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

OF COUNSEL  
URBAN A. LESTER

May 18, 1999

RECORDATION NO. 19502-G FILED

MAY 20 '99

11-45AM

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 19502.

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

January 26, 1999

RECORDATION NO. **19502-G** FILED  
MAY 20 '99 11-45AM

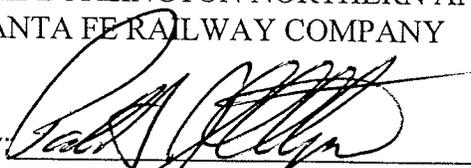
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution  
Washington, DC 20423

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

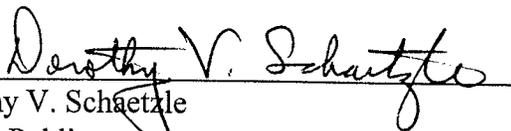
By:   
Patrick J. Ottensmeyer  
Vice President - Finance and Treasurer

STATE OF ILLINOIS        )  
                                  ) SS:  
COUNTY OF COOK        )

On this 26<sup>TH</sup> 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. Schaetzle  
Notary Public  
My Commission Expires: 11/20/2000

**RECORDATION NUMBER: 19502**

Equipment Description:

Number of Units: eight (8)  
Model: SD70MAC Locomotives

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	9565	BNSF	9565
through		through	
BN	9570	BNSF	9570
BN	9582	BNSF	9582
BN	9583	BNSF	9583

Equipment Description:

Number of Units: one hundred twenty (120)  
Model: Rapid Discharge Coal Cars

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	555000	BNSF	699600
BN	555001	BNSF	650001
through		through	
BN	555118	BNSF	650118
BN	555119	BNSF	650000

Equipment Description:

Number of Units: seven hundred nineteen (719)  
Model: Rotary Dump Coal Cars

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	535700	BNSF	667259
through		through	
BN	536411	BNSF	667970
BN	536412	BNSF	699117
through		through	
BN	536419	BNSF	699124

Casualty: BN 535748