

BNSF Railway Company

Leased Lines and Wholly-Owned Subsidiaries

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2650 Lou Menk Drive
Fort Worth, Texas 76131

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PUBLIC SERVICE COMMISSION



Class I Railroad Annual Report

To The North Dakota Public Service Commission
For the Year Ending December 31, 2010

BNSF Railway Company State Statistics

Notice

The state statistics hereinafter contained are filed pursuant to the direction of the regulatory authorities of the State of North Dakota. To the extent that such statistics contain allocations to the state, which are in part the result of arbitrary separations or proration, BNSF Railway Company and Burlington Northern Santa Fe LLC do not accept such allocations as reflecting actual operating results for the aforementioned state, and reserve the right to challenge such results in any proceeding in which they may be utilized.

SC-210. RAILWAY OPERATING REVENUES EARNED WITHIN THE STATE

(Dollars in Thousands)

Code	Description	On Intrastate Traffic	On Interstate Traffic	Total
101	Freight	17,089	762,830	779,919
102	Passenger			
104	Switching	146	662	808
106	Demurrage		8,759	8,759
110	Incidental	2,113	805	2,918
121	Joint Facility - Credit	13	556	569
122	Joint Facility - Debit			
502	Transfers from Govt Authorities			
	Total Railway Operating Revenues	19,361	773,612	792,973

STATE : NORTH DAKOTA
 REVENUE FRIEGHT CARRIED DURING PERIOD (2010-01-01 TO 2010-12-31) WITHIN STATE 01/05/2011
 REV FRT ORIGINATING ALL OTHER REV FRT TOTAL REV FRT
 WITHIN THE STATE WITHIN THE STATE CARRIED WITHIN THE STATE TERMINATING WITHIN THE STATE

CODE	COMMODITY	NO. OF CARS	NO. OF TONS								
ND ST		0	0	2	22	2	22	0	0	0	0
ND 01	FARM PRODUCTS.	104,250	10942,276	264,500	26693,182	368,750	37635,458	8,227	8,227	777,473	0
ND 08	FRESH FISH AND OTHER MARINE PRODUCTS.	0	0	57	1,152	0	1,152	0	0	0	0
ND 09	METALLIC ORES.	0	0	27	537	0	537	0	0	0	0
ND 10	COAL.	0	0	97	8,779	97	8,779	2	2	180	0
ND 11	CRUDE PETRO NAT GAS & NAT GSLM.	31,529	2968,478	361,493	43145,884	393,022	46114,362	23,022	23,022	2568,073	0
ND 13	NONMETALLIC MINERALS EXCEPT FUELS.	15,550	1513,978	5,138	441,789	20,688	1955,767	0	0	0	0
ND 14	ORDNANCE AND ACCESSORIES.	399	40,912	18,728	1799,532	19,127	1840,444	13,843	13,843	1364,574	0
ND 19	FOOD AND KINDRED PRODUCTS.	25,463	2368,741	76,377	6156,073	101,840	8524,814	952	952	89,375	0
ND 22	TEXTILE MILL PRODUCTS.	0	0	497	6,407	497	6,407	0	0	0	0
ND 23	APPAREL AND OTHER FINISHED TEXTILE PRD. INC KNIT.	0	0	893	15,244	893	15,244	0	0	0	0
ND 24	LUMBER AND WOOD PRODUCTS, EXCEPT FURNITURE.	36	2,832	24,298	2101,967	24,334	2104,799	1,108	1,108	101,826	0
ND 25	FURNITURE AND FIXTURES.	0	0	556	7,514	556	7,514	0	0	0	0
ND 26	PULP, PAPER AND ALLIED PRODUCTS.	0	0	30,615	990,610	30,615	990,610	698	698	45,522	0
ND 27	PRINTED MATTER.	0	0	1,123	22,851	1,123	22,851	0	0	0	0
ND 28	CHEMICALS AND ALLIED PRODUCTS.	6,560	607,473	32,229	2944,550	38,789	3552,023	9,333	9,333	897,166	0
ND 29	PETROLEUM AND COAL PRODUCTS.	4,469	341,606	11,418	865,512	15,887	1207,118	2,155	2,155	165,814	0
ND 30	RUBBER AND MISCELLANEOUS PLASTIC PRODUCTS.	0	0	3,118	44,848	3,118	44,848	20	20	867	0
ND 31	LEATHER AND LEATHER PRODUCTS.	0	0	47	199	47	199	0	0	0	0
ND 32	STONE, CLAY, GLASS & CONCRETE PRODUCTS.	699	70,511	13,830	1269,483	14,529	1339,994	6,003	6,003	615,044	0
ND 33	PRIMARY METAL PRODUCTS.	30	2,562	13,212	887,874	13,242	890,436	3,587	3,587	304,043	0
ND 34	FABR METAL PRD. EXC ORDN. MACHY AND TRANSP.	0	0	717	11,343	717	11,343	0	0	0	0
ND 35	MACHINERY, EXCEPT ELECTRICAL.	116	4,610	4,675	75,694	4,791	80,304	29	29	1,341	0
ND 36	ELECTRICAL MACHINERY, EQUIPMENT, AND SUPPLIES.	0	0	7,067	69,355	7,067	69,355	3	3	325	0
ND 37	TRANSPORTATION EQUIPMENT.	397	912	36,963	663,189	37,360	664,101	747	747	1,251	0
ND 38	INSTRUMENTS, PHOT AND OPTICAL GD. WATCHES, CLOCKS.	0	0	76	833	76	833	0	0	0	0
ND 39	MISCELLANEOUS PRODUCTS OF MANUFACTURING.	0	0	1,167	22,352	1,167	22,352	0	0	0	0
ND 40	WASTE AND SCRAP MATERIALS.	1,268	96,264	6,717	368,133	7,985	464,397	619	619	67,407	0
ND 41	MISC FREIGHT SHIPMENTS.	0	0	928	16,620	928	16,620	0	0	0	0
ND 42	CONTAINERS, SHIPPING, RETURNED EMPTY.	31	0	111,350	3,909	111,381	3,909	294	294	206	0
ND 43	FREIGHT FORWARDER TRAFFIC.	0	0	910	6,995	910	6,995	0	0	0	0
ND 44	MISC MIXED SHIPMENT EXC FWDR & SHPR ASSN.	0	0	34,940	559,337	34,940	559,337	0	0	0	0
ND 46	SMALL PACKAGED FREIGHT SHIPMENTS.	0	0	462,412	6292,925	462,412	6292,925	0	0	0	0
ND 47	HAZARDOUS.	6	500	156	14,391	162	14,891	0	0	0	0
ND 50		0	0	61	1,666	61	1,666	0	0	0	0
TOTAL:		190,803	18,961,655	1,541,947	95,681,472	1,732,750	114,643,127	70,642	70,642	7,000,487	0

