

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

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012

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



(Exact name of registrant as specified in its charter)

**Burlington Northern Santa Fe, LLC**

State of Organization  
**Delaware**

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

Address of principal executive offices, including zip code  
**2650 Lou Menk Drive, Fort Worth, Texas 76131-2830**  
Registrant's telephone number, including area code  
**(800) 795-2673**

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class  
**None**

Name of each exchange on which registered  
**None**

**Securities registered pursuant to Section 12(g) of the Act:  
Limited Liability Company Membership Interest**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes  No**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes  No**

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 requirement for the past 90 days. **Yes  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  No**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. **[x]**

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, non-accelerated filer, or smaller reporting company (as defined in Rule 12b-2 of the Act).

**Large accelerated filer  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 Act). **Yes  No**

Burlington Northern Santa Fe, LLC is an indirect, wholly-owned subsidiary of Berkshire Hathaway Inc.; as a result, there is no market data with respect to registrant's membership interests.

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 March 1, 2013 is held by National Indemnity Company, an indirect, wholly-owned subsidiary of Berkshire Hathaway Inc.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION (I)(1)(a) AND (b) OF FORM 10-K AND IS THEREFORE FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT.

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# Part I

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## *Item 1. Business*

Burlington Northern Santa Fe Corporation was incorporated in the State of Delaware on December 16, 1994. 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. Further information about the Merger is incorporated by reference from Note 1 and Note 5 to the Consolidated Financial Statements.

References herein to “BNSF,” “Registrant” or “Company,” with respect to matters occurring prior to completion of the Merger, are references to Burlington Northern Santa Fe Corporation. References herein to “BNSF,” “Registrant” or “Company,” with respect to matters occurring after completion of the Merger, are references to 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. Through its subsidiaries, BNSF is engaged primarily in the freight rail transportation business. At December 31, 2012, BNSF and its subsidiaries had more than 41,000 employees. The rail operations of BNSF Railway Company (BNSF Railway), the Company's principal operating subsidiary, comprise one of the largest railroad systems in North America.

BNSF's internet address is [www.bnsf.com](http://www.bnsf.com). Through this internet Web site (under the “About BNSF/Financial Information” link), BNSF makes available, free of charge, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as all amendments to these reports, as soon as reasonably practicable after these reports are electronically filed with or furnished to the Securities and Exchange Commission (the SEC). BNSF makes available on its Web site other previously filed SEC reports, registration statements and exhibits via a link to the SEC's Web site at [www.sec.gov](http://www.sec.gov). The Code of Conduct for officers and salaried employees is also made available on the Company's Web site.

Further discussion of the Company's business, including equipment and business sectors, is incorporated by reference from Item 2, “Properties.”

## ***Item 1A. Risk Factors***

The information set forth in Item 1A should be read in conjunction with the rest of the information in this report, including Item 7, Management's Narrative Analysis of Results of Operations, and Item 8, Financial Statements and Supplementary Data.

### **Changes in government policy could negatively impact demand for the Company's services, impair its ability to price its services or increase its costs or liability exposure.**

Changes in United States and foreign government policies could change the economic environment and affect demand for the Company's services. For example, changes in clean air laws or regulation of carbon dioxide emissions could reduce the demand for coal and revenues from the coal transportation services provided by BNSF Railway. Also, changes in environmental laws could reduce the demand for drilling products and products produced by drilling. United States and foreign government agriculture tariffs or subsidies could affect the demand for grain. Developments and changes in laws and regulations as well as 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, services and access to facilities could adversely impact the Company's ability to determine prices for rail services and significantly affect the revenues, costs and profitability of the Company's business. Additionally, because of the significant costs to maintain its rail network, a reduction in profitability could hinder the Company's ability to maintain, improve or expand its rail network, facilities and equipment. Federal or state spending on infrastructure improvements or incentives that favor other modes of transportation could also adversely affect the Company's revenues.

### **The Company's success depends on its ability to continue to comply with the significant federal, state and local governmental regulations to which it is subject.**

The Company is subject to a significant amount of governmental laws and regulation with respect to its rates and practices, taxes, railroad operations and a variety of health, safety, labor, environmental and other matters. Failure to comply with applicable laws and regulations could have a material adverse effect on the Company. Governments may change the legislative and/or regulatory framework within which the Company operates without providing the Company with any recourse for any adverse effects that the change may have on its business. Federal legislation enacted in 2008 mandates the implementation of positive train control technology by December 31, 2015, on certain mainline track where intercity and commuter passenger railroads operate and where toxic-by-inhalation (TIH) hazardous materials are transported. This type of technology is new and deploying it across BNSF Railway's system and other railroads may pose significant operating and implementation risks and requires significant capital expenditures.

### **As part of its railroad operations, the Company frequently transports chemicals and other hazardous materials, which could expose it to the risk of significant claims, losses and penalties.**

BNSF Railway is required to transport these commodities to the extent of its common carrier obligation. An accidental release of TIH or hazardous commodities could result in a significant loss of life and extensive property damage as well as environmental remediation obligations and penalties. The associated costs could have an adverse effect on the Company's operating results, financial condition or liquidity as the Company is not insured above a certain threshold. Further, the rates BNSF Railway receives for transporting these commodities do not adequately compensate it should there be some type of accident. In addition, insurance premiums charged for some or all of the coverage currently maintained by the Company could increase dramatically or certain coverage may not be available to the Company in the future if there is a catastrophic event related to rail transportation of these commodities.

### **The Company faces intense competition from rail carriers and other transportation providers, and its failure to compete effectively could adversely affect its results of operations, financial condition or liquidity.**

The Company operates in a highly competitive business environment. Depending on the specific market, the Company faces intermodal, intramodal, product and geographic competition. This competition from other railroads and motor carriers, as well as barges, ships and pipelines in certain markets, may be reflected in pricing, market share, level of services, reliability and other factors. For example, the Company believes that high service truck lines, due to their ability to deliver non-bulk products on an expedited basis, may have an adverse effect on the Company's ability to compete for deliveries of non-bulk, time-sensitive freight. While the Company must build or acquire and maintain its rail system, trucks and barges are able to use public rights-of-way maintained by public entities. Any material increase in the capacity and quality of these alternative methods or the passage of legislation granting greater latitude to motor carriers with respect to size and weight restrictions could have an adverse effect on the Company's results of operations, financial condition or liquidity. In addition, a failure to provide the level of service required by the Company's customers could result in loss of business to competitors. Changes in the ports used by ocean carriers or the use of all-water routes from the Pacific Rim to the East Coast or other changes in the supply chain could also have an adverse effect on the Company's volumes and revenues. Further, low natural gas prices could impact future coal demand.

**The Company is subject to various claims and lawsuits, and increases in the amount or severity of these claims and lawsuits could adversely affect the Company's operating results, financial condition and liquidity.**

As part of its railroad operations, the Company is exposed to various claims and litigation related to commercial disputes, personal injury, property damage, environmental liability and other matters. Personal injury claims by BNSF Railway employees are subject to the Federal Employers' Liability Act (FELA), rather than state workers' compensation laws. The Company believes that the FELA system, which includes unscheduled awards and a reliance on the jury system, can contribute to increased expenses. Other proceedings include claims by third parties for punitive as well as compensatory damages, and a few proceedings have been certified or purport to be class actions. Developments in legislative and judicial standards, material changes to litigation trends, or a catastrophic rail accident or series of accidents involving any or all of property damage, personal injury, and environmental liability could have a material adverse effect on the Company's operating results, financial condition and liquidity.

**The Company is subject to stringent environmental laws and regulations, which may impose significant costs on its business operations.**

The Company's operations are subject to extensive federal, state and local environmental laws and regulations concerning, among other things, emissions to the air; discharges to waters; the generation, handling, storage, transportation and disposal of waste and hazardous materials; and the cleanup of hazardous material or petroleum releases. Changes to or limits on carbon dioxide emissions could result in significant capital expenditures to comply with these regulations with respect to BNSF Railway's diesel locomotives, equipment, vehicles and machinery and its yards and intermodal facilities and the cranes and trucks serving those facilities. Emission regulations could also adversely affect fuel efficiency and increase operating costs. Further, local concerns on emissions and other forms of pollution could inhibit the Company's ability to build facilities in strategic locations to facilitate growth and efficient operations. In addition, many 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. Environmental liability can extend to previously owned or operated properties, leased properties and properties owned by third parties, as well as to properties currently owned and used by the Company's subsidiaries. Environmental liabilities have arisen and may continue to arise from claims asserted by adjacent landowners or other third parties in toxic tort litigation. The Company's subsidiaries have been and may continue to be subject to allegations or findings to the effect that they have violated, or are strictly liable under, these laws or regulations. The Company's operating results, financial condition or liquidity could be adversely affected as a result of any of the foregoing, and it may be required to incur significant expenses to investigate and remediate environmental contamination.

**Downturns in the economy could adversely affect demand for the Company's services.**

Significant, extended negative changes in domestic and global economic conditions that impact the producers and consumers of the commodities transported by the Company may have an adverse effect on the Company's operating results, financial condition or liquidity. Declines in or muted manufacturing activity, economic growth and international trade all could result in reduced revenues in one or more business units.

**Negative changes in general economic conditions could lead to disruptions in the credit markets, increase credit risks and could adversely affect the Company's financial condition or liquidity.**

Challenging economic conditions may not only affect revenues due to reduced demand for many goods and commodities, but could result in payment delays, increased credit risk and possible bankruptcies of customers. The Company's business is capital-intensive and the Company typically finances a portion of the building and maintenance of infrastructure as well as locomotives and other rail equipment. Economic slowdowns and related credit market disruptions may adversely affect the Company's cost structure, its timely access to capital to meet financing needs and costs of its financings. The Company could also face increased counterparty risk to its cash investments. Adverse economic conditions could also affect the Company's costs for insurance or its ability to acquire and maintain adequate insurance coverage for risks associated with the railroad business if insurance companies experience credit downgrades or bankruptcies. Declines in the securities and credit markets could also affect the Company's pension fund and railroad retirement tax rates, which in turn could increase funding requirements.

**Fuel supply availability, fuel prices and dependency on certain key railroad equipment and material suppliers may adversely affect the Company's results of operations, financial condition or liquidity.**

Fuel supply availability could be impacted as a result of limitations in refining capacity, disruptions to the supply chain, rising global demand and international political and economic factors. A significant reduction in fuel availability could impact the Company's ability to provide transportation services at current levels, increase fuel costs and impact the economy. Each of these factors could have an adverse effect on the Company's operating results, financial condition or liquidity. If the price of fuel increases substantially, the Company expects to be able to offset a significant portion of these higher fuel costs through its fuel surcharge program. However, to the extent that the Company is unable to maintain, expand and ultimately collect under its existing fuel surcharge program, increases in fuel prices could have an adverse effect on the Company's operating results, financial condition or liquidity. Due to the capital intensive nature and sophistication of certain railroad equipment and material, prospective new suppliers are subject to high barriers of entry. If railroad equipment and material suppliers discontinue operations, the Company could experience significant cost increases, as well as limited supply of railroad equipment and material necessary for the Company's operations.

**Severe weather and natural disasters could disrupt normal business operations, which would result in increased costs and liabilities and decreases in revenues.**

The Company's success is dependent on its ability to operate its railroad system efficiently. Severe weather and natural disasters, such as tornados, flooding and earthquakes, could cause significant business interruptions and result in increased costs and liabilities and decreased revenues. In addition, damages to or loss of use of significant aspects of the Company's infrastructure due to natural or man-made disruptions could have an adverse effect on the Company's operating results, financial condition or liquidity for an extended period of time until repairs or replacements could be made. Additionally, during natural disasters, the Company's workforce may be unavailable, which could result in further delays. Extreme swings in weather could also negatively affect the performance of locomotives and rolling stock.

**The Company's operational dependencies may adversely affect results of operations, financial condition or liquidity.**

Due to the integrated nature of the United States' freight transportation infrastructure, the Company's operations may be negatively affected by service disruptions of other entities such as ports, passenger trains and other railroads which interchange with the Company. A significant prolonged service disruption of one or more of these entities could have an adverse effect on the Company's results of operations, financial condition or liquidity.

**Acts of terrorism or war, as well as the threat of terrorism or war, may cause significant disruptions in the Company's business operations.**

Terrorist attacks and any government response to those types of attacks and war or risk of war may adversely affect the Company's results of operations, financial condition or liquidity. The Company's rail lines and facilities could be direct targets or indirect casualties of an act or acts of terror, which could cause significant business interruption and result in increased costs and liabilities and decreased revenues, which could have an adverse effect on operating results and financial condition. Such effects could be magnified if releases of hazardous materials are involved. Any act of terror, retaliatory strike, sustained military campaign or war or risk of war may have an adverse impact on the Company's operating results and financial condition by causing unpredictable operating or financial conditions, including disruptions of BNSF Railway or connecting rail lines, loss of critical customers or partners, volatility or sustained increase of fuel prices, fuel shortages, general economic decline and instability or weakness of financial markets. In addition, insurance premiums charged for some or all of the coverage currently maintained by the Company could increase dramatically, the coverage available may not adequately compensate it for certain types of incidents and certain coverages may not be available to the Company in the future.

**The Company depends on the stability and availability of its information technology systems.**

The Company relies on information technology in all aspects of its business. A significant disruption or failure of its information technology systems could result in service interruptions, safety failures, security violations, regulatory compliance failures and the inability to protect corporate information assets against intruders or other operational difficulties. Although the Company has taken steps to mitigate these risks, including Business Continuity Planning, Disaster Recovery Planning and Business Impact Analysis, a significant disruption or cyber intrusion could lead to misappropriation of assets or data corruption and could adversely affect the Company's results of operations, financial condition or liquidity. Additionally, if the Company is unable to acquire or implement new technology, it may suffer a competitive disadvantage, which could also have an adverse effect on the Company's results of operations, financial condition or liquidity.

**Most of the Company's employees are represented by unions, and failure to negotiate reasonable collective bargaining agreements may result in strikes, work stoppages or substantially higher ongoing labor costs.**

A significant majority of BNSF Railway's employees are union-represented. BNSF Railway's union employees work under collective bargaining agreements with various labor organizations. Wages, health and welfare benefits, work rules and other issues have traditionally been addressed through industry-wide negotiations. These negotiations have generally taken place over an extended period of time and have previously not resulted in any extended work stoppages. For ongoing negotiations, the existing agreements have remained in effect and will continue to remain in effect until new agreements are reached or the Railway Labor Act's procedures (which include mediation, cooling-off periods and the possibility of presidential or congressional intervention) are exhausted. While the negotiations have not yet resulted in any extended work stoppages, if BNSF Railway is unable to negotiate acceptable new agreements, it could result in strikes by the affected workers, loss of business, disruption of operations and increased operating costs as a result of higher wages or benefits paid to union members, any of which could have an adverse effect on the Company's operating results, financial condition or liquidity.

**The unavailability of qualified personnel could adversely affect the Company's operations.**

Changes in demographics, training requirements and the unavailability of qualified personnel, particularly engineers and trainmen, could negatively impact the Company's ability to meet demand for rail service. Recruiting and retaining qualified personnel, particularly those with expertise in the railroad industry, are vital to operations. Although the Company believes that it has adequate personnel for the current business environment, unpredictable increases in demand for rail services may exacerbate the risk of not having sufficient numbers of trained personnel, which could have a negative impact on operational efficiency and otherwise have an adverse effect on the Company's operating results, financial condition or liquidity.

***Item 1B. Unresolved Staff Comments***

None.

***Item 2. Properties***

**Track Configuration**

BNSF Railway operates one of the largest railroad networks in North America with approximately 32,500 route miles of track (excluding multiple main tracks, yard tracks and sidings) in 28 states and two Canadian provinces as of December 31, 2012. BNSF Railway owns approximately 23,000 route miles, including easements, and operates on approximately 9,500 route miles of trackage rights that permit BNSF Railway to operate its trains with its crews over other railroads' tracks.

