

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**

**May 20 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 851008 (3)**

1. Corporation Name  
**BURLINGTON NORTHERN RAILROAD COMPANY**  
*The Burlington Northern and Santa Fe Railway Company*



Principal Place of Business <b>P.O. BOX 64957 TAX DEPARTMENT ST. PAUL MN 55184-0957</b>	Mailing Address <b>P.O. BOX 64957 TAX DEPARTMENT ST. PAUL MN 55184-0957</b>
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3. Date Incorporated or Qualified <b>11/13/1981</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FLI Number <b>41-6034000</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 <b>2650 Lou Menk Drive</b> Suite, Apt. #, etc.	2a. Mailing Address 26 <b>1700 East Golf Road</b> Suite, Apt. #, etc.
22 City & State 23 <b>Fort Worth, TX</b>	27 Tax Department 28 <b>Schaumburg, IL</b>
24 Zip <b>76131-2830</b> 25 Country <b>US</b>	29 Zip <b>60173-5860</b> 30 Country <b>US</b>

9. Name and Address of Current Registered Agent

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

10. Name and Address of New Registered Agent

B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City	B5 Zip Code
				<b>FL</b>

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 and state if applicable (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>CPC</b>	<input type="checkbox"/> DELETE
NAME	<b>KREBS, R D</b>	
STREET ADDRESS	<b>777 MAIN STREET-</b>	
CITY-ST-ZIP	<b>FORT WORTH TX</b>	
TITLE	<b>SVPC</b>	<input type="checkbox"/> DELETE
NAME	<b>SPRINGER, D E</b>	
STREET ADDRESS	<b>1700 GOLF ROAD</b>	
CITY-ST-ZIP	<b>SCHAUMBURG IL</b>	
TITLE	<b>SVPC</b>	<input type="checkbox"/> DELETE
NAME	<b>MORELAND, J R</b>	
STREET ADDRESS	<b>1700 GOLF ROAD</b>	
CITY-ST-ZIP	<b>SCHAUMBURG IL</b>	
TITLE	<b>VPS</b>	<input type="checkbox"/> DELETE
NAME	<b>MORGAN, M K</b>	
STREET ADDRESS	<b>1700 GOLF ROAD-</b>	
CITY-ST-ZIP	<b>SCHAUMBURG IL</b>	
TITLE	<b>VPT</b>	<input type="checkbox"/> DELETE
NAME	<b>OTTENSMEYER, P J</b>	
STREET ADDRESS	<b>1700 GOLF ROAD</b>	
CITY-ST-ZIP	<b>SCHAUMBURG IL</b>	
TITLE	<b>VP</b>	<input type="checkbox"/> DELETE
NAME	<b>HUND, T N</b>	
STREET ADDRESS	<b>1700 GOLF ROAD</b>	
CITY-ST-ZIP	<b>SCHAUMBURG IL</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	<b>2650 LOU MENK DRIVE</b>
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	<b>2650 LOU MENK DRIVE</b>
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	<b>100002198961</b>
5.4 CITY-ST-ZIP	<b>-06/03/97--01006--014</b> <b>***8.75</b>
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	<b>900002198959</b>
6.4 CITY-ST-ZIP	<b>-06/03/97--01006--013</b> <b>***165.00</b>

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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: *Ken T...* 4/24/97 842 995-6421

CR2E034 (9/96)

**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**

**Officers 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. **James B. Dagnon**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
4. **Donald G. McInnes**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
5. **Jeffrey R. Moreland**  
1700 East Golf Road  
Schaumburg, IL 60173-5860
6. **Matthew K. Rose**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
7. **Charles L. Schultz**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
8. **Denis E. Springer**  
1700 East Golf Road  
Schaumburg, IL 60173-5860
9. **Gregory T. Swienton**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
10. **Vincent M. Accardo**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

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

11. **Thad Baham**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
12. **Steve Bobb**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
13. **Steve Branscum**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
14. **Rollin Bredenberg**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
15. **Gary L. Crosby**  
1700 East Golf Road  
Schaumburg, IL 60173-5860
16. **M. David Dealy**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
17. **Fritz Draper**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
18. **A.R. (Skip) Endres, Jr.**  
16118 Kenny Road  
Laurel, MD 20707
19. **Michael W. Franke**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
20. **Bruce E. Freeman**  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

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

21. Ricci L. Gardner  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
22. David L. Garin  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
23. Frank C. Green  
1700 East Golf Road  
Schaumburg, IL 60173-5860
24. Michael L. Holsteen  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
25. Ernest L. (Buck) Hord  
112 Willowlead Drive  
Littleton, CO 80127
26. Thomas N. Hund  
1700 East Golf Road  
Schaumburg, IL 60173-5860
27. Carl R. Ice  
1700 East Golf Road  
Schaumburg, IL 60173-5860
28. Thomas G. Kraemer  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
29. E. (Tay) Lyman, Jr.  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
30. Leslie K. Moll  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

Officers of  
The Burlington Northern and Santa Fe Railway Company

31. Marsha K. Morgan  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

32. Richard G. Nelson  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

33. William E. Nordberg  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

34. Patrick J. Ottensmeyer  
1700 East Golf Road  
Schaumburg, IL 60173-5860

35. Peter J. Rickershauser  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

36. Richard A. Russack  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

37. William R. Smith  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

38. Gregory W. Stengem  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

39. Phillip F. Weaver  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

40. Richard E. Weicher  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830

Officers of  
The Burlington Northern and Santa Fe Railway Company

41. Daniel J. Westerbeck  
1700 East Golf Road  
Schaumburg, IL 60173-5860
42. Linda Hurt  
1700 East Golf Road  
Schaumburg, IL 60173-5860
43. Paul Weyandt  
1700 East Golf Road  
Schaumburg, IL 60173-5860
44. Margaret R. Aclin  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
45. Peter M. Lee  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
46. Garold L. Reynolds  
920 SE Quincy St.  
Topeka, KS 66612
47. Craig N. Smetko  
1700 East Golf Road  
Schaumburg, IL 60173-5860
48. Sarah J. Whitley  
2650 Lou Menk Drive  
Fort Worth, TX 76131-2830
49. Jeffrey T. Williams  
1700 East Golf Road  
Schaumburg, IL 60173-5860