SC-941. REVENUE FREIGHT CARRIED DURING THE YEAR - WITHIN STATE SUPPLEMENTAL REPORT					
Code	Commodity (a)	Revenue Freight Orig. on Res. Road Within the State		Revenue Freight Term. on Res. Road Within the State	
		Number of Carloads (b)	Number of Tons (2,000 lbs.) (c)	Number of Carloads (d)	Number of Tons (2,000 lbs.) (e)
01 131	Barley	3,142	298,476	4,488	425,835
01 132	Corn Exc. Popcorn	357	39,213	357	39,213
01 133	Oats				
01 134	Rice				
01 135	Rye				
01 136	Sorghum				
01 137	Wheat Exc. Buckwheat	2,673	265,083	2,676	265,381
01 139	Grain Nec.	1	99	1	99
01 141	Cottonseed				
01 142	Flaxseeds	7	645	17	1,538
01 144	Soybeans				
01 149	Sunflower Seeds	518	35,721	519	35,822
01 159	Field Seeds	2	187	10	572
01 191	Fodder				
01 194	Sweet Potatoes				
01 195	Potatoes other than Sweet				
01 197	Sugar Beets				
01 198	Sugar cane				
01 199	Field Crops				
01 341	Beans Dry Ripe	17	1,673	26	2,526
01 342	Peas	4	401	6	592
01 343	Cow Peas	7	658	8	761
01 391	Beans Green or Fresh				
01 411	Cattle				
01 412	Calves				
01 413	Swine				
01 414	Sheep				
11 221	Lignite Coal	33,106	3,093,465	33,106	3,093,465
20 11	Meat, Fresh				
20 121	Meat, Frozen				
20 129	Meat, Fresh, Frozen, NEC				
20 13	Meat, Products				
20 143	Grease				
20 15	Poultry, Fresh				
20 161	Poultry, Frozen				
20 21	Creamery Butter				
20 25	Cheese				
20259	DAIBYP	1	96	1	96
20 411	Wheat Flour				
22 97	Wool & Mohair				
28 712	Fertilizers - Phosphates	319	31,321	3,191	317,670
28 713	Ammonium	117	11,460	209	20,336
28 714	Fertilizers - Compounds	49	4,876	174	17,425
28 719	Fertilizers - Prepared	2	184	4	378
32 411	Cement				
Totals		40,322	3,783,558	44,793	4,221,709

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, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER: 1-6324

Exact name of registrant as specified in its charter



BNSF RAILWAY COMPANY

State of Incorporation

Delaware

I.R.S. Employer Identification No.

41-6034000

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:

The securities listed below are registered on the New York Stock Exchange.

Title of each class

Burlington Northern Inc.
(Now BNSF Railway Company)
Consolidated Mortgage Bonds
6.55%, Series K, due 2020
3.80%, Series L, due 2020
3.20%, Series M, due 2045
8.15%, Series N, due 2020
6.55%, Series O, due 2020
8.15%, Series P, due 2020

Northern Pacific Railway Company
General Lien Railway and Land Grant 3% Bonds, due 2047

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 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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 1,000 shares of Outstanding Common Stock, \$1.00 par value, as of February 28, 2011.

*BNSF Railway Company is a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC; as a result, there is no market data with respect to registrant's shares.

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

Item 1. Business

BNSF Railway Company (BNSF Railway, Registrant or Company), formerly known as The Burlington Northern and Santa Fe Railway Company and the Burlington Northern Railroad Company (BNRR) was incorporated in the State of Delaware on January 13, 1961. BNSF Railway is a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC, successor company to Burlington Northern Santa Fe Corporation.

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 3 to the Consolidated Financial Statements.

References herein to "BNSF," with respect to matters occurring prior to completion of the Merger, are references to Burlington Northern Santa Fe Corporation. References herein to "BNSF," with respect to matters occurring after completion of the Merger, are references to Burlington Northern Santa Fe, LLC.

BNSF Railway operates one of the largest railroad systems in North America. At December 31, 2010, BNSF Railway had approximately 38,000 employees.

BNSF Railway's internet address is www.bnsf.com. Through this internet Web site (under the "About BNSF/Financial Information" link), BNSF Railway 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).

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

Item 1A. Risk Factors

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, 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 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 will require 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 these commodities could result in a significant loss of life and extensive property damage as well as environmental remediation obligations. 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, have had and will continue to 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.

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. Railroads are capital-intensive and may need to finance 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 for its cash investments, its derivative arrangements and access to its credit facility. 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.

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.

Fuel supply availability and fuel prices 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.

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 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 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 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.

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 Employees' 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 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.

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. 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 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 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 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 a material 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 32,000 route miles of track, excluding multiple main tracks, yard tracks and sidings, approximately 23,000 miles of which are owned route miles, including easements, in 28 states and two Canadian provinces as of December 31, 2010. Approximately 9,000 route miles of BNSF Railway's system consist of trackage rights that permit BNSF Railway to operate its trains with its crews over other railroads' tracks.