As of December 31, 2012, the total BNSF Railway system, including single and multiple main tracks, yard tracks and sidings, consisted of approximately 50,500 operated miles of track, all of which are owned by or held under easement by BNSF Railway except for approximately 10,500 miles operated under trackage rights.

**Property and Facilities**

BNSF Railway operates various facilities and equipment to support its transportation system, including its infrastructure and locomotives and freight cars. It also owns or leases other equipment to support rail operations, including containers, chassis and vehicles. Support facilities for rail operations include yards and terminals throughout its rail network, system locomotive shops to perform locomotive servicing and maintenance, a centralized network operations center for train dispatching and network operations monitoring and management in Fort Worth, Texas, regional dispatching centers, computers, telecommunications equipment, signal systems and other support systems. Transfer facilities are maintained for rail-to-rail as well as intermodal transfer of containers, trailers and other freight traffic. These facilities include approximately 30 intermodal hubs located across the system.

As of December 31, 2012, BNSF Railway owned or held under non-cancelable leases exceeding one year approximately 7,000 locomotives and 76,000 freight cars, in addition to maintenance of way and other equipment.

In the ordinary course of business, BNSF incurs significant costs in repairing and maintaining the properties described above. In 2012, BNSF recorded approximately \$2 billion in repairs and maintenance expense in the Consolidated Statements of Income.

**Business Mix**

In serving the Midwest, Pacific Northwest, Western, Southwestern and Southeastern regions and ports of the country, BNSF transports, through one operating transportation services segment, a range of products and commodities derived from manufacturing, agricultural and natural resource industries. Over half of the freight revenues of the Company are covered by contractual agreements of varying durations, while the balance is subject to common carrier, published prices or quotations offered by the Company. BNSF’s financial performance is influenced by, among other things, general and industry economic conditions at the international, national and regional levels. The following map illustrates the Company’s primary routes, including trackage rights, which allow BNSF to access major cities and ports in the western and southern United States as well as Canadian and Mexican traffic. In addition to major cities and ports, BNSF efficiently serves many smaller markets by working closely with approximately 200 shortline partners. BNSF has also entered into marketing agreements with other rail carriers, expanding the marketing reach for each railroad and our collective customers.



**Consumer Products:**

The Consumer Products’ freight business provided approximately 33 percent of freight revenues for the 12 months ended December 31, 2012, and consisted of the following business sectors: International Intermodal, Domestic Intermodal (including Truckload/Intermodal Marketing Companies and Expedited Truckload/Less-than-Truckload/Parcel) and Automotive.

**Industrial Products:**

The Industrial Products’ freight business provided approximately 25 percent of freight revenues for the 12 months ended December 31, 2012, and consisted of the following five business areas: Construction Products, Building Products, Petroleum Products, Chemicals and Plastics Products and Food and Beverages.

**Coal:**

The transportation of coal contributed approximately 24 percent of freight revenues for the 12 months ended December 31, 2012, with more than 90 percent of all BNSF’s coal tons originating from the Powder River Basin of Wyoming and Montana.

### **Agricultural Products:**

The transportation of Agricultural Products provided approximately 18 percent of freight revenues for the 12 months ended December 31, 2012. These products include wheat, corn, bulk foods, soybeans, oil seeds and meals, feeds, barley, oats and rye, flour and mill products, milo, oils, specialty grains, malt, ethanol and fertilizer.

### **Government Regulation and Legislation**

The Company's rail operations are subject to the regulatory jurisdiction of the Surface Transportation Board (STB) of the United States Department of Transportation (DOT), the Federal Railroad Administration of the DOT, the Occupational Safety and Health Administration (OSHA), as well as other federal and state regulatory agencies and Canadian regulatory agencies for operations in Canada. The STB has jurisdiction over disputes and complaints involving certain rates, routes and services, the sale or abandonment of rail lines, applications for line extensions and construction and consolidation or merger with, or acquisition of control of rail common carriers. The outcome of STB proceedings can affect the profitability of BNSF's business.

DOT and OSHA have jurisdiction under several federal statutes over a number of safety and health aspects of rail operations, including the transportation of hazardous materials. State agencies regulate some aspects of rail operations with respect to health and safety in areas not otherwise preempted by federal law.

Further discussion is incorporated by reference from Note 14 to the Consolidated Financial Statements.

### **Competition**

The business environment in which BNSF Railway operates is highly competitive. Depending on the specific market, deregulated motor carriers and other railroads, as well as river barges, ships and pipelines in certain markets, may exert pressure on price and service levels. The presence of advanced, high service truck lines with expedited delivery, subsidized infrastructure and minimal empty mileage continues to affect the market for non-bulk, time-sensitive freight. The potential expansion of longer combination vehicles could further encroach upon markets traditionally served by railroads. In order to remain competitive, BNSF Railway and other railroads continue to develop and implement operating efficiencies to improve productivity.

As railroads streamline, rationalize and otherwise enhance their franchises, competition among rail carriers intensifies. BNSF Railway's primary rail competitor in the Western region of the United States is the Union Pacific Railroad Company. Other Class I railroads and numerous regional railroads and motor carriers also operate in parts of the same territories served by BNSF Railway.

Based on weekly reporting by the Association of American Railroads, BNSF Railway's share of the western United States rail traffic in 2012 was 48 percent.

## ***Item 3. Legal Proceedings***

Beginning May 14, 2007, some 30 similar class action complaints were filed in six federal district courts around the country by rail shippers against BNSF Railway and other Class I railroads alleging that they have conspired to fix fuel surcharges with respect to unregulated freight transportation services in violation of the antitrust laws. The complaints seek injunctive relief and unspecified treble damages. These cases were consolidated and are currently pending in the federal district court of the District of Columbia for coordinated or consolidated pretrial proceedings. (*In re: Rail Freight Fuel Surcharge Antitrust Litigation*, MDL No. 1869). Consolidated amended class action complaints were filed against BNSF Railway and three other Class I railroads in April 2008. On June 21, 2012, the court certified the class sought by the plaintiffs. As a result, with some exceptions, rail customers who paid a fuel surcharge on non-Surface Transportation Board regulated traffic between July 2003 and December 2008, are part of a class that, subject to appeal, can be tried jointly in a single case. BNSF Railway and the other three Class I railroads have appealed the class-certification decision. The Company believes that these claims are without merit and continues to defend against the allegations vigorously. The Company does not believe that the outcome of these proceedings will have a material effect on its financial condition, results of operations or liquidity.

Information concerning certain pending tax-related administrative or adjudicative state proceedings or appeals is incorporated by reference from Note 7 to the Consolidated Financial Statements, and information concerning other claims and litigation is incorporated by reference from Note 14 to the Consolidated Financial Statements.

## ***Item 4. Mine Safety Disclosures***

Not applicable.

## Part II

### ***Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

All of the membership interests in Burlington Northern Santa Fe, LLC are owned by a subsidiary of Berkshire Hathaway Inc. and therefore are not traded on any market.

### ***Item 7. 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 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.

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 year ended December 31, 2012, and a comparative analysis of the year ended December 31, 2011.

#### **Results of Operations**

##### **Revenues Summary**

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

	Revenues (in millions)		Cars / Units (in thousands)	
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2012	Year Ended December 31, 2011
Consumer Products	\$ 6,602	\$ 6,005	4,769	4,595
Industrial Products	5,003	4,104	1,691	1,498
Coal	4,860	5,066	2,172	2,309
Agricultural Products	3,730	3,769	1,029	1,056
Total freight revenues	20,195	18,944	9,661	9,458
Other revenues	640	604		
Total operating revenues	\$ 20,835	\$ 19,548		

	Average Revenue Per Car / Unit	
	Year Ended December 31, 2012	Year Ended December 31, 2011
Consumer Products	\$ 1,384	\$ 1,307
Industrial Products	2,959	2,740
Coal	2,238	2,194
Agricultural Products	3,625	3,569
Total freight revenues	\$ 2,090	\$ 2,003

**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. BNSF has two standard fuel surcharge programs - Percent of Revenue and Mileage-Based. In addition, 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 significantly differ.

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

	<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>
Total fuel expense <sup>a</sup>	\$ 4,459	\$ 4,267
BNSF fuel surcharges	\$ 2,821	\$ 2,663

<sup>a</sup> Total fuel expense includes locomotive and non-locomotive fuel as well as gains and losses from fuel derivatives, which do not impact the fuel surcharge program.

**Year Ended December 31, 2012 vs. Year Ended December 31, 2011**

Revenues

Revenues for the year ended December 31, 2012, were \$20,835 million, up 7 percent compared with the year ended December 31, 2011. The increase in revenues is due to the following changes in underlying trends in revenues:

- Average revenue per car / unit increased for all business units primarily as a result of increased rate per car / unit.

In addition to an increase in average revenue per car / unit, the following changes in underlying trends in volumes also impacted the change in revenues:

- Consumer Products unit volumes increased primarily due to higher domestic intermodal volumes as a result of highway conversion to rail and higher automotive volumes due to increased North American auto sales.
- Industrial Products unit volumes increased primarily due to increased shipments of petroleum products and of construction products.
- Coal unit volumes decreased primarily due to a decrease in coal demand as a result of low natural gas prices, a mild winter and spring, and high utility stockpiles.
- Agricultural Products decreased primarily due to a decrease in wheat and corn exports, partially offset by higher soybeans and domestic corn shipments.

**Expense Table**

The following table presents BNSF's expense information (in millions):

	Year Ended December 31, 2012	Year Ended December 31, 2011
Compensation and benefits	\$ 4,505	\$ 4,315
Fuel	4,459	4,267
Purchased services	2,374	2,218
Depreciation and amortization	1,889	1,807
Equipment rents	810	779
Materials and other	786	852
<b>Total operating expenses</b>	<b>\$ 14,823</b>	<b>\$ 14,238</b>
Interest expense	\$ 623	\$ 560
Other expense, net	\$ 12	\$ 9
Income tax expense	\$ 2,005	\$ 1,769

**Expenses**

Operating expenses for the year ended December 31, 2012, were \$14,823 million, an increase of \$585 million, or 4 percent, as compared with the year ended December 31, 2011. A significant portion of this increase is due to the following changes in underlying trends in expenses:

- Increased unit volumes, inflation and incentive compensation contributed to the increase in compensation and benefits expense, partially offset by weather related costs in 2011 and productivity improvements in 2012.
- Fuel expense increased due to higher fuel prices and volume, partially offset by improved efficiency in 2012 and severe weather conditions in 2011, which impacted efficiency.
- Purchased services increased due to higher volume-related costs, including purchased transportation for BNSF Logistics, LLC, a wholly-owned, third-party logistics company, increased equipment maintenance costs and inflation partially offset by weather impacts in 2011.
- There were no significant changes in underlying trends for depreciation and amortization, equipment rents, and materials and other expense.
- Interest expense increased due to a higher average debt balance.
- The effective tax rate was 37.3 percent for both the years ended December 31, 2012 and 2011.

### **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 Item 1A, "Risk Factors," of this Annual Report on Form 10-K. 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, the impact of low natural gas prices on coal demand for electric power plants, changes in fuel prices and other key materials and disruptions in supply chains for these materials; competition and consolidation within the transportation industry; 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 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; regulation, restrictions or caps, or other controls of diesel emissions that could affect operations or increase costs; the availability of adequate insurance to cover the risks associated with operations.
- **Operating factors:** changes in operating conditions and costs; operational and other difficulties in implementing positive train control technology, including increased compliance or operational costs or penalties; restrictions on development and expansion plans due to environmental concerns; disruptions to BNSF's technology network including computer systems and software, including cybersecurity intrusions, misappropriation of assets or sensitive information, corruption of data or operational disruptions; as well as natural events such as severe weather, fires, floods and earthquakes or man-made or other disruptions of BNSF's or other railroads' 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 7A. Quantitative and Qualitative Disclosures About Market Risk**

### **Commodity Price Sensitivity**

Historically, the Company has used derivative financial instruments to address market risk exposure to fluctuations in interest rates and the risk of volatility in its fuel cost; however, as of December 31, 2012, there are no outstanding derivative instruments.

At December 31, 2012, BNSF maintained fuel inventories for use in normal operations, which were not material to BNSF's overall financial position and, therefore, represent no significant market exposure. The frequency of BNSF's fuel inventory turnover also reduces market exposure, should fuel inventories become material to BNSF's overall financial position. Further information on fuel derivatives is incorporated by reference from Note 6 to the Consolidated Financial Statements.

### **Interest Rate Sensitivity**

At December 31, 2012, the fair value of BNSF's debt, excluding capital leases and unamortized gains on interest rate swaps, was \$15,291 million.

The following table is an estimate of the impact to the fair value of total debt, excluding capital leases and unamortized gains on interest rate swaps, that could result from hypothetical interest rate changes during the twelve-month period ending December 31, 2013, based on debt levels as of December 31, 2012:

<b>Sensitivity Analysis</b>	
<b>Hypothetical Change in Interest Rates</b>	<b>Change in Fair Value Total Debt</b>
1-percent decrease	\$1,707 million increase
1-percent increase	\$1,429 million decrease

Further information on interest rate hedges is incorporated by reference from Note 6 to the Consolidated Financial Statements. Information on the Company's debt, which may be sensitive to interest rate fluctuations, is incorporated by reference from Note 13 to the Consolidated Financial Statements.

## ***Item 8. Financial Statements and Supplementary Data***

The Consolidated Financial Statements of BNSF and subsidiary companies, together with the report of the Company's independent registered public accounting firm, are included as part of this filing.

The following documents are filed as a part of this report:

### ***Consolidated Financial Statements***

<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">14</a>
<a href="#">Consolidated Statements of Income for year ended December 31, 2012, the year ended December 31, 2011, the period February 13 – December 31, 2010 and the period January 1 – February 12, 2010</a>	<a href="#">15</a>
<a href="#">Consolidated Statements of Comprehensive Income for the year ended December 31, 2012, the year ended December 31, 2011, the period February 13 - December 31, 2010 and the period January 1 - February 12, 2010</a>	<a href="#">16</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2012 and 2011</a>	<a href="#">17</a>
<a href="#">Consolidated Statements of Cash Flows for the year ended December 31, 2012, the year ended December 31, 2011, the period February 13 – December 31, 2010 and the period January 1 – February 12, 2010</a>	<a href="#">18</a>
<a href="#">Consolidated Statements of Changes in Equity for the year ended December 31, 2012, the year ended December 31, 2011, the period February 13 – December 31, 2010 and the period January 1 – February 12, 2010</a>	<a href="#">19</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">20</a>

## Report of Independent Registered Public Accounting Firm

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### *To the Board of Managers and Member of Burlington Northern Santa Fe, LLC*

We have audited the accompanying consolidated balance sheets of Burlington Northern Santa Fe, LLC and subsidiaries (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the periods ended December 31, 2012 and 2011, and for the periods from February 13, 2010 through December 31, 2010 (Successor) and January 1, 2010 through February 12, 2010 (Predecessor). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Burlington Northern Santa Fe, LLC and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the years in the periods ended December 31, 2012 and 2011, and for the periods from February 13, 2010 through December 31, 2010 (Successor) and January 1, 2010 through February 12, 2010 (Predecessor) in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

Fort Worth, Texas  
March 1, 2013

**Burlington Northern Santa Fe, LLC and Subsidiaries**

***Consolidated Statements of Income***

In millions

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 – December 31, 2010	January 1 - February 12, 2010
Revenues	\$ 20,835	\$ 19,548	\$ 15,059	\$ 1,791
Operating expenses:				
Compensation and benefits	4,505	4,315	3,562	442
Fuel	4,459	4,267	2,687	329
Purchased services	2,374	2,218	1,890	279
Depreciation and amortization	1,889	1,807	1,532	192
Equipment rents	810	779	670	97
Materials and other	786	852	665	1
Total operating expenses	14,823	14,238	11,006	1,340
Operating income	6,012	5,310	4,053	451
Interest expense	623	560	435	72
Other expense, net	12	9	7	2
Income before income taxes	5,377	4,741	3,611	377
Income tax expense	2,005	1,769	1,376	153
Net income	\$ 3,372	\$ 2,972	\$ 2,235	\$ 224

See accompanying Notes to Consolidated Financial Statements.

