

No. C 42068	Annual Report Form 1997 <i>Due No Later Than November 30.</i>		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 * FIRST NOTICE *	1 Mailing Address Please Correct If Not Correct BURLINGTON NORTHERN AND SANT 1700 E GOLF RD		C T CORPORATION SYSTEM 300 N. 6TH STREET BOISE ID 83701													
	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) <table border="0" style="width:100%"> <tr> <td style="width:15%"><u>Office held</u></td> <td style="width:15%"><u>Name</u></td> <td style="width:35%"><u>Street or P.O. Address</u></td> <td style="width:10%"><u>City</u></td> <td style="width:10%"><u>State</u></td> <td style="width:15%"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align:center; height: 150px; vertical-align: top;"> See Attachment </td> </tr> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	See Attachment					
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See Attachment																
5.		6. Signature <u><i>James T. Williams</i></u> Date <u>8/25/97</u> Name (Typed or Printed) _____ Title _____														

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