

Exhibit Index

Exhibit Number and Description	Incorporated by Reference (if applicable)			Exhibit
	Form	File Date	File No.	
(2) Plan of acquisition, reorganization, arrangement, liquidation or succession				
2.1 Agreement and Plan of Merger by and among Berkshire Hathaway Inc., R Acquisition Company, LLC, and Burlington Northern Santa Fe Corporation, dated November 2, 2009.	8-K	11/3/2009	1-11535	2.1
(3) Articles of Incorporation and Bylaws				
3.1 Amended and Restated Certificate of Incorporation of Burlington Northern Santa Fe Corporation, dated December 21, 1994, as amended.	10-Q	8/13/1998	1-11535	3.1
3.2 By-Laws of Burlington Northern Santa Fe Corporation, as amended and restated, dated December 11, 2008.	8-K	12/12/2008	1-11535	3.1
(4) Instruments defining the rights of security holders, including indentures				
4.1 Indenture, dated as of December 1, 1995, between BNSF and The First National Bank of Chicago, as Trustee.	S-3	2/8/1999	333-72013	4
4.2 Form of BNSF's 6 1/8% Notes Due March 15, 2009.	10-K	3/31/1999	1-11535	4.2
4.3 Form of BNSF's 6 3/4% Debentures Due March 15, 2029.	10-K	3/31/1999	1-11535	4.3
4.4 Form of BNSF's 6.70% Debentures Due August 1, 2028.	10-K	3/31/1999	1-11535	4.4
4.5 Form of BNSF's 8.125% Debentures Due April 15, 2020.	10-K	2/12/2001	1-11535	4.5
4.6 Form of BNSF's 7.95% Debentures Due August 15, 2030.	10-K	2/12/2001	1-11535	4.6
4.7 Form of BNSF's 6.75% Notes Due July 15, 2011.	10-Q	8/3/2001	1-11535	4.1
4.8 Form of BNSF's 5.90% Notes Due July 1, 2012.	10-Q	8/9/2002	1-11535	4.1
4.9 Officers' Certificate of Determination as to the terms of BNSF's 4.875% Notes Due January 15, 2015, including Exhibit A thereto, the form of the Notes.	8-K	12/9/2004	1-11535	4.1
4.10 Indenture, dated as of December 8, 2005, between BNSF and U.S. Bank Trust National Association, as Trustee.	S-3 ASR	12/8/2005	333-130214	4.1
4.11 Certificate of Trust of BNSF Funding Trust I, executed and filed by U.S. Bank Trust National Association, Linda Hurt and James Gallegos, as Trustees.	S-3 ASR	12/8/2005	333-130214	4.3
4.12 Amended and Restated Declaration of Trust of BNSF Funding Trust I, dated as of December 15, 2005.	8-K	12/15/2005	1-11535	4.4
4.13 Guarantee Agreement between BNSF and U.S. Bank Trust National Association, as Guarantee Trustee, dated as of December 15, 2005.	8-K	12/15/2005	1-11535	4.5
4.14 First Supplemental Indenture, dated as of December 15, 2005, between BNSF and U.S. Bank Trust National Association, as Trustee.	8-K	12/15/2005	1-11535	4.6
4.15 Agreement as to Expenses and Liabilities dated as of December 15, 2005, between BNSF and BNSF Funding Trust I.	8-K	12/15/2005	1-11535	4.4 (Exhibit C)

Exhibit Number and Description	Incorporated by Reference (if applicable)			
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4.16 Form of BNSF Funding Trust I's 6.613% Trust Preferred Securities.	8-K	12/15/2005	1-11535	4.4 (Exhibit D)
4.17 Officer's Certificate of Determination as to the terms of BNSF's 6.20% Debentures Due August 15, 2036, including the form of the Debentures.	10-Q	10/24/2006	1-11535	4.1
4.18 First Supplemental Indenture, dated as of April 13, 2007, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and Bank of New York Trust Company, N.A., as Trustee.	8-K	4/13/2007	1-11535	4.1
4.19 Officer's Certificate of Determination as to the terms of BNSF's 5.65% Debentures due May 1, 2017, and 6.15% Debentures Due May 1, 2037, including the forms of the Debentures.	8-K	4/13/2007	1-11535	4.2
4.20 Second Supplemental Indenture, dated as of March 14, 2008, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	3/14/2008	1-11535	4.1
4.21 Officer's Certificate of Determination as to the terms of BNSF's 5.75% Notes due March 18, 2018, including the form of the Notes.	8-K	3/14/2008	1-11535	4.2
4.22 Third Supplemental Indenture, dated as of December 3, 2008, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	12/3/2008	1-11535	4.1
4.23 Officer's Certificate of Determination as to the terms of BNSF's 7.00% Debentures due February 1, 2014.	8-K	12/3/2008	1-11535	4.2
4.24 Fourth Supplemental Indenture, dated as of September 24, 2009, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee including the form of BNSF's 4.700% Notes due October 1, 2021.	8-K	9/24/2009	1-11535	4.1
4.25 Certificate of Determination as to the terms of BNSF's 4.700% Notes due October 1, 2019.	8-K	9/24/2009	1-11535	4.2

