

RECORDATION NO. 17721-B FILED
JAN 26 '99 11-10AM

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

OF COUNSEL
URBAN 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 17721.

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

Alvord
Counterparts -

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

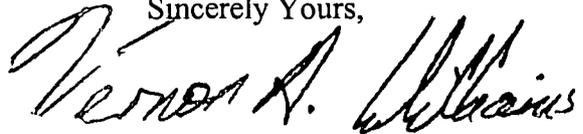
OFFICE OF THE SECRETARY

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 1/26/99 at 11:10AM, and
assigned recordation numbers (s): 9092-F, 15688-B, 15724-A, 16235-C, 16878-A,
16943-C, 17102-A, 17427-A, 17721-B, 17825-J,
18162-A, 18766-A, 19518-I, 19615-E and 19616-E.

Sincerely Yours,

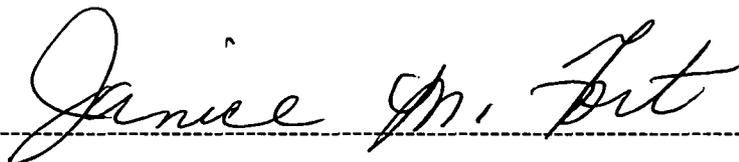


Vernon A. Williams

Enclosure(s)

\$_____ 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

RECORDATION NO. 17721-B FILED

December 22, 1998

JAN 26 '99

11-10 AM

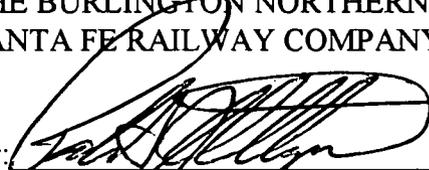
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

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 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

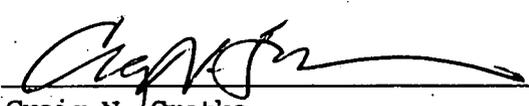
By: 
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

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: 17721

Equipment Description:

Number of Units: forty (40)
Model: C408W

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	801	BNSF	801
ATSF	803	BNSF	803
ATSF	805	BNSF	805
ATSF	807	BNSF	807
ATSF	809	BNSF	809
ATSF	811	BNSF	811
ATSF	813	BNSF	813
ATSF	815	BNSF	815
ATSF	817	BNSF	817
ATSF	819	BNSF	819
ATSF	821	BNSF	821
ATSF	823	BNSF	823
ATSF	825	BNSF	825
ATSF	827	BNSF	827
ATSF	829	BNSF	829
ATSF	831	BNSF	831
ATSF	833	BNSF	833
ATSF	835	BNSF	835
ATSF	837	BNSF	837
ATSF	839	BNSF	839
ATSF	841	BNSF	841
ATSF	843	BNSF	843
ATSF	845	BNSF	845
ATSF	847	BNSF	847
ATSF	849	BNSF	849
ATSF	851	BNSF	851
ATSF	853	BNSF	853
ATSF	854	BNSF	854
ATSF	855	BNSF	855
ATSF	856	BNSF	856

RECORDATION NUMBER: 17721

ATSF	857	BNSF	857
ATSF	858	BNSF	858
ATSF	859	BNSF	859
ATSF	860	BNSF	860
ATSF	861	BNSF	861
ATSF	862	BNSF	862
ATSF	863	BNSF	863
ATSF	864	BNSF	864
ATSF	865	BNSF	865
ATSF	866	BNSF	866