

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11535



**BURLINGTON NORTHERN SANTA FE, LLC**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**27-1754839**  
(I.R.S. Employer  
Identification No.)

**2650 Lou Menk Drive**  
**Fort Worth, Texas**  
(Address of principal executive offices)

**76131-2830**  
(Zip Code)

**(800) 795-2673**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes [x] No [ ]**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes [x] No [ ]**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

**Large accelerated filer [x] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [ ]**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**Yes [ ] No [x]**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 100% of the membership interests of Burlington Northern Santa Fe, LLC outstanding as of August 6, 2010 are held by National Indemnity Company, an indirect, wholly owned subsidiary of Berkshire Hathaway Inc.

Registrant meets the conditions set forth in General Instruction H (1) (a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format permitted by General Instruction H (2).

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**PART I**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(In millions)**  
**(Unaudited)**

	<u>Successor</u>	<u>Predecessor</u>	<u>Successor</u>	<u>Predecessor</u>	
	<b>Three Months Ended June 30, 2010</b>	<b>Three Months Ended June 30, 2009</b>	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
Revenues	\$ 4,094	\$ 3,316	\$ 6,167	\$ 1,791	\$ 6,740
Operating expenses:					
Compensation and benefits	973	824	1,503	442	1,692
Fuel	762	509	1,092	329	1,123
Purchased services	515	466	765	279	943
Depreciation and amortization	434	379	661	192	749
Equipment rents	187	196	289	97	397
Materials and other	137	145	232	1	370
Total operating expenses	<u>3,008</u>	<u>2,519</u>	<u>4,542</u>	<u>1,340</u>	<u>5,274</u>
Operating income	1,086	797	1,625	451	1,466
Interest expense	110	137	173	72	335
Other expense, net	<u>2</u>	<u>1</u>	<u>2</u>	<u>2</u>	<u>4</u>
Income before income taxes	974	659	1,450	377	1,127
Income tax expense	371	255	565	153	430
Net income	<u>\$ 603</u>	<u>\$ 404</u>	<u>\$ 885</u>	<u>\$ 224</u>	<u>\$ 697</u>

See accompanying Notes to Consolidated Financial Statements.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in millions, shares in thousands)  
(Unaudited)

	<b>Successor</b>	<b>Predecessor</b>
	<b>June 30, 2010</b>	<b>December 31, 2009</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,515	\$ 1,269
Accounts receivable, net	968	787
Materials and supplies	602	633
Current portion of deferred income taxes	264	290
Other current assets	186	277
Total current assets	3,535	3,256
Property and equipment, net of accumulated depreciation of \$447 and \$10,736, respectively	44,737	32,294
Goodwill	14,803	-
Intangible assets, net	1,885	-
Other assets	2,106	3,125
Total assets	\$ 67,066	\$ 38,675
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable and other current liabilities	\$ 2,706	\$ 2,695
Long-term debt due within one year	640	644
Total current liabilities	3,346	3,339
Deferred income taxes	13,646	9,322
Long-term debt	11,100	9,691
Intangible liabilities, net	1,941	-
Casualty and environmental liabilities	864	899
Pension and retiree health and welfare liability	469	783
Other liabilities	573	1,843
Total liabilities	31,939	25,877
Commitments and contingencies (see Notes 3, 6 and 7)		
Equity:		
Additional paid-in capital	34,495	7,776
Retained earnings	635	13,941
Accumulated other comprehensive loss	(3)	(496)
Predecessor:		
Common stock, \$0.01 par value, 600,000 shares authorized; 543,416 shares issued	-	5
Treasury stock, at cost, 202,677 shares	-	(8,428)
Total equity	35,127	12,798
Total liabilities and equity	\$ 67,066	\$ 38,675

See accompanying Notes to Consolidated Financial Statements.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)  
(Unaudited)

	Successor	Predecessor	
	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 885	\$ 224	\$ 697
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	661	192	749
Deferred income taxes	119	127	258
Long-term casualty and environmental liabilities, net	(59)	(2)	(30)
Contribution to defined benefit pension plan	(400)	–	–
Other, net	(121)	(78)	15
Changes in current assets and liabilities:			
Accounts receivable, net	(159)	(21)	88
Change in accounts receivable sales program	–	–	(50)
Materials and supplies	27	3	(9)
Other current assets	(11)	(123)	(146)
Accounts payable and other current liabilities	436	(258)	(50)
Net cash provided by operating activities	<u>1,378</u>	<u>64</u>	<u>1,522</u>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures excluding equipment	(741)	(137)	(1,082)
Acquisition of equipment	(249)	(67)	(456)
Proceeds from sale of equipment financed	–	–	368
Construction costs for facility financing obligation	–	–	(31)
Other, net	(235)	68	(96)
Net cash used for investing activities	<u>(1,225)</u>	<u>(136)</u>	<u>(1,297)</u>
<b>FINANCING ACTIVITIES</b>			
Net increase in commercial paper and bank borrowings	–	–	167
Proceeds from issuance of long-term debt	750	–	–
Payments on long-term debt	(99)	(30)	(322)
Dividends paid	(250)	(226)	(273)
Proceeds from stock options exercised	–	21	12
Purchase of BNSF common stock	–	–	(12)
Excess tax benefits from equity compensation plans	–	9	6
Proceeds from facility financing obligation	–	–	51
Other, net	(10)	–	(3)
Net cash provided by (used for) financing activities	<u>391</u>	<u>(226)</u>	<u>(374)</u>
Increase (decrease) in cash and cash equivalents	544	(298)	(149)
Cash and cash equivalents:			
Beginning of period	971	1,269	633
End of period	<u>\$ 1,515</u>	<u>\$ 971</u>	<u>\$ 484</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>			
Interest paid, net of amounts capitalized	\$ 211	\$ 97	\$ 296
Income taxes paid, net of refunds	\$ 393	\$ –	\$ 118
Non-cash asset financing	\$ 19	\$ 8	\$ 433

See accompanying Notes to Consolidated Financial Statements.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Shares in thousands, dollars in millions, except per share data)  
(Unaudited)

<u>Predecessor</u>	<u>Common Shares</u>	<u>Treasury Shares</u>	<u>Common Stock and Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Treasury Stock</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total Equity</u>
Balance at December 31, 2009	543,416	(202,677)	\$ 7,781	\$ 13,941	\$ (8,428)	\$ (496)	\$ 12,798
Common stock dividends, \$0.26 per share			—	(89)	—	—	(89)
Restricted stock and stock options expense			8	—	—	—	8
Restricted stock activity	4	—	—	—	—	—	—
Exercise of stock options and related tax benefit of \$10	544	(1)	31	—	—	—	31
Purchase of BNSF common stock	—	(1)	—	—	—	—	—
Comprehensive income:							
Net income			—	224	—	—	224
Change in unrecognized prior service credit and actuarial losses, net of tax expense of \$1			—	—	—	2	2
Change in fuel/interest hedge mark-to-market, net of tax benefit of \$28			—	—	—	(45)	(45)
Change in other comprehensive income of equity method investees			—	—	—	2	2
Total comprehensive income							183
Balance at February 12, 2010	543,964	(202,679)	\$ 7,820	\$ 14,076	\$ (8,428)	\$ (537)	\$ 12,931

<u>Successor</u>	<u>Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total Equity</u>
Net contribution from Berkshire Hathaway Inc.	\$ 34,495	\$ —	\$ —	\$ 34,495
Dividend paid to Parent	—	(250)	—	(250)
Comprehensive income:				
Net income	—	885	—	885
Change in fuel hedge mark-to-market, net of tax benefit of \$1	—	—	(3)	(3)
Total comprehensive income				882
Balance at June 30, 2010	\$ 34,495	\$ 635	\$ (3)	\$ 35,127

See accompanying Notes to Consolidated Financial Statements.

## **BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

#### **1. Accounting Policies and Interim Results**

The Consolidated Financial Statements should be read in conjunction with Burlington Northern Santa Fe Corporation's Annual Report on Form 10-K for the year ended December 31, 2009, including the financial statements and notes thereto. Burlington Northern Santa Fe, LLC (BNSF) is a holding company that conducts no operating activities and owns no significant assets other than through its interests in its subsidiaries. The Consolidated Financial Statements include the accounts of BNSF and its majority-owned subsidiaries, all of which are separate legal entities (collectively, the Company). BNSF's principal operating subsidiary is BNSF Railway Company (BNSF Railway). All significant intercompany accounts and transactions have been eliminated.

Burlington Northern Santa Fe Corporation was incorporated in the State of Delaware on December 16, 1994. As further discussed in Note 2 to the Consolidated Financial Statements, on February 12, 2010, Berkshire Hathaway Inc., a Delaware corporation (Berkshire), acquired 100% of the outstanding shares of Burlington Northern Santa Fe Corporation common stock that it did not already own. The acquisition was completed through the merger (the Merger) of Burlington Northern Santa Fe Corporation with and into R Acquisition Company, LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of Berkshire (Merger Sub), with Merger Sub continuing as the surviving entity. In connection with the Merger, Merger Sub changed its name to "Burlington Northern Santa Fe, LLC" and remains an indirect, wholly-owned subsidiary of Berkshire.

Berkshire's cost of acquiring BNSF has been pushed-down to establish a new accounting basis for BNSF. Accordingly, the accompanying interim consolidated financial statements are presented for two periods, Predecessor and Successor, which relate to the accounting periods preceding and succeeding the completion of the Merger. The Predecessor and Successor periods have been separated by a vertical line on the face of the consolidated financial statements to highlight the fact that the financial information for such periods has been prepared under two different historical-cost bases of accounting. Earnings per share data has not been presented because BNSF has not issued stock or membership interests to the public.

