

GENERAL BENEFICIARY INFORMATION

You may find the following definitions helpful in completing your Beneficiary Designation Form.

Primary Beneficiary: Your primary beneficiary should be the individual(s) or organization that you wish to receive your proceeds. You may have your proceeds divided among several primary beneficiaries. To do this, you must indicate what percentage of the proceeds you would like them to receive. Your total shares must equal 100%.

Contingent Beneficiary: Your contingent beneficiary should be the individual(s) or organization that you wish to receive your proceeds if all of your primary beneficiaries (see definition above) predecease you. You may have your proceeds divided among several contingent beneficiaries. To do this, you must indicate what percentage of the proceeds you would like them to receive. Your total shares must equal 100%.

Common Disaster Clause: In this section, you may indicate that your proceeds should be paid to your beneficiaries only if they survive you by at least 24 hours. This provision ensures that your intentions are carried out in the event you and your beneficiary are involved in a common accident.

Trust(ee) Designation: If you plan to have your proceeds distributed through a Trust, you should complete this section with the appropriate information. Your Trust(ee) will be held fully responsible for the application for and disposition of the proceeds. **This section should only be used if you have a legally drawn inter vivos trust agreement or an appropriate Trust(ee) is designated under your Last Will and Testament. If you complete this section, do NOT complete the Primary or Contingent Beneficiary sections.**

An inter vivos trust is a trust established during the life of the trustor (the person who creates the trust) for the benefit of the trustor or other living persons.

INSTRUCTIONS FOR COMPLETING BENEFICIARY DESIGNATION

1. Fill in the Primary Beneficiaries and Contingent Beneficiaries, if any. For each Primary and Contingent Beneficiary listed, enter the relationship (when the relationship of the beneficiary is other than by blood or marriage, the relationship should be shown as "Nonrelative"), date of birth, address (permanent residence) and percentage of share (all shares must add up to 100%).
2. If you wish to name a Trust(ee) as beneficiary, complete one of the two Trust(ee) Designations **instead** of the Primary and Contingent Beneficiary sections. If the trust is an inter vivos trust, check only the first Trust(ee) Designation box, and complete the top Trust(ee) designation. You should enter (1) the name and address of the Trust(ee); (2) the Title of the Agreement; and (3) the date of its execution. **NOTE: AN INTER VIVOS TRUST MUST BE A LEGALLY DRAWN AGREEMENT.** If you wish to make a Trust(ee) under Will Designation, check only the second Trust(ee) Designation box. **NOTE: A TRUST(EE) WILL (OR TESTAMENTARY TRUST(EE) MUST BE ESTABLISHED UNDER THE LEGALLY DRAWN LAST WILL AND TESTAMENT OF THE EMPLOYEE.**
3. You should sign and date the form in the spaces provided at the bottom. Be sure to also print your name, Social Security Number and address at the top of the form. **FORMS NOT SIGNED AND DATED WILL BE RETURNED.**
4. **If you are married and you elect not to have your spouse designated as the sole primary beneficiary of your BNSF Investment and Retirement Plan, your spouse must sign the form while witnessed by a notary public.**
5. Make a copy of the form and retain it with your important papers.
6. Mail the original to the The Vanguard Group at the address on the bottom of the form.

It is important that you review your beneficiary designation periodically to be sure that the beneficiary information you supplied is up to date.

You may change or revoke your beneficiary designation at any time by sending a new Beneficiary Designation Form to the The Vanguard Group.

If you wish to name more beneficiaries than this form provides for, secure an additional form(s) from The Vanguard Group. Complete your list of beneficiaries on that form. Attach the additional form(s) to the first, indicating clearly on **each** form the number of additional forms attached. For example, if three forms are used, number the forms as follows: 1 of 3, 2 of 3 and 3 of 3.

PLEASE NOTE

If death occurs and a minor (a person not of legal age) or the employee's estate is the beneficiary, it will be necessary to have a guardian or an administrator appointed before any death proceeds can be paid. This means court expenses for the beneficiary and delay in the payment of the benefits. Please take this into consideration when naming your beneficiary.