**Burlington Northern Santa Fe, LLC and Subsidiaries**

***Consolidated Statements of Comprehensive Income***

In millions

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 – December 31, 2010	January 1 - February 12, 2010
Net income	\$ 3,372	\$ 2,972	\$ 2,235	\$ 224
Other comprehensive income:				
Change in amortization of accumulated actuarial losses, net of tax benefit of \$16 million, tax benefit of \$125 million, tax benefit of \$8 million and tax expense of \$1 million, respectively	(28)	(200)	(13)	2
Change in fuel hedge mark-to-market, net of tax benefit of \$7 million, tax benefit of \$18 million, tax expense of \$26 million and tax benefit of \$28 million, respectively	(11)	(30)	41	(45)
Change in accumulated other comprehensive income of equity method investees	(3)	—	(1)	2
Other comprehensive (loss) income, net of tax	(42)	(230)	27	(41)
Total comprehensive income	\$ 3,330	\$ 2,742	\$ 2,262	\$ 183

See accompanying Notes to Consolidated Financial Statements.

**Burlington Northern Santa Fe, LLC and Subsidiaries**
***Consolidated Balance Sheets***

In millions

	Successor	
	December 31, 2012	December 31, 2011
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,794	\$ 1,960
Accounts receivable, net	1,168	1,150
Materials and supplies	800	739
Current portion of deferred income taxes	341	295
Other current assets	77	121
Total current assets	4,180	4,265
Property and equipment, net of accumulated depreciation of \$1,626 and \$1,056, respectively	50,070	48,047
Goodwill	14,836	14,803
Intangible assets, net	1,114	1,420
Other assets	1,816	1,845
Total assets	\$ 72,016	\$ 70,380
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable and other current liabilities	\$ 3,122	\$ 3,143
Long-term debt due within one year	453	526
Total current liabilities	3,575	3,669
Deferred income taxes	16,319	15,637
Long-term debt	14,080	12,139
Intangible liabilities, net	1,214	1,496
Pension and retiree health and welfare liability	786	769
Casualty and environmental liabilities	750	905
Other liabilities	963	1,016
Total liabilities	37,687	35,631
Commitments and contingencies (see Notes 6, 13 and 14)		
Equity:		
Member's equity	34,574	34,952
Accumulated other comprehensive loss	(245)	(203)
Total equity	34,329	34,749
Total liabilities and equity	\$ 72,016	\$ 70,380

See accompanying Notes to Consolidated Financial Statements.

**Burlington Northern Santa Fe, LLC and Subsidiaries**

***Consolidated Statements of Cash Flows***

In millions

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1- February 12, 2010
<b>Operating Activities</b>				
Net income	\$ 3,372	\$ 2,972	\$ 2,235	\$ 224
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	1,889	1,807	1,532	192
Deferred income taxes	660	1,509	710	127
Long-term casualty and environmental liabilities, net	(190)	(43)	(25)	(2)
Contributions to qualified pension plan	(36)	(36)	(400)	—
Other, net	(314)	(249)	(204)	(78)
Changes in current assets and liabilities:				
Accounts receivable, net	(6)	(219)	(118)	(21)
Materials and supplies	(61)	(87)	(23)	3
Other current assets	14	(15)	104	(123)
Accounts payable and other current liabilities	105	301	484	(243)
Net cash provided by operating activities	5,433	5,940	4,295	79
<b>Investing Activities</b>				
Capital expenditures excluding equipment	(2,596)	(2,726)	(1,953)	(160)
Acquisition of equipment	(952)	(763)	(445)	(67)
Partnership investment	(130)	—	(443)	—
Other, net	(158)	33	(76)	76
Net cash used for investing activities	(3,836)	(3,456)	(2,917)	(151)
<b>Financing Activities</b>				
Proceeds from issuance of long-term debt	2,500	1,500	1,500	—
Payments on long-term debt	(482)	(596)	(493)	(30)
Cash distributions/dividends paid	(3,750)	(3,500)	(1,250)	(226)
Proceeds from stock options exercised	—	—	—	21
Excess tax benefits from equity compensation plans	—	—	—	9
Other, net	(31)	(15)	(19)	—
Net cash used for financing activities	(1,763)	(2,611)	(262)	(226)
(Decrease) increase in cash and cash equivalents	(166)	(127)	1,116	(298)
Cash and cash equivalents:				
Beginning of period	1,960	2,087	971	1,269
End of period	\$ 1,794	\$ 1,960	\$ 2,087	\$ 971
<b>Supplemental Cash Flow Information</b>				
Interest paid, net of amounts capitalized	\$ 707	\$ 666	\$ 539	\$ 97
Capital investments accrued but not yet paid	\$ 123	\$ 190	\$ 170	\$ 60
Income taxes paid, net of refunds	\$ 1,194	\$ (13)	\$ 665	\$ —
Non-cash asset financing	\$ —	\$ 1	\$ 40	\$ 8

See accompanying Notes to Consolidated Financial Statements.

**Burlington Northern Santa Fe, LLC and Subsidiaries**
***Consolidated Statements of Changes in Equity***

Dollars in millions, shares in thousands, except per share data

<b>Predecessor</b>	<b>Common Shares</b>	<b>Treasury Shares</b>	<b>Common Stock and Paid-in Capital</b>			<b>Accumulated Other Comprehensive Loss</b>		<b>Total Equity</b>
			<b>Retained Earnings</b>	<b>Treasury Stock</b>				
Balance at December 31, 2009	543,416	(202,677)	\$ 7,781	\$ 13,941	\$ (8,428)	\$ (496)	\$ 12,798	
Comprehensive income, net of tax			—	224	—	(41)	183	
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)	—	—	—	—	—	
Balance at February 12, 2010	543,964	(202,679)	\$ 7,820	\$ 14,076	\$ (8,428)	\$ (537)	\$ 12,931	

  

<b>Successor</b>	<b>Member's Equity</b>		<b>Accumulated Other Comprehensive Income (Loss)</b>		<b>Total Equity</b>
Net contribution from Berkshire Hathaway Inc.		\$ 34,495	\$ —	\$ —	\$ 34,495
Comprehensive income, net of tax		2,235	27	27	2,262
Cash distributions to Parent		(1,250)	—	—	(1,250)
Balance at December 31, 2010		35,480	27	27	35,507
Comprehensive income, net of tax		2,972	(230)	(230)	2,742
Cash distributions to Parent		(3,500)	—	—	(3,500)
Balance at December 31, 2011		34,952	(203)	(203)	34,749
Comprehensive income, net of tax		3,372	(42)	(42)	3,330
Cash distributions to Parent		(3,750)	—	—	(3,750)
Balance at December 31, 2012		<b>\$ 34,574</b>	<b>\$ (245)</b>	<b>\$ (245)</b>	<b>\$ 34,329</b>

See accompanying Notes to Consolidated Financial Statements.

## Burlington Northern Santa Fe, LLC and Subsidiaries

# Notes to Consolidated Financial Statements

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## *1. The Company*

Burlington Northern Santa Fe, LLC (BNSF or the Company) is a holding company that conducts no operating activities and owns no significant assets other than through its interests in its subsidiaries. BNSF's principal, wholly-owned subsidiary is BNSF Railway Company (BNSF Railway), which operates one of the largest railroad networks in North America with approximately 32,500 route miles (excluding multiple main tracks, yard tracks and sidings) in 28 states and two Canadian provinces. Through one operating transportation services segment, BNSF Railway transports a wide range of products and commodities including the transportation of Consumer Products, Industrial Products, Coal and Agricultural Products, derived from manufacturing, agricultural and natural resource industries, which constituted 33 percent, 25 percent, 24 percent and 18 percent, respectively, of total freight revenues for the year ended December 31, 2012 (Successor). These Consolidated Financial Statements include BNSF, BNSF Railway and other majority-owned subsidiaries, all of which are separate legal entities.

Burlington Northern Santa Fe Corporation was incorporated in the State of Delaware on December 16, 1994. As further discussed in Note 5 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 beginning as of February 13, 2010. Accordingly, the accompanying 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 basis of accounting. Earnings per share data is not presented because BNSF has no outstanding issued stock or membership interests to the public.

## *2. Significant Accounting Policies*

### **Principles of Consolidation**

The Consolidated Financial Statements include the accounts of BNSF, including its principal subsidiary BNSF Railway. All intercompany accounts and transactions have been eliminated. The Company evaluates its less than majority-owned investments for consolidation pursuant to authoritative accounting guidance related to the consolidation of variable interest entities (VIEs). The Company consolidates a VIE when it possesses both the power to direct the activities of the VIE that most significantly impact its economic performance and when the Company is either obligated to absorb the losses that could potentially be significant to the VIE or the Company holds the right to receive benefits from the VIE that could potentially be significant to the VIE.

### **Use of Estimates**

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions are periodically reviewed by management. Actual results could differ from those estimates.

### **Revenue Recognition**

Transportation revenues are recognized based upon the proportion of service provided as of the balance sheet date, with related expenses recognized as incurred. Revenues from ancillary services are recognized when performed. Customer incentives, which are primarily provided for shipping a specified cumulative volume or shipping to/from specific locations, are recorded as a reduction to revenue on a pro-rata basis based on actual or projected future customer shipments. When using projected shipments, the Company relies on historic trends as well as economic and other indicators to estimate the liability for customer incentives.

**Accounts Receivable, Net**

Accounts receivable, net includes accounts receivable reduced by an allowance for bill adjustments and uncollectible accounts. The allowance for bill adjustments and uncollectible accounts is based on historical experience as well as any known trends or uncertainties related to customer billing and account collectibility. Allowances for uncollectible accounts are charged off when it is determined that the counterparty will be unable to pay based on the contractual terms of the receivables.

**Cash and Cash Equivalents**

All short-term investments with original maturities of 90 days or less are considered cash equivalents. Cash equivalents are stated at cost, which approximates market value because of the short maturity of these instruments.

**Materials and Supplies**

Materials and supplies, which consist mainly of rail, ties and other items for construction and maintenance of property and equipment, as well as diesel fuel, are valued at the lower of average cost or market.

**Goodwill and Other Intangible Assets and Liabilities**

Goodwill is the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed.

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 involves a two-step process. The first step is to estimate the fair value of the reporting unit through discounting projected future net cash flows. If the carrying amount of a reporting unit, including goodwill, exceeds the estimated fair value, a second step is performed. Under the second step, the identifiable assets and liabilities, including identifiable intangible assets and liabilities, of the reporting unit are estimated at fair value as of the current testing date. The excess of the estimated fair value of the reporting unit over the estimated fair value of net assets establishes the implied value of goodwill. If the carrying amount of goodwill exceeds the implied value of goodwill, an impairment loss is recognized in an amount equal to that excess.

Other intangible assets and liabilities are amortized based on the estimated pattern in which the economic benefits are expected to be consumed or on a straight-line basis over their estimated economic lives. Other intangible assets and liabilities are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable or realized.

See Note 10 to the Consolidated Financial Statements for further information related to goodwill and other intangible assets and liabilities.

**Property and Equipment, Net**

BNSF's railroad operations are highly capital intensive and its large base of homogeneous, network-type assets turns over on a continuous basis. Each year BNSF develops a capital program for the replacement of assets and for the acquisition or construction of assets that enables BNSF to enhance the efficiency of operations, gain strategic benefit or provide new service offerings to customers. Assets purchased or constructed throughout the year are capitalized if they meet applicable minimum units of property criteria.

Normal repairs and maintenance are charged to operating expense as incurred, while costs incurred that extend the useful life of an asset, improve the safety of BNSF's operations, or improve operating efficiency are capitalized.

Property and equipment are stated at cost and are depreciated and amortized on a straight-line basis over their estimated useful lives. Upon application of acquisition method accounting at the Merger date, property and equipment were measured at fair value to establish a new historical cost basis. The Company uses the group method of depreciation in which a single depreciation rate is applied to the gross investment in a particular class of property, despite differences in the service life or salvage value of individual property units within the same class. The Company conducts studies of depreciation rates and the required accumulated depreciation balance as required by the Surface Transportation Board (STB), which is generally every three years for equipment property and every six years for track structure and other roadway property. These detailed studies form the basis for our depreciation methods used in accordance with GAAP. There are no differences between assumptions used in determining average service lives between STB reporting and GAAP.

Depreciation studies take into account the following factors:

- Statistical analysis of historical patterns of use and retirements of each of BNSF's asset classes;
- Evaluation of any expected changes in current operations and the outlook for continued use of the assets;
- Evaluation of technological advances and changes to maintenance practices; and
- Expected salvage to be received upon retirement.

Changes in the estimated service lives of the assets and their related depreciation rates are implemented prospectively. Currently, BNSF is not aware of any specific factors that would cause significant changes in average useful service lives.

Under group depreciation, the historical cost net of salvage of depreciable property that is retired or replaced in the ordinary course of business is charged to accumulated depreciation and no gain or loss is recognized. This historical cost of certain assets is estimated as it is impracticable to track individual, homogeneous network-type assets. Historical costs are estimated by deflating current costs using the Producer Price Index (PPI). The PPI was selected because it closely correlates with the major costs of the items comprising the asset classes. Because of the number of estimates inherent in the depreciation and retirement processes and because it is impossible to precisely estimate each of these variables until a group of property is completely retired, BNSF continually monitors the estimated service lives of its assets and the accumulated depreciation associated with each asset class to ensure its depreciation rates are appropriate.

For retirements of depreciable asset classes that do not occur in the normal course of business, a gain or loss may be recognized in operating expense if the retirement meets each of the following conditions: (i) is unusual, (ii) is material in amount, and (iii) varies significantly from the retirement profile identified through BNSF's depreciation studies. During the three fiscal years presented, no such gains or losses were recognized due to the retirement of depreciable assets. Gains or losses from disposals of land and non-rail property are recorded at the time of their occurrence.

When BNSF purchases an asset, all costs necessary to make the asset ready for its intended use are capitalized. BNSF self-constructs portions of its track structure and rebuilds certain classes of rolling stock. Expenditures that significantly increase asset values or extend useful lives are capitalized. In addition to direct labor and material, certain indirect costs such as materials, small tools and project supervision are capitalized. Annually, a study is performed for the purpose of identifying indirect costs that clearly relate to capital projects. From those studies, an overhead application rate is developed. Indirect projects costs are then allocated to capital projects using this overhead application rate.

BNSF incurs certain direct labor, contract service and other costs associated with the development and installation of internal-use computer software. Costs for newly developed software or significant enhancements to existing software are typically capitalized. Research, preliminary project, operations, maintenance and training costs are charged to operating expense when the work is performed.

Assets held under capital leases are recorded at the lower of the net present value of the minimum lease payments or at the fair value of the leased asset at the inception of the lease. Amortization expense is computed using the straight-line method over the shorter of the estimated useful lives of the asset or the period of the related lease.

Leasehold improvements that meet capitalization criteria are capitalized and amortized on a straight-line basis over the lesser of their estimated useful lives or the remaining lease term.

Long-lived assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the long-lived assets, the carrying value is reduced to the estimated fair value as measured by the discounted cash flows.