As of December 31, 2010, the total BNSF Railway system, including single and multiple main tracks, yard tracks and sidings, consisted of approximately 50,000 operated miles of track, all of which are owned by or held under easement by BNSF Railway except for approximately 10,000 route miles operated under trackage rights.

Property and Facilities

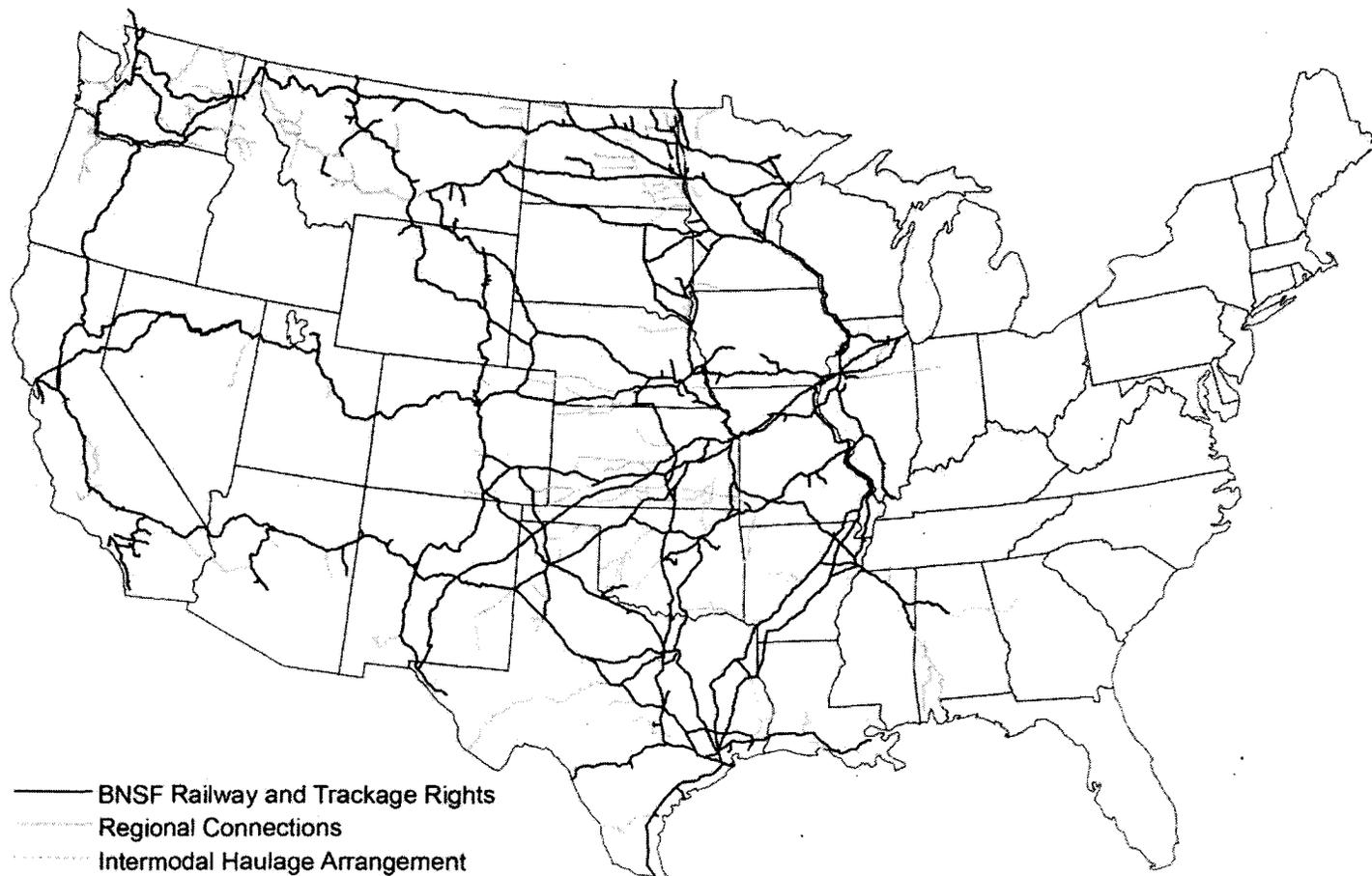
BNSF Railway operates various facilities and equipment to support its transportation system, including its infrastructure and locomotives and freight cars. It also owns or leases other equipment to support rail operations, including containers, chassis and vehicles. Support facilities for rail operations 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 31 major international hubs located across the system.

As of December 31, 2010, BNSF Railway owned or held under non-cancelable leases exceeding one year approximately 6,700 locomotives, 76,800 freight cars, and 7,700 chassis and containers, in addition to maintenance of way and other equipment.

In the ordinary course of business, BNSF Railway incurs significant costs in repairing and maintaining the properties described above. In 2010, BNSF Railway 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 Railway 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 Railway'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 Railway 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 Railway efficiently serves many smaller markets by working closely with approximately 200 shortline partners. BNSF Railway has also entered into marketing agreements with other rail carriers, expanding the marketing reach for each railroad and their customers.



Consumer Products:

The Consumer Products' freight business provided approximately 31 percent of freight revenues for the 12 months ended December 31, 2010, and consisted of the following business sectors: International Intermodal, Domestic Intermodal (including Truckload/Intermodal Marketing Companies, Expedited Truckload/Less-than-Truckload/Parcel) and Automotive.

Coal:

The transportation of coal contributed approximately 27 percent of freight revenues for the 12 months ended December 31, 2010, with more than 90 percent of all BNSF's coal tons originating from the Powder River Basin of Wyoming and Montana.

Industrial Products:

The Industrial Products' freight business provided approximately 21 percent of freight revenues for the 12 months ended December 31, 2010, and consisted of the following five business areas: Construction Products, Building Products, Petroleum Products, Chemicals & Plastics Products and Food & Beverages.