The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the entire year. In the opinion of management, the unaudited financial statements reflect all adjustments (consisting of only normal recurring adjustments, except as disclosed) necessary for a fair statement of BNSF's consolidated financial position as of June 30, 2010 (Successor), and the results of operations for the three months ended June 30, 2010 (Successor) and 2009 (Predecessor), the periods February 13 – June 30, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the six months ended June 30, 2009 (Predecessor).

#### **New Accounting Policies Adopted Upon Merger**

##### **Goodwill**

Goodwill is the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed. As a result of the Merger, BNSF recognized goodwill as well as additional intangible assets and liabilities (see Note 2 to the Consolidated Financial Statements for further information related to the Merger).

Goodwill is tested for impairment annually or more frequently if events or circumstances indicate that the carrying amount may not be recoverable. The impairment test encompasses calculating a fair value of the assets and comparing the fair value to its carrying value. The goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units and determination of the fair value of each reporting unit. If the carrying amount of goodwill exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

##### **Rail Grinding Costs**

Upon the Merger discussed in Note 2, BNSF adopted the direct expense method of accounting for rail grinding costs, under which the Company expenses rail grinding costs as incurred.

## BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

#### **Adoption of New Accounting Pronouncement**

In June 2009, the FASB amended authoritative accounting guidance related to transfers of financial assets which updates existing guidance. The amended authoritative accounting guidance limits the circumstances in which financial assets can be derecognized and requires enhanced disclosures regarding transfers of financial assets and a transferor's continuing involvement with transferred financial assets. The amended authoritative accounting guidance also eliminates the concept of a qualifying special-purpose entity (QSPE), which requires companies to evaluate former QSPEs for consolidation.

In June 2009, the FASB amended authoritative accounting guidance related to the consolidation of variable interest entities (VIEs). The amended authoritative accounting guidance updates existing guidance used to determine whether or not a company is required to consolidate a VIE and requires enhanced disclosures. The amended authoritative accounting guidance also eliminates quantitative-based assessments and requires companies to perform ongoing qualitative assessments to determine whether or not the VIE should be consolidated.

The Company prospectively adopted the amended authoritative accounting guidance on January 1, 2010. See Note 4 and Note 6 to the Consolidated Financial Statements for information related to the impact of the adoption of the amended authoritative accounting guidance.

#### **Subsequent Events**

##### ***Low-income Housing Partnership***

In July 2010, the Company entered into a low-income housing partnership as the limited partner, holding a 99.9% interest in the partnership. The general partner, who holds a 0.1% interest in the partnership, is an unrelated third party and is responsible for controlling and managing the business and financial operation of the partnership. Of the total investment of \$591 million, \$443 million was paid at closing, with remaining commitments of \$130 million and \$18 million due at the end of 2012 and 2013, respectively.

##### ***Unwound Interest Rate Hedges***

In July 2010, the Company unwound four interest rate swaps having an aggregate notional amount of \$400 million. The swaps were originally entered into in March 2008 to convert the fixed rate of 5.75 percent on \$400 million of 10-year notes, due 2018, into a variable interest rate. The Company recorded a gain on the transaction of \$45 million, which will be reflected as a reduction of interest expense over the remaining term of these notes.

## **2. Merger**

As discussed in Note 1 to the Consolidated Financial Statements, on February 12, 2010, Burlington Northern Santa Fe Corporation was acquired by Berkshire pursuant to the Agreement and Plan of Merger, dated as of November 2, 2009 (the Merger Agreement). Immediately prior to completion of the Merger, Berkshire and its affiliates and associates owned 76,777,029 shares of Burlington Northern Santa Fe Corporation common stock, representing 22.5% of the total issued and outstanding shares of its common stock. As a result of the Merger, each share of common stock of Burlington Northern Santa Fe Corporation, par value \$0.01 per share, other than shares owned by Berkshire, Burlington Northern Santa Fe Corporation or any of their respective subsidiaries, was converted into the right to receive, at the election of the stockholder (subject to the proration and reallocation procedures described in the Merger Agreement), either (i) \$100.00 in cash, without interest, or (ii) a portion of a share of Berkshire Class A common stock equal to the exchange ratio, which was calculated by dividing \$100.00 by the average of the daily volume-weighted average trading prices per share of Berkshire Class A common stock over the ten trading day period ending on the second full trading day prior to completion of the Merger. Fractional shares of Berkshire Class A common stock were not issued in the Merger. Instead, shares of Berkshire Class B common stock were issued in lieu of fractional shares of Berkshire Class A common stock, and cash was paid in lieu of fractional shares of Berkshire Class B common stock. Approximately 60% of the total merger consideration paid by Berkshire to stockholders of Burlington Northern Santa Fe Corporation was in the form of cash and approximately 40% was in the form of Berkshire common stock.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

Between January 1 and February 12, 2010 (Predecessor), the Company incurred approximately \$62 million in costs related to the Merger, which were primarily recorded in purchased services in the Consolidated Statements of Income.

The Merger was accounted for using the acquisition method under Accounting Standards Codification (ASC) Topic 805, *Business Combinations*. Under the acquisition method, the purchase price was allocated to the underlying tangible and intangible assets acquired and liabilities assumed based on their respective fair values, with the remainder allocated to goodwill. None of the goodwill recorded in connection with the Merger will be deductible for income tax purposes. The purchase price allocation at June 30, 2010, is substantially complete; however, additional analysis primarily related to the value of property and equipment and intangibles, and any associated tax impacts could result in a change in the total amount of goodwill. The purchase price allocation is summarized in the following tables (in millions):

Cash paid as merger consideration	\$	15,874
Value of Berkshire common stock issued as merger consideration		10,577
<hr/>		
Total merger consideration to acquire the remaining shares of Predecessor		26,451
Value of Predecessor already owned by Berkshire valued at merger price of \$100.00 per share		7,678
Value of Berkshire equity awards to replace pre-existing Predecessor equity awards		366
<hr/>		
Total purchase price to be allocated	\$	34,495

<b>Assets</b>		<b>Liabilities and net assets acquired</b>	
Cash and cash equivalents	\$ 971	Accounts payable and other current liabilities	\$ 2,261
Accounts receivable, net	808	Long-term debt due within one year	649
Materials and supplies	630	Long-term debt	10,493
Current portion of deferred income taxes	210	Deferred income taxes	13,413
Other current assets	144	Intangible liabilities, net	2,056
Property and equipment, net	43,987	Casualty and environmental liabilities	928
Goodwill	14,803	Pension and retiree health and welfare liability	865
Intangible assets, net	2,025	Other liabilities	513
Other assets	2,095	Net assets acquired	34,495
<hr/>		<hr/>	
Total assets	\$ 65,673	Total liabilities and net assets acquired	\$ 65,673

The fair value of assets acquired included accounts receivable of \$808 million, consisting of the gross amount due under contracts of \$862 million, net of \$54 million estimated to be uncollectible.

The fair value of assets acquired also included intangible assets of \$2,025 million, with a weighted average amortization life of 10 years. The fair value of liabilities acquired included intangible liabilities of \$2,056 million, with a weighted average amortization life of 16 years. See Note 5 to the Consolidated Financial Statements for further information related to intangible assets and liabilities.

Liabilities acquired included contingencies related to casualty and environmental liabilities in the amount of \$1,178 million. Casualty liabilities were measured at fair value, and environmental liabilities were measured in accordance with ASC Topic 450, *Contingencies*. See Note 7 to the Consolidated Financial Statements for further information related to casualty and environmental liabilities.

## BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

The following unaudited pro forma financial data summarizes BNSF's results of operations as if the Merger had occurred as of January 1, 2009 (in millions):

	Six Months Ended June 30,	
	2010	2009
Revenues	\$ 7,991	\$ 6,878
Net income	\$ 1,199	\$ 809

The pro forma amounts represent BNSF's results of operations with appropriate adjustments, which are expected to have a continuing impact, resulting from the application of acquisition method accounting. The unaudited pro forma financial data is provided for informational purposes only and is not necessarily indicative of what BNSF's results of operations would have been if the Merger had occurred as of January 1, 2009, or the results of operations for any future periods.

### 3. Derivative Activities

The Company uses derivative financial instruments to hedge against increases in diesel fuel prices and interest rates as well as to convert a portion of its fixed-rate long-term debt to floating-rate debt. The Company does not use derivative financial instruments for trading or speculative purposes. The Company formally documents the relationship between the hedging instrument and the hedged item, as well as the risk management objective and strategy for the use of the hedging instrument. This documentation includes linking the derivatives that are designated as fair value or cash flow hedges to specific assets or liabilities on the balance sheet, commitments or forecasted transactions. The Company assesses at the time a derivative contract is entered into, and at least quarterly thereafter, whether the derivative item is effective in offsetting the changes in fair value or cash flows. Any change in fair value resulting from ineffectiveness, as defined by authoritative accounting guidance related to derivatives and hedging, is recognized in current period earnings. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is recorded in accumulated other comprehensive income (AOCI) as a separate component of equity and reclassified into earnings in the period during which the hedge transaction affects earnings. Cash flows related to fuel and interest rate derivatives are classified as operating activities in the Consolidated Statements of Cash Flows.

Upon application of acquisition method accounting due to the Merger, the Company was required to re-designate its outstanding derivatives as hedges under authoritative accounting guidance. Certain costless collar derivatives did not qualify for re-designation as they were in net written positions as of the Merger date. As a result, hedge accounting was discontinued on these instruments. The Company will continue to hold these financial instruments to hedge against increases in diesel fuel prices, recognizing any gains and losses from changes in fair value in current period earnings.

