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RECORDATION NO. 16942-C FILED
FEB 17 '99 3-45 PM

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

OF COUNSEL
URRAN 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 16942

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

Betty Johnson
Chesster

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

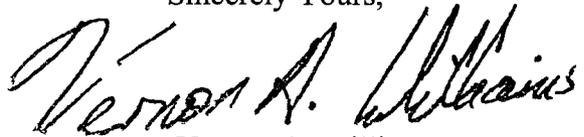
OFFICE OF THE SECRETARY

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 2/17/99 at 3:45 PM, and
assigned recordation numbers (s): 22029, 9882-M, 14513-C, 16942-C, 17405-D,
19026-A, 21863-B and 21864-A.

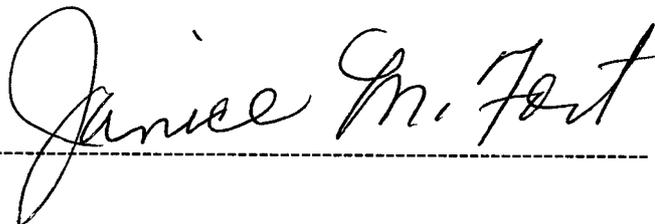
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
208.00

\$_____ 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-----



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: 16942

Equipment Description:

Number of Units. three (3)
Model: GP60M

**Old Reporting Mark
and Road Numbers**

ATSF 160
ATSF 161
ATSF 162

**New Reporting Mark
and Road Numbers**

BNSF 160
BNSF 161
BNSF 162