Agricultural Products:

The transportation of Agricultural Products provided approximately 21 percent of freight revenues for the 12 months ended December 31, 2010. 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

BNSF Railway's 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 Railway'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 12 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 2010 was approximately 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 and seeking injunctive relief and unspecified treble damages. These cases have been 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. 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 5 to the Consolidated Financial Statements, and information concerning other claims and litigation is incorporated by reference from Note 12 to the Consolidated Financial Statements.

Part II

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

BNSF Railway's common stock is owned by BNSF and therefore is 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 BNSF Railway Company and its majority-owned subsidiaries (collectively BNSF Railway, Registrant or Company). The following narrative analysis should be read in conjunction with the Consolidated Financial Statements and the accompanying notes.

Berkshire's cost of acquiring BNSF has been pushed-down to establish a new accounting basis for BNSF beginning as of February 13, 2010. In turn, BNSF's basis in BNSF Railway has been pushed-down to establish a new accounting basis in BNSF Railway 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 bases of accounting. The following narrative analysis of results of operations includes a brief discussion of the factors that materially affected the Company's operating results in the Predecessor period of January 1 – February 12, 2010, and a comparative analysis of the Successor period of February 13 – December 31, 2010, and the Predecessor period of the year ended December 31, 2009.

Results of Operations

Revenues Summary

The following table presents BNSF Railway's revenue information by business group:

	Revenues (in millions)			Cars / Units (in thousands)		
	Successor	Predecessor		Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Consumer Products	\$ 4,516	\$ 515	\$ 4,316	3,834	453	3,911
Coal	3,906	442	3,564	2,156	259	2,390
Industrial Products	3,108	352	2,874	1,258	139	1,172
Agricultural Products	3,076	417	2,834	932	126	945
Total freight revenues	14,606	1,726	13,588	8,180	977	8,418
Other revenues	229	42	260			
Total operating revenues	\$ 14,835	\$ 1,768	\$ 13,848			

	Average Revenue Per Car / Unit		
	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Consumer Products	\$ 1,178	\$ 1,137	\$ 1,104
Coal	1,812	1,707	1,491
Industrial Products	2,471	2,532	2,452
Agricultural Products	3,300	3,310	2,999
Total freight revenues	\$ 1,786	\$ 1,767	\$ 1,614

Fuel Surcharges

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

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

	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Total fuel expense ^a	\$ 2,687	\$ 329	\$ 2,372
BNSF Railway fuel surcharges	\$ 1,774	\$ 192	\$ 1,226

a 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.

Expense Table

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

	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Compensation and benefits	\$ 3,544	\$ 439	\$ 3,458
Fuel	2,687	329	2,372
Purchased services	1,787	211	1,859
Depreciation and amortization	1,531	192	1,534
Equipment rents	670	97	777
Materials and other	652	1	640
Total operating expenses	\$ 10,871	\$ 1,269	\$ 10,640
Interest expense	\$ 72	\$ 16	\$ 124
Interest income, related parties	\$ (15)	\$ (1)	\$ (3)
Other expense, net	\$ 8	\$ 2	\$ 6
Income tax expense	\$ 1,517	\$ 200	\$ 1,067

Predecessor Period of January 1 – February 12, 2010

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

- Sale of a line segment in the State of Washington was completed, resulting in a gain to materials and other expenses of \$74 million.

Successor Period of February 13 – December 31, 2010 vs Predecessor Period of the Year Ended December 31, 2009

Revenues

Revenues for the period of February 13 – December 31, 2010, were \$14,835 million, up 7 percent compared with the year ended December 31, 2009. The increase in revenues was partially offset due to comparing operating results for a 322-day period to one consisting of 365 days, which primarily caused the 3-percent decrease in unit volumes. The following changes in underlying trends, based on a comparable number of days, also impacted the change in revenues:

- Consumer Products revenues included increased unit volumes within international intermodal, domestic intermodal and automotive, as well as improved yields.

- Coal revenues reflected improved yields, as well as a slight increase in volumes due to strength in coal-fired electricity generation during 2010 which was partially offset by customer stockpiles. 2009 included a \$66 million loss in excess of amounts previously accrued related to an unfavorable coal rate case decision during the first quarter of 2009 (see Note 12 to the Consolidated Financial Statements under the heading "Coal Rate Case Decision"), partially offset by approximately \$30 million for contract settlements and adjustments with specific customers.
- Industrial Products revenues included increased unit volumes primarily due to increased demand in construction products.
- Agricultural Products revenues reflected higher unit volumes due to increased grain shipments and improved fertilizer and ethanol loadings, as well as improved yields.
- Increased fuel surcharges per unit, primarily due to increased fuel prices, impacted revenue in each of the business units.

Expenses

Operating expenses for the period of February 13 – December 31, 2010, were \$10,871 million, an increase of \$231 million, or 2 percent, from the year ended December 31, 2009. The increase in operating expenses was partially offset by a decrease in expenses due to comparing operating results for a 322-day period to one consisting of 365 days. The following changes in underlying trends, based on a comparable number of days, also impacted the change in operating expenses:

- Increased unit volumes, wage inflation, higher health and welfare expenses, merger-related stock-based compensation adjustments and improved performance against targets related to incentive compensation and profit sharing, which cover all non-union and about one quarter of union employees, all contributed to increased compensation and benefits expenses.
- Higher fuel prices increased fuel expenses, partially offset by a higher loss from closed fuel derivatives in 2009. Higher locomotive fuel consumption due to improved unit volumes also impacted fuel expenses.
- New intangible asset amortization resulting from the application of acquisition method accounting and continuing capital expenditures increased depreciation and amortization expenses.
- Increased ramping, drayage and other volume-related costs increased purchased services expenses. Higher locomotive maintenance costs also increased purchased services expenses.
- Materials and other expenses included higher environmental costs due to changes in estimates at certain of BNSF Railway's more complex sites. See Note 12 to the Consolidated Financial Statements for further information.
- There were no significant changes in the underlying trends for equipment rents expenses.
- Interest expense included the impact of merger-related adjustments resulting from the application of acquisition method accounting, which decreased the expense. During 2009, interest expense included \$8 million of expense related to an unfavorable coal rate case decision (see Note 12 to the Consolidated Financial Statements under the heading "Coal Rate Case Decision.") Favorable tax settlements also impacted interest expense for 2009.
- The effective tax rate for the period of February 13 – December 31, 2010, was 38.9 percent, compared with 34.6 percent for 2009. The increase in the effective tax rate includes the 2009 tax benefit resulting from the donation of a portion of a line segment located in the State of Washington.

