RECORDATION NO. 20266-A FILED

JAN 29 '99 11-30AM

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 28, 1999

Counterparts

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 January 26, 1999, 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 20266

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

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

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

Direct Dial (817) 352-2202
Facsimile (817) 352-2279

RECORDATION NO. 20266-A FILED

JAN 29 '99 11-30AM

January 26, 1999

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 and/or rail cars 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 26TH day of January, 1999, 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 January 26, 1999, 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.

Dorothy V. Schaetzle
Dorothy V. Schaetzle
Notary Public
My Commission Expires: 11/20/2000

OFFICIAL SEAL
DOROTHY V SCHAETZLE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/20/00

F:\CNS\DOC\0875.SAM

RECORDATION NUMBER: 20266

Equipment Description:

Number of Units: three hundred thirty-two (332)
Model: coil steel gondola cars

Old Reporting Mark and Road Numbers		New Reporting Mark and Road Numbers	
BN	686533	BNSF	529389
BN	686534	BNSF	529390
BN	686535	BNSF	529391
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BN	686862	BNSF	529718
BN	686863	BNSF	529719
BN	686864	BNSF	529720

RECORDATION NUMBER: 20266

Equipment Description:

Number of Units: ninety (90)
Model: drop bottom ore cars

Old Reporting Mark and Road Numbers		New Reporting Mark and Road Numbers	
BN	98100	BNSF	600951
BN	98101	BNSF	600952
BN	98102	BNSF	600953
BN	98103	BNSF	600954
BN	98104	BNSF	600955
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BN	98111	BNSF	600962
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