	7191
BN	7192	BNSF	7192
BN	7193	BNSF	7193
BN	7194	BNSF	7194
BN	7195	BNSF	7195
BN	7196	BNSF	7196
BN	7197	BNSF	7197
BN	7198	BNSF	7198
BN	7199	BNSF	7199
BN	7200	BNSF	7200
BN	7201	BNSF	7201
BN	7202	BNSF	7202
BN	7203	BNSF	7203
BN	7204	BNSF	7204
BN	7205	BNSF	7205

Equipment Description:

Number of Units: thirty-four (34)

Model: C30-7

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	5013	BNSF	5013
BN	5014	BNSF	5014
BN	5015	BNSF	5015
BN	5016	BNSF	5016
BN	5017	BNSF	5017
BN	5018	BNSF	5018
BN	5019	BNSF	5019
BN	5020	BNSF	5020
BN	5021	BNSF	5021
BN	5022	BNSF	5022
BN	5023	BNSF	5023
BN	5024	BNSF	5024
BN	5025	BNSF	5025
BN	5026	BNSF	5026
BN	5027	BNSF	5027
BN	5028	BNSF	5028
BN	5029	BNSF	5029
BN	5030	BNSF	5030
BN	5031	BNSF	5031
BN	5032	BNSF	5032
BN	5033	BNSF	5033
BN	5034	BNSF	5034
BN	5035	BNSF	5035
BN	5036	BNSF	5036
BN	5037	BNSF	5037
BN	5038	BNSF	5038
BN	5039	BNSF	5039
BN	5040	BNSF	5040
BN	5041	BNSF	5041
BN	5042	BNSF	5042
BN	5043	BNSF	5043
BN	5044	BNSF	5044
BN	5045	BNSF	5045
BN	5046	BNSF	5046

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

OFFICE OF THE SECRETARY

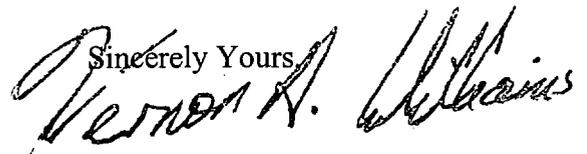
Robert W. Alvord
Alvord And Alvord
918 Sixteenth St. NW., Ste. 200
Washington, DC., 20006-2973

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

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 _____