### **Planned Major Maintenance Activities**

BNSF utilizes the deferral method of accounting for leased locomotive overhauls, which includes the refurbishment of the engine and related components. Accordingly, BNSF has established an asset for overhauls that have been performed. This asset, which is included in property and equipment, net in the Consolidated Balance Sheets, is amortized to expense using the straight-line method until the next overhaul is performed or the end of the lease, whichever comes first, typically between six and eight years.

### **Rail Grinding Costs**

Upon the Merger discussed in Note 5, BNSF adopted the direct expense method of accounting for rail grinding costs, under which the Company expenses rail grinding costs as incurred.

### **Environmental Liabilities**

Liabilities for environmental cleanup costs are initially recorded when BNSF's liability for environmental cleanup is both probable and reasonably estimable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. Estimates for these liabilities are undiscounted.

### **Personal Injury Claims**

Liabilities for personal injury claims are initially recorded when the expected loss is both probable and reasonably estimable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. Liabilities recorded for unasserted personal injury claims, including those related to asbestos, are based on information currently available. Other than the fair value adjustments recorded in the application of acquisition method accounting, as discussed in Note 5, estimates of liabilities for personal injury claims are undiscounted.

### **Income Taxes**

Deferred tax assets and liabilities are measured using the tax rates that apply to taxable income in the period in which the deferred tax asset or liability is expected to be realized or paid. Changes in the Company's estimates regarding the statutory tax rate to be applied to the reversal of deferred tax assets and liabilities could materially affect the effective tax rate. Valuation allowances are established to reduce deferred tax assets if it is more likely than not that some or all of the deferred tax asset will not be realized. BNSF has not recorded a valuation allowance, as it believes that the deferred tax assets will be fully realized in the future. Investment tax credits are accounted for using the flow-through method.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

BNSF is included in the U.S. consolidated federal income tax return of Berkshire beginning as of February 13, 2010. BNSF's tax expense and liabilities have been computed on a stand alone basis, and substantially all of its current federal income taxes payable is remitted each quarter to Berkshire.

### **Stock-Based Compensation**

The Company recognizes the compensation expense related to the cost of employee services received in exchange for Berkshire (Successor) or BNSF (Predecessor) equity interests over the award's vesting period based on the award's fair value at the appropriate measurement date under authoritative accounting guidance.

### **Employment Benefit Plans**

The Company estimates liabilities and expenses for pension and retiree health and welfare plans. Estimated amounts are based on historical information, current information and estimates regarding future events and circumstances. Significant assumptions used in the valuation of pension and/or retiree health and welfare liabilities include the expected return on plan assets, discount rate, rate of increase in compensation levels and the health care cost trend rate.

### **Fair Value Measurements**

As defined under authoritative accounting guidance, fair value is the price that would be received to sell an asset or paid to transfer a liability between market participants in the principal market or in the most advantageous market when no principal market exists. Adjustments to transaction prices or quoted market prices may be required in illiquid or disorderly markets in order to estimate fair value. Different valuation techniques may be appropriate under the circumstances to determine the value that would be received to sell an asset or paid to transfer a liability in an orderly transaction. Market participants are assumed to be independent, knowledgeable, able and willing to transact an exchange and not under duress. Nonperformance or credit risk is considered in determining the fair value of liabilities. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized in a current or future market exchange.

The authoritative accounting guidance specifies a three-level hierarchy of valuation inputs which was established to increase consistency, clarity and comparability in fair value measurements and related disclosures.

- Level 1—Quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date.
- Level 2—Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant inputs are observable market data.
- Level 3—Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

### **Reclassifications and Corrections**

Certain prior year amounts in the Consolidated Statements of Cash Flows have been reclassified to conform to the current presentation of capital expenditures. The reclassification did not affect previously reported results of operations, cash flows or financial position.

Certain prior year amounts in the Consolidated Statements of Cash Flows have been adjusted to correctly reflect the presentation of changes in accrued but unpaid capital items. The correction did not affect the Company's previously reported results of operations or financial position.

## ***3. Subsequent Event***

### **Shelf Authorization**

In January 2013, the Board of Managers (the Board) of the Company authorized an additional \$1 billion of debt securities that may be issued pursuant to the debt shelf registration statement filed with the Securities and Exchange Commission (SEC), for a total of \$1.75 billion that remains authorized by the Board to be issued through the SEC debt shelf registration process.

## ***4. Accounting Pronouncements***

No pronouncements materially affecting the Company's financial statements were issued during 2012.

## 5. 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.

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 underlying tangible and intangible assets acquired and liabilities assumed were recorded at their respective fair values, with the excess purchase price recorded to goodwill. None of the goodwill recorded in connection with the Merger was deductible for income tax purposes. The acquisition valuation was completed at December 31, 2010, and 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
<b>Total merger consideration to acquire the remaining shares of Predecessor</b>	<b>26,451</b>
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
<b>Total purchase price recorded</b>	<b>\$ 34,495</b>

<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	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	2,056
Property and equipment	43,987	Casualty and environmental liabilities	928
Goodwill	14,803	Pension and retiree health and welfare liability	865
Intangible assets	2,025	Other liabilities	513
Other assets	2,095	<b>Net assets acquired</b>	<b>34,495</b>
<b>Total assets</b>	<b>\$ 65,673</b>	<b>Total liabilities and net assets acquired</b>	<b>\$ 65,673</b>

The fair value of assets acquired included accounts receivable of \$808 million, consisting of the gross amount due under contracts of \$862 million, less \$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 10 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 14 to the Consolidated Financial Statements for further information related to casualty and environmental liabilities.

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):

	<b>Year Ended December 31,</b>	
	<b>2010</b>	
Revenues	\$	16,883
Net income	\$	2,549

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.

## ***6. Derivative Activities***

### **Fuel**

Fuel costs represented 30 percent, 30 percent, 24 percent, and 25 percent of total operating expenses during the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), respectively. The Company may enter into fuel hedge instruments from time to time; however, the Company has not entered into any new derivative contracts subsequent to the Merger and all previously open derivatives expired by June 30, 2012. As of December 31, 2011, BNSF had existing fuel-derivative agreements covering approximately 36 million gallons.

### **Derivative Activities**

The Company had formally documented 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 included linking the derivatives that were designated as fair value or cash flow hedges to specific assets or liabilities on the balance sheet, commitments or forecasted transactions. The Company assessed at the time a derivative contract was entered into, and at least quarterly thereafter, whether the derivative item was 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, was recognized in current period earnings. For derivative instruments that were designated and qualified as cash flow hedges, the effective portion of the gain or loss on the derivative instrument was recorded in accumulated other comprehensive loss (AOCL) 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.

The maximum amount of loss the Company could have incurred from credit risk based on the gross fair value of derivative instruments in asset positions and the Company's net asset exposure to counterparty credit risk was \$24 million as of December 31, 2011. As of December 31, 2011, the amount recorded for derivative transactions, net of any master netting arrangements, was the same amount as derivative positions presented gross of any master netting arrangements.

The table below contains a summary 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>Balance Sheet Location</b>
	<b>December 31, 2012</b>	<b>December 31, 2011</b>	
<b>Asset derivatives designated as hedging instruments under ASC 815-20</b>			
Fuel Contracts	\$ —	\$ 24	Other current assets
Total asset derivatives designated as hedging instruments under ASC 815-20	\$ —	\$ 24	
Total asset derivatives	\$ —	\$ 24	

**The Effects of Derivative Instruments Gains and Losses for the Year Ended December 31, 2012 (Successor), the Year Ended December 31, 2011 (Successor), the Period February 13 – December 31, 2010 (Successor) and the Period January 1 – February 12, 2010 (Predecessor)**

**Derivatives in ASC 815-20 Cash Flow Hedging Relationships**

	<b>Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)</b>			
	<b>Successor</b>			<b>Predecessor</b>
	<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>	<b>February 13 - December 31, 2010</b>	<b>January 1 - February 12, 2010</b>
Fuel Contracts	\$ 7	\$ 50	\$ 93	\$ (79)
Total derivatives	\$ 7	\$ 50	\$ 93	\$ (79)

	<b>Location of Gain or (Loss) Recognized from AOCL into Income</b>	<b>Amount of Gain or (Loss) Recognized from AOCL into Income (Effective Portion)</b>			
		<b>Successor</b>			<b>Predecessor</b>
		<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>	<b>February 13 - December 31, 2010</b>	<b>January 1 - February 12, 2010</b>
Fuel Contracts	Fuel expense	\$ 25	\$ 98	\$ 26	\$ (6)
Total derivatives		\$ 25	\$ 98	\$ 26	\$ (6)

	<b>Location of Gain or (Loss) Recognized in Income on Derivatives</b>	<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>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>	<b>February 13 - December 31, 2010</b>	<b>January 1 - February 12, 2010</b>
Fuel Contracts	Fuel expense	\$ (3)	\$ (16)	\$ 10	\$ (7)
Total derivatives		\$ (3)	\$ (16)	\$ 10	\$ (7)

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

The Company utilized 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 were classified as Level 2 valuations under authoritative accounting guidance related to fair value measurements.

Additional disclosure related to derivative instruments is included in Note 18 to the Consolidated Financial Statements.

**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 has previously used and may use interest rate swaps and treasury locks as part of its interest rate risk management strategy.

**Fair Value Interest Rate Hedges**

The Company entered into interest rate swaps to convert fixed-rate long-term debt to floating-rate debt. These swaps were 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, the outstanding swaps were re-designated as fair value hedges. However, the swaps no longer qualified for the short-cut method of recognition; therefore, effectiveness was measured at least quarterly and any resulting ineffectiveness was 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 were recorded in current earnings. The Company included 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 on Interest Rate Swaps			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Interest expense	\$ —	\$ —	\$ 14	\$ 6

Income Statement Classification	Loss on Fixed-rate Debt			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Interest expense	\$ —	\$ —	\$ (13)	\$ (6)

In July 2010, BNSF unwound four interest rate swaps, due 2018, resulting in a recognized gain of \$45 million, which will be amortized as a reduction of interest expense over the remaining term of these notes.

As of December 31, 2012, 2011 and 2010, BNSF had no outstanding interest rate swaps.

**7. Income Taxes**

Income tax expense was as follows (in millions):

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
<b>Current:</b>				
Federal	\$ 1,204	\$ 220	\$ 593	\$ 23
State	141	40	73	3
Total current	1,345	260	666	26
<b>Deferred:</b>				
Federal	591	1,375	626	113
State	69	134	84	14
Total deferred	660	1,509	710	127
Total	\$ 2,005	\$ 1,769	\$ 1,376	\$ 153

Reconciliation of the U.S. federal statutory income tax rate to the effective tax rate was as follows:

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 – December 31, 2010	January 1 – February 12, 2010
U.S. Federal statutory income tax rate	35.0%	35.0%	35.0%	35.0%
State income taxes, net of federal tax benefit	2.5	2.4	3.1	3.1
Tax law change (Medicare Part D)	—	—	0.5	—
Other, net	(0.2)	(0.1)	(0.5)	2.5
Effective tax rate	37.3%	37.3%	38.1%	40.6%

The components of deferred tax assets and liabilities were as follows (in millions):

	Successor	
	December 31, 2012	December 31, 2011
Deferred tax liabilities:		
Property and equipment	\$ (17,330)	\$ (16,864)
Hedging	(10)	(18)
Other	(336)	(304)
Total deferred tax liabilities	(17,676)	(17,186)
Deferred tax assets:		
Intangible assets and liabilities	275	372
Casualty and environmental	303	370
Compensation and benefits	358	374
Long-term debt fair value adjustment under acquisition method accounting	173	209
Pension and retiree health and welfare benefits	332	305
Other	257	214
Total deferred tax assets	1,698	1,844
Net deferred tax liability	\$ (15,978)	\$ (15,342)
Non-current deferred income tax liability	\$ (16,319)	\$ (15,637)
Current portion of deferred income taxes	341	295
Net deferred tax liability	\$ (15,978)	\$ (15,342)

BNSF is included in the consolidated U.S. federal income tax return of Berkshire beginning as of February 13, 2010. BNSF's tax expense and liabilities have been computed on a stand alone basis, and substantially all of its currently payable income taxes are remitted each quarter to Berkshire. See Note 16 to the Consolidated Financial Statements for information related to income taxes paid to Berkshire during 2012.

All U.S. federal income tax returns of BNSF are closed through 2007. Internal Revenue Service (IRS) examination of the years 2008 and 2009 and short tax year January 1 - February 12, 2010 (Predecessor) for BNSF is complete, and final agreement for federal income tax issues has been reached. BNSF is currently under examination for the period February 13 - December 31, 2010 (Successor) and the year 2011 (Successor).

BNSF and its subsidiaries have various state income tax returns in the process of examination, administrative appeal or litigation. State income tax returns are generally subject to examination for a period of three to five years after filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states.

A significant portion of the audit issues relate to state income tax issues with various taxing authorities and with the IRS related to whether certain valuations of donated property are appropriate. A provision for taxes resulting from ongoing and future federal and state audits is based on an estimation of aggregate adjustments that may be required as a result of the audits.

**Uncertain Tax Positions**

The amount of unrecognized tax benefits for the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 - December 31, 2010 (Successor) and the period January 1 - February 12, 2010 (Predecessor), was \$48 million, \$110 million, \$112 million and \$167 million, respectively. The amount of unrecognized tax benefits at December 31, 2012, that would affect the Company’s effective tax rate if recognized was \$32 million. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 – December 31, 2010	January 1 – February 12, 2010
Beginning balance	\$ 110	\$ 112	\$ 167	\$ 166
Additions for tax positions related to current year	12	47	24	1
Reductions for tax positions taken in prior years	(2)	(40)	(58)	—
(Reductions) additions for tax positions as a result of:				
Settlements	(53)	8	(10)	—
Lapse of statute of limitations	(19)	(17)	(11)	—
Ending balance	\$ 48	\$ 110	\$ 112	\$ 167

It is expected that the amount of unrecognized tax benefits will change in the next twelve months; however, BNSF does not expect the change to have a significant impact on the results of operations, the financial position or the cash flows of the Company.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in income tax expense in the Consolidated Statements of Income, which is consistent with the recognition of these items in prior reporting periods. The Company had recorded a liability of approximately \$7 million and \$17 million for the payment of interest and penalties for the years ended December 31, 2012 and 2011, respectively. For the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor) and the period February 13 – December 31, 2010 (Successor), the Company recognized a reduction of approximately \$8 million, \$4 million and \$9 million in interest and penalty expense, respectively. For the period January 1 – February 12, 2010 (Predecessor), the Company recognized an increase of approximately \$1 million in interest and penalty expense.

***8. Accounts Receivable, Net***

Accounts receivable, net consists of freight and other receivables, reduced by an allowance for bill adjustments and uncollectible accounts, based upon expected collectibility. At December 31, 2012 and 2011, \$48 million and \$39 million, respectively, of such allowances had been recorded.

At December 31, 2012 and 2011, \$36 million and \$31 million, respectively, of accounts receivable were greater than 90 days old.

## 9. Property and Equipment, Net

Property and equipment, net (in millions), and the corresponding ranges of estimated useful lives were as follows:

	Successor		2012 Range of Estimated Useful Life
	December 31, 2012	December 31, 2011	
Land	\$ 5,950	\$ 5,925	—
Track structure	17,319	16,460	15 – 50 years
Other roadway	20,936	20,300	5 – 100 years
Locomotives	4,505	3,773	5 – 33 years
Freight cars and other equipment	1,744	1,501	8 – 37 years
Computer hardware, software and other	279	259	5 – 9 years
Construction in progress	963	885	—
Total cost	51,696	49,103	
Less accumulated depreciation and amortization	(1,626)	(1,056)	
Property and equipment, net	\$ 50,070	\$ 48,047	

The Consolidated Balance Sheets at December 31, 2012 and 2011, included \$1,001 million, net of \$269 million of amortization, and \$1,585 million, net of \$222 million of amortization, respectively, for property and equipment under capital leases, primarily for rolling stock.

