RECORDATION NO. 9172-H FILED

JUN 2 '99 1-10 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

May 18, 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 9172.

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

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

9172-H

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.

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

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

EL: CNS\DOC\0875.SAM

District of Columbia)
) ss:
City of Washington)

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 January 26, 1999 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 19th day of May, 1999.

Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000

Initial	Number	Destroyed	Renumber	
BN	528050		BNSF	635539
BN	528051		BNSF	635540
BN	528053		BNSF	635541
BN	528054		BNSF	635542
BN	528055		BNSF	635543
BN	528056		BNSF	635544
BN	528058		BNSF	635545
BN	528059		BNSF	635546
BN	528060		BNSF	635547
BN	528063		BNSF	635548
BN	528064		BNSF	635549
BN	528065		BNSF	635550
BN	528067		BNSF	635551
BN	528069		BNSF	635552
BN	528071		BNSF	635553
BN	528072		BNSF	635554
BN	528074		BNSF	635555
BN	528075		BNSF	635556
BN	528079		BNSF	635557
BN	528080		BNSF	635558
BN	528082	12/31/97	BNSF	635559
BN	528083		BNSF	635560
BN	528084		BNSF	635561
BN	528085		BNSF	635562
BN	528086		BNSF	635563
BN	528087		BNSF	635564
BN	528090		BNSF	635565
BN	528091		BNSF	635566
BN	528092		BNSF	635567
BN	528094		BNSF	635568
BN	528095		BNSF	635569
BN	528099		BNSF	635570
BN	528100		BNSF	635571
BN	528102		BNSF	635572
BN	528103		BNSF	635573
BN	528105		BNSF	635574
BN	528106		BNSF	635575
BN	528107		BNSF	635576
BN	528112		BNSF	635577
BN	528113		BNSF	635578

Initial	Number	Destroyed	Renumber	
BN	528114		BNSF	635579
BN	528115		BNSF	635580
BN	528117		BNSF	635581
BN	528118		BNSF	635582
BN	528119		BNSF	635583
BN	528123		BNSF	635584
BN	528126		BNSF	635585
BN	528127		BNSF	635586
BN	528129		BNSF	635587
BN	528131		BNSF	635588
BN	528133		BNSF	635589
BN	528134		BNSF	635590
BN	528135		BNSF	635591
BN	528138		BNSF	635592
BN	528140		BNSF	635593
BN	528143		BNSF	635594
BN	528144		BNSF	635595
BN	528146		BNSF	635596
BN	528147		BNSF	635597
BN	528148		BNSF	635598
BN	528149		BNSF	635599
BN	528150		BNSF	635600
BN	528151		BNSF	635601
BN	528152		BNSF	635602
BN	528153		BNSF	635603
BN	528154		BNSF	635604
BN	528155		BNSF	635605
BN	528157		BNSF	635606
BN	528159		BNSF	635607
BN	528160		BNSF	635608
BN	528161	12/31/97	BNSF	635609
BN	528163		BNSF	635610
BN	528164		BNSF	635611
BN	528165		BNSF	635612
BN	528166		BNSF	635613
BN	528167		BNSF	635614
BN	528168		BNSF	635615
BN	528171		BNSF	635616
BN	528173		BNSF	635617
BN	528174		BNSF	635618

Initial	Number	Destroyed	Renumber	
BN	528175		BNSF	635619
BN	528176		BNSF	635620
BN	528180		BNSF	635621
BN	528182		BNSF	635622
BN	528183		BNSF	635623
BN	528185		BNSF	635624
BN	528186		BNSF	635625
BN	528187		BNSF	635626
BN	528189		BNSF	635627
BN	528191		BNSF	635628
BN	528195		BNSF	635629
BN	528202		BNSF	635630
BN	528203		BNSF	635631
BN	528204		BNSF	635632
BN	528205		BNSF	635633
BN	528207		BNSF	635634
BN	528208		BNSF	635635
BN	528213		BNSF	635636
BN	528217		BNSF	635637
BN	528221		BNSF	635638
BN	528222		BNSF	635639
BN	528227		BNSF	635640
BN	528228		BNSF	635641
BN	528229		BNSF	635642
BN	528231		BNSF	635643
BN	528234		BNSF	635644
BN	528238		BNSF	635645
BN	528240		BNSF	635646
BN	528241		BNSF	635647
BN	528243		BNSF	635648
BN	528244		BNSF	635649
BN	528245		BNSF	635650
BN	528247		BNSF	635651
BN	528250		BNSF	635652
BN	528252		BNSF	635653
BN	528253		BNSF	635654
BN	528254		BNSF	635655
BN	528255		BNSF	635656
BN	528256		BNSF	635657
BN	528257		BNSF	635658

Initial	Number	Destroyed	Renumber	
BN	528258		BNSF	635659
BN	528260		BNSF	635660
BN	528261		BNSF	635661
BN	528263		BNSF	635662
BN	528264		BNSF	635663
BN	528265		BNSF	635664
BN	528266		BNSF	635665
BN	528269		BNSF	635666
BN	528270		BNSF	635667
BN	528272		BNSF	635668
BN	528273		BNSF	635669
BN	528274		BNSF	635670
BN	528279		BNSF	635671
BN	528282		BNSF	635672
BN	528285		BNSF	635673
BN	528286		BNSF	635674
BN	528287		BNSF	635675
BN	528288		BNSF	635676
BN	528289		BNSF	635677
BN	528290		BNSF	635678
BN	528291		BNSF	635679
BN	528292		BNSF	635680
BN	528295		BNSF	635681
BN	528297		BNSF	635682
BN	528298		BNSF	635683
BN	528303		BNSF	635684
BN	528304		BNSF	635685
BN	528305		BNSF	635686
BN	528306		BNSF	635687
BN	528307		BNSF	635688
BN	528308		BNSF	635689
BN	528310		BNSF	635690
BN	528311		BNSF	635691
BN	528312		BNSF	635692
BN	528316		BNSF	635693
BN	528318		BNSF	635694
BN	528320		BNSF	635695