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 Railway's supplier base, and effects due to more stringent regulatory policies such as the regulation of carbon dioxide emissions that could reduce the demand for coal or governmental tariffs or subsidies that could affect the demand for grain, changes in fuel prices and other key materials and disruptions in supply chains for these materials; competition and consolidation within the transportation industry; and changes in crew availability, labor and benefits costs and labor difficulties, including stoppages affecting either BNSF Railway's operations or customers' abilities to deliver goods to BNSF Railway for shipment;

- **Legal, legislative and regulatory factors:** developments and changes in laws and regulations, including those affecting train operations or the marketing of services; the ultimate outcome of shipper and rate claims subject to adjudication or claims; investigations or litigation alleging violations of the antitrust laws; increased economic regulation of the rail industry through legislative action and revised rules and standards applied by the U.S. Surface Transportation Board in various areas including rates and services; developments in environmental investigations or proceedings with respect to rail operations or current or past ownership or control of real property or properties owned by others impacted by BNSF Railway operations; losses resulting from claims and litigation relating to personal injuries, asbestos and other occupational diseases; the release of hazardous materials, environmental contamination and damage to property; 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; and
- **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; constraints due to the nation's aging infrastructure; disruptions to BNSF Railway's technology network including computer systems and software, as well as natural events such as severe weather, fires, floods and earthquakes or man-made or other disruptions of BNSF Railway's 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

In the ordinary course of business, BNSF Railway utilizes various financial instruments that inherently have some degree of market risk. The following table summarizes the impact of these derivative activities on the Company's results of operations (in millions):

	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Fuel-derivative gain (loss) (including ineffective portion of unexpired hedges)	\$ 49	\$ (13)	\$ (195)
Tax effect	(19)	5	75
Derivative benefit (loss), net of tax	\$ 30	\$ (8)	\$ (120)

The Company's fuel-derivative gain or loss was due to fluctuations in average fuel prices subsequent to the initiation of various derivatives. The information presented in Note 4 to the Consolidated Financial Statements describes significant aspects of BNSF Railway's financial instrument activities that have a material market risk.

Commodity Price Sensitivity

BNSF Railway engages in derivative activities to partially mitigate the risk of fluctuations in the price of its diesel fuel purchases. Existing derivative transactions as of December 31, 2010, were based on the front month settlement prices of New York Mercantile Exchange (NYMEX) #2 heating oil (HO), West Texas Intermediate (WTI) crude oil, or the HO refining spread (HO-WTI), which is the difference between HO and WTI. A WTI derivative combined with a HO-WTI derivative will result in the equivalent of a HO derivative. For swaps, BNSF Railway either pays or receives the difference between the derivative price and the actual average price of the derivative commodity during a specified determination period for a specified number of gallons. For costless collars, if the average derivative commodity price for a specified determination period is greater than the cap price, BNSF Railway receives the difference for a specified number of gallons. If the average commodity price is less than the floor price, BNSF Railway pays the difference for a specified number of gallons. If the commodity price is between the floor price and the cap price, BNSF Railway neither makes nor receives a payment. Derivative transactions are generally settled with the counterparty in cash. Based on historical information, BNSF Railway believes there is a significant correlation between the market prices for diesel fuel, HO and WTI.

At December 31, 2010, BNSF Railway had recorded a net fuel-derivative asset of \$82 million for fuel derivatives covering 2011 through 2012.

The following table is an estimate of the impact to earnings that could result from hypothetical price changes during the twelve-month period ending December 31, 2011, and the balance sheet impact from the hypothetical price changes on all open derivatives, both based on the Company's derivative position at December 31, 2010:

Sensitivity Analysis		
Derivative Commodity Price Change	Fuel-Derivative Annual Pre-Tax Earnings Impact	Balance Sheet Impact of Change in Fuel-Derivative Fair Value
10-percent increase	\$50 million increase	\$68 million increase
10-percent decrease	\$52 million decrease	\$73 million decrease

Based on locomotive fuel consumption during the twelve-month period ended December 31, 2010, of 1,295 million gallons and fuel prices during that same period, excluding the impact of the Company's derivative activities, a 10-percent increase or decrease in the commodity price per gallon would result in an approximate \$278 million increase or decrease, respectively, in fuel expense (pre-tax) on an annual basis.

At December 31, 2010, BNSF Railway maintained fuel inventories for use in normal operations, which were not material to BNSF Railway's overall financial position and, therefore, represent no significant market exposure. The frequency of BNSF Railway's fuel inventory turnover also reduces market exposure, should fuel inventories become material to BNSF Railway's overall financial position. Further information on fuel derivatives is incorporated by reference from Note 4 to the Consolidated Financial Statements.

Interest Rate Sensitivity

At December 31, 2010, the fair value of BNSF Railway's debt, excluding capital leases, was \$930 million.

The following table is an estimate of the impact to the fair value of total debt, excluding capital leases, that could result from hypothetical interest rate changes during the twelve-month period ending December 31, 2011, based on debt levels as of December 31, 2010:

Sensitivity Analysis	
Hypothetical Change in Interest Rates	Change in Fair Value Total Debt
1-percent decrease	\$75 million increase
1-percent increase	\$66 million decrease

Information on the Company's debt, which may be sensitive to interest rate fluctuations, is incorporated by reference from Note 11 to the Consolidated Financial Statements.