The Company capitalized \$24 million, \$20 million, \$13 million, and \$1 million of interest for the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), respectively.

## 10. Goodwill and Other Intangible Assets and Liabilities

During the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), no impairment losses related to goodwill were incurred. As of December 31, 2012 and 2011, there were no accumulated impairment losses related to goodwill. For the year ended December 31, 2011, there was no additional goodwill recognized; therefore, the carrying value was \$14,803 million.

In December 2012, BNSF Logistics, LLC, a wholly-owned, third-party logistics company, made an immaterial acquisition of two companies, resulting in the recognition of \$33 million in goodwill. The acquisition valuation is in process and additional analysis of intangibles and other assets and liabilities may result in a change in the total amount of goodwill. For the year ended December 31, 2012, the carrying value of goodwill was \$14,836 million.

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

	Successor			
	As of December 31, 2012		As of December 31, 2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets	\$ 2,013	\$ 899	\$ 2,013	\$ 593
Amortized intangible liabilities	\$ 2,056	\$ 842	\$ 2,056	\$ 560

Amortized intangible assets primarily consisted of internally developed software and franchise and 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 based on the estimated pattern in which the economic benefits are expected to be consumed or on a straight-line basis over their estimated economic lives.

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

	Successor	
	Year Ended December 31, 2012	Year Ended December 31, 2011
Amortization of intangible assets	\$ 306	\$ 312
Amortization of intangible liabilities	\$ 282	\$ 294

Amortization of intangible assets and liabilities for the next five years is expected to approximate the following (in millions):

	Amortization of intangible assets	Amortization of intangible liabilities
2013	\$ 306	\$ 252
2014	\$ 306	\$ 179
2015	\$ 54	\$ 115
2016	\$ 31	\$ 101
2017	\$ 31	\$ 96

## 11. Other Assets

In July 2010, the Company entered into a low-income housing partnership (the Partnership) as the limited partner, holding a 99.9% interest in the Partnership. The Partnership is a VIE, with the purpose of developing and operating low-income housing rental properties. Recovery of the Company's investment is accomplished through the utilization of low-income housing tax credits and the tax benefits of Partnership losses. 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. As the Company does not have the power to direct the activities that most significantly impact the Partnership's economic performance, the Company is not the primary beneficiary and therefore, does not consolidate the Partnership. As of December 31, 2012, the assets of the unconsolidated Partnership totaled approximately \$480 million. The Company does not provide financial support to the Partnership that it was not previously contractually obligated to provide.

The Company has accounted for its investment in the Partnership using the effective yield method. The risk of loss of the Company's investment in the Partnership is considered low as an affiliate of the general partner has provided certain guarantees of tax credits and minimum annual returns. The Company's maximum exposure to loss related to the Partnership is the unamortized investment balance. The following table provides information as of December 31, 2012 (in millions):

Unamortized investment balance classified as Other Assets	Remaining commitment classified as Other Liabilities	Maximum exposure to loss
\$ 437	\$ 18	\$ 437

The remaining commitment of \$18 million is due at the end of 2013.

## 12. Accounts Payable and Other Current Liabilities

Accounts payable and other current liabilities consisted of the following (in millions):

	Successor	
	December 31, 2012	December 31, 2011
Compensation and benefits payable	\$ 673	\$ 699
Property and income tax liabilities	541	361
Accounts payable	310	435
Accrued interest	208	195
Casualty and environmental liabilities	170	205
Rents and leases	168	168
Customer incentives	155	139
Other	897	941
<b>Total</b>	<b>\$ 3,122</b>	<b>\$ 3,143</b>

## 13. Debt

Debt outstanding was as follows (in millions):

	Successor			
	December 31, 2012 <sup>a</sup>		December 31, 2011 <sup>a</sup>	
Notes and debentures, due 2013 to 2097	\$ 12,600	5.4%	\$ 10,406	5.8%
Equipment obligations, due 2013 to 2027	153	5.9	183	6.0
Capitalized lease obligations, due 2013 to 2028	971	6.0	1,140	5.9
Mortgage bonds, due 2013 to 2047	85	4.7	88	4.9
Financing obligations, due 2013 to 2028	296	6.2	310	6.2
Unamortized fair value adjustment under acquisition method accounting, discount and other, net	428		538	
<b>Total</b>	<b>14,533</b>		<b>12,665</b>	
Less current portion of long-term debt	(453)	5.1%	(526)	5.9%
<b>Long-term debt</b>	<b>\$ 14,080</b>		<b>\$ 12,139</b>	

<sup>a</sup> Amounts represent debt outstanding and weighted average effective interest rates for 2012 and 2011, respectively. Maturities are as of December 31, 2012.

There were no outstanding interest rate hedges at December 31, 2012 and 2011.

As of December 31, 2012, certain BNSF Railway properties and other assets were subject to liens securing \$85 million of mortgage debt. Certain locomotives and rolling stock of BNSF Railway were subject to equipment obligations and capital leases.

The Company is required to maintain certain financial covenants in conjunction with \$500 million of certain issued and outstanding junior subordinated notes. As of December 31, 2012, the Company was in compliance with these covenants. In the event of non-compliance, the Company would be required to pay any accrued and unpaid interest.

The fair value of BNSF's long-term debt is primarily based on market value price models using observable market-based data for the same or similar issues, or on the estimated rates that would be offered to BNSF for debt of the same remaining maturities (Level 2 inputs). Capital leases, interest rate hedges and unamortized gains on interest rate swaps have been excluded from the calculation of fair value for both 2012 and 2011.

The following table provides fair value information for the Company's debt obligations including principal cash flows, related weighted average interest rates by contractual maturity dates and fair value. The Company had no outstanding variable rate debt as of December 31, 2012.

	December 31, 2012 (Successor)								
	Maturity Date						Total Including Capital Leases	Total Excluding Capital Leases <sup>a,b</sup>	Fair Value Excluding Capital Leases <sup>b</sup>
	2013	2014	2015	2016	2017	Thereafter			
Fixed-rate debt (in millions)	\$ 453	\$ 646	\$ 365	\$ 373	\$ 717	\$ 11,979	\$ 14,533	\$ 13,455	\$ 15,291
Average interest rate	5.1%	6.8%	5.2%	6.6%	5.7%	5.4%	5.5%		

<sup>a</sup> Amount also excludes unamortized fair value adjustment under acquisition method accounting related to capital leases.

<sup>b</sup> Amount also excludes unamortized gains on interest rate swaps.

As of December 31, 2011, the fair value excluding capital leases and unamortized gains on interest rate swaps of fixed-rate debt was \$12,947 million.

## **Notes and Debentures**

### **2012**

In August 2012, BNSF issued \$600 million of 3.050 percent debentures due September 1, 2022 and \$650 million of 4.375 percent debentures due September 1, 2042. The net proceeds from the sale of the debentures were used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, repayment of outstanding indebtedness and distributions.

In July and January 2012, the Board of Managers (the Board) of the Company authorized an additional \$1 billion and \$1.5 billion, respectively, of debt securities that may be issued pursuant to the debt shelf registration statement filed with the Securities and Exchange Commission (SEC). As of December 31, 2012, \$750 million remained authorized by the Board to be issued through the SEC debt shelf registration process.

In March 2012, BNSF issued \$625 million of 3.05 percent debentures due March 15, 2022 and \$625 million of 4.40 percent debentures due March 15, 2042. The net proceeds from the sale of the debentures were used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, repayment of outstanding indebtedness and distributions.

### **2011**

In August 2011, BNSF issued \$450 million of 3.45 percent debentures due September 15, 2021 and \$300 million of 4.95 percent debentures due September 15, 2041. The net proceeds from the sale of the debentures were used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, repayment of outstanding indebtedness and distributions.

In May 2011, BNSF issued \$250 million of 4.10 percent debentures due June 1, 2021 and \$500 million of 5.40 percent debentures due June 1, 2041. The net proceeds from the sale of the debentures were used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, repayment of outstanding indebtedness and distributions.

### **2010**

In September 2010, BNSF issued \$250 million of 3.60 percent debentures due September 1, 2020 and \$500 million of 5.05 percent debentures due March 1, 2041. The net proceeds from the sale of the debentures were used for general corporate purposes, including but not limited to, working capital, capital expenditures and repayment of outstanding indebtedness.

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 were used for general corporate purposes, including but not limited to, working capital, capital expenditures and repayment of outstanding indebtedness.

**Capital Leases**

**2012**

BNSF Railway did not enter into any material capital leases during 2012.

**2011**

BNSF Railway did not enter into any material capital leases during 2011.

**2010**

During the periods February 13 – December 31, 2010 (Successor), and January 1 – February 12, 2010 (Predecessor), BNSF Railway entered into capital leases totaling \$40 million and \$8 million, respectively to finance maintenance of way and other vehicles and equipment with lease terms of five to seven years.

**Guarantees**

As of December 31, 2012, BNSF 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.

Debt and other obligations of non-consolidated entities guaranteed by the Company as of December 31, 2012, 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.	0.5%	\$ 190	\$ 190	\$ —			\$ 2 <sup>b</sup>
Chevron Phillips Chemical Company LP	—%	N/A <sup>d</sup>	N/A <sup>d</sup>	N/A <sup>d</sup>	5		\$ 8 <sup>c</sup>
All other	—%	\$ 9	\$ 14	\$ —	Various		\$ —

<sup>a</sup> Reflects the maximum amount the Company could recover from a third party other than the counterparty.

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

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

<sup>d</sup> 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, has a guarantee in connection with its remaining special limited partnership interest in Santa Fe Pacific Pipeline 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 entered into an indemnity agreement with Chevron Phillips Chemical Company LP (Chevron Phillips), granting certain rights of indemnity from BNSF, 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 December 31, 2012, BNSF guaranteed \$9 million of debt. These guarantees expire between 2013 and 2026.

## **Indemnities**

In the ordinary course of business, BNSF enters into agreements with third parties that include indemnification clauses. The Company believes that these clauses are generally 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. Despite the uncertainty 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. However, 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.

## **Variable Interest Entities - Leases**

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 \$4 billion as of December 31, 2012. The future minimum lease payments are included in future operating lease payments disclosed in Note 14.

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 Balance Sheet.

## 14. Commitments and Contingencies

### Lease Commitments

BNSF has substantial lease commitments for locomotives, freight cars, trailers and containers, office buildings, operating facilities and other property, and many of these leases provide the option to purchase the leased item at fair market value at the end of the lease. However, some provide fixed price purchase options. Future minimum lease payments as of December 31, 2012, are summarized as follows (in millions):

<b>December 31,</b>	<b>Capital Leases</b>	<b>Operating Leases</b>
2013	\$ 178	\$ 576
2014	146	567
2015	113	526
2016	190	512
2017	76	455
Thereafter	572	2,483
Total	1,275	\$ 5,119
Less amount representing interest	(304)	
Present value of minimum lease payments	\$ 971	

<sup>a</sup> Excludes leases having non-cancelable lease terms of less than one year and per diem leases.

Lease rental expense for all operating leases, excluding per diem leases, was \$629 million, \$591 million, \$531 million and \$82 million for the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), respectively. When rental payments are not made on a straight-line basis, the Company recognizes rental expense on a straight-line basis over the lease term. Contingent rentals and sublease rentals were not significant.

### Other Commitments

In the normal course of business, the Company enters into long-term contractual requirements for future goods and services needed for the operations of the business. Such commitments are not in excess of expected requirements and are not reasonably likely to result in performance penalties or payments that would have a material adverse effect on the Company's liquidity.

### Personal Injury and Environmental Costs

#### 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 5 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.

## 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.

Key elements of the assessment include:

- Because BNSF did not have detailed employment records in order to compute the population of potentially exposed employees, it computed an estimate using Company employee data from 1970 forward and estimated the BNSF employee base from 1938-1969 using railroad industry historical census data and estimating BNSF's representation in the total railroad population.
- The projected incidence of disease was estimated based on epidemiological studies using employees' age, duration and intensity of exposure while employed.
- An estimate of the future anticipated claims filing rate by type of disease (non-malignant, cancer and mesothelioma) was computed using the Company's average historical claim filing rates observed in 2009-2012.
- An estimate of the future anticipated dismissal rate by type of claim was computed using the Company's historical average dismissal rates observed in 2010-2012.
- An estimate of the future anticipated settlement by type of disease was computed using the Company's historical average of dollars paid per claim for pending and future claims using the average settlement by type of incidence observed during 2010-2012.

From these assumptions, BNSF projected the incidence of each type of disease to the estimated population to arrive at an estimate of the total number of employees that could potentially assert a claim. Historical claim filing rates were applied for each type of disease to the total number of employees that could potentially assert a claim to determine the total number of anticipated claim filings by disease type. Historical dismissal rates, which represent claims that are closed without payment, were then applied to calculate the number of future claims by disease type that would likely require payment by the Company. Finally, the number of such claims was multiplied by the average settlement value to estimate BNSF's future liability for unasserted asbestos claims.

The most sensitive assumptions for this accrual are the estimated future filing rates and estimated average claim values. Asbestos claim filings are typically sporadic and may include large batches of claims solicited by law firms. To reflect these factors, BNSF used a multi-year calibration period (i.e., average historical filing rates observed in 2009-2012) because it believed it would be most representative of its future claim experience. In addition, for non-malignant claims, the number of future claims to be filed against BNSF declines at a rate consistent with both mortality and age as there is a decreasing propensity to file a claim as the population ages. BNSF believes the average claim values by type of disease from the historical period 2010-2012 are most representative of future claim values. Non-malignant claims, which represent approximately 90 percent of the total number and 65 percent of the cost of estimated future asbestos claims, were priced by age of the projected claimants. Historically, the ultimate settlement value of these types of claims is most sensitive to the age of the claimant.

During the third quarters of 2012, 2011 and 2010, the Company analyzed recent filing and payment trends to ensure the assumptions used by BNSF to estimate its future asbestos liability were reasonable. In 2012, management recorded a decrease in expense of \$15 million due primarily to favorable settlements. In 2011 and 2010, management determined that the liability remained appropriate and no change was recorded. The Company plans to update its study again in the third quarter of 2013.

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 60, 80 and 95 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.

Key elements of the actuarial assessment include:

- Size and demographics (employee age and craft) of the workforce.
- Activity levels (manhours by employee craft and carloadings).
- Expected claim frequency rates by type of claim (employee FELA or third-party liability) based on historical claim frequency trends.
- Expected dismissal rates by type of claim based on historical dismissal rates.
- Expected average paid amounts by type of claim for open and incurred but not reported claims that eventually close with payment.

From these assumptions, BNSF estimates the number of open claims by accident year that will likely require payment by the Company. The projected number of open claims by accident year that will require payment is multiplied by the expected average cost per claim by accident year and type to determine BNSF’s estimated liability for all asserted claims. Additionally, BNSF estimates the number of its incurred but not reported claims that will likely result in payment based upon historical emergence patterns by type of claim. The estimated number of projected claims by accident year requiring payment is multiplied by the expected average cost per claim by accident year and type to determine BNSF’s estimated liability for incurred but not reported claims.

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 table summarizes the activity in the Company’s accrued obligations for asbestos and other personal injury matters (in millions):

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Beginning balance	\$ 540	\$ 575	\$ 664	\$ 632
Accruals	58	77	21	10
Payments	(136)	(112)	(110)	(9)
Ending balance	\$ 462	\$ 540	\$ 575	\$ 633

At December 31, 2012 and 2011, \$105 million and \$125 million were included in current liabilities, respectively. 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 \$415 million to \$530 million. However, BNSF believes that the \$462 million recorded at December 31, 2012, 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.

