

No. C 42068	Annual Report Form Due No Later Than November 30, 1907		2 Registered Agent and Office NOT A P.O. BOX		
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	1 Mailing Address Please Correct If Not Correct BURLINGTON NORTHERN AND SANT 1700 E GULF RD	C T CORPORATION SYSTEM 300 N. 6TH STREET BOISE ID 83701			
* FIRST NOTICE *	SCHAUMBURG IL 60173	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 <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)					
Office held	Name	Street or P.O. Address	City	State	Zip
See Attachment					
5.	6.				
Signature <u>John T. Williams</u> Date <u>8/25/97</u>					
Name (Typed or Printed) <u></u> Title <u></u>					

ISSUED: 07-04-1997

DO NOT TAPE OR STAPLE

3362

**Officers of
The Burlington Northern and Santa Fe Railway Company**

1.	Robert D. Krebs 2650 Lou Menk Drive Fort Worth, TX 76131-2830	Chairman, President & CEO
2.	Marsha K. Morgan 2650 Lou Menk Drive Fort Worth, TX 76131-2830	VP - Investor Relations & Secretary
3.	Margaret R. Aclin 2650 Lou Menk Drive Fort Worth, TX 76131-2830	Assistant Secretary
4.	Peter M. Lee 2650 Lou Menk Drive Fort Worth, TX 76131-2830	Assistant Secretary
5.	Garold L. Reynolds 920 SE Quincy St. Topeka, KS 66612	Assistant Secretary
6.	Craig N. Smetko 1700 East Golf Road Schaumburg, IL 60173-5860	Assistant Secretary
7.	Sarah Whitley Bailiff 2650 Lou Menk Drive Fort Worth, TX 76131-2830	Assistant Secretary
8.	Jeffrey T. Williams 1700 East Golf Road Schaumburg, IL 60173-5860	Assistant Secretary

Directors of
The Burlington Northern and Santa Fe Railway Company

1. Robert D. Krebs
2650 Lou Menk Drive
Fort Worth, TX 76131-2830
2. Douglas J. Babb
2650 Lou Menk Drive
Fort Worth, TX 76131-2830
3. Denis E. Springer
1700 East Golf Road
Schaumburg, IL 60173-5860
4. Jeffrey R. Moreland
1700 East Golf Road
Schaumburg, IL 60173-5860