BNSF monitors its derivative instrument positions and credit ratings of its counterparties and does not anticipate any losses due to counterparty nonperformance. All counterparties were financial institutions with credit ratings of A2/A or higher as of June 30, 2010. The maximum amount of loss the Company could incur from credit risk based on the gross fair value of derivative instruments in asset positions as of June 30, 2010 and December 31, 2009, was \$73 million and \$104 million, respectively. Other than as disclosed under the heading "Fuel; Total Fuel-Derivative Activities," the Company's derivative agreements do not include provisions requiring collateral. Certain of the Company's derivative instruments are covered by master netting arrangements whereby, in the event of a default, the non-defaulting party has the right to setoff any amounts payable against any obligation of the defaulting party under the same counterparty agreement. As such, the Company's net asset exposure to counterparty credit risk was \$67 million and \$90 million as of June 30, 2010 and December 31, 2009, respectively.

Additional disclosure related to derivative instruments is included in Note 10 to the Consolidated Financial Statements.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

The amounts recorded in the Consolidated Balance Sheets for derivative transactions were as follows, presented net of any master netting arrangements (in millions):

	<u>Successor</u>	<u>Predecessor</u>
	<u>June 30, 2010</u>	<u>December 31, 2009</u>
Short-term derivative asset	\$ 12	\$ 34
Long-term derivative asset	57	57
Short-term derivative liability	(38)	(25)
Long-term derivative liability	(13)	(12)
Total derivatives	<u>\$ 18</u>	<u>\$ 54</u>

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

The tables below contain summaries of all derivative positions reported in the Consolidated Financial Statements, presented gross of any master netting arrangements (in millions):

<b>Fair Value of Derivative Instruments</b>			
<b>Asset Derivatives</b>			
	<b>Successor</b>	<b>Predecessor</b>	<b>Balance Sheet</b>
	<b>June 30, 2010</b>	<b>December 31, 2009</b>	<b>Location</b>
Asset derivatives designated as hedging instruments under ASC 815-20			
Fuel contracts	\$ 10	\$ 20	Other current assets
Interest rate contracts	4	14	Other current assets
Fuel contracts	11	40	Other assets
Interest rate contracts	47	17	Other assets
Fuel contracts	1	10	Accounts payable and other current liabilities
Fuel contracts	–	3	Other liabilities
Total asset derivatives designated as hedging instruments under ASC 815-20	\$ 73	\$ 104	
Total asset derivatives	\$ 73	\$ 104	
<b>Liability Derivatives</b>			
	<b>Successor</b>	<b>Predecessor</b>	<b>Balance Sheet</b>
	<b>June 30, 2010</b>	<b>December 31, 2009</b>	<b>Location</b>
Liability derivatives designated as hedging instruments under ASC 815-20			
Fuel contracts	\$ 2	\$ –	Other current assets
Fuel contracts	1	–	Other assets
Fuel contracts	38	35	Accounts payable and other current liabilities
Fuel contracts	12	15	Other liabilities
Total liability derivatives designated as hedging instruments under ASC 815-20	\$ 53	\$ 50	
Liability derivatives not designated as hedging instruments under ASC 815-20			
Fuel contracts	\$ 1	\$ –	Accounts payable and other current liabilities
Fuel contracts	1	–	Other liabilities
Total liability derivatives not designated as hedging instruments under ASC 815-20	\$ 2	\$ –	
Total liability derivatives	\$ 55	\$ 50	

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

**The Effects of Derivative Instruments Gains and Losses  
for the Three Month Periods Ended June 30, 2010 and 2009**

		<b>Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)</b>	
		<b>Successor</b>	<b>Predecessor</b>
		<b>2010</b>	<b>2009</b>
<u>Derivatives in ASC 815-20 Cash Flow Hedging Relationships</u>			
Fuel Contracts		\$ (58)	\$ 204
Total derivatives		\$ (58)	\$ 204

		<b>Amount of Gain or (Loss) Recognized from AOCI into Income (Effective Portion)</b>	
		<b>Successor</b>	<b>Predecessor</b>
		<b>2010</b>	<b>2009</b>
	<b>Location of Gain or (Loss) Recognized from AOCI into Income</b>		
Fuel Contracts	Fuel expense	\$ 7	\$ (60)
Total derivatives		\$ 7	\$ (60)

		<b>Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)<sup>a</sup></b>	
		<b>Successor</b>	<b>Predecessor</b>
		<b>2010</b>	<b>2009</b>
	<b>Location of Gain or (Loss) Recognized in Income on Derivatives</b>		
Fuel Contracts	Fuel expense	\$ (7)	\$ 15
Total derivatives		\$ (7)	\$ 15

a No portion of the gain or (loss) was excluded from the assessment of hedge effectiveness for the periods then ended.

Derivatives Not Designated as Hedging Instruments under ASC 815-20

		<b>Amount of Gain or (Loss) Recognized in Income on Derivatives</b>	
		<b>Successor</b>	<b>Predecessor</b>
		<b>2010</b>	<b>2009</b>
	<b>Location of Gain or (Loss) Recognized in Income on Derivatives</b>		
Fuel Contracts	Fuel expense	\$ (12)	\$ –
Interest Rate Contracts	Interest expense	\$ –	\$ 10
Total derivatives		\$ (12)	\$ 10

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

**The Effects of Derivative Instruments Gains and Losses for the Periods  
February 13 – June 30, 2010 (Successor), January 1 – February 12, 2010 (Predecessor)  
and the Six Months Ended June 30, 2009 (Predecessor)**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships

	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)			
	Successor		Predecessor	
	February 13 – June 30, 2010		January 1 – February 12, 2010	Six Months Ended June 30, 2009
Fuel Contracts	\$	10	\$ (79)	\$ 172
Interest Rate Contracts		–	–	65
<b>Total derivatives</b>	<b>\$</b>	<b>10</b>	<b>\$ (79)</b>	<b>\$ 237</b>

	Location of Gain or (Loss) Recognized from AOCI into Income	Amount of Gain or (Loss) Recognized from AOCI into Income (Effective Portion)			
		Successor		Predecessor	
		February 13 – June 30, 2010		January 1 – February 12, 2010	Six Months Ended June 30, 2009
Fuel Contracts	Fuel expense	\$	14	\$ (6)	\$ (166)
<b>Total derivatives</b>		<b>\$</b>	<b>14</b>	<b>\$ (6)</b>	<b>\$ (166)</b>

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) <sup>a</sup>			
		Successor		Predecessor	
		February 13 – June 30, 2010		January 1 – February 12, 2010	Six Months Ended June 30, 2009
Fuel Contracts	Fuel expense	\$	1	\$ (7)	\$ 16
<b>Total derivatives</b>		<b>\$</b>	<b>1</b>	<b>\$ (7)</b>	<b>\$ 16</b>

a No portion of the gain or (loss) was excluded from the assessment of hedge effectiveness for the periods then ended.

Derivatives Not Designated as Hedging Instruments under ASC 815-20

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives			
		Successor		Predecessor	
		February 13 – June 30, 2010		January 1 – February 12, 2010	Six Months Ended June 30, 2009
Fuel Contracts	Fuel expense	\$	1	–	–
Interest Rate Contracts	Interest expense		–	–	(32)
<b>Total derivatives</b>		<b>\$</b>	<b>1</b>	<b>–</b>	<b>\$ (32)</b>

## BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

As of June 30, 2010, the Company estimates that within the next twelve months approximately \$8 million in pre-tax hedge instrument losses will be reclassified from accumulated other comprehensive income into earnings.

#### **Fuel**

Fuel costs represented 24 percent, 25 percent and 21 percent of total operating expenses during the periods February 13 – June 30, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the six months ended June 30, 2009 (Predecessor), respectively. Due to the significance of diesel fuel expenses to the operations of BNSF and the historical volatility of fuel prices, the Company has entered into derivatives to partially mitigate the risk of fluctuations in the price of its diesel fuel purchases. The fuel derivatives include the use of derivatives that are accounted for as cash flow hedges. The derivatives are intended to protect the Company's operating margins and overall profitability from adverse fuel price changes by entering into fuel-derivative instruments based on management's evaluation of current and expected diesel fuel price trends. However, to the extent the Company hedges portions of its fuel purchases, it may not realize the impact of decreases in fuel prices. Conversely, to the extent the Company does not hedge portions of its fuel purchases, it may be adversely affected by increases in fuel prices.

#### ***Total Fuel-Derivative Activities***

As of June 30, 2010, BNSF's total fuel-derivative positions for the remainder of 2010, 2011, and 2012, of which the majority are designated as cash flow hedges, covered approximately 22 percent, 18 percent and 3 percent, respectively, of the average annual locomotive fuel consumption over the past three years. Derivative positions are closely monitored to ensure that they will not exceed actual fuel requirements in any period. As of June 30, 2010, and December 31, 2009, BNSF had entered into fuel-derivative agreements covering approximately 432 million gallons and 561 million gallons, respectively.

Certain of the Company's fuel-derivative instruments are covered by an agreement which includes a provision such that the Company either receives or posts cash collateral if the fair value of the instruments exceeds a certain net asset or net liability threshold, respectively. The threshold is based on a sliding scale, utilizing either the counterparty's credit rating, if the instruments are in a net asset position, or BNSF's credit rating, if the instruments are in a net liability position. If the applicable credit rating should fall below Ba3 (Moody's) or BB- (S&P), the threshold would be eliminated and collateral would be required for the entire fair value amount. All cash collateral paid is held on deposit by the payee and earns interest to the benefit of the payor based on the London Interbank Offered Rate (LIBOR). The aggregate fair value of all open fuel-derivative instruments under these provisions was in a net liability position on June 30, 2010 and December 31, 2009, of \$16 million and \$18 million, respectively, which was below the collateral threshold. As such, there was no posted collateral outstanding at June 30, 2010 or December 31, 2009.

