

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

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PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **851008** (3)

1. Corporation Name

**BURLINGTON NORTHERN RAILROAD COMPANY**



Principal Place of Business

Mailing Address

P.O. BOX 64957  
TAX DEPARTMENT  
ST. PAUL MN 55164-0957

P.O. BOX 64957  
TAX DEPARTMENT  
ST. PAUL MN 55164-0957

3. Date Incorporated or Qualified

11/13/1981

3a. Date of Last Report

05/01/1995

4. FEI Number

41-6034000

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes

Yes  No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip

25 Country

29 Zip

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**GAINES, ROBERT P**  
700 BLOUNT BLDG, 3 WEST GARDEN STREET  
PENSACOLA FL 32501

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature (typed or printed name of registered agent or director, if applicable)

NOTE: Registered Agents must be prepared when signing.

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	CBCE	<input checked="" type="checkbox"/> DELETE
NAME	GRINSTEIN, GERALD	
STREET ADDRESS	777 MAIN STREET	
CITY - ST - ZIP	FORT WORTH TX	
TITLE	EVPC	<input checked="" type="checkbox"/> DELETE
NAME	ANDERSON, DAVID C	
STREET ADDRESS	777 MAIN STREET	
CITY - ST - ZIP	FORT WORTH TX	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	BURKE, EDMUND W	
STREET ADDRESS	777 MAIN STREET	
CITY - ST - ZIP	FORT WORTH TX	
TITLE	AVPS	<input checked="" type="checkbox"/> DELETE
NAME	EDWARDS-ADAMS, BEVERLY A.	
STREET ADDRESS	777 MAIN STREET	
CITY - ST - ZIP	FORT WORTH TX	
TITLE	SVPT	<input checked="" type="checkbox"/> DELETE
NAME	MCKENNEY, ROBERT F	
STREET ADDRESS	777 MAIN STREET	
CITY - ST - ZIP	FORT WORTH TX	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	GREENWOOD, WILLIAM E.	
STREET ADDRESS	777 N MAIN ST.	
CITY - ST - ZIP	FT. WORTH TX	

1 TITLE	Chairman, President & CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	R. D. Krebs	
13 STREET ADDRESS	777 Main Street	
14 CITY - ST - ZIP	Fort Worth, TX 76102	
2 TITLE	Senior VP & CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	D. E. Springer	
23 STREET ADDRESS	1700 Golf Road	
24 CITY - ST - ZIP	Schaumburg, IL 60173	
3 TITLE	Sr. VP-Law & General Counsel	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	J. R. Moreland	
33 STREET ADDRESS	1700 Golf Road	
34 CITY - ST - ZIP	Schaumburg, IL 60173	
4 TITLE	VP-Investor Relations & Sec.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	M. K. Morgan	
43 STREET ADDRESS	1700 Golf Road	
44 CITY - ST - ZIP	Schaumburg, IL 60173	
5 TITLE	VP-Finance & Treasurer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	P. J. Ottensmeyer	
53 STREET ADDRESS	1700 Golf Road	
54 CITY - ST - ZIP	Schaumburg, IL 60173	
6 TITLE	VP & Controller	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	T. N. Hund	
63 STREET ADDRESS	1700 Golf Road	
64 CITY - ST - ZIP	Schaumburg, IL 60173	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Margaret R. Acclim*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-30-96 817-333-2282

DATE DAYTIME PHONE #

CR2E034 (12/95)

851008

BURLINGTON NORTHERN RAILROAD COMPANY  
777 Main Street  
Fort Worth, Texas 76102

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ELECTIVE OFFICERS

<u>Position</u>	<u>Name</u>	<u>Business Address</u>
Chairman, President and CEO	R. D. Krebs	777 Main Street Fort Worth, TX 76102
Senior Vice President and Chief of Staff	D. J. Babb	777 Main Street Fort Worth, TX 76102
Senior Vice President- Law and General Counsel	J. R. Moreland	1700 Golf Road Schaumburg, IL 60173
Senior Vice President and Chief Financial Officer	D. E. Springer	1700 Golf Road Schaumburg, IL 60173
Vice President and Controller	T. N. Hund	1700 Golf Road Schaumburg, IL 60173
Vice President-Finance and Treasurer	P. J. Ottensmeyer	1700 Golf Road Schaumburg, IL 60173
Vice President-Property and Facilities Management	R. L. Gardner	1700 Golf Road Schaumburg, IL 60173
Vice President-Investor Relations and Secretary	M. K. Morgan	1700 Golf Road Schaumburg, IL 60173

APPOINTIVE OFFICERS\*

Assistant Secretary	Margaret R. Aclin	777 Main Street Fort Worth, TX 76102
Assistant Secretary	Craig N. Smetko	1700 Golf Road Schaumburg, IL 60173
Assistant Secretary	Jeffrey T. Williams	1700 Golf Road Schaumburg, IL 60173

DIRECTORS\*

Robert D. Krebs	1700 Golf Road Schaumburg, IL 60173
Douglas J. Babb	777 Main Street Fort Worth, TX 76102
Denis E. Springer	1700 Golf Road Schaumburg, IL 60173

\*Plus additional appointed officers and directors not shown.