Certain instruments evidencing long-term indebtedness of BNSF are not being filed as exhibits to this Report because the total amount of securities authorized under any single such instrument does not exceed 10% of BNSF's total assets. BNSF will furnish copies of any material instruments upon request of the Securities and Exchange Commission.

(10) Material Contracts

10.1 Burlington Northern Santa Fe Non-Employee Directors' Stock Plan, as amended and restated February 13, 2009.*	10-Q	4/23/2009	1-11535	10.1
10.2 BNSF Railway Company Incentive Compensation Plan, as amended and restated February 12, 2009.*	10-K	2/13/2009	1-11535	10.3
10.3 Burlington Northern Santa Fe Corporation Deferred Compensation Plan, as amended and restated effective December 9, 2004.*	10-K	2/16/2007	1-11535	10.5
10.4 Burlington Northern Santa Fe Corporation Senior Management Stock Deferral Plan, as amended and restated effective January 1, 2008.*	10-K	2/15/2008	1-11535	10.5

Exhibit Number and Description	Incorporated by Reference (if applicable)			
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10.5 Burlington Northern Santa Fe Incentive Bonus Stock Program, as amended and restated effective September 14, 2005.*	8-K	9/19/2005	1-11535	10.1
10.6 Burlington Northern Santa Fe 1996 Stock Incentive Plan, as amended and restated December 11, 2008.*	10-K	2/13/2009	1-11535	10.7
10.7 The Burlington Northern Santa Fe Supplemental Retirement Plan, as amended and restated effective January 1, 2005 and further amended through October 20, 2008.*	10-K	2/13/2009	1-11535	10.8
10.8 Retirement Benefit Agreement between BNSF and Matthew K. Rose, as amended and restated September 21, 2006.*	10-Q	10/24/2006	1-11535	10.5
10.9 Retirement Benefit Agreement, dated January 16, 2003, between BNSF and John P. Lanigan.*	10-K	2/13/2004	1-11535	10.29
10.9.1 Amended and Restated Letter from Mr. Rose to Burlington Northern Santa Fe Corporation, dated November 17, 2009.*	8-K	11/20/2009	1-11535	10.1
10.11 Special Cash Award Retention Agreement, dated October 9, 2008, between BNSF Railway Company and Peter J. Rickershauser.*	10-Q	10/24/2008	1-11535	10.1
10.12 Form of BNSF Change-in-Control Agreement, as amended and restated December 6, 2007, and effective December 31, 2007, (applicable to Messrs. Rose, Hund, Ice, Lanigan, and Nober and two other executive officers).*	10-K	2/15/2008	1-11535	10.12
10.13 Burlington Northern Santa Fe Corporation Supplemental Investment and Retirement Plan, as amended and restated effective January 1, 2005, as further amended November 4, 2008.*	10-K	2/13/2009	1-11535	10.13
10.14 Burlington Northern Inc. Director's Charitable Award Program as amended and restated December 11, 2008, effective January 1, 2009.*	10-K	2/13/2009	1-11535	10.14
10.15 Burlington Northern Santa Fe Salary Exchange Option Program, as amended and restated October 1, 2004.*	10-K	2/15/2005	1-11535	10.18
10.16 Burlington Northern Santa Fe 1999 Stock Incentive Plan, as amended and restated December 11, 2008.*	10-K	2/13/2009	1-11535	10.16
10.17 Amended and Restated Benefits Protection Trust Agreement by and between Burlington Northern Santa Fe Corporation and Wachovia Bank, dated January 8, 2008.*	10-K	2/15/2008	1-11535	10.23
10.17.1 Amendment to Benefits Protection Trust Agreement effective December 11, 2009.* †				
10.18 Burlington Northern Santa Fe Directors' Retirement Plan.*	10-K	4/1/1996	1-11535	10.27
10.18.1 Termination of Burlington Northern Santa Fe Directors' Retirement Plan, dated July 17, 2003.*	10-K	2/16/2007	1-11535	10.31.1
10.19 Form of Indemnification Agreement dated as of September 17, 1998, entered into between BNSF and directors.*	10-K	3/31/1999	1-11535	10.37
10.20 Form of Indemnification Agreement dated as of September 17, 1998, entered into between BNSF and certain officers, including Messrs. Rose, Hund, Ice, Lanigan, Nober and two other executive officers.*	10-K	3/31/1999	1-11535	10.38
10.21 Burlington Northern Santa Fe 2005 Deferred Compensation Plan for Non-Employee Directors, as amended and restated December 11, 2008.*	10-K	2/13/2009	1-11535	10.27
10.22 Burlington Northern Santa Fe Deferred Compensation Plan for Directors, as amended and restated December 9, 2004.*	10-K	2/16/2007	1-11535	10.35