Item 8. Financial Statements and Supplementary Data

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

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

Consolidated Financial Statements

Reports of Independent Registered Public Accounting Firms	15
Consolidated Statements of Income for the periods February 13 – December 31, 2010, January 1 – February 12, 2010, and the years ended December 31, 2009 and 2008	17
Consolidated Balance Sheets as of December 31, 2010 and 2009	18
Consolidated Statements of Cash Flows for the periods February 13 – December 31, 2010, January 1 – February 12, 2010, and the years ended December 31, 2009 and 2008	19
Consolidated Statements of Changes in Equity for the periods February 13 – December 31, 2010, January 1 – February 12, 2010, and the years ended December 31, 2009 and 2008	20
Notes to Consolidated Financial Statements	21-54

Report of Independent Registered Public Accounting Firm

To the Shareholder and Board of Directors of BNSF Railway Company

We have audited the accompanying consolidated balance sheet of BNSF Railway Company and subsidiaries (the "Company") as of December 31, 2010, and the related consolidated statements of operations, cash flows, and changes in equity 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 the financial statements based on our audit.

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 BNSF Railway Company and subsidiaries as of December 31, 2010 (Successor) and the results of their operations and their cash flows 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
February 28, 2011

Report of Independent Registered Public Accounting Firm

To the Shareholder and Board of Directors of BNSF Railway Company

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of BNSF Railway Company and its subsidiaries (the Company) at December 31, 2009, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. 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 of these statements 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. An audit 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

Fort Worth, Texas

February 11, 2010

Consolidated Statements of Income

In millions

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Revenues	\$ 14,835	\$ 1,768	\$ 13,848	\$ 17,787
Operating expenses:				
Compensation and benefits	3,544	439	3,458	3,859
Fuel	2,687	329	2,372	4,640
Purchased services	1,787	211	1,859	2,074
Depreciation and amortization	1,531	192	1,534	1,395
Equipment rents	670	97	777	901
Materials and other	652	1	640	1,022
Total operating expenses	10,871	1,269	10,640	13,891
Operating income	3,964	499	3,208	3,896
Interest expense	72	16	124	97
Interest income, related parties	(15)	(1)	(3)	(19)
Other expense, net	8	2	6	18
Income before income taxes	3,899	482	3,081	3,800
Income tax expense	1,517	200	1,067	1,438
Net income	\$ 2,382	\$ 282	\$ 2,014	\$ 2,362

See accompanying Notes to Consolidated Financial Statements.

Consolidated Balance Sheets

Dollars in millions

	Successor December 31, 2010	Predecessor December 31, 2009
Assets		
Current assets:		
Cash and cash equivalents	\$ 10	\$ 20
Accounts receivable, net	1,031	810
Materials and supplies	652	632
Current portion of deferred income taxes	309	282
Other current assets	272	375
Total current assets	2,274	2,119
Property and equipment, net of accumulated depreciation of \$659 and \$10,731, respectively	45,473	32,278
Goodwill	14,803	-
Intangible assets, net	1,732	-
Other assets	2,574	3,193
Total assets	\$ 66,856	\$ 37,590
Liabilities and Stockholder's Equity		
Current liabilities:		
Accounts payable and other current liabilities	\$ 2,831	\$ 2,548
Long-term debt due within one year	299	335
Total current liabilities	3,130	2,883
Deferred income taxes	14,553	9,360
Long-term debt	2,096	2,118
Intangible liabilities, net	1,790	-
Casualty and environmental liabilities	938	899
Pension and retiree health and welfare liability	490	783
Other liabilities	849	1,799
Total liabilities	23,846	17,842
Commitments and contingencies (see Notes 4, 11 and 12)		
Stockholder's equity:		
Common stock, \$1 par value, 1,000 shares authorized; issued and outstanding and paid-in-capital	42,920	6,331
Retained earnings	2,382	14,866
Intercompany notes receivable	(2,319)	(948)
Accumulated other comprehensive income (loss)	27	(501)
Total stockholder's equity	43,010	19,748
Total liabilities and stockholder's equity	\$ 66,856	\$ 37,590

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Cash Flows

In millions

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Operating Activities				
Net income	\$ 2,382	\$ 282	\$ 2,014	\$ 2,362
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	1,531	192	1,534	1,395
Deferred income taxes	674	134	610	420
Long-term casualty and environmental liabilities, net	(25)	(2)	(90)	150
Contributions to qualified pension plan	(400)	-	(255)	-
Other, net	(83)	(73)	(6)	11
Changes in current assets and liabilities:				
Accounts receivable, net	(444)	217	120	176
Change in accounts receivable securitization program	-	-	(50)	(250)
Materials and supplies	(24)	4	(108)	55
Other current assets	103	(129)	(36)	(28)
Accounts payable and other current liabilities	926	(574)	(245)	(49)
Net cash provided by operating activities	<u>4,640</u>	<u>51</u>	<u>3,488</u>	<u>4,242</u>
Investing Activities				
Capital expenditures excluding equipment	(1,829)	(137)	(1,988)	(2,165)
Acquisition of equipment	(445)	(67)	(733)	(949)
Proceeds from sale of equipment financed	-	-	368	348
Construction costs for facility financing obligation	-	-	(37)	(64)
Partnership investment	(443)	-	-	-
Other, net	(252)	66	(238)	(228)
Net cash used for investing activities	<u>(2,969)</u>	<u>(138)</u>	<u>(2,628)</u>	<u>(3,058)</u>
Financing Activities				
Proceeds from issuance of long-term debt	-	-	75	-
Payments on long-term debt	(194)	(29)	(228)	(216)
Proceeds from facility financing obligation	-	-	51	68
Net (increase) decrease in intercompany notes receivable classified as equity	(1,481)	110	(942)	(850)
Other, net	-	-	(5)	(1)
Net cash (used for) provided by financing activities	<u>(1,675)</u>	<u>81</u>	<u>(1,049)</u>	<u>(999)</u>
(Decrease) increase in cash and cash equivalents	(4)	(6)	(189)	185
Cash and cash equivalents:				
Beginning of period	14	20	209	24
End of period	<u>\$ 10</u>	<u>\$ 14</u>	<u>\$ 20</u>	<u>\$ 209</u>
Supplemental Cash Flow Information				
Interest paid, net of amounts capitalized	\$ 109	\$ 10	\$ 113	\$ 112
Income taxes paid, net of refunds	\$ 737	\$ -	\$ 626	\$ 1,052
Non-cash asset financing	\$ 40	\$ 8	\$ 514	\$ 258
Non-cash dividend	\$ -	\$ -	\$ -	\$ 1,300