Although 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 and property 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 time deposits and money market accounts. At December 31, 2012, there was approximately \$485 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 \$500 million at December 31, 2011.

#### **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.

BNSF is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 249 sites, including 17 Superfund sites, at which it is participating in the study or cleanup, or both, of alleged environmental contamination.

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 current estimated percentage to closure ratios, possible remediation workplans and estimates of the costs and likelihood of each possible outcome, historical payment patterns, 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. The most significant assumptions are the possible remediation workplans and estimates of the costs and likelihood of each possible outcome for the larger sites.

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 December 31, 2012, is \$13 million.

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 other PRP's participation in, and their ability to pay for, cleanup. 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.

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

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Beginning balance	\$ 570	\$ 578	\$ 514	\$ 517
Accruals	(17)	43	144	6
Payments	(95)	(51)	(80)	(9)
Ending balance	\$ 458	\$ 570	\$ 578	\$ 514

At December 31, 2012 and 2011, \$65 million and \$80 million, respectively, was included in current liabilities.

In 2012, settlements with various parties resulted in reductions in expense of approximately \$30 million.

During the third quarters of 2012, 2011 and 2010, the Company analyzed recent data and trends to ensure the assumptions used by BNSF to estimate its future environmental liability were reasonable. As a result of this study, in the third quarters of 2012, 2011 and 2010, management recorded additional expense of \$3 million, \$29 million and \$73 million as of the June 30 measurement date, respectively. The Company plans to update its study again in the third quarter of 2013.

In the fourth quarter of 2010, as part of BNSF's ongoing quarterly environmental contingency analyses, BNSF recorded additional expense of approximately \$100 million related to changes in estimates at approximately 20 of its more complex sites. The total cost of remediation at these sites has a higher degree of uncertainty than the majority of its sites, driven by higher regulatory volatility and more complex, longer term, and costly type remedies than BNSF typically experiences. These factors highlighted a need for BNSF to incorporate other potential outcomes into its current estimates.

In the third quarter of 2010, additional test results and negotiations with various parties at certain sites resulted in a reduction in expense of approximately \$40 million.

BNSF's environmental liabilities are not discounted. BNSF anticipates that the majority of the accrued costs at December 31, 2012, will be paid over the next ten years, and no individual site is considered to be material.

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 \$350 million to \$630 million. However, BNSF believes that the \$458 million recorded at December 31, 2012, is the best estimate of the Company's future obligation for environmental costs.

Although 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, BNSF currently believes 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.

## ***15. Employment Benefit Plans***

BNSF provides a funded, noncontributory qualified pension plan, the BNSF Retirement Plan, which covers most non-union employees, and an unfunded non-tax-qualified pension plan, the BNSF Supplemental Retirement Plan, which covers certain officers and other employees. The benefits under these pension plans are based on years of credited service and the highest consecutive sixty months of compensation for the last ten years of salaried employment with BNSF. The Company also provides two funded, noncontributory qualified pension plans which cover certain union employees of the former The Atchison, Topeka and Santa Fe Railway Company. The benefits under these pension plans are based on elections made at the time the plans were implemented. BNSF's funding policy is to contribute annually not less than the regulatory minimum and not more than the maximum amount deductible for income tax purposes with respect to the funded plans.

Certain salaried employees of BNSF who have met age and years of service requirements are eligible for medical benefits, including prescription drug coverage, during retirement. The postretirement medical and prescription drug benefit is contributory and provides benefits to retirees and their covered dependents. Retiree contributions are adjusted annually. The plan also contains fixed deductibles, coinsurance and out-of-pocket limitations. In addition, a basic life insurance plan is noncontributory and covers retirees only. Optional life insurance coverage is available for some retirees; however, the retiree is responsible for the full cost. BNSF's policy is to fund the life insurance premiums and medical benefits as they come due. Generally, employees beginning salaried employment with BNSF subsequent to September 22, 1995, are not eligible for medical benefits during retirement. These benefits are collectively referred to as retiree health and welfare benefits.

### **Plan Amendment**

Effective January 1, 2013, Medicare-eligible retirees who are enrolled in the retiree medical program received a contribution to a Health Reimbursement Account, which can be used to reimburse plan participants for health insurance premiums and to pay eligible out-of-pocket medical expenses.

Components of the net cost for certain employee benefit plans were as follows (in millions):

	Pension Benefits			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Service cost	\$ 39	\$ 32	\$ 28	\$ 3
Interest cost	100	102	95	12
Expected return on plan assets	(118)	(120)	(108)	(14)
Amortization of net loss	10	—	—	4
Settlements	—	1	—	—
Net cost recognized	\$ 31	\$ 15	\$ 15	\$ 5

	Retiree Health and Welfare Benefits			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Service cost	\$ 1	\$ 1	\$ 1	\$ —
Interest cost	13	14	13	2
Amortization of net loss	1	—	—	—
Net cost recognized	\$ 15	\$ 15	\$ 14	\$ 2

The projected benefit obligation is the present value of benefit earned to date by plan participants, including the effect of assumed future salary increases and expected healthcare cost trend rate increases. The following table shows the change in projected benefit obligation (in millions):

Change in Benefit Obligation	Pension Benefits	
	Successor	
	Year Ended December 31, 2012	Year Ended December 31, 2011
Projected benefit obligation at beginning of period	\$ 2,324	\$ 2,068
Service cost	39	32
Interest cost	100	102
Actuarial loss	212	277
Benefits paid	(141)	(139)
Administrative expenses	(1)	—
Settlements	(16)	(16)
Projected benefit obligation at end of period	2,517	2,324
Component representing future salary increases	(130)	(95)
Accumulated benefit obligation at end of period	\$ 2,387	\$ 2,229

	Retiree Health and Welfare Benefits	
	Successor	
	Year Ended December 31, 2012	Year Ended December 31, 2011
<b>Change in Benefit Obligation</b>		
Projected benefit obligation at beginning of period	\$ 293	\$ 279
Service cost	1	1
Interest cost	13	14
Plan participants' contributions	5	6
Actuarial loss	31	17
Plan amendment	(5)	—
Medicare subsidy	2	4
Benefits paid	(26)	(28)
Projected benefit obligation at end of period	\$ 314	\$ 293

BNSF's pension plans had accumulated and projected benefit obligations in excess of plan assets at December 31, 2012 and 2011.

The following tables show the change in plan assets of the plans (in millions):

	Pension Benefits	
	Successor	
	Year Ended December 31, 2012	Year Ended December 31, 2011
<b>Change in Plan Assets</b>		
Fair value of plan assets at beginning of period	\$ 1,817	\$ 1,828
Actual return on plan assets	302	86
Employer contributions <sup>a</sup>	53	58
Benefits paid	(141)	(139)
Administrative expenses	(1)	—
Settlements	(16)	(16)
Fair value of plan assets at measurement date	\$ 2,014	\$ 1,817

<sup>a</sup> Other than contributions to the qualified pension plan, employer contributions were classified as Other, Net under Operating Activities in the Company's Consolidated Statements of Cash Flows.

	Retiree Health and Welfare Benefits	
	Successor	
	Year Ended December 31, 2012	Year Ended December 31, 2011
<b>Change in Plan Assets</b>		
Fair value of plan assets at beginning of period	\$ —	\$ —
Employer contributions <sup>a</sup>	21	22
Plan participants' contributions	5	6
Benefits paid	(26)	(28)
Fair value of plan assets at measurement date	\$ —	\$ —

<sup>a</sup> Employer contributions were classified as Other, Net under Operating Activities in the Company's Consolidated Statements of Cash Flows.

The following table shows the funded status, defined as plan assets less the projected benefit obligation (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	Successor		Successor	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Funded status (plan assets less projected benefit obligations)	\$ (503)	\$ (507)	\$ (314)	\$ (293)

Of the combined pension and retiree health and welfare benefits liability of \$817 million and \$800 million recognized as of December 31, 2012 and 2011, respectively, \$31 million was included in other current liabilities in both the years ended December 31, 2012 and 2011.

Actuarial gains and losses and prior service credits are recognized in the Consolidated Balance Sheets through an adjustment to AOCL. The following table shows the pre-tax change in AOCL attributable to the components of the net cost and the change in benefit obligation (in millions):

Change in AOCL	Pension Benefits			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Beginning balance <sup>a</sup>	\$ 311	\$ 2	\$ —	\$ 792
Amortization of actuarial loss	(10)	—	—	(3)
Actuarial loss	29	310	2	—
Settlements	—	(1)	—	—
Ending balance	\$ 330	\$ 311	\$ 2	\$ 789

<sup>a</sup> Upon application of acquisition method accounting due to the Merger, the Company eliminated the beginning balance in AOCL.

Change in AOCL	Retiree Health and Welfare Benefits			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Beginning balance <sup>a</sup>	\$ 35	\$ 19	\$ —	\$ 19
Amortization of actuarial loss	(1)	—	—	—
Plan amendment	(5)	—	—	—
Actuarial loss	31	16	19	—
Ending balance	\$ 60	\$ 35	\$ 19	\$ 19

<sup>a</sup> Upon application of acquisition method accounting due to the Merger, the Company eliminated the beginning balance in AOCL.

Approximately \$10 million, net of tax, of the actuarial losses from defined benefit pension plans and approximately \$3 million, net of tax, of retiree health and welfare benefit plans in AOCL are required to be amortized into net periodic benefit cost over the next fiscal year. Pre-tax amounts currently recognized in AOCL consist of the following (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	Successor		Successor	
	2012	2011	2012	2011
Net actuarial loss	\$ 341	\$ 312	\$ 66	\$ 35
Plan amendment	—	—	(5)	—
Amortization of net loss	(10)	—	(1)	—
Settlements	(1)	(1)	—	—
Pre-tax amount recognized in AOCL at December 31,	\$ 330	\$ 311	\$ 60	\$ 35
After-tax amount recognized in AOCL at December 31,	\$ 204	\$ 192	\$ 37	\$ 21

The assumptions used in accounting for the BNSF plans were as follows:

Assumptions Used to Determine Net Cost	Pension Benefits			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Discount rate	4.50%	5.25%	5.75%	5.75%
Expected long-term rate of return on plan assets	6.75%	7.50%	8.00%	8.00%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

Assumptions Used to Determine Net Cost	Retiree Health and Welfare Benefits			
	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Discount rate	4.50%	5.25%	5.75%	5.75%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

Assumptions Used to Determine Benefit Obligations	Pension Benefits		Retiree Health and Welfare Benefits	
	Successor		Successor	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Discount rate	3.75%	4.50%	3.75%	4.50%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

BNSF determined the discount rate based on a yield curve that utilizes year-end market yields of high-quality corporate bonds whose maturities match expected payments. The discount rate used for the 2013 calculation of net benefit cost decreased to 3.75 percent which reflects market conditions at the December 31, 2012, measurement date.

Pension plan assets are generally invested with the long-term objective of earning sufficient amounts to cover expected benefit obligations, while assuming a prudent level of risk. Allocations may change as a result of changing market conditions and investment opportunities. The expected rates of return on plan assets reflect subjective assessments of expected invested asset returns over a period of several years. Generally, past investment returns are not given significant consideration when establishing assumptions for expected long-term rates of returns on plan assets. Actual experience will differ from the assumed rates. The expected rate of return on plan assets was 6.75 percent for 2012 and will be 6.75 percent for 2013. During 2012, BNSF changed the investment management of the BNSF Retirement Plan to an affiliated company.

The following table is an estimate of the impact on future net benefit cost that could result from hypothetical changes to the most sensitive assumptions, the discount rate and rate of return on plan assets:

<b>Sensitivity Analysis</b>		
<b>Hypothetical Discount Rate Change</b>	<b>Change in Net Benefit Cost</b>	
	<b>Pension</b>	<b>Retiree Health and Welfare</b>
50 basis point decrease	\$ 11 million increase	\$ 1 million increase
50 basis point increase	\$ 9 million decrease	\$ 1 million decrease
<b>Hypothetical Rate of Return on Plan Assets Change</b>	<b>Pension</b>	
50 basis point decrease	\$ 9 million increase	
50 basis point increase	\$ 9 million decrease	

The following table presents assumed health care cost trend rates:

	<b>Successor</b>			<b>Predecessor</b>
	<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>	<b>February 13 - December 31, 2010</b>	<b>January 1 - February 12, 2010</b>
Assumed health care cost trend rate for next year (participants under 65)	<b>8.40%</b>	8.70%	9.00%	9.00%
Assumed health care cost trend rate for next year (participants over 65) <sup>a</sup>	<b>3.00%</b>	8.70%	9.00%	9.00%
Rate to which health care cost trend rate is expected to decline and remain <sup>b</sup>	<b>4.50%</b>	4.50%	4.80%	5.00%
Year that the rate reaches the ultimate trend rate <sup>b</sup>	<b>2028</b>	2028	2022	2016

<sup>a</sup> See section heading "Plan Amendment" for a description of changes to this program.

<sup>b</sup> For the year ended December 31, 2012, the ultimate trend rate only applies to participants under 65.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one percentage point change in assumed health care cost trend rates would have the following effects (in millions):

	<b>One Percentage-Point Increase</b>	<b>One Percentage-Point Decrease</b>
Effect on total service and interest cost	\$ 1	\$ (1)
Effect on postretirement benefit obligation	\$ 24	\$ (20)

Investments are stated at fair value. The various types of investments are valued as follows:

(i) Equity securities are valued at the last trade price at primary exchange close time on the last business day of the year (Level 1 input). If the last trade price is not available, values are based on bid, ask/offer quotes from contracted pricing vendors, brokers, or investment managers (Level 3 input or Level 2 if corroborated).

(ii) Corporate debt securities, government debt securities, and collateralized obligations and mortgage backed securities are valued based on institutional bid evaluations from contracted vendors. Where available, vendors use observable market-based data to evaluate prices (Level 2 input). This also applies to U.S. Treasury securities included in cash and cash equivalents. If observable market-based data is not available, unobservable inputs such as extrapolated data, proprietary models, and indicative quotes are used to arrive at estimated prices representing the price a dealer would pay for the security (Level 3 input).

(iii) Shares of real estate commingled funds are valued at the quarterly net asset value of units held at year end. Net asset value is based on significant unobservable inputs such as discount rates, capitalization rates and cash flows (Level 3 input).

(iv) Registered investment companies and common/collective trusts are valued at the daily net asset value of shares held at year end. Net asset value is considered a Level 1 input if net asset value is computed daily and redemptions at this value are available to all shareholders without restriction. Net asset value is considered a Level 2 input if the fund may restrict share redemptions under limited circumstances or if net asset value is not computed daily. Net asset value is considered a Level 3 input if shares could not be redeemed on the reporting date and net asset value can not be corroborated by trading activity.

The following table summarizes the investments of BNSF's funded pension plans as of December 31, 2012 (Successor), based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2012	Level 1 Inputs <sup>a</sup>	Level 2 Inputs <sup>a</sup>	Level 3 Inputs <sup>a</sup>
U.S. equity securities <sup>b</sup>	\$ 1,364	\$ 1,364	\$ —	\$ —
Corporate debt securities	13	—	13	—
Registered investment companies	54	54	—	—
U.S. government debt securities	13	—	13	—
Real estate	32	—	—	32
Collateralized obligations and mortgage backed securities (MBS)	1	—	1	—
Cash and cash equivalents	536	—	536	—
Total <sup>c</sup>	\$ 2,013	\$ 1,418	\$ 563	\$ 32

<sup>a</sup> See Note 2 to the Consolidated Financial Statements under the heading "Fair Value Measurements" for a definition of each of these levels of inputs.

<sup>b</sup> As of December 31, 2012, three U.S. equity securities each exceeded 10 percent of total plan assets. These investments represent approximately 45 percent of total plan assets.

<sup>c</sup> Excludes \$1 million accrued for dividend and interest receivable.