The Company utilizes a market approach using the forward commodity price for the periods hedged to value its fuel-derivative swaps and costless collars. As such, the fair values of these instruments are classified as Level 2 valuations under authoritative accounting guidance related to fair value measurements.

#### **Interest Rate**

From time to time, the Company enters into various interest rate derivative transactions for the purpose of managing exposure to fluctuations in interest rates by establishing rates in anticipation of both future debt issuances and the refinancing of leveraged leases, as well as converting a portion of its fixed-rate long-term debt to floating-rate debt. The Company uses interest rate swaps and treasury locks as part of its interest rate risk management strategy.

The Company utilizes a market approach using estimates of the mid-market values to value its interest rate derivatives. As such, the fair values of these instruments are classified as Level 2 valuations under authoritative accounting guidance related to fair value measurements.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

***Fair Value Interest Rate Hedges***

The Company enters into interest rate swaps to convert fixed-rate long-term debt to floating-rate debt. These swaps are accounted for as fair value hedges under authoritative accounting guidance related to derivatives and hedging. Upon application of acquisition method accounting due to the Merger, these swaps were re-designated as fair value hedges. However, the swaps no longer qualified for the short-cut method of recognition; therefore, effectiveness is measured at least quarterly and any resulting ineffectiveness will be recognized in current period earnings.

The gain or loss on the fair value hedges as well as the offsetting loss or gain on the hedged items (fixed-rate debt) attributable to the hedged risk are recorded in current earnings. The Company includes the gain or loss on the fixed-rate debt in the same line item (interest expense) as the offsetting loss or gain on the related interest rate swaps as follows (in millions):

Income Statement Classification	Gain (Loss) on Interest Rate Swaps		Gain (Loss) on Fixed-rate Debt	
	Three Months Ended June 30,		Three Months Ended June 30,	
	Successor	Predecessor	Successor	Predecessor
	2010	2009	2010	2009
Interest expense	\$ 21	\$ (30)	\$ (20)	\$ 30

Income Statement Classification	Gain (Loss) on Interest Rate Swaps			Gain (Loss) on Fixed-rate Debt		
	Successor	Predecessor		Successor	Predecessor	
	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009
Interest expense	\$ 19	\$ 6	\$ (41)	\$ (18)	\$ (6)	\$ 41

As of June 30, 2010 and December 31, 2009, BNSF had entered into nine separate swaps with an aggregate notional amount of \$650 million, in conjunction with notes due in 2010 and 2018, in which it pays an average floating rate, which fluctuates quarterly, based on LIBOR. As of June 30, 2010, the average fixed rate BNSF is to receive was 6.28 percent.

See Note 1 to the Consolidated Financial Statements for information related to the unwind of interest rate swaps with an aggregate notional amount of \$400 million subsequent to June 30, 2010.

***Cash Flow Interest Rate Hedges***

As of June 30, 2010, and December 30, 2009, the Company had no outstanding cash flow hedges.

AOCI included \$8 million of unrecognized gains on closed hedges as of December 31, 2009, which was being amortized to interest expense over the life of the corresponding issued debt. The unrecognized gain on closed hedges in AOCI was eliminated in the application of acquisition method accounting due to the Merger.

**4. Accounts Receivable, Net**

BNSF Railway transfers a portion of its accounts receivable to a wholly-owned subsidiary, Santa Fe Receivables Corporation (SFRC). SFRC transfers an undivided interest in such receivables, with limited exceptions, to a master trust and causes the trust to issue an undivided interest in the receivables to investors (the A/R sales program). The undivided interests in the master trust purchased by investors may be in the form of certificates or purchased interests. BNSF Railway retains the collection responsibility with respect to the accounts receivable transferred. The investors in the master trust have no recourse to BNSF Railway's other assets except for customary warranty and indemnity claims. Creditors of BNSF Railway have no recourse to the assets of the master trust or SFRC until after the creditors have been paid and SFRC and the master trust have been terminated.

## **BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

BNSF Railway's total capacity to sell undivided interests to investors under the A/R sales program was \$700 million at June 30, 2010, which was comprised of two \$175 million, 364-day accounts receivable facilities and two \$175 million, 3-year accounts receivable facilities. In November 2009, BNSF Railway extended the commitment termination date of the two 364-day facilities to November 2010. The two 3-year facilities were entered into in November 2007 and have a commitment termination date in November 2010. Each of the financial institutions providing credit for the facilities is rated Aa3/A+ or higher. The amount of undivided interests in the accounts receivable sold by BNSF Railway to investors fluctuates based on borrowing needs and upon the availability of receivables and is directly affected by changing business volumes and credit risks, which may, from time to time, reduce the effective capacity of the program to less than the \$700 million. Additionally, if the combined dilution and delinquency percentages exceed an established threshold, there would be an impact on the amount of undivided interest that BNSF Railway could sell. At June 30, 2010, the effective capacity under the A/R sales program was \$700 million.

As discussed in Note 1 to the Consolidated Financial Statements, on January 1, 2010, BNSF Railway prospectively adopted authoritative accounting guidance which amended accounting guidance related to transfers of assets and VIEs. The amended guidance also eliminated the concept of a QSPE.

At January 1, 2010, the A/R sales program master trust was considered a VIE as it does not retain sufficient equity to finance its activities without the support of BNSF Railway. BNSF Railway has a variable interest in the master trust as it absorbs any losses related to the receivables transferred in the event of default. BNSF Railway is the primary beneficiary of the VIE as it (1) directs the amount of undivided interest in receivables sold to investors by the master trust, and thus holds the power to direct the activities of the master trust that most significantly impact performance and (2) has the obligation to absorb the losses in the event of defaulted receivables, which could potentially be significant to the master trust. As the primary beneficiary of the master trust, BNSF Railway fully consolidated the master trust at January 1, 2010. The consolidation did not impact the Company's consolidated financial statements as there were no outstanding undivided interests held by investors under the A/R sales program at January 1, 2010. Prior to 2010, the A/R sales master trust was considered a QSPE and was not consolidated.

As of June 30, 2010 and December 31, 2009, there were no outstanding undivided interests held by investors under the A/R sales program; thus, no asset or related liability was recorded in the Company's Consolidated Balance Sheets. For the six months ended June 30, 2009, \$50 million of cash flows related to the A/R sales program was classified as Operating Activities in the Consolidated Statement of Cash Flows. Upon adoption of the aforementioned guidance on January 1, 2010, any prospective activity will be classified as Financing Activities in the Consolidated Statements of Cash Flows. For the quarter ended June 30, 2010, there was no cash flow activity related to the A/R sales program.

BNSF Railway does not provide financial support to the master trust that it was not previously contractually obligated to provide.

At June 30, 2010 and December 31, 2009, \$12 million and \$21 million, respectively, of accounts receivable were greater than 90 days old.

BNSF Railway maintains an allowance for bill adjustments and uncollectible accounts based upon the expected collectibility of accounts receivable, including receivables transferred to the master trust. At June 30, 2010, and December 31, 2009, \$17 million and \$31 million, respectively, of such allowances had been recorded.

#### **5. Goodwill and Other Intangible Assets and Liabilities**

During the periods February 13 – June 30, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and six months ending June 30, 2009 (Predecessor), no impairment losses related to goodwill were incurred. As of June 30, 2010 and December 31, 2009, there were no accumulated impairment losses related to goodwill.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

The changes in the carrying amount of goodwill were as follows (in millions):

	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
Beginning balance	\$ –	\$ –	\$ –
Additions	14,803	–	–
Ending balance	\$ 14,803	\$ –	\$ –

Amortized intangible assets and liabilities were as follows (in millions):

	<b>Successor</b>		<b>Predecessor</b>	
	<b>As of June 30, 2010</b>		<b>As of December 31, 2009</b>	
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>
Amortized intangible assets	\$ 2,012	\$ 127	\$ –	\$ –
Amortized intangible liabilities	\$ 2,056	\$ 115	\$ –	\$ –

Amortized intangible assets primarily consisted of internally developed software and franchise & customer assets. Amortized intangible liabilities primarily consisted of customer and shortline contracts which were in an unfavorable position at the date of Merger.

Amortized intangible assets and liabilities are amortized either on a straight-line basis over their estimated economic lives or based on the pattern in which the economic benefits are consumed. The straight-line method of amortization reflects an appropriate allocation of the cost of the intangible net assets to earnings in proportion to the amount of economic benefits obtained annually by the Company.

Amortization of intangible assets and liabilities was as follows (in millions):

	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
Amortization of intangible assets	\$ 127	\$ –	\$ –
Amortization of intangible liabilities	\$ 115	\$ –	\$ –

Future amortization of intangible assets and liabilities is expected to approximate the following (in millions):

	<b>Amortization of intangible assets</b>	<b>Amortization of intangible liabilities</b>
Remainder of 2010	\$ 154	\$ 151
2011	\$ 307	\$ 293
2012	\$ 307	\$ 282
2013	\$ 307	\$ 252
2014	\$ 307	\$ 179

## BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

#### 6. Debt

##### **Revolving Credit Facility and Commercial Paper**

As of June 30, 2010, the Company had borrowing capacity of up to \$1.2 billion under its long-term revolving bank credit facility, which expires in September 2012. Senior unsecured debt ratings for BNSF were Baa1/BBB at December 31, 2009, and A3/BBB+ at June 30, 2010. Annual facility fees are currently 0.07 percent for the facility. The rate is subject to change based upon changes in BNSF's senior unsecured debt ratings. Borrowing rates are based upon (i) LIBOR plus a spread determined by BNSF's senior unsecured debt ratings; (ii) money market rates offered at the option of the lenders; or (iii) an alternate base rate. BNSF must maintain compliance with certain financial covenants under its revolving bank credit facility. At June 30, 2010, the Company was in compliance with these covenants.

