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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): October 5, 2023 (September 30, 2023)

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**Burlington Northern Santa Fe, LLC**

(Exact Name of Registrant as Specified in Its Charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-11535  
(Commission  
File Number)

27-1754839  
(IRS Employer  
Identification No.)

2650 Lou Menk Drive, Fort Worth, TX  
(Address of Principal Executive Offices)

76131  
(Zip Code)

(800) 795-2673  
(Registrant's Telephone Number, Including Area Code)

(Not Applicable)  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective September 30, 2023, National Indemnity Company (the “Sole Member”), a Nebraska corporation that is wholly owned by Berkshire Hathaway Inc. (“Berkshire”) and the sole member of Burlington Northern Santa Fe, LLC, a Delaware limited liability company (the “Company”), transferred its membership interests in the Company to Berkshire and resigned as a member of the Company (collectively, the “Transfer”). After giving effect to the Transfer, Berkshire is the sole member of the Company. In connection with the Transfer, and solely to reflect Berkshire’s status as the sole member of the Company, the Company amended the Amended and Restated Limited Liability Company Operating Agreement of the Company, dated as of February 12, 2010, and amended April 8, 2010 and January 1, 2021 (the “Operating Agreement”). The foregoing summary does not purport to be complete and is qualified in its entirety by the written consent of the Sole Member adopting the amendment to the Operating Agreement and the acknowledgement and agreement of Berkshire, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit Number and Description**

[3.1 Written Consent of the Sole Member adopting the amendment to the Operating Agreement and acknowledgement and agreement of Berkshire Hathaway Inc., dated September 30, 2023.](#)

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**SIGNATURES**

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

**BURLINGTON NORTHERN SANTA FE, LLC**

Date: October 5, 2023

By: /s/ Paul W. Bischler

Name: Paul W. Bischler

Title: Executive Vice President and  
Chief Financial Officer

**BURLINGTON NORTHERN SANTA FE, LLC  
CONSENT OF SOLE MEMBER**

**September 30, 2023**

National Indemnity Company, a Nebraska corporation (“NICO” or the “Sole Member”), being the sole member of Burlington Northern Santa Fe, LLC, a Delaware limited liability company (the “Company”), pursuant to the provisions of Section 18-302(d) of the Delaware Limited Liability Company Act, hereby consents to the adoption of the following resolutions.

**WHEREAS**, for good and valuable consideration, the sufficiency of which is hereby acknowledged, effective as of September 30, 2023, NICO transferred 100% of its direct membership interests in the Company to Berkshire Hathaway Inc. (“Berkshire”) and Berkshire accepted the membership interests in the Company (the “Transfer”),

**WHEREAS**, to memorialize the Transfer, the Sole Member desires to make certain amendments to the Amended and Restated Limited Liability Company Operating Agreement of the Company, dated as of February 12, 2010 and amended April 8, 2010 and January 1, 2021 (the “Operating Agreement”),

**WHEREAS**, in connection with the Transfer, the Sole Member desires to admit Berkshire as a member of the Company and resign as a member of the Company,

**WHEREAS**, in connection with the Transfer, Berkshire desires to be admitted as a member of the Company and become the sole member of the Company,

**WHEREAS**, Section 11 of the Operating Agreement provides that additional members may be admitted to the Company upon the approval of the Sole Member in its sole discretion,

**WHEREAS**, Section 13 of the Operating Agreement provides that the Operating Agreement may be modified or amended at any time by a writing signed by the Sole Member.

**NOW THEREFORE BE IT:**

**RESOLVED**, that effective as of September 30, 2023 (the “Effective Date”), (i) Berkshire shall be admitted as a member of the Company and (ii) NICO shall cease to be a member of the Company,

**FURTHER RESOLVED**, that, after giving effect to the Transfer, on and after the Effective Date, Berkshire shall be the sole member of the Company,

**FURTHER RESOLVED**, that, after giving effect to the Transfer, on and after the Effective Date, in the Operating Agreement, all instances of “Sole Member” shall be in reference to Berkshire, and

**FURTHER RESOLVED**, that each of the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer, or any other Executive Vice President or Vice President of the Company be, and hereby is, acting alone or with other officers of the Company, authorized, empowered and directed, in the name and on behalf of the Company, to take such action desirable or appropriate to carry out the intent of the foregoing resolutions.

*[Remainder of Page Intentionally Left Blank]*

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IN WITNESS WHEREOF, National Indemnity Company, being the sole member of the Company, has executed this consent to be effective as of the date first set forth above.

**NATIONAL INDEMNITY COMPANY**

/s/ Marc D. Hamburg

Marc D. Hamburg  
Chairman

**ACKNOWLEDGEMENT AND AGREEMENT**

Berkshire Hathaway Inc. hereby acknowledges its acceptance of the membership interests in the Company from National Indemnity Company and agrees to the corresponding rights and obligations attendant thereto by its duly authorized officer as of the Effective Date.

**BERKSHIRE HATHAWAY INC.**

/s/ Marc D. Hamburg

Marc D. Hamburg  
Senior Vice President and  
Chief Financial Officer