The table below sets forth a summary of changes in the fair value of Level 3 assets held by BNSF's funded pension plans for the year ended December 31, 2012 (Successor) (in millions):

Level 3 Inputs	Total	U.S. Government Debt Securities	Real Estate
Balance as of December 31, 2011	\$ 130	\$ 1	\$ 129
Actual return on plan assets:			
Relating to assets still held at reporting date	1	—	1
Relating to assets sold during the period	3	—	3
Purchases, sales and settlements	(102)	(1)	(101)
Balance as of December 31, 2012	\$ 32	\$ —	\$ 32

Comparative Prior Year Information

The following table summarizes the investments of BNSF's funded pension plans as of December 31, 2011 (Successor), based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2011	Level 1 Inputs <sup>a</sup>	Level 2 Inputs <sup>a</sup>	Level 3 Inputs <sup>a</sup>
Equity securities:				
U.S.	\$ 546	\$ 546	\$ —	\$ —
International	298	298	—	—
Corporate debt securities	411	—	411	—
Registered investment companies	95	95	—	—
Government debt securities:				
U.S.	151	—	150	1
International	12	—	12	—
Real estate	129	—	—	129
Common/collective trust	107	—	107	—
Collateralized obligations and mortgage backed securities (MBS)	32	—	32	—
Cash and cash equivalents	26	11	15	—
Total <sup>b</sup>	\$ 1,807	\$ 950	\$ 727	\$ 130

<sup>a</sup> See Note 2 to the Consolidated Financial Statements under the heading "Fair Value Measurements" for a definition of each of these levels of inputs.

<sup>b</sup> Excludes \$10 million accrued for dividend and interest receivable.

The table below sets forth a summary of changes in the fair value of Level 3 assets held by BNSF's funded pension plans for the year ended December 31, 2011 (Successor) (in millions):

Level 3 Inputs	Total	U.S. Government Debt Securities	Real Estate	Collateralized Obligations & MBS
Balance as of December 31, 2010	\$ 120	\$ 1	\$ 116	\$ 3
Actual return on plan assets:				
Relating to assets still held at reporting date	13	—	13	—
Purchases, sales and settlements	(1)	—	—	(1)
Transfers out of Level 3	(2)	—	—	(2)
Balance as of December 31, 2011	\$ 130	\$ 1	\$ 129	\$ —

The Company is not required to make contributions to the BNSF Retirement Plan in 2013. The Company is required to make contributions of \$9 million to its other funded pension plans. The Company expects to make benefit payments in 2013 of \$7 million from its unfunded non-qualified pension plan.

The following table shows expected benefit payments from its defined benefit pension plans and expected claim payments for the retiree health and welfare plan for the next five fiscal years and the aggregate five years thereafter (in millions):

Fiscal year	Expected Pension Plan Benefit Payments <sup>a</sup>	Expected Retiree Health and Welfare Payments
2013	\$ 162	\$ 25
2014	\$ 156	\$ 24
2015	\$ 157	\$ 24
2016	\$ 157	\$ 23
2017	\$ 155	\$ 22
2018–2022	\$ 736	\$ 101

<sup>a</sup> Primarily consists of the BNSF Retirement Plan payments, which are made from the plan trust and do not represent an immediate cash outflow to the Company.

### **Defined Contribution Plans**

BNSF sponsors qualified 401(k) plans that cover substantially all employees and a non-qualified defined contribution plan that covers certain officers and other employees. BNSF matches 50 percent of the first six percent of non-union employees' contributions and matches 25 percent on the first four percent of a limited number of union employees' contributions, which are subject to certain percentage limits of the employees' earnings, at each pay period. Non-union employees are eligible to receive an annual discretionary matching contribution of up to 30 percent of the first six percent of their contributions. Employer contributions are subject to a five-year length of service vesting schedule. BNSF's 401(k) matching expense was \$32 million, \$31 million, \$25 million and \$3 million during the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), respectively.

### **Other**

Under collective bargaining agreements, BNSF participates in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Insurance premiums paid attributable to retirees, which are generally expensed as incurred, were \$71 million, \$73 million, \$55 million and \$8 million during the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 - December 31, 2010 (Successor) and the period January 1 - February 12, 2010 (Predecessor), respectively. The average number of employees covered under these plans were 36 thousand, 35 thousand, 33 thousand and 31 thousand during the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 - December 31, 2010 (Successor) and the period January 1 - February 12, 2010 (Predecessor), respectively.

## ***16. Related Party Transactions***

The companies identified as affiliates of BNSF include Berkshire and its subsidiaries. For the year ended December 31, 2012 and 2011, the Company declared and paid distributions of \$3.75 billion and \$3.5 billion, respectively, to its parent company. For the year ended December 31, 2012 and 2011, the Company received tax refunds of \$0 million and \$426 million, respectively, from Berkshire, and made cash payments of \$1,033 million and \$396 million, respectively, for income taxes to Berkshire.

Effective January 1, 2013, BNSF has a multi-year coal transportation agreement with MidAmerican Energy, an affiliate of BNSF, for the delivery of coal to the majority of MidAmerican Energy's coal-fueled generating facilities.

## ***17. Stock-Based Compensation***

### **Predecessor**

On April 15, 1999, BNSF shareholders approved the Burlington Northern Santa Fe 1999 Stock Incentive Plan and authorized 20 million shares of BNSF common stock to be issued in connection with stock options, restricted stock, restricted stock units and performance stock. On April 18, 2001, April 17, 2002, April 21, 2004 and April 19, 2006, BNSF shareholders approved the amendments to the Burlington Northern Santa Fe 1999 Stock Incentive Plan, which authorized additional awards of 9 million, 6 million, 7 million and 11 million shares, respectively, of BNSF common stock to be issued in connection with stock options, restricted stock, restricted stock units and performance stock. Additionally, on April 18, 1996, BNSF shareholders approved the non-employee directors' stock plan and authorized 900 thousand shares of BNSF common stock to be issued in connection with this plan.

No further grants of BNSF stock will be made under the BNSF stock-based compensation plans.

Under BNSF's Predecessor stock plans, options were granted to directors, officers and salaried employees at the fair market value of BNSF's common stock on the date of grant. Stock option grants generally vest ratably over three years and expire within ten years after the date of grant. Shares issued upon exercise of options were issued from treasury shares or from authorized but unissued shares.

**Successor**

Following the Merger, each outstanding stock option or share award of BNSF common stock was converted into an option or restricted stock unit of Berkshire Class B Common Stock, in accordance with a formula to convert such awards.

Additionally, following the Merger, the Berkshire Hathaway Inc. 2010 Umbrella Plan for BNSF Equity Plans became effective, authorizing approximately 16 million shares of Berkshire Class B Common Stock to be issued in connection with the conversion of BNSF stock options, restricted stock units and performance stock. Included in this amount is approximately 300 thousand shares for certain outstanding option awards that provide for a reload feature if the eligible employee pays all or a portion of the purchase price with Berkshire stock. In that event, the employee is issued new options to purchase additional shares of Berkshire Class B Common Stock equal to the number of shares of stock surrendered in such payment. Approximately 211 thousand shares of Berkshire Class B Common Stock were available for future reload grants at December 31, 2012.

**Stock Options**

All stock options granted in the periods presented relate to reload grants. The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model.

A summary of the status of stock options is presented below (options in thousands, aggregate intrinsic value in millions):

<b>Successor</b>	<b>Options</b>	<b>Weighted Average Exercise Prices</b>	<b>Weighted Average Remaining Contractual Term (in years)</b>	<b>Aggregate Intrinsic Value</b>
Balance at December 31, 2011	9,571	\$ 56.00	4.86	\$ 200
Granted	4	85.04		
Exercised	(2,552)	47.00		
Cancelled	(92)	81.68		
Balance at December 31, 2012	<b>6,931</b>	<b>\$ 59.00</b>	<b>4.47</b>	<b>\$ 213</b>
Options exercisable at December 31, 2012	<b>6,927</b>	<b>\$ 58.98</b>	<b>4.47</b>	<b>\$ 213</b>

The total intrinsic value of options exercised was \$95 million, \$55 million, \$71 million and \$33 million during the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), respectively.

**Other Incentive Programs**

BNSF had other long-term incentive programs that utilized restricted shares/units. A summary of the status of restricted shares/units and the weighted average grant date fair values is presented below (shares in thousands):

<b>Successor</b>	<b>Time Based</b>		<b>Performance Based Units</b>		<b>Performance Stock</b>		<b>Total</b>	
Balance at December 31, 2011	101	\$ 76.90	656	\$ 76.90	331	\$ 76.90	1,088	\$ 76.90
Vested	(26)	76.90	(653)	76.90	(121)	76.90	(800)	76.90
Forfeited	—	—	(3)	76.90	(210)	76.90	(213)	76.90
Balance at December 31, 2012	<b>75</b>	<b>\$ 76.90</b>	<b>—</b>	<b>\$ —</b>	<b>—</b>	<b>\$ —</b>	<b>75</b>	<b>\$ 76.90</b>

A summary of the fair value of the restricted share/units vested during the year ended December 31, 2012 (Successor), the year ended December 31, 2011 (Successor), the period February 13 – December 31, 2010 (Successor) and the period January 1 – February 12, 2010 (Predecessor), respectively, is presented below:

Total Fair Value of Shares Vested (in millions)	Time Based		Performance Based Units		Performance Stock		Total
Year Ended December 31, 2012	\$	2	\$	52	\$	10	\$ 64
Year Ended December 31, 2011	\$	6	\$	36	\$	—	\$ 42
February 13 – December 31, 2010 (Successor)	\$	15	\$	2	\$	—	\$ 17
January 1 – February 12, 2010 (Predecessor)	\$	—	\$	—	\$	—	\$ —

Time-based awards were granted to senior managers within BNSF primarily as a retention tool and to encourage ownership in BNSF. They generally vest over three years, although in some cases up to five years, and are contingent on continued salaried employment.

Performance-based units were granted to senior managers within BNSF to encourage ownership in BNSF and to align management’s interest with those of its shareholders. Performance-based units generally vest over three years and are contingent on the achievement of certain predetermined corporate performance goals (e.g., return on invested capital (ROIC)) and continued salaried employment.

Additionally, eligible employees could earn performance stock contingent upon achievement of higher ROIC goals and continued salaried employment.

Shares awarded under each of the plans may not be sold or used as collateral and are generally not transferable by the holder until the shares awarded become free of restrictions. Compensation cost, net of tax, recorded under the various stock incentive plans is shown in the following table (in millions):

	Successor			Predecessor
	Year Ended December 31, 2012	Year Ended December 31, 2011	February 13 - December 31, 2010	January 1 - February 12, 2010
Compensation cost	\$ 19	\$ 64	\$ 114	\$ 8
Income tax benefit	(7)	(24)	(40)	(3)
Total	\$ 12	\$ 40	\$ 74	\$ 5

Subsequent to the completion of the Merger, the Company immediately recognized \$32 million of expense related to the excess fair value of the converted vested awards at the Merger date.

At December 31, 2012, there was \$1 million of total unrecognized compensation cost related to unvested share-based compensation arrangements.

### ***18. Accumulated Other Comprehensive Loss***

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

	Successor	
	December 31, 2012	December 31, 2011
Unrecognized actuarial losses and prior service credit, net of tax (see Note 15)	\$ (241)	\$ (213)
Fuel/interest hedge mark-to-market, net of tax (see Note 6)	—	11
Accumulated other comprehensive loss of equity method investees	(4)	(1)
Total accumulated other comprehensive loss	\$ (245)	\$ (203)

## 19. Quarterly Financial Data—Unaudited

Dollars in millions

2012	Successor			
	Fourth	Third	Second	First
Revenues	\$ 5,428	\$ 5,343	\$ 5,062	\$ 5,002
Operating income	\$ 1,640	\$ 1,669	\$ 1,438	\$ 1,265
Net income	\$ 932	\$ 937	\$ 802	\$ 701

2011	Successor			
	Fourth	Third	Second	First
Revenues	\$ 5,264	\$ 4,961	\$ 4,790	\$ 4,533
Operating income	\$ 1,617	\$ 1,380	\$ 1,209	\$ 1,104
Net income	\$ 909	\$ 766	\$ 690	\$ 607

## ***Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

### ***Item 9A. Controls and Procedures***

#### **Disclosure Controls and Procedures**

Based on their evaluation as of the end of the period covered by this annual report on Form 10-K, the Company'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.

#### **Management's Report on Internal Control Over Financial Reporting**

The management of BNSF is responsible for establishing and maintaining adequate internal control over financial reporting. BNSF's internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of BNSF's financial statements for external reporting purposes in accordance with generally accepted accounting principles in the United States of America.

Management assessed the effectiveness of BNSF's internal control over financial reporting as of December 31, 2012. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework*. Based on management's assessment, management concluded that as of December 31, 2012, BNSF's internal control over financial reporting was effective based on those criteria.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

#### **Changes in Internal Control Over Financial Reporting**

As of the period covered by this report, the Company has concluded that there have been no changes in BNSF's internal control over financial reporting that occurred during BNSF's fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, BNSF's internal control over financial reporting.

### ***Item 9B. Other Information***

None.

## Part III

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### *Item 14. Principal Accountant Fees and Services*

#### **Independent Registered Public Accounting Firm Fees**

The following table presents the fees incurred by BNSF, including its majority-owned subsidiaries, for services provided by Deloitte & Touche LLP, the independent registered public accounting firm, for the twelve months ended December 31, 2012 and 2011 (in thousands):

	2012	2011
Audit fees	\$ 2,045	\$ 2,027
Audit-related fees	97	35
Tax fees	—	10
All other fees	—	—
Total	\$ 2,142	\$ 2,072

#### **Audit Fees**

Audit fees consist of professional services for audits of financial statements, quarterly reviews, internal control reviews, comfort letters provided in conjunction with the issuance of debt, and agreed-upon procedures performed on the Annual Report R-1 filed by BNSF Railway with the Surface Transportation Board.

#### **Audit-Related Fees**

Audit-related fees consist of professional services for consultation on accounting standards and transactions and agreed-upon procedures performed for the accounts receivable securitization program prior to its termination in 2011.

#### **Tax Fees**

Tax fees consist of professional services for tax compliance, tax audit and tax planning for specific transactions or potential transactions of the Company. No tax fees were billed in 2012.

#### **All Other Fees**

No other fees were billed in 2012 or 2011.

#### **Pre-Approval Policies and Procedures**

The Registrant is an indirect, wholly-owned subsidiary of Berkshire Hathaway Inc. and does not have an audit committee. During 2012 and 2011, the Audit Committee of Berkshire Hathaway Inc. pre-approved all fees and services provided by the independent registered public accounting firm, subject to the exceptions for non-audit services described in the Securities Exchange Act of 1934 and rules and regulations thereunder.

## Part IV

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### ***Item 15. Exhibits and Financial Statement Schedules***

(a) The following documents are filed as part of this report:

1. Consolidated Financial Statements—see Item 8.

Schedules are omitted because they are not required or applicable, or the required information is included in the Consolidated Financial Statements or related notes.

2. Exhibits:

See Index to Exhibits beginning on page E-1 for a description of the exhibits filed as a part of this Report on Form 10-K.

## Signatures

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Burlington Northern Santa Fe, LLC has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Burlington Northern Santa Fe, LLC**

By:           /s/ Matthew K. Rose

Matthew K. Rose  
Chairman and  
Chief Executive Officer

Dated: March 1, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Burlington Northern Santa Fe, LLC and in the capacities and on the date indicated.