Exhibit Number and Description	Incorporated by Reference (if applicable)			
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10.23 Replacement Capital Covenant, dated as of December 15, 2005, by BNSF in favor of and for the benefit of each Covered Debtholder (as defined therein).	10-K	2/17/2006	1-11535	10.41
(12) Statements re: Computation of Ratios				
12.1 Computation of Ratio of Earnings to Fixed Charges. ‡				
(23) Consents of experts and counsel				
23.1 Consent of PricewaterhouseCoopers LLP. ‡				
(24) Power of Attorney				
24.1 Power of Attorney. ‡				
(31) Rule 13a-14(a)/15d-14(a) Certifications				
31.1 Principal Executive Officer's Certifications Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002). ‡				
31.2 Principal Financial Officer's Certifications Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002). ‡				
(32) Section 1350 Certifications				
32.1 Certification Pursuant to Rule 13a-14(b) and 18 U.S.C. § 1350 (Section 906 of the Sarbanes-Oxley Act of 2002). ‡				
(101) The following financial information from Burlington Northern Santa Fe Corporation's Annual Report on Form 10-K for the year ended December 31, 2009, formatted in XBRL (Extensible Business Reporting Language) includes: (i) the Consolidated Statements of Income for the twelve-month periods ended December 31, 2009, 2008 and 2007, (ii) the Consolidated Balance Sheets as of December 31, 2009 and 2008, (iii) the Consolidated Statements of Cash Flows for the twelve-month periods ended December 31, 2009, 2008 and 2007, (iv) the Consolidated Statement of Changes in Stockholders' Equity for the twelve-month periods ended December 31, 2009, 2008 and 2007, and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text. ‡				
* Management contract or compensatory plan				
‡ Filed herewith				

AMENDMENT TO BENEFITS PROTECTION TRUST

Following full discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

WHEREAS, the Company has previously entered into the Amended and Restated Benefits Protection Trust Agreement by and between the Company and Wachovia Bank, National Association, dated March 31, 2004, as amended January 8, 2008 (the "Trust");

WHEREAS, the Company is recommending that BNSF Railway Company Incentive Compensation Plan (formerly known as The Burlington Northern and Santa Fe Railway Company Incentive Compensation Plan) (the "ICP Plan") no longer be subject to the Trust;

WHEREAS, pursuant to Section 17.1 of the Trust, the Board of Directors of the Company has the authority to amend the Trust; and

WHEREAS, the Board of Directors of the Company has determined, in its reasonable judgment and in accordance with Section 17.1 of the Trust, that adoption of these amendments will have no material adverse effect on the amount of benefits payable under the Trust to participants or their beneficiaries.

RESOLVED, that Schedule 1 of the Trust is hereby amended to remove the ICP Plan from being subject to the Trust;

FURTHER RESOLVED, that the Trust shall be amended and restated to reflect the amendments set forth herein; and

FURTHER RESOLVED that the officers of the Company are each hereby authorized and empowered on behalf and in the name of the Company to take all such further actions, to execute all such other agreements, instruments and documents, pay all such taxes, fees and expenses, and to do such other acts and things as such officer or officers, in his, her or their discretion shall deem necessary or expedient for the accomplishment of the purposes of the foregoing resolutions, and any actions already taken for the purposes of accomplishing the foregoing resolutions are hereby ratified and approved.