At June 30, 2010, there were no bank borrowings against the revolving credit facility.

BNSF issues commercial paper from time to time that is supported by the revolving bank credit facility. Outstanding commercial paper reduces the amount of borrowing capacity available under the facility. The classification of commercial paper is determined by the Company's ability and intent to use long-term or short-term funding sources to settle the obligations at maturity.

There was no commercial paper outstanding at June 30, 2010 or December 31, 2009; therefore, the total borrowing capacity available under the revolving bank credit facility was \$1.2 billion.

##### **Notes and Debentures**

In May 2010, the Board of Managers of the Company authorized an additional \$750 million of debt securities that may be issued pursuant to a debt shelf registration statement that has been filed with the Securities and Exchange Commission (SEC), for a total of \$1.5 billion of debt securities authorized to be issued.

In May 2010, BNSF issued \$750 million of 5.75 percent debentures due May 1, 2040. The net proceeds from the sale of the debentures will be used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, and repayment of outstanding indebtedness and commercial paper. The issuance of these debentures reduced the amount of debt authorized to be issued through the SEC debt shelf registration process to \$750 million as of June 30, 2010.

##### **Capital Leases**

During the periods February 13 – June 30, 2010 (Successor), and January 1 – February 12, 2010 (Predecessor), BNSF entered into capital leases totaling \$19 million and \$8 million, respectively to finance maintenance of way and other vehicles/equipment with lease terms of five to seven years.

##### **Fair Value of Debt Instruments**

At June 30, 2010, and December 31, 2009, the fair value of BNSF's debt, excluding capital leases and interest rate hedges, was \$10,594 million and \$9,416 million, respectively, while the book value was \$10,072 million and \$8,746 million, respectively. The fair value of BNSF's debt is primarily based on quoted market prices for the same or similar issues, or on the current rates that would be offered to BNSF for debt of the same remaining maturities.

##### **Guarantees**

As of June 30, 2010, BNSF Railway has not been called upon to perform under the guarantees specifically disclosed in this footnote and does not anticipate a significant performance risk in the foreseeable future.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

Debt and other obligations of non-consolidated entities guaranteed by the Company as of June 30, 2010, were as follows (dollars in millions):

	Guarantees					Capitalized Obligations
	BNSF Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount <sup>a</sup>	Remaining Term (in years) Termination of Ownership	
Kinder Morgan Energy Partners, L.P. Chevron Phillips Chemical Company, LP	0.5%	\$ 190	\$ 190	\$ –	7	\$ 2 <sup>b</sup>
All other	0.0%	\$ 3	\$ 3	\$ 1	Various	\$ –

a Reflects the maximum amount the Company could recover from a third party other than the counterparty.

b Reflects capitalized obligations that are recorded on the Company's Consolidated Balance Sheet.

c Reflects the asset and corresponding liability for the fair value of these guarantees required by authoritative accounting guidance related to guarantees.

d There is no cap to the liability that can be sought from BNSF for BNSF's negligence or the negligence of the indemnified party. However, BNSF could receive reimbursement from certain insurance policies if the liability exceeds a certain amount.

***Kinder Morgan Energy Partners, L.P.***

Santa Fe Pacific Pipelines, Inc., an indirect, wholly-owned subsidiary of BNSF Railway, has a guarantee in connection with its remaining special limited partnership interest in Santa Fe Pacific Pipelines Partners, L.P. (SFPP), a subsidiary of Kinder Morgan Energy Partners, L.P., to be paid only upon default by the partnership. All obligations with respect to the guarantee will cease upon termination of ownership rights, which would occur upon a put notice issued by BNSF or the exercise of the call rights by the general partners of SFPP.

***Chevron Phillips Chemical Company, LP***

In the third quarter of 2007, BNSF Railway entered into an indemnity agreement with Chevron Phillips Chemical Company, LP (Chevron Phillips), granting certain rights of indemnity from BNSF Railway, in order to facilitate access to a new storage facility. Under certain circumstances, payment under this obligation may be required in the event Chevron Phillips were to incur certain liabilities or other incremental costs resulting from trackage access.

***All Other***

As of June 30, 2010, BNSF guaranteed \$3 million of other debt and leases. BNSF holds a performance bond and has the option to sub-lease property to recover up to \$1 million of the \$3 million of guarantees. These guarantees expire between 2011 and 2013.

***Indemnities***

In the ordinary course of business, BNSF enters into agreements with third parties that include indemnification clauses. In general, these clauses are customary for the types of agreements in which they are included. At times, these clauses may involve indemnification for the acts of the Company, its employees and agents, indemnification for another party's acts, indemnification for future events, indemnification based upon a certain standard of performance, indemnification for liabilities arising out of the Company's use of leased equipment or other property, or other types of indemnification. Due to the uncertainty of whether events which would trigger the indemnification obligations would ever occur, the Company does not believe that these indemnity agreements will have a material adverse effect on the Company's results of operations, financial position or liquidity. Additionally, the Company believes that, due to lack of historical payment experience, the fair value of indemnities cannot be estimated with any amount of certainty and that the fair value of any such amount would be immaterial to the Consolidated Financial Statements. Agreements that contain unique circumstances, particularly agreements that contain guarantees that indemnify for another party's acts are disclosed separately if appropriate. Unless separately disclosed above, no fair value liability related to indemnities has been recorded in the Consolidated Financial Statements.

## **BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

#### **Variable Interest Entities**

As discussed in Note 1 to the Consolidated Financial Statements, on January 1, 2010, the Company prospectively adopted authoritative accounting guidance which amended accounting guidance related to VIEs.

BNSF Railway has entered into various equipment lease transactions in which the structure of the lease contains VIEs. These VIEs were created solely for the lease transactions and have no other activities, assets or liabilities outside of the lease transactions. In some of the arrangements, BNSF Railway has the option to purchase some or all of the equipment at a fixed-price, thereby creating variable interests for BNSF Railway in the VIEs. The future minimum lease payments associated with the VIE leases were approximately \$5 billion as of June 30, 2010.

In the event the leased equipment is destroyed, BNSF Railway is obligated to either replace the equipment or pay a fixed loss amount. The inclusion of the fixed loss amount is a standard clause within equipment lease arrangements. Historically, BNSF Railway has not incurred significant losses related to this clause. As such, it is not anticipated that the maximum exposure to loss would materially differ from the future minimum lease payments.

BNSF Railway does not provide financial support to the VIEs that it was not previously contractually obligated to provide.

BNSF Railway maintains and operates the equipment based on contractual obligations within the lease arrangements, which set specific guidelines consistent within the industry. As such, BNSF Railway has no control over activities that could materially impact the fair value of the leased equipment. BNSF Railway does not hold the power to direct the activities of the VIEs and therefore does not control the ongoing activities that have a significant impact on the economic performance of the VIEs. Additionally, BNSF Railway does not have the obligation to absorb losses of the VIEs or the right to receive benefits of the VIEs that could potentially be significant to the VIEs. Depending on market conditions, the fixed-price purchase options could potentially provide benefit to the Company; however, any benefits potentially received from a fixed-price purchase option are expected to be minimal. Based on these factors, BNSF Railway is not the primary beneficiary of the VIEs. As BNSF Railway is not the primary beneficiary and the VIE leases are classified as operating leases, there are no assets or liabilities related to the VIEs recorded in the Company's consolidated statement of financial position.

#### **7. Commitments and Contingencies**

##### **Personal Injury**

Personal injury claims, including asbestos claims and employee work-related injuries and third-party injuries (collectively, other personal injury), are a significant expense for the railroad industry. Personal injury claims by BNSF Railway employees are subject to the provisions of the Federal Employers' Liability Act (FELA) rather than state workers' compensation laws. FELA's system of requiring the finding of fault, coupled with unscheduled awards and reliance on the jury system, contributed to increased expenses in past years. Other proceedings include claims by non-employees for punitive as well as compensatory damages. A few proceedings purport to be class actions. The variability present in settling these claims, including non-employee personal injury and matters in which punitive damages are alleged, could result in increased expenses in future years. BNSF has implemented a number of safety programs designed to reduce the number of personal injuries as well as the associated claims and personal injury expense.

Other than the fair value adjustments recorded in the application of acquisition method accounting, as discussed in Note 2 to the Consolidated Financial Statements, BNSF records an undiscounted liability for personal injury claims when the expected loss is both probable and reasonably estimable. The liability and ultimate expense projections are estimated using standard actuarial methodologies. Liabilities recorded for unasserted personal injury claims are based on information currently available. Due to the inherent uncertainty involved in projecting future events such as the number of claims filed each year, developments in judicial and legislative standards and the average costs to settle projected claims, actual costs may differ from amounts recorded. Expense accruals and any required adjustments are classified as materials and other in the Consolidated Statements of Income.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

*Asbestos*

The Company is party to a number of personal injury claims by employees and non-employees who may have been exposed to asbestos. The heaviest exposure for BNSF employees was due to work conducted in and around the use of steam locomotive engines that were phased out between the years of 1950 and 1967. However, other types of exposures, including exposure from locomotive component parts and building materials, continued after 1967 until they were substantially eliminated at BNSF by 1985.

BNSF assesses its unasserted asbestos liability exposure on an annual basis during the third quarter. BNSF determines its asbestos liability by estimating its exposed population, the number of claims likely to be filed, the number of claims that will likely require payment, and the estimated cost per claim. Estimated filing and dismissal rates and average cost per claim are determined utilizing recent claim data and trends.

