

No. **C 42068****Due no later than Mar 31, 2001
Annual Report Form**2. Registered Agent and Office **NO PO BOX**Return to:
SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable

BURLINGTON NORTHERN AND SANTA FE RA

2500 LOU MENK DR
PO BOX 961101
FORT WORTH, TX 76161 0101C T CORPORATION SYSTEM
300 N. 6TH STREET

BOISE, ID 83701

**NO FILING FEE IF
RECEIVED BY DUE DATE**3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

Office held	Name	Street or P.O. Address	City	State	Zip
Pres. & CEO	Matthew K. Rose	2650 Lou Menk Dr.	Ft. Worth	TX	76131
Secretary	Marsha K. Morgan	2650 Lou Menk Dr.	Ft. Worth	TX	76131
See Attached					

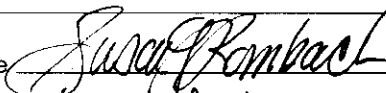
5. Organized Under the Laws of:

DELAWARE
C 42068

6.

Signature

Name (Typed or Printed)


 Susan A. Rombach

Date

Title:

XXXX

3/26/2001

Asst. Secretary

Send with Annual Report

Directors of
The Burlington Northern and Santa Fe Railway Company

1. Robert D. Krebs
2650 Lou Menk Drive
Fort Worth, TX 76131-2830
2. Matthew K. Rose
2650 Lou Menk Drive
Fort Worth, TX 76131-2830
3. Thomas N. Hund
2500 Lou Menk Drive
Fort Worth, TX 76131-2830
4. Jeffrey R. Moreland
2650 Lou Menk Drive
Fort Worth, TX 76131-2830

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Officers of
The Burlington Northern and Santa Fe Railway Company

- | | | |
|-----|---|--|
| 1. | Robert D. Krebs
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Chairman |
| 2. | Matthew K. Rose
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | President & Chief Executive Officer |
| 3. | Jeffrey R. Moreland
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Senior VP - Law & Chief of Staff |
| 4. | Charles L. Schultz
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Exec. VP - Chief Marketing Officer |
| 5. | George Duggan
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Chemicals |
| 6. | Steve Branscum
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Group VP- Consumer Products
Business Unit |
| 7. | David Quilici
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Coal Marketing - West |
| 8. | Sami Shalah
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Coal Marketing - East |
| 9. | Rollin Bredenberg
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Service Design & Performance |
| 10. | Gary L. Crosby
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Law & General Counsel |

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Officers of
The Burlington Northern and Santa Fe Railway Company

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|-----|--|---|
| 11. | M. David Dealy
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Transportation |
| 12. | Fritz Draper
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP – Business Unit Operations
and Support |
| 13. | A.R. (Skip) Endres, Jr.
16118 Kenny Road
Laurel, MD 20707 | VP - Government Affairs |
| 14. | John J. Fleps
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Labor Relations |
| 15. | Bruce E. Freeman
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP & Chief Information Officer |
| 16. | Ricci L. Gardner
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Automotive |
| 17. | David L. Garin
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Group VP - Industrial Products
Business Unit |
| 18. | Ken J. Kempker
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP – Corporate Audit Services |
| 19. | Ernest L. (Buck) Hord
112 Willowlead Drive
Littleton, CO 80127 | VP - Operations UP/SP Lines |
| 20. | Thomas N. Hund
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Senior VP & Chief Financial Officer |

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Officers of
The Burlington Northern and Santa Fe Railway Company

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| 21. | Carl R. Ice
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Senior VP - Operations |
| 22. | Thomas G. Kraemer
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Group VP - Coal Business Unit |
| 23. | Jeffrey J. Campbell
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP & Chief Sourcing Officer |
| 24. | Marsha K. Morgan
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Investor Relations & Secretary |
| 25. | Dennis Johnson
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP & Controller |
| 26. | Craig Hill
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Engineering & Mechanical |
| 27. | James J. O'Neill
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP – Economic Development |
| 28. | Peter J. Rickershauser
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Network Development |
| 29. | Richard A. Russack
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Corporate Relations |
| 30. | Kathleen Regan
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP – eBusiness Development |

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Officers of
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| 31. | Gregory W. Stengem
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP - Safety, Training & Service Support |
| 32. | Stevan Bobb
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Group VP - Agricultural Commodities |
| 33. | Richard E. Weicher
547 W. Jackson
Chicago, IL 60661 | VP & Senior Regulatory Counsel |
| 34. | Shelley J. Venick
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | VP & General Tax Counsel |
| 35. | Gloria A. Zamora
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Vice President -- Human Resources |
| 36. | Linda Hurt
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Asst. VP - Finance & Treasurer |
| 37. | Paul R. Hoferer
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | General Counsel |
| 38. | Peter M. Lee
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Assistant Secretary |
| 39. | Garold L. Reynolds
920 SE Quincy St.
Topeka, KS 66612 | Assistant Secretary |
| 40. | Craig N. Smetko
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Assistant Secretary |

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Officers of
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| 41. | Susan L. Rombach
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Assistant Secretary |
| 42. | Jeffrey T. Williams
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Assistant Secretary |
| 43. | Patricia Zbichorski
2650 Lou Menk Drive
Fort Worth, TX 76131-2830 | Assistant Secretary |
| 44. | David P. Schneider
2500 Lou Menk Drive
Fort Worth, TX 76131-2830 | Vice President |