

Annual Report Form
 Due No Later Than November 30, 1998

Return to:
SECRETARY OF STATE
 700 WEST JEFFERSON
 PO BOX 83720
 BOISE, ID 83720-0080
NO FEE REQUIRED
**** FINAL NOTICE ****

1. Mailing Address - Please Correct, If Not Correct
BURLINGTON NORTHERN AND SANT
 1700 E GOLF RD
 SCHAUMBURG IL 60173

2. Registered Agent and Office **NOT A P.O. BOX**
C T CORPORATION SYSTEM
 300 N. 6TH STREET
 BOISE ID 83701
 3. Organized Under the Laws of:
 DE C 42068

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of Managers or Members (check one)

Office held	Name	Street or P.O. Address	City	State	Zip
President	R.O. Krebs	2650 Lau Mark Drive	Fort Worth	TX	76131
Secretary	M.K. Morgan	2650 Lau Mark Drive	Fort Worth	TX	76131
DIRECTORS:	R.O. Krebs	2650 Lau Mark Drive	Fort Worth	TX	76131
	D.J. Babb	2650 Lau Mark Drive	Fort Worth	TX	76131
	D.E. Springer	1700 East Golf Rd.	Schaumburg	IL	60173
	J.R. Moreland	2650 Lau Mark Drive	Fort Worth	TX	76131

5. Signature of New Registered Agent

6. Signature J.T. Williams Date 11/6/98
 Name (Typed or Printed) J. T. WILLIAMS Title Assistant Secretary

ISSUED: 10-03-1998

DO NOT TAPE OR STAPLE