Throughout the year, BNSF monitors actual experience against the number of forecasted claims and expected claim payments and will record adjustments to the Company's estimates as necessary.

Based on BNSF's estimate of the potentially exposed employees and related mortality assumptions, it is anticipated that unasserted asbestos claims will continue to be filed through the year 2050. The Company recorded an amount for the full estimated filing period through 2050 because it had a relatively finite exposed population (former and current employees hired prior to 1985), which it was able to identify and reasonably estimate and about which it had obtained reliable demographic data (including age, hire date and occupation) derived from industry or BNSF specific data that was the basis for the study. BNSF projects that approximately 55, 75 and 90 percent of the future unasserted asbestos claims will be filed within the next 10, 15 and 25 years, respectively.

*Other Personal Injury*

BNSF estimates its other personal injury liability claims and expense quarterly based on the covered population, activity levels and trends in frequency and the costs of covered injuries. Estimates include unasserted claims except for certain repetitive stress and other occupational trauma claims that allegedly result from prolonged repeated events or exposure. Such claims are estimated on an as-reported basis because the Company cannot estimate the range of reasonably possible loss due to other non-work related contributing causes of such injuries and the fact that continued exposure is required for the potential injury to manifest itself as a claim. BNSF has not experienced any significant adverse trends related to these types of claims in recent years.

BNSF monitors quarterly actual experience against the number of forecasted claims to be received, the forecasted number of claims closing with payment and expected claim payments. Adjustments to the Company's estimates are recorded quarterly as necessary or more frequently as new events or revised estimates develop.

The following tables summarize the activity in the Company's accrued obligations for personal injury matters (in millions):

	<b>Three Months Ended June 30,</b>	
	<b>Successor</b>	<b>Predecessor</b>
	<b>2010</b>	<b>2009</b>
Beginning balance	\$ 648	\$ 688
Accruals	9	26
Payments	(31)	(34)
Ending balance	\$ 626	\$ 680

	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
	Beginning balance	\$ 664	\$ 632
Accruals	14	10	54
Payments	(52)	(9)	(67)
Ending balance	\$ 626	\$ 633	\$ 680

## BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

At June 30, 2010, \$165 million was included in current liabilities. In addition, defense and processing costs, which are recorded on an as-reported basis, were not included in the recorded liability. The Company is primarily self-insured for personal injury claims.

Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle personal injury claims may range from approximately \$555 million to \$735 million. However, BNSF believes that the \$626 million recorded is the best estimate of the Company's future obligation for the settlement of personal injury claims.

The amounts recorded by BNSF for personal injury liabilities were based upon currently known facts. Future events, such as the number of new claims to be filed each year, the average cost of disposing of claims, as well as the numerous uncertainties surrounding personal injury litigation in the United States, could cause the actual costs to be higher or lower than projected.

While the final outcome of personal injury matters cannot be predicted with certainty, considering among other things the meritorious legal defenses available and liabilities that have been recorded, it is the opinion of BNSF that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, the occurrence of a number of these items in the same period could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

#### ***BNSF Insurance Company***

The Company has a consolidated, wholly-owned subsidiary, Burlington Northern Santa Fe Insurance Company, Ltd. (BNSF IC) that provides insurance coverage for certain risks, FELA claims, railroad protective and force account insurance claims and certain excess general liability coverage, and certain other claims which are subject to reinsurance. BNSF IC has entered into annual reinsurance treaty agreements with several other companies. The treaty agreements insure workers compensation, general liability, auto liability and FELA risk. In accordance with the agreements, BNSF IC cedes a portion of its FELA exposure through the treaty and assumes a proportionate share of the entire risk. Each year BNSF IC reviews the objectives and performance of the treaty to determine its continued participation in the treaty. The treaty agreements provide for certain protections against the risk of treaty participants' non-performance. On an on-going basis, BNSF and/or the treaty manager reviews the credit-worthiness of each of the participants. BNSF does not believe its exposure to treaty participants' non-performance is material at this time. BNSF IC typically invests in commercial paper, time deposits and money market accounts. At June 30, 2010, there was approximately \$480 million related to these third-party investments, which were classified as cash and cash equivalents on the Company's Consolidated Balance Sheet, as compared with approximately \$485 million at December 31, 2009.

#### **Environmental**

The Company's operations, as well as those of its competitors, are subject to extensive federal, state and local environmental regulation. BNSF's operating procedures include practices to protect the environment from the risks inherent in railroad operations, which frequently involve transporting chemicals and other hazardous materials. Additionally, many of BNSF's land holdings are and have been used for industrial or transportation-related purposes or leased to commercial or industrial companies whose activities may have resulted in discharges onto the property. As a result, BNSF is subject to environmental cleanup and enforcement actions. In particular, the federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (CERCLA), also known as the Superfund law, as well as similar state laws, generally impose joint and several liability for cleanup and enforcement costs on current and former owners and operators of a site without regard to fault or the legality of the original conduct. BNSF has been notified that it is a potentially responsible party (PRP) for study and cleanup costs at Superfund sites for which investigation and remediation payments are or will be made or are yet to be determined (the Superfund sites) and, in many instances, is one of several PRPs. In addition, BNSF may be considered a PRP under certain other laws. Accordingly, under CERCLA and other federal and state statutes, BNSF may be held jointly and severally liable for all environmental costs associated with a particular site. If there are other PRPs, BNSF generally participates in the cleanup of these sites through cost-sharing agreements with terms that vary from site to site. Costs are typically allocated based on such factors as relative volumetric contribution of material, the amount of time the site was owned or operated and/or the portion of the total site owned or operated by each PRP.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

Liabilities for environmental cleanup costs are recorded when BNSF's liability for environmental cleanup is probable and reasonably estimable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. Environmental costs include initial site surveys and environmental studies as well as costs for remediation of sites determined to be contaminated.

BNSF estimates the ultimate cost of cleanup efforts at its known environmental sites on an annual basis during the third quarter. Ultimate cost estimates for environmental sites are based on historical payment patterns, current estimated percentage to closure ratios and benchmark patterns developed from data accumulated from industry and public sources, including the Environmental Protection Agency and other governmental agencies. These factors incorporate into the estimates experience gained from cleanup efforts at other similar sites.

On a quarterly basis, BNSF monitors actual experience against the forecasted remediation and related payments made on existing sites and conducts ongoing environmental contingency analyses, which consider a combination of factors including independent consulting reports, site visits, legal reviews and analysis of the likelihood of participation in, and the ability to pay for, cleanup of other PRPs. Adjustments to the Company's estimates will continue to be recorded as necessary based on developments in subsequent periods. Additionally, environmental accruals, which are classified as materials and other in the Consolidated Statements of Income, include amounts for newly identified sites or contaminants, third-party claims and legal fees incurred for defense of third-party claims and recovery efforts.

Annual studies do not include (i) contaminated sites of which the Company is not aware; (ii) additional amounts for third-party tort claims, which arise out of contaminants allegedly migrating from BNSF property, due to a limited number of sites; or (iii) natural resource damage claims. BNSF continues to estimate third-party tort claims on a site by site basis when the liability for such claims is probable and reasonably estimable. BNSF's recorded liability for third-party tort claims as of June 30, 2010, is approximately \$13 million.

BNSF is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 297 sites, including 19 Superfund sites, at which it is participating in the study or cleanup, or both, of alleged environmental contamination.

The following tables summarize the activity in the Company's accrued obligations for environmental matters (in millions):

	<b>Three Months Ended June 30,</b>	
	<b>Successor</b>	<b>Predecessor</b>
	<b>2010</b>	<b>2009</b>
Beginning balance	\$ 505	\$ 550
Accruals	5	(3)
Payments	(17)	(18)
Ending balance	\$ 493	\$ 529

	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
	Beginning balance	\$ 514	\$ 517
Accruals	6	6	28
Payments	(27)	(9)	(45)
Ending balance	\$ 493	\$ 514	\$ 529

At June 30, 2010, \$90 million was included in current liabilities.

BNSF's environmental liabilities are not discounted. BNSF anticipates that the majority of the accrued costs at June 30, 2010, will be paid over the next ten years, and no individual site is considered to be material.

## **BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

Liabilities recorded for environmental costs represent BNSF's best estimate of its probable future obligation for the remediation and settlement of these sites and include both asserted and unasserted claims. Although recorded liabilities include BNSF's best estimate of all probable costs, without reduction for anticipated recoveries from third parties, BNSF's total cleanup costs at these sites cannot be predicted with certainty due to various factors such as the extent of corrective actions that may be required, evolving environmental laws and regulations, advances in environmental technology, the extent of other parties' participation in cleanup efforts, developments in ongoing environmental analyses related to sites determined to be contaminated and developments in environmental surveys and studies of contaminated sites.

Because of the uncertainty surrounding these factors, it is reasonably possible that future costs for environmental liabilities may range from approximately \$345 million to \$805 million. However, BNSF believes that the \$493 million recorded at June 30, 2010, is the best estimate of the Company's future obligation for environmental costs.

