

BNSF



Burlington Northern Santa Fe

1700 East Golf Road
Schaumburg, Illinois 60173-5860
847-995-6000

Direct Dial. (847) 995-6819
Facsimile: (847) 995-6846

RECORDATION NO. 20474 FILED 1424
JAN - 8 1997 - 11 50 AM

PLEASE STAMP AND RETURN

January 2, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 8 11 45 AM '97

Re: Recordation of a Notice of the Merger of The Atchison, Topeka and Santa Fe Railway Company into the Burlington Northern Railroad Company and the Change of Name of Burlington Northern Railroad Company to The Burlington Northern and Santa Fe Railway Company

Dear Mr. Williams:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Notice of the Merger of The Atchison, Topeka and Santa Fe Railway Company into the Burlington Northern Railroad Company and the Change of Name of Burlington Northern Railroad Company to The Burlington Northern and Santa Fe Railway Company (the "Company"). This document should be recorded as a primary document.

The name and address of the issuer of this document are:

The Company:

The Burlington Northern and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Notice which I would like to have returned to me bearing the recordation information. A self-addressed, stamped envelope is enclosed for this purpose

Enclosed please find my personal check for the amount of \$22.00 for payment for the Board's prescribed recordation fee.

A short summary of the enclosed document to appear in the Board's Index is:

Primary Document

Notice of the Merger of The Atchison, Topeka and Santa Fe Railway Company into the Burlington Northern Railroad Company and the Change of Name of Burlington Northern Railroad Company to The Burlington Northern and Santa Fe Railway Company.

If you have any questions or comments concerning this request, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'CNS', followed by a long horizontal line extending to the right.

Craig N. Smetko
Senior General Attorney

CNS:cns
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

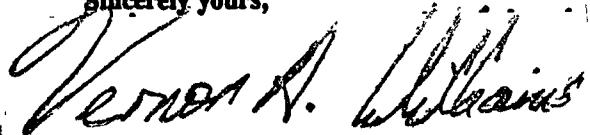
1/8/97

Craig N. Smetko
Senior General Attorney
Burlington Northern Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/8/97 at 11:50AM, and assigned recordation number(s). 20474.

Sincerely yours,

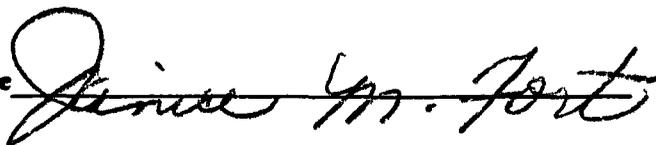


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BNSF



Burlington Northern Santa Fe

1700 East Golf Road
Schaumburg, Illinois 60173-5860
847-995-6000

Direct Dial: (847) 995-6402
Facsimile: (847) 995-6466

PLEASE STAMP AND RETURN

RECORDED 20474
JAN - 8 1997 - 11 50 AM

December 31, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Re: Notice of the Merger of The Atchison, Topeka and Santa Fe Railway Company into the Burlington Northern Railroad Company and the Change of Name of Burlington Northern Railroad Company to The Burlington Northern and Santa Fe Railway Company

Dear Mr. Williams:

Please be advised that on December 31, 1996, The Atchison, Topeka and Santa Fe Railway Company ("ATSF") was merged into the Burlington Northern Railroad Company, a Delaware Corporation and Burlington Northern Railroad Company changed its name to The Burlington Northern and Santa Fe Railway Company ("BNSF Railway"). The chief executive office of BNSF Railway will be 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830.

Very truly yours,

A handwritten signature in black ink, appearing to read "Patrick J. Ottensmeyer".

Patrick J. Ottensmeyer
Vice President - Finance
and Treasurer

ATTEST:

A handwritten signature in black ink, appearing to read "G. J. [unclear]".

Assistant Secretary

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 31st day of December, 1996, before me personally appeared Patrick J. Ottensmeyer, to me personally known, who, being by me duly sworn, says that he is the Vice President - Finance and Treasurer of The Burlington Northern and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nadine M Grandi
Notary Public