

BNSF



CRAIG N. SMETKO
Senior General Attorney

The Burlington Northern and Santa Fe Railway Company

Law Department
1700 East Golf Road
Schaumburg, Illinois 60173-5860

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RECORDATION NO. 16621-# FILED

NOV 25 '98

10-20 AM

November 24, 1998

NOV 25 10 20 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterpart - Kim Bartman

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

Re: Statement of New Reporting Marks and Road Numbers for
STB Recordation No 16621, an Equipment Lease Agreement,
and STB Recordation No. 16621-B, a Trust Indenture and
Security Agreement

Dear Mr. Williams.

I am enclosing an original and nine verified copies of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

This document is a Statement of New Road Numbers, a secondary document, dated November 24, 1998. The primary document to which this is connected, an Equipment Lease Agreement, was recorded under Recordation No. 16621 on November 22, 1989.

The names and addresses of the parties to the Lease transaction are:

Lessor: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111
ATTN: Corporate Trust Department

Lessee: The Burlington Northern and Santa Fe Railway Company
(f/k/a Burlington Northern Railroad Company)
2650 Lou Menk Drive
Fort Worth, Texas 76131

Mr Vernon A. Williams, Secretary
Surface Transportation Board
November 24, 1998
Page 2

This document is also connected to a secondary document (relating to the same primary document), a Trust Indenture and Security Agreement, which was recorded under Recordation No. 16621-B on November 22, 1989.

The names and addresses of the parties to the Indenture transaction are:

Owner Trustee: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111
ATTN: Corporate Trust Department

Indenture Trustee: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
P O. Box 2258
Baltimore, Maryland 21203
ATTN: Corporate Trust Department

A fee of \$26.00 is enclosed Please return to the undersigned the extra copies not needed by the Board for recordation.

A short summary of the document to appear in the index follows:

Statement of New Road Numbers dated November 24, 1998 to reflect a change in numbers with respect to equipment described on Exhibit A of said document (amendment to STB Recordation No. 16621, an Equipment Lease Agreement, and STB Recordation No. 16621-B, a Trust Indenture and Security Agreement, both recorded on November 22, 1989)

Very truly yours,



Craig N. Smetko
Senior General Attorney

/ds
Encs

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

OFFICE OF THE SECRETARY

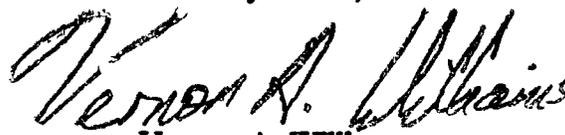
DATE: 11/25/98

Craig N. Smetko
The Burlington Northern and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 11/25/98 at 10:20AM, and assigned recordation number(s). 16621-H, 17026-G, 17030-D, 18619-D and 18999-G.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s) (5)

\$ 130.00 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
*Assistant Vice President - Finance
and Treasurer*

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

November 17, 1998

RECORDATION NO. 16621-H FILED
NOV 25 '98 10-20 AM

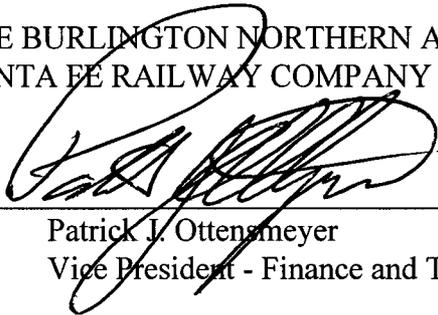
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re. Statement of Change in Reporting Marks and Road Numbers for
STB Recordation No. 16621 (Equipment Lease Agreement), and
STB Recordation No. 16621-B (Trust Indenture and Security
Agreement), both dated November 22, 1989

Dear Mr. Secretary:

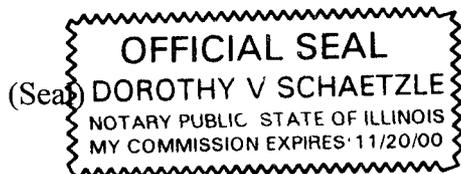
Please be advised that the reporting marks and road numbers of the cars identified in the
attached schedule have been changed as set forth therein. This change pertains to STB
Recordation No. 16621, an Equipment Lease Agreement, and STB Recordation No. 16621-B, a
Trust Indenture and Security Agreement, both recorded on November 22, 1989.

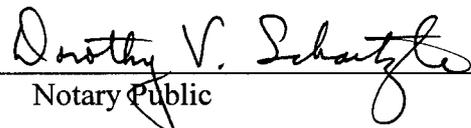
THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

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

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 24TH day of November, 1998, before me personally appeared Patrick J.
Ottensmeyer to me personally known, 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 and sealed on November 24, 1998, on behalf of said corporation
by authority of its Board of Directors; and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.




Notary Public

SCHEDULE A

STB Recordation No. 16621 (Equipment Lease Agreement)

STB Recordation No. 16621-B (Trust Indenture and Security Agreement)

<u>Old Marking</u>	<u>New Marking</u>
BN 20242	BNSF 23108
BN 20250	BNSF 23153
BN 20244	BNSF 23156
BN 20257	BNSF 23192
BN 20265	BNSF 23216
BN 20226	BNSF 23225
BN 20271	BNSF 23307