Exhibit 12.1

Burlington Northern Santa Fe Corporation and Subsidiaries ***Computation of Ratio of Earnings to Fixed Charges***

In millions, except ratio amounts
(Unaudited)

	Year ended December 31,				
	2009	2008	2007	2006	2005
Earnings:					
Income before income taxes	\$ 2,641	\$ 3,368	\$ 2,957	\$ 2,996	\$ 2,453
Add:					
Interest and other fixed charges, excluding capitalized interest	613	533	511	485	437
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	268	278	282	261	221
Distributed income of investees accounted for under the equity method	5	5	4	3	4
Amortization of capitalized interest	4	5	4	4	8
Less:					
Equity in earnings of investments accounted for under the equity method	12	13	19	27	15
Total earnings available for fixed charges	\$ 3,519	\$ 4,176	\$ 3,739	\$ 3,722	\$ 3,108
Fixed charges:					
Interest and fixed charges	\$ 631	\$ 550	\$ 528	\$ 499	\$ 450
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	268	278	282	261	221
Total fixed charges	\$ 899	\$ 828	\$ 810	\$ 760	\$ 671
Ratio of earnings to fixed charges	3.91x	5.04x	4.62x	4.90x	4.63x

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155301) and the Registration Statements on Form S-8 (Nos. 33-62829, 33-63249, 333-03275, 333-03277, 333-118732, 333-19241, 333-77615, 333-59854, 333-108384, 333-133434, 333-135893, 333-135894 and 333-135897) of Burlington Northern Santa Fe Corporation of our report dated February 11, 2010 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Fort Worth, Texas
February 11, 2010

POWER OF ATTORNEY

WHEREAS, BURLINGTON NORTHERN SANTA FE CORPORATION, a Delaware corporation (the “Company”), will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its Annual Report on Form 10-K for the fiscal year ended December 31, 2009; and

WHEREAS, the undersigned serve the Company in the capacity indicated;

NOW, THEREFORE, the undersigned hereby constitutes and appoints THOMAS N. HUND or ROGER NOBER, his or her attorney with full power to act for him or her in his or her name, place and stead, to sign his or her name in the capacity set forth below, to the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2009, and to any and all amendments to such Annual Report on Form 10-K, and hereby ratifies and confirms all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been executed by the undersigned this 11th day of February, 2010.

/s/ Alan L. Boeckmann
Alan L. Boeckmann, Director

/s/ Donald G. Cook
Donald G. Cook, Director

/s/ Cynthia A. Telles
Cynthia A. Telles, Director

/s/ Marc F. Racicot
Marc F. Racicot, Director

/s/ Roy S. Roberts
Roy S. Roberts, Director

/s/ Matthew K. Rose
Matthew K. Rose, Director and Chairman,
President and Chief Executive Officer

/s/ Marc J. Shapiro
Marc J. Shapiro, Director

/s/ J.C. Watts, Jr.
J.C. Watts, Jr., Director

/s/ Robert H. West
Robert H. West, Director

/s/ J. Steven Whisler
J. Steven Whisler, Director

/s/ Edward E. Whitacre, Jr.
Edward E. Whitacre, Jr., Director

Exhibit 31.1

Principal Executive Officer's Certifications

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Matthew K. Rose, certify that:

1. I have reviewed this annual report on Form 10-K of Burlington Northern Santa Fe Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Matthew K. Rose

Date: February 11, 2010

Matthew K. Rose
Chairman, President and
Chief Executive Officer

Exhibit 31.2

Principal Financial Officer's Certifications

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Thomas N. Hund, certify that:

1. I have reviewed this annual report on Form 10-K of Burlington Northern Santa Fe Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Thomas N. Hund

Date: February 11, 2010

Thomas N. Hund
Executive Vice President and
Chief Financial Officer

Exhibit 32.1

Certification Pursuant to 18 U.S.C. § 1350

(Section 906 of Sarbanes-Oxley Act of 2002)

Burlington Northern Santa Fe Corporation

In connection with the Annual Report of Burlington Northern Santa Fe Corporation (the "Company") on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Matthew K. Rose, Chairman, President and Chief Executive Officer of the Company, and Thomas N. Hund, Executive Vice President and Chief Financial Officer of the Company, each hereby certifies that, to his knowledge on the date hereof:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 11, 2010

/s/ Matthew K. Rose

Matthew K. Rose
Chairman, President and
Chief Executive Officer

/s/ Thomas N. Hund

Thomas N. Hund
Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Burlington Northern Santa Fe Corporation and will be retained by Burlington Northern Santa Fe Corporation and furnished to the Securities and Exchange Commission or its staff upon request.