

RECORDATION NO. 17673 FILED

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

FEB 5 '99

11-30 AM

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

20006-2973

OF COUNSEL
URBAN A. FOSTER

(202) 393-2266

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January 28, 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 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 17673.

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

John
Countryman

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

OFFICE OF THE SECRETARY

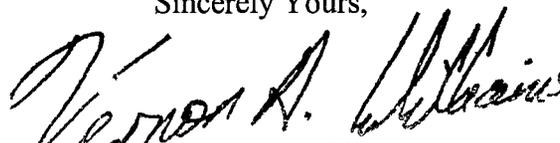
Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/5/99 at 11:30AM, and

assigned recordation numbers (s): 11500-J, 12755-G, 12755-H, 12755-I, 12755-J,
17562-D, 17673-C, 19609-G, 19609-H, 19609-I,
19609-J, 19609-K, 19609-L and 21303-D

Sincerely Yours,


Vernon A. Williams

Enclosure(s)

364.00 (Charged to STB Account-22257)

\$_____ 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. 17673-4 FILED

January 26, 1999

FEB 5 '99

11-30 AM

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.

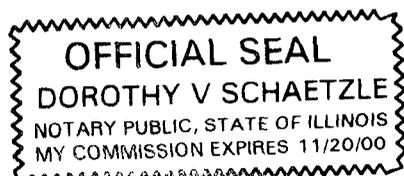
THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

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. Schaezle
Notary Public
My Commission Expires: 11/20/2000

RECORDATION NUMBER: 17673

Equipment Description:

Number of Units
Model.

thirty-six (36)
SD60 EMD

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	1991	BNSF	1991
BN	9264	BNSF	9264
BN	9265	BNSF	9265
BN	9266	BNSF	9266
BN	9267	BNSF	9267
BN	9268	BNSF	9268
BN	9269	BNSF	9269
BN	9270	BNSF	9270
BN	9271	BNSF	9271
BN	9272	BNSF	9272
BN	9273	BNSF	9273
BN	9274	BNSF	9274
BN	9275	BNSF	9275
BN	9276	BNSF	9276
BN	9277	BNSF	9277
BN	9278	BNSF	9278
BN	9279	BNSF	9279
BN	9280	BNSF	9280
BN	9281	BNSF	9281
BN	9282	BNSF	9282
BN	9283	BNSF	9283
BN	9284	BNSF	9284
BN	9285	BNSF	9285
BN	9286	BNSF	9286
BN	9287	BNSF	9287
BN	9288	BNSF	9288
BN	9289	BNSF	9289
BN	9290	BNSF	9290
BN	9291	BNSF	9291
BN	9292	BNSF	9292
BN	9293	BNSF	9293
BN	9294	BNSF	9294
BN	9295	BNSF	9295
BN	9296	BNSF	9296
BN	9297	BNSF	9297
BN	9298	BNSF	9298

Equipment Description:

Number of Units seventeen (17)
Model GP39 EMD

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	2762	BNSF	2752
BN	2763	BNSF	2753
BN	2764	BNSF	2754
BN	2765	BNSF	2755
BN	2766	BNSF	2756
BN	2767	BNSF	2757
BN	2768	BNSF	2758
BN	2769	BNSF	2759
BN	2770	BNSF	2760
BN	2771	BNSF	2761
BN	2772	BNSF	2762
BN	2773	BNSF	2763
BN	2774	BNSF	2764
BN	2775	BNSF	2765
BN	2776	BNSF	2766
BN	2777	BNSF	2767
BN	2778	BNSF	2768

Equipment Description:

Number of Units twenty (20)
Model Doublestack freight cars

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	64050	BNSF	240000
BN	64051	BNSF	240001
BN	64052	BNSF	240002
BN	64053	BNSF	240003
BN	64054	BNSF	240004
BN	64055	BNSF	240005
BN	64056	BNSF	240006
BN	64057	BNSF	240007
BN	64058	BNSF	240008
BN	64059	BNSF	240009
BN	64060	BNSF	240010
BN	64061	BNSF	240011
BN	64062	BNSF	240012
BN	64063	BNSF	240013
BN	64064	BNSF	240014

BN	64065	BNSF	240015
BN	64066	BNSF	240016
BN	64067	BNSF	240017
BN	64068	BNSF	240018
BN	64069	BNSF	240019