While the final outcome of these environmental matters cannot be predicted with certainty, it is the opinion of BNSF that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, the occurrence of a number of these items in the same period could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

#### **Other Claims and Litigation**

In addition to asbestos, other personal injury and environmental matters discussed above, BNSF and its subsidiaries are also parties to a number of other legal actions and claims, governmental proceedings and private civil suits arising in the ordinary course of business, including those related to disputes and complaints involving certain transportation rates and charges. Some of the legal proceedings include claims for punitive as well as compensatory damages, and a few proceedings purport to be class actions. Although the final outcome of these matters cannot be predicted with certainty, considering among other things the meritorious legal defenses available and liabilities that have been recorded along with applicable insurance, it is the opinion of BNSF that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, an unexpected adverse resolution of one or more of these items could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

**8. Employment Benefit Plans**

Components of the net cost for the periods presented below were as follows (in millions):

<b>Net Cost</b>	<b>Pension Benefits</b>		
	<b>Three Months Ended June 30,</b>		
	<b>Successor</b>	<b>Predecessor</b>	
	<b>2010</b>	<b>2009</b>	
Service cost	\$ 8	\$ 7	
Interest cost	27	25	
Expected return on plan assets	(27)	(26)	
Amortization of net loss	–	6	
Net cost recognized	\$ 8	\$ 12	

  

<b>Net Cost</b>	<b>Pension Benefits</b>		
	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
Service cost	\$ 12	\$ 3	\$ 14
Interest cost	41	12	51
Expected return on plan assets	(40)	(14)	(53)
Amortization of net loss	–	4	12
Net cost recognized	\$ 13	\$ 5	\$ 24

  

<b>Net Cost</b>	<b>Retiree Health and Welfare Benefits</b>	
	<b>Three Months Ended June 30,</b>	
	<b>Successor</b>	<b>Predecessor</b>
	<b>2010</b>	<b>2009</b>
Service cost	\$ 1	\$ 1
Interest cost	3	3
Amortization of net loss	–	1
Amortization of prior service credit	–	(2)
Net cost recognized	\$ 4	\$ 3

  

<b>Net Cost</b>	<b>Retiree Health and Welfare Benefits</b>		
	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
Service cost	\$ 1	\$ –	\$ 1
Interest cost	5	2	7
Amortization of net loss	–	–	1
Amortization of prior service credit	–	–	(3)
Net cost recognized	\$ 6	\$ 2	\$ 6

In the second quarter of 2010, the Company made a voluntary contribution of \$400 million to BNSF's qualified pension plan. The Company is not required to make any contributions to BNSF's qualified pension plan in the second half of 2010.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

**9. Related Party Transactions**

The companies identified as affiliates of BNSF include Berkshire and its subsidiaries. In the second quarter of 2010, the Company declared and paid a dividend of \$250 million to its parent company. For the period February 13 – June 30, 2010, the Company made cash payments of \$335 million for income taxes to Berkshire.

**10. Comprehensive Income**

Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income, a component of equity within the Consolidated Balance Sheets, rather than net income on the Consolidated Statements of Income. Under existing accounting standards, other comprehensive income may include, among other things, unrecognized gains and losses and prior service credit related to pension and other postretirement benefit plans and accounting for derivative financial instruments, which qualify for cash flow hedge accounting.

The following tables provide reconciliations of net income reported in the Consolidated Statements of Income to total comprehensive income (in millions):

	<b>Three Months Ended June 30,</b>	
	<b>Successor</b>	<b>Predecessor</b>
	<b>2010</b>	<b>2009</b>
Net income	\$ 603	\$ 404
Other comprehensive income:		
Change in unrecognized prior service credit and actuarial losses, net of tax (see Note 8)	–	3
Change in fuel/interest hedge mark-to-market, net of tax (see Note 3)	(40)	155
Change in other comprehensive income of equity method investees	–	–
<b>Total comprehensive income</b>	<b>\$ 563</b>	<b>\$ 562</b>

	<b>Successor</b>	<b>Predecessor</b>	
	<b>February 13 – June 30, 2010</b>	<b>January 1 – February 12, 2010</b>	<b>Six Months Ended June 30, 2009</b>
Net income	\$ 885	\$ 224	\$ 697
Other comprehensive income:			
Change in unrecognized prior service credit and actuarial losses, net of tax (see Note 8)	–	2	6
Change in fuel/interest hedge mark-to-market, net of tax (see Note 3)	(3)	(45)	240
Recognized loss on derivative instruments, net of tax (see Note 3)	–	–	27
Change in other comprehensive income of equity method investees	–	2	–
<b>Total comprehensive income</b>	<b>\$ 882</b>	<b>\$ 183</b>	<b>\$ 970</b>

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)**

The following table provides the components of accumulated other comprehensive loss (in millions):

	<b>Successor</b>	<b>Predecessor</b>
	<b>June 30,</b>	<b>December 31,</b>
	<b>2010</b>	<b>2009</b>
Unrecognized prior service credit and actuarial losses, net of tax (see Note 8)	\$ –	\$ (500)
Fuel/interest hedge mark-to-market, net of tax (see Note 3)	(3)	10
Accumulated other comprehensive loss of equity method investees	–	(6)
<b>Total accumulated other comprehensive loss</b>	<b>\$ (3)</b>	<b>\$ (496)</b>

## Item 2. Management's Narrative Analysis of Results of Operations.

Management's narrative analysis relates to the results of operations of Burlington Northern Santa Fe, LLC and its majority-owned subsidiaries (collectively BNSF, Registrant or Company). The principal operating subsidiary of BNSF is the BNSF Railway Company (BNSF Railway) through which BNSF derives substantially all of its revenues. The following narrative analysis should be read in conjunction with the Consolidated Financial Statements and the accompanying notes.

Berkshire's cost of acquiring BNSF has been pushed-down to establish a new accounting basis for BNSF. Accordingly, the accompanying interim consolidated financial statements are presented for two periods, Predecessor and Successor, which relate to the accounting periods preceding and succeeding the completion of the Merger. The Predecessor and Successor periods have been separated by a vertical line on the face of the consolidated financial statements to highlight the fact that the financial information for such periods has been prepared under two different historical-cost bases of accounting. The following narrative analysis of results of operations includes a brief discussion of the factors that materially affected the Company's operating results in the Predecessor period of January 1 – February 12, 2010, and a comparative analysis of the Successor period of February 13 – June 30, 2010 and the Predecessor period of the six months ended June 30, 2009.

### Results of Operations

#### Revenues Summary

The following tables present BNSF's revenue information by business group:

	Revenues (in millions)			Cars / Units (in thousands)		
	Successor	Predecessor		Successor	Predecessor	
	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009
Consumer Products	\$ 1,804	\$ 515	\$ 2,089	1,548	453	1,934
Coal	1,603	442	1,738	900	259	1,216
Industrial Products	1,325	352	1,405	535	139	580
Agricultural Products	1,253	417	1,297	387	126	439
Total Freight Revenues	5,985	1,726	6,529	3,370	977	4,169
Other Revenues	182	65	211			
Total Operating Revenues	\$ 6,167	\$ 1,791	\$ 6,740			

	Average Revenue Per Car / Unit		
	Successor	Predecessor	
	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009
Consumer Products	\$ 1,165	\$ 1,137	\$ 1,080
Coal	1,781	1,707	1,429
Industrial Products	2,477	2,532	2,422
Agricultural Products	3,238	3,310	2,954
Total Freight Revenues	\$ 1,776	\$ 1,767	\$ 1,566

#### Fuel Surcharges

Freight revenues include both revenue for transportation services and fuel surcharges. BNSF's fuel surcharge program is intended to recover its incremental fuel costs when fuel prices exceed a threshold fuel price. Fuel surcharges are calculated differently depending on the type of commodity transported. In certain commodities, fuel surcharge is calculated using a fuel price from a time period that can be up to 60 days earlier. In a period of volatile fuel prices or changing customer business mix, changes in fuel expense and fuel surcharge may differ significantly.

The following table presents fuel surcharge and fuel expense information (in millions):

	Successor	Predecessor	
	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009
Total fuel expense <sup>a</sup>	\$ 1,092	\$ 329	\$ 1,123
BNSF fuel surcharges	\$ 707	\$ 192	\$ 547

a Total fuel expense includes locomotive and non-locomotive fuel as well as gains and losses from fuel hedges, which do not impact the fuel surcharge program.

**Predecessor Period of January 1 – February 12, 2010**

Significant changes in the underlying trends affecting the Company's revenues and expenses during the Predecessor period of January 1 – February 12, 2010, were as follows:

- Purchased services expenses included Merger-related legal and consulting fees. See Note 2 to the Consolidated Financial Statements for more information.
- Sale of a line segment in the State of Washington was completed, resulting in a gain to materials and other expenses of \$74 million.

**Successor Period of February 13 – June 30, 2010 vs Predecessor Period of the Six Months Ended June 30, 2009**

**Revenues**

Revenues for the period of February 13 – June 30, 2010, were \$6,167 million, down 9 percent compared with the six months ended June 30, 2009. The decrease in revenues is directly attributable to comparing operating results for a 138-day period to one consisting of 181 days, which primarily caused the 19-percent decrease in unit volumes.

In addition to the unfavorable impact of comparing operating results for a 138-day period to one consisting of 181 days, the change in revenues was driven by the following:

- Consumer Products revenues included improvements in international intermodal and automotive unit volumes, as well as improved yields.
- Coal revenues were impacted by improved yields, partially offset by lower unit volumes due to customer stockpiles and soft economic conditions. Second quarter 2009 included a \$22 million favorable coal rate decision, offset by the \$96 million loss in excess of amounts previously accrued related to an unfavorable coal rate case decision during the first quarter of 2009.
- Industrial Products revenues included increased unit volumes due to increased demand in construction products.
- Agricultural Products reflected higher unit volumes due to increased international grain shipments and improved fertilizer and ethanol loadings, as well as improved yields.
- Increased fuel surcharges per unit, primarily due to increased fuel prices, impacted revenue in each of the business units.