**Signature**

**Title**

          /s/ Matthew K. Rose

Matthew K. Rose

Chairman and Chief Executive Officer  
(Principal Executive Officer), and Manager

          /s/ Thomas N. Hund

Thomas N. Hund

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer), and Manager

          /s/ Julie A. Piggott

Julie A. Piggott

Vice President-Planning & Studies and Controller  
(Principal Accounting Officer)

          /s/ Stevan B. Bobb

Stevan B. Bobb

Manager

          /s/ Warren E. Buffett\*

Warren E. Buffett

Manager

          /s/ Gregory C. Fox

Gregory C. Fox

Manager

          /s/ Marc D. Hamburg\*

Marc D. Hamburg

Manager

          /s/ Carl R. Ice

Carl R. Ice

Manager

          /s/ Roger Nober

Roger Nober

Manager

\*By:           /s/ Roger Nober

Roger Nober  
Executive Vice President - Law  
and Secretary

Dated: March 1, 2013

**Burlington Northern Santa Fe, LLC and Subsidiaries**

**Exhibit Index**

Exhibit Number and Description	Incorporated by Reference (if applicable)			
	Form	File Date	File No.	Exhibit
(2) Plan of acquisition, reorganization, arrangement, liquidation or succession				
2.1 Agreement and Plan of Merger by and among Berkshire Hathaway Inc., R Acquisition Company, LLC, and Burlington Northern Santa Fe Corporation, dated November 2, 2009. ◇	8-K	11/3/2009	1-11535	2.1
(3) Articles of Incorporation and Bylaws				
3.1 Certificate of Formation dated November 2, 2009.	8-K	2/16/2010	1-11535	3.1
3.2 Amended and Restated Limited Liability Operating Agreement of Burlington Northern Santa Fe, LLC, dated February 12, 2010.	8-K	2/16/2010	1-11535	3.4
3.3 Written Consent of the Sole Member, dated April 8, 2010, amending the Amended and Restated Limited Liability Operating Agreement.	8-K	4/8/2010	1-11535	3.1
(4) Instruments defining the rights of security holders, including indentures				
4.1 Indenture, dated as of December 1, 1995, between BNSF and The First National Bank of Chicago, as Trustee.	S-3	2/8/1999	333-72013	4
4.2 Form of BNSF's 6 3/4% Debentures Due March 15, 2029.	10-K	3/31/1999	1-11535	4.3
4.3 Form of BNSF's 6.70% Debentures Due August 1, 2028.	10-K	3/31/1999	1-11535	4.4
4.4 Form of BNSF's 8.125% Debentures Due April 15, 2020.	10-K	2/12/2001	1-11535	4.6
4.5 Form of BNSF's 7.95% Debentures Due August 15, 2030.	10-K	2/12/2001	1-11535	4.7
4.6 Form of BNSF's 4.30% Notes Due July 1, 2013.	10-K	2/28/2011	1-11535	4.8
4.7 Officers' Certificate of Determination as to the terms of BNSF's 4.875% Notes Due January 15, 2015, including Exhibit A thereto, the form of the Notes.	8-K	12/9/2004	1-11535	4.1
4.8 Indenture, dated as of December 8, 2005, between BNSF and U.S. Bank Trust National Association, as Trustee.	S-3 ASR	12/8/2005	333-130214	4.1
4.9 Certificate of Trust of BNSF Funding Trust I, executed and filed by U.S. Bank Trust National Association, Linda Hurt and James Gallegos, as Trustees.	S-3 ASR	12/8/2005	333-130214	4.3
4.10 Amended and Restated Declaration of Trust of BNSF Funding Trust I, dated as of December 15, 2005.	8-K	12/15/2005	1-11535	4.4
4.11 Guarantee Agreement between BNSF and U.S. Bank Trust National Association, as Guarantee Trustee, dated as of December 15, 2005.	8-K	12/15/2005	1-11535	4.5
4.12 First Supplemental Indenture, dated as of December 15, 2005, between BNSF and U.S. Bank Trust National Association, as Trustee.	8-K	12/15/2005	1-11535	4.6
4.13 Agreement as to Expenses and Liabilities dated as of December 15, 2005, between BNSF and BNSF Funding Trust I.	8-K	12/15/2005	1-11535	4.4 (Exhibit C)
4.14 Form of BNSF Funding Trust I's 6.613% Trust Preferred Securities.	8-K	12/15/2005	1-11535	4.4 (Exhibit D)
4.15 Officer's Certificate of Determination as to the terms of BNSF's 6.20% Debentures Due August 15, 2036, including the form of the Debentures.	10-Q	10/24/2006	1-11535	4.1
4.16 First Supplemental Indenture, dated as of April 13, 2007, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and Bank of New York Trust Company, N.A., as Trustee.	8-K	4/13/2007	1-11535	4.1
4.17 Officer's Certificate of Determination as to the terms of BNSF's 5.65% Debentures due May 1, 2017, and 6.15% Debentures Due May 1, 2037, including the forms of the Debentures.	8-K	4/13/2007	1-11535	4.2
4.18 Second Supplemental Indenture, dated as of March 14, 2008, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	3/14/2008	1-11535	4.1

Exhibit Number and Description	Incorporated by Reference (if applicable)			
	Form	File Date	File No.	Exhibit
4.19 Officer's Certificate of Determination as to the terms of BNSF's 5.75% Notes due March 18, 2018, including the form of the Notes.	8-K	3/14/2008	1-11535	4.2
4.20 Third Supplemental Indenture, dated as of December 3, 2008, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	12/3/2008	1-11535	4.1
4.21 Officer's Certificate of Determination as to the terms of BNSF's 7.00% Debentures due February 1, 2014.	8-K	12/3/2008	1-11535	4.2
4.22 Fourth Supplemental Indenture, dated as of September 24, 2009, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee including the form of BNSF's 4.700% Notes due October 1, 2019.	8-K	9/24/2009	1-11535	4.1
4.23 Certificate of Determination as to the terms of BNSF's 4.700% Notes due October 1, 2019.	8-K	9/24/2009	1-11535	4.2
4.24 Fifth Supplemental Indenture, dated as of February 11, 2010, by and among Burlington Northern Santa Fe Corporation, R Acquisition Company, LLC and The Bank of New York Mellon Trust Company, N.A.	8-K	2/16/2010	1-11535	4.1
4.25 Second Supplemental Indenture, dated as of February 11, 2010, by and among Burlington Northern Santa Fe Corporation, R Acquisition Company, LLC and U.S. Bank Trust National Association.	8-K	2/16/2010	1-11535	4.2
4.26 Sixth Supplemental Indenture, dated as of May 17, 2010, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	5/17/2010	1-11535	4.1
4.27 Certificate of Determination as to the terms of BNSF's 5.75% Debentures due May 1, 2040.	8-K	5/17/2010	1-11535	4.2
4.28 Seventh Supplemental Indenture, dated as of September 10, 2010, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	9/10/2010	1-11535	4.1
4.29 Certificate of Determination as to the terms of BNSF's 3.60% Debentures due September 1, 2020 and 5.05% Debentures due March 1, 2041.	8-K	9/10/2010	1-11535	4.2
4.30 Eighth Supplemental Indenture, dated as of May 19, 2011, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	5/19/2011	1-11535	4.1
4.31 Certificate of Determination as to the terms of BNSF's 4.10% Debentures due June 1, 2021 and 5.40% Debentures due June 1, 2041.	8-K	5/19/2011	1-11535	4.2
4.32 Ninth Supplemental Indenture, dated as of August 22, 2011, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	8/22/2011	1-11535	4.1
4.33 Certificate of Determination as to the terms of BNSF's 3.45% Debentures due September 15, 2021 and 4.95% Debentures due September 15, 2041.	8-K	8/22/2011	1-11535	4.2
4.34 Tenth Supplemental Indenture, dated as of March 2, 2012, to Indenture dated as of December 1, 1995, between Burlington Northern Santa Fe, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	3/2/2012	1-11535	4.1
4.35 Certificate of Determination as to the terms of BNSF's 3.05% Debentures due March 15, 2022 and 4.40% Debentures due March 15, 2042.	8-K	3/2/2012	1-11535	4.2
4.36 Eleventh Supplemental Indenture, dated as of August 23, 2012, to Indenture dated as of December 1, 1995 between Burlington Northern Santa Fe, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	8-K	8/23/2012	1-11535	4.1
4.37 Certificate of Determination as to the terms of BNSF's 3.050% Debentures due September 1, 2022 and 4.375% Debentures due September 1, 2042.	8-K	8/23/2012	1-11535	4.2

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

Exhibit Number and Description	Incorporated by Reference (if applicable)			
	Form	File Date	File No.	Exhibit
(10) Material Contracts				
10.23 Replacement Capital Covenant, dated as of December 15, 2005, by BNSF in favor of and for the benefit of each Covered Debtholder (as defined therein).	10-K	2/17/2006	1-11535	10.41
(12) Statements re: Computation of Ratios				
<a href="#">12.1 Computation of Ratio of Earnings to Fixed Charges.</a> ‡				
(16) Letter re: change in certifying accountant				
16.1 Letter from PricewaterhouseCoopers LLP addressed to the Securities and Exchange Commission, dated as of February 16, 2010.	8-K	2/16/2010	1-11535	16.1
(23) Consents of experts and counsel				
<a href="#">23.1 Consent of Deloitte &amp; Touche LLP.</a> ‡				
(24) Power of Attorney				
<a href="#">24.1 Power of Attorney.</a> ‡				
(31) Rule 13a-14(a)/15d-14(a) Certifications				
<a href="#">31.1 Principal Executive Officer's Certifications Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).</a> ‡				
<a href="#">31.2 Principal Financial Officer's Certifications Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).</a> ‡				
(32) Section 1350 Certifications				
<a href="#">32.1 Certification Pursuant to Rule 13a-14(b) and 18 U.S.C. § 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).</a> ‡				
(101) XBRL-Related Documents				
101 eXtensible Business Reporting Language (XBRL) documents submitted electronically: 101.INS - XBRL Instance Document 101.SCH - XBRL Taxonomy Extension Schema Document 101.CAL - XBRL Extension Calculation Linkable Document 101.DEF - XBRL Taxonomy Extension Definition Linkable Document 101.LAB - XBRL Taxonomy Extension Label Linkbase Document 101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document				
<p>The following financial information from Burlington Northern Santa Fe, LLC's Annual Report on Form 10-K for the year ended December 31, 2012, formatted in XBRL includes: (i) the Consolidated Statements of Income for the Successor year ended December 31, 2012, the Successor year ended December 31, 2011, the Successor period of February 13 -December 31, 2010, and the Predecessor period of January 1 - February 12, 2010, (ii) the Consolidated Balance Sheets as of the Successor period December 31, 2012 and 2011, (iii) the Consolidated Statements of Cash Flows for the Successor year ended December 31, 2012, the Successor year ended December 31, 2011, the Successor period February 13 - December 31, 2010, and the Predecessor period January 1 - February 12, 2010, (iv) the Consolidated Statements of Changes in Equity for the Successor year ended December 31, 2012, the Successor year ended December 31, 2011, the period February 13 - December 31, 2010, and the Predecessor period January 1 - February 12, 2010, (v) the Notes to the Consolidated Financial Statements. ‡</p>				

‡ Filed herewith

◇ References to BNSF refer to Burlington Northern Santa Fe Corporation for all periods through February 12, 2010, and to Burlington Northern Santa Fe, LLC for all periods on or after February 13, 2010.

## Exhibit 12.1

### *Burlington Northern Santa Fe, LLC and Subsidiaries* *Computation of Ratio of Earnings to Fixed Charges*

In millions, except ratio amounts  
(Unaudited)

	Successor			Predecessor		
	2012	2011	February 13 - December 31, 2010	January 1 - February 12, 2010	2009	2008
<b>Earnings:</b>						
Income before income taxes	\$ 5,377	\$ 4,741	\$ 3,611	\$ 377	\$ 2,641	\$ 3,368
<b>Add:</b>						
Interest and other fixed charges, excluding capitalized interest	623	560	435	72	613	533
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	197	249	225	35	268	278
Distributed income of investees accounted for under the equity method	6	6	5	-	5	5
Amortization of capitalized interest	1	1	-	1	4	5
<b>Less:</b>						
Equity in earnings of investments accounted for under the equity method	14	15	15	1	12	13
Total earnings available for fixed charges	\$ 6,190	\$ 5,542	\$ 4,261	\$ 484	\$ 3,519	\$ 4,176
<b>Fixed charges:</b>						
Interest and fixed charges	\$ 647	\$ 580	\$ 448	\$ 73	\$ 631	\$ 550
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	197	249	225	35	268	278
Total fixed charges	\$ 844	\$ 829	\$ 673	\$ 108	\$ 899	\$ 828
Ratio of earnings to fixed charges	7.33x	6.69x	6.33x	4.48x	3.91x	5.04x

## Exhibit 23.1

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### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-166755 on Form S-3 of our report dated March 1, 2013, relating to the consolidated financial statements of Burlington Northern Santa Fe, LLC and subsidiaries, appearing in this Annual Report on Form 10-K of Burlington Northern Santa Fe, LLC and subsidiaries for the year ended December 31, 2012.

/s/ DELOITTE & TOUCHE LLP

Fort Worth, Texas  
March 1, 2013

## Exhibit 24.1

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### POWER OF ATTORNEY

**WHEREAS**, BURLINGTON NORTHERN SANTA FE, LLC, a Delaware limited liability company (the “Company”), will file with the U.S. Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its Annual Report on Form 10-K for the fiscal year ended December 31, 2012; and

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

**NOW, THEREFORE**, the undersigned hereby constitutes and appoints THOMAS N. HUND or ROGER NOBER, his attorney with full power to act for him in his name, place and stead, to sign his name in the capacity set forth below, to the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2012, and to any and all amendments to such Annual Report on Form 10-K, and hereby ratifies and confirms all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been executed by the undersigned this 1<sup>st</sup> day of March, 2013.

/s/ Warren E. Buffett

\_\_\_\_\_  
Warren E. Buffett, Manager

/s/ Marc D. Hamburg

\_\_\_\_\_  
Marc D. Hamburg, Manager

/s/ Matthew K. Rose

\_\_\_\_\_  
Matthew K. Rose, Manager and  
Chairman and Chief Executive Officer

/s/ Carl R. Ice

\_\_\_\_\_  
Carl R. Ice, Manager

/s/ Gregory C. Fox

\_\_\_\_\_  
Gregory C. Fox, Manager

/s/ Thomas N. Hund

\_\_\_\_\_  
Thomas N. Hund, Manager and Executive Vice  
President and Chief Financial Officer

/s/ Stevan B. Bobb

\_\_\_\_\_  
Stevan B. Bobb, Manager

/s/ Roger Nober

\_\_\_\_\_  
Roger Nober, Manager

# Exhibit 31.1

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## ***Principal Executive Officer's Certifications*** **Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Matthew K. Rose, certify that:

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

Date: March 1, 2013

/s/ Matthew K. Rose

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Matthew K. Rose  
Chairman and  
Chief Executive Officer

## Exhibit 31.2

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### ***Principal Financial Officer's Certifications*** **Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Thomas N. Hund, certify that:

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

Date: March 1, 2013

/s/ Thomas N. Hund

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Thomas N. Hund  
Executive Vice President and  
Chief Financial Officer

## Exhibit 32.1

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

#### **Burlington Northern Santa Fe, LLC**

In connection with the Annual Report of Burlington Northern Santa Fe, LLC (the “Company”) on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Matthew K. Rose, Chairman and Chief Executive Officer of the Company, and Thomas N. Hund, Executive Vice President and Chief Financial Officer of the Company, each hereby certifies that, to his knowledge on the date hereof:

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

Dated: March 1, 2013

/s/ Matthew K. Rose

\_\_\_\_\_  
Matthew K. Rose  
Chairman and  
Chief Executive Officer

/s/ Thomas N. Hund

\_\_\_\_\_  
Thomas N. Hund  
Executive Vice President and  
Chief Financial Officer

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