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Changes in Stockholder's Equity

In millions

	Common Stock and Paid-in- Capital	Retained Earnings	Intercompany Notes Receivable	Accumulated Other Comprehensive (Loss) Income	Total Stockholder's Equity
Predecessor					
Balance at December 31, 2007	\$ 6,331	\$ 11,797	\$ (456)	\$ (148)	\$ 17,524
Comprehensive income:					
Net income	-	2,362	-	-	2,362
Change in unrecognized prior service credit and actuarial losses, net of tax benefit of \$219	-	-	-	(353)	(353)
Change in fuel hedge mark-to-market, net of tax benefit of \$189	-	-	-	(305)	(305)
Change in other comprehensive income of equity method investees	-	-	-	(5)	(5)
Total comprehensive income	-	2,362	-	(663)	1,699
Adjustment to change the measurement date pursuant to adoption of authoritative accounting guidance related to defined benefit pension and other postretirement plans, net of tax benefit of \$3	-	(7)	-	2	(5)
Adjustment to initially apply authoritative accounting guidance related to defined benefit pension and other postretirement plans to equity method investees	-	-	-	(2)	(2)
Non-cash dividend (\$1.3 per share)	-	(1,300)	-	-	(1,300)
Intercompany notes receivable	-	-	450	-	450
Balance at December 31, 2008	6,331	12,852	(6)	(811)	18,366
Comprehensive income:					
Net income	-	2,014	-	-	2,014
Change in unrecognized prior service credit and actuarial losses, net of tax expense of \$13	-	-	-	24	24
Change in fuel hedge mark-to-market, net of tax expense of \$177	-	-	-	286	286
Total comprehensive income	-	2,014	-	310	2,324
Intercompany notes receivable	-	-	(942)	-	(942)
Balance at December 31, 2009	6,331	14,866	(948)	(501)	19,748
Comprehensive income:					
Net income	-	282	-	-	282
Change in unrecognized prior service credit and actuarial losses, net of tax expense of \$1	-	-	-	2	2
Change in fuel hedge mark-to-market, net of tax benefit of \$28	-	-	-	(45)	(45)
Change in other comprehensive income of equity method investees	-	-	-	2	2
Total comprehensive income	-	282	-	(41)	241
Intercompany notes receivable	-	-	110	-	110
Balance at February 12, 2010	\$ 6,331	\$ 15,148	\$ (838)	\$ (542)	\$ 20,099
Successor					
Balance at February 13, 2010	\$ -	\$ -	\$ (838)	\$ -	\$ (838)
Comprehensive income:					
Net income	-	2,382	-	-	2,382
Change in unrecognized actuarial losses, net of tax benefit of \$8	-	-	-	(13)	(13)
Change in fuel hedge mark-to-market, net of tax expense of \$26	-	-	-	41	41
Change in other comprehensive loss of equity method investees	-	-	-	(1)	(1)
Total comprehensive income	-	2,382	-	27	2,409
Net contribution from Berkshire Hathaway Inc.	42,919	-	-	-	42,919
Capital contribution from Burlington Northern Santa Fe, LLC	1	-	-	-	1
Intercompany notes receivable	-	-	(1,481)	-	(1,481)
Balance at December 31, 2010	\$ 42,920	\$ 2,382	\$ (2,319)	\$ 27	\$ 43,010

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. The Company

BNSF Railway Company and its majority-owned subsidiaries, (collectively, BNSF Railway or Company) is a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC (BNSF). BNSF Railway operates one of the largest railroad networks in North America with approximately 32,000 route miles 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, Coal, Industrial Products and Agricultural Products, derived from manufacturing, agricultural and natural resource industries, which constituted 31 percent, 27 percent, 21 percent and 21 percent, respectively, of total freight revenues for the period February 13 – December 31, 2010 (Successor), and 30 percent, 26 percent, 20 percent and 24 percent, respectively, of total freight revenues for the period January 1 – February 12, 2010 (Predecessor).

As further discussed in Note 3 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. In turn, BNSF's basis in BNSF Railway has been pushed-down to establish a new accounting basis in BNSF Railway 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 bases of accounting.

2. Significant Accounting Policies

Principles of Consolidation

The Consolidated Financial Statements include the accounts of BNSF Railway. All significant 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).

Transfers of Financial Assets and Variable Interest Entities

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

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

The Company prospectively adopted the amended authoritative accounting guidance on January 1, 2010. See Note 6, Note 9 and Note 11 to the Consolidated Financial Statements for information related to the impact of the amended authoritative accounting guidance.

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. Additionally, the Company has an Accounts Receivable securitization program (see Note 6 to the Consolidated Financial Statements).

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. As a result of the Merger, BNSF Railway recognized goodwill as well as additional intangible assets and liabilities (see Note 3 to the Consolidated Financial Statements for further information related to the Merger).

Goodwill is tested for impairment annually or more frequently if events or circumstances indicate that the carrying amount may not be recoverable. The impairment test 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 8 to the Consolidated Financial Statements for further information related to goodwill and other intangible assets and liabilities.

Property and Equipment, Net

BNSF Railway's railroad operations are highly capital intensive and its large base of homogenous, network-type assets turns over on a continuous basis. Each year BNSF Railway develops a capital program for the replacement of assets and for the acquisition or construction of assets that enables BNSF Railway 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 Railway'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 current U.S. GAAP. There are no differences between assumptions used in determining average service lives between STB reporting and U.S. GAAP.

Depreciation studies take into account the following factors:

- Statistical analysis of historical patterns of use and retirements of each of BNSF Railway'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 Railway 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, homogenous network-type assets. Historical costs are estimated by deflating current costs using (i) the Producer Price Index (PPI) and (ii) the estimated useful life of the assets as determined by BNSF Railway's depreciation studies. 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 Railway 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 Railway'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 Railway purchases an asset, all costs necessary to make the asset ready for its intended use are capitalized. BNSF Railway 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. Costs related to the removal and deconstruction of replaced assets are not included in such studies. From those studies, an overhead application rate is developed. Indirect projects costs are then allocated to capital projects using this overhead application rate.

BNSF Railway 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. Cash flows for capitalized leasehold improvements are reported in the investing activities other, net line of the Consolidated Statements of Cash Flows.

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 Railway utilizes the deferral method of accounting for leased locomotive overhauls, which includes the refurbishment of the engine and related components. Accordingly, BNSF Railway 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 3, BNSF Railway 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 Railway'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 3, 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 Railway 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.

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

BNSF Railway 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

Certain comparative prior year amounts in the Consolidated Financial Statements and accompanying notes have been reclassified to conform to the current year presentation. These reclassifications had no effect on previously reported operating income or net income.

3. Merger of BNSF

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.

The Merger was accounted for using the acquisition method under Accounting Standards Codification (ASC) Topic 805, *Business Combinations*. Under the acquisition method, the new basis of accounting totaling \$42,919 million, which was pushed down by BNSF, was allocated to the underlying tangible and intangible assets acquired and liabilities assumed based on their respective fair values, with the remainder allocated to goodwill. None of the goodwill recorded in connection with the Merger will be deductible for income tax purposes. The purchase price allocation at December 31, 2010, is complete and is summarized in the following tables (in millions):

Assets		Liabilities and net assets acquired	
Cash and cash equivalents	\$ 14	Accounts payable and other current liabilities	\$ 2,197
Accounts receivable	829	Long-term debt due within one year	342
Materials and supplies	629	Long-term debt	2,326
Current portion of deferred income taxes	202	Deferred income taxes	13,696
Other current assets	272	Intangible liabilities	2,056
Property and equipment	43,970	Casualty and environmental liabilities	928
Goodwill	14,803	Pension and retiree health and welfare liability	865
Intangible assets	2,018	Other liabilities	492
Other assets	2,246	Intercompany notes receivable	(838)
		Net assets acquired	42,919
Total assets	\$ 64,983	Total liabilities and net assets acquired	\$ 64,983

The fair value of assets acquired included accounts receivable of \$829 million, consisting of the gross amount due under contracts of \$883 million, less \$54 million estimated to be uncollectible.

The fair value of assets acquired also included intangible assets of \$2,018 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 8 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 12 to the Consolidated Financial Statements for further information related to casualty and environmental liabilities.

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

	Year ended December 31,	
	2010	2009
Revenues	\$ 16,636	\$ 14,122
Net income	\$ 2,699	\$ 2,172

The pro forma amounts represent BNSF Railway'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 Railway'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.

4. Derivative Activities

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

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

No additional derivative contracts have been entered into subsequent to the Merger.

BNSF Railway monitors its derivative instrument positions and credit ratings of its counterparties and does not anticipate any losses due to counterparty nonperformance. All counterparties were financial institutions with credit ratings of A2/A or higher as of December 31, 2010. The maximum amount of loss the Company could incur from credit risk based on the gross fair value of derivative instruments in asset positions as of December 31, 2010 and 2009, was \$87 million and \$73 million, respectively. Other than as disclosed under the heading "Fuel; Total Fuel-Derivative Activities," the Company's derivative agreements do not include provisions requiring collateral. Certain of the Company's derivative instruments are covered by master netting arrangements whereby, in the event of a default, the non-defaulting party has the right to setoff any amounts payable against any obligation of the defaulting party under the same counterparty agreement. As such, the Company's net asset exposure to counterparty credit risk was \$86 million and \$59 million as of December 31, 2010 and 2009, respectively.

Additional disclosures related to derivative instruments are included in Note 11 and Note 16 to the Consolidated Financial Statements.

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

	Successor	Predecessor
	December 31, 2010	December 31, 2009
Short-term derivative asset	\$ 69	\$ 20
Long-term derivative asset	17	40
Short-term derivative liability	(4)	(25)
Long-term derivative liability	-	(12)
Total derivatives	\$ 82	\$ 23

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

Fair Value of Derivative Instruments			
Asset Derivatives			
	Successor	Predecessor	Balance Sheet
	December 31, 2010	December 31, 2009	Location
Asset derivatives designated as hedging instruments under ASC 815-20			
Fuel Contracts	\$ 60	\$ 20	Other current assets
Fuel Contracts	17	40	Other assets
Fuel Contracts	-	10	Accounts payable and other current liabilities
Fuel Contracts	-	3	Other liabilities
Total asset derivatives designated as hedging instruments under ASC 815-20	\$ 77	\$ 73	
Asset derivatives not designated as hedging instruments under ASC 815-20			
Fuel contracts	\$ 10	\$ -	Other current assets
Total asset derivatives not designated as hedging instruments under ASC 815-20	\$ 10	\$ -	
Total asset derivatives	\$ 87	\$ 73	
Liability Derivatives			
	Successor	Predecessor	Balance Sheet
	December 31, 2010	December 31, 2009	Location
Liability derivatives designated as hedging instruments under ASC 815-20			
Fuel Contracts	\$ 1	\$ -	Other current assets
Fuel Contracts	4	35	Accounts payable and other current liabilities
Fuel Contracts	-	15	Other liabilities
Total liability derivatives designated as hedging instruments under ASC 815-20	\$ 5	\$ 50	
Total liability derivatives	\$ 5	\$ 50	

**The Effects of Derivative Instruments Gains and Losses for the Periods
February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor)
and the Years Ended December 31, 2009 and 2008 (Predecessor)**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships

	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)			