## Expenses

Operating expenses for the period of February 13 – June 30, 2010, were \$4,542 million, a decrease of \$732 million, or 14 percent, from the first six months in 2009. The majority of this decrease is due to comparing expenses for a 138-day period to one consisting of 181 days. The following changes in underlying trends also impacted the change in operating expenses:

- Improved performance against targets related to incentive compensation and profit sharing, which cover all non-union and about one quarter of union employees, as well as merger-related stock-based compensation adjustments, higher health and welfare expenses and wage inflation all contributed to increased compensation and benefits expenses.
- Higher fuel prices increased fuel expenses, partially offset by a higher loss from closed fuel derivatives in the first six months of 2009.
- New intangible asset amortization resulting from the application and amortization of acquisition method accounting increased depreciation and amortization expenses.
- Higher volume-related costs related to purchased transportation for BNSF Logistics, which is a wholly-owned, third-party logistics company, increased purchased services expenses.
- Lower personal injury and environmental costs decreased materials and other expenses.
- There were no significant changes in the underlying trends for equipment rents expenses.
- Interest expense included increased interest related to a higher average debt balance, offset by the impact of merger-related adjustments resulting from the application of acquisition method accounting. During the first six months of 2009, interest expense included a net \$32 million loss for the termination of hedge accounting related to certain interest rate hedges as well as \$9 million loss related to an unfavorable coal rate case decision.
- The effective tax rate for the period of February 13 – June 30, 2010, was 39.0 percent, compared with 38.2 percent for the six months ended June 30, 2009. The increase in the effective rate is due primarily to the enactment of the Patient Protection and Affordable Care Act in March 2010, which eliminated the tax deductibility of retiree health care costs to the extent of federal subsidies received by plan sponsors that provide retiree prescription drug benefits equivalent to Medicare Part D coverage.

## **Forward-Looking Information**

To the extent that statements made by the Company relate to the Company's future economic performance or business outlook, projections or expectations of financial or operational results, or refer to matters that are not historical facts, such statements are "forward-looking" statements within the meaning of the federal securities laws.

Forward-looking statements involve a number of risks and uncertainties, and actual performance or results may differ materially. For a discussion of material risks and uncertainties that the Company faces, see the discussion in the Annual Report on Form 10-K titled "Risk Factors." Important factors that could cause actual results to differ materially include, but are not limited to, the following:

- **Economic and industry conditions:** material adverse changes in economic or industry conditions, both in the United States and globally; volatility in the capital or credit markets including changes affecting the timely availability and cost of capital; changes in customer demand, effects of adverse economic conditions affecting shippers or BNSF's supplier base, and effects due to more stringent regulatory policies such as the regulation of carbon dioxide emissions that could reduce the demand for coal or governmental tariffs or subsidies that could affect the demand for grain, changes in fuel prices and other key materials and disruptions in supply chains for these materials; and changes in crew availability, labor and benefits costs and labor difficulties, including stoppages affecting either BNSF's operations or customers' abilities to deliver goods to BNSF for shipment;

- **Legal, legislative and regulatory factors:** developments and changes in laws and regulations, including those affecting train operations or the marketing of services; the ultimate outcome of shipper and rate claims subject to adjudication or claims; investigations or litigation alleging violations of the antitrust laws; increased economic regulation of the rail industry through legislative action and revised rules and standards applied by the U.S. Surface Transportation Board in various areas including rates and services; developments in environmental investigations or proceedings with respect to rail operations or current or past ownership or control of real property or properties owned by others impacted by BNSF Railway operations; losses resulting from claims and litigation relating to personal injuries, asbestos and other occupational diseases; the release of hazardous materials, environmental contamination and damage to property; the availability of adequate insurance to cover the risks associated with operations; and

- **Operating factors:** changes in operating conditions and costs; operational and other difficulties in implementing positive train control technology; restrictions on development and expansion plans due to environmental concerns; constraints due to the nation's aging infrastructure; disruptions to BNSF's technology network including computer systems and software, as well as natural events such as severe weather, fires, floods and earthquakes or man-made or other disruptions of BNSF Railway's operating systems, structures, or equipment including the effects of acts of terrorism on the Company's system or other railroads' systems or other links in the transportation chain.

The Company cautions against placing undue reliance on forward-looking statements, which reflect its current beliefs and are based on information currently available to it as of the date a forward-looking statement is made. The Company undertakes no obligation to revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs. In the event the Company does update any forward-looking statement, no inference should be made that the Company will make additional updates with respect to that statement, related matters, or any other forward-looking statements.

**Item 4. Controls and Procedures.**

Based on their evaluation as of the end of the period covered by this quarterly report on Form 10-Q, BNSF's principal executive officer and principal financial officer have concluded that BNSF's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective to ensure that information required to be disclosed by BNSF in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms and that such information is accumulated and communicated to BNSF's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Additionally, as of the end of the period covered by this report, BNSF's principal executive officer and principal financial officer have concluded that there have been no changes in BNSF's internal control over financial reporting that occurred during BNSF's second fiscal quarter that have materially affected, or are reasonably likely to materially affect, BNSF's internal control over financial reporting.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**PART II OTHER INFORMATION**

**Item 6. Exhibits.**

See Index to Exhibits on page E-1 for a description of the exhibits filed as part of this report.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BURLINGTON NORTHERN SANTA FE, LLC  
(Registrant)

By: \_\_\_\_\_ /s/ Thomas N. Hund

**Thomas N. Hund**  
**Executive Vice President and Chief Financial Officer**  
**(On behalf of the Registrant and**  
**as principal financial officer)**

Date: August 6, 2010

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**

**Exhibit Index**

	<u>Exhibit Number and Description</u>	<u>Incorporated by Reference</u> (if applicable)			<u>Exhibit</u>
		<u>Form</u>	<u>File Date</u>	<u>File No.</u>	
3.1	Certificate of Formation dated November 2, 2009.	8-K	2/16/2010	001-11535	3.1
3.2	Amended and Restated Limited Liability Company Operating Agreement of Burlington Northern Santa Fe, LLC, dated as of February 12, 2010.	8-K	2/16/2010	001-11535	3.2
3.3	Written Consent of sole member of Burlington Northern Santa Fe, LLC, dated April 8, 2010, amending and restating certain sections of the Amended and Restated Limited Liability Company Operating Agreement of Burlington Northern Santa Fe, LLC dated as of February 12, 2010.	8-K	4/14/2010	001-11535	3.2
12.1	Computation of Ratio of Earnings to Fixed Charges.*				
31.1	Principal Executive Officer's Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*				
31.2	Principal Financial Officer's Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*				
32.1	Certification Pursuant to 18 U.S.C. § 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).*				
101	The following financial information from Burlington Northern Santa Fe, LLC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, formatted in XBRL (Extensible Business Reporting Language) includes: (i) the Consolidated Statements of Income for the three-months ended June 30, 2010 and 2009 and the periods February 13 – June 30, 2010, January 1 – February 12, 2010 and the six-months ended June 30, 2009, (ii) the Consolidated Balance Sheets as of June 30, 2010 and December 31, 2009, (iii) the Consolidated Statements of Cash Flows the periods February 13 – June 30, 2010, January 1 – February 12, 2010 and the six-months ended June 30, 2009, (iv) the Consolidated Statements of Changes in Equity for the periods February 13 – June 30, 2010 and January 1 – February 12, 2010 and (v) the Notes to Consolidated Financial Statements, tagged in summary and detail.*				

Certain instruments defining the rights of the holders of long-term debt of the Company and of its subsidiaries, involving a total amount of indebtedness not in excess of 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis, have not been filed as exhibits. The Company hereby agrees to furnish a copy of any of these agreements to the SEC upon request.

\* Filed herewith

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**  
**COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
(In millions, except ratio amounts)  
(Unaudited)

	Successor	Predecessor	
	February 13 – June 30, 2010	January 1 – February 12, 2010	Six Months Ended June 30, 2009
Earnings:			
Income before income taxes	\$ 1,450	\$ 377	\$ 1,127
Add:			
Interest and other fixed charges, excluding capitalized interest	173	72	335
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	101	35	136
Distributed income of investees accounted for under the equity method	3	–	3
Amortization of capitalized interest	–	1	3
Less:			
Equity in earnings of investments accounted for under the equity method	7	1	3
<b>Total earnings available for fixed charges</b>	<b>\$ 1,720</b>	<b>\$ 484</b>	<b>\$ 1,601</b>
Fixed charges:			
Interest and fixed charges	\$ 178	\$ 73	\$ 344
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	101	35	136
<b>Total fixed charges</b>	<b>\$ 279</b>	<b>\$ 108</b>	<b>\$ 480</b>
<b>Ratio of earnings to fixed charges</b>	<b>6.16x</b>	<b>4.48x</b>	<b>3.34x</b>

**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 quarterly report on Form 10-Q of Burlington Northern Santa Fe, LLC;
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 covered by 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.

Date: August 6, 2010

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

**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 quarterly report on Form 10-Q of Burlington Northern Santa Fe, LLC;
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 covered by 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.

Date: August 6, 2010

/s/ Thomas N. Hund  
Thomas N. Hund  
Executive Vice President and  
Chief Financial Officer

**Certification Pursuant to 18 U.S.C. § 1350**  
(Section 906 of the Sarbanes-Oxley Act of 2002)

**Burlington Northern Santa Fe, LLC**

In connection with the Quarterly Report of Burlington Northern Santa Fe, LLC (the "Company") on Form 10-Q for the period ended June 30, 2010, 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.

Date: August 6, 2010

/s/ Matthew K. Rose

/s/ Thomas N. Hund

**Matthew K. Rose**  
**Chairman, President and Chief Executive Officer**

**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, LLC and will be retained by Burlington Northern Santa Fe, LLC and furnished to the Securities and Exchange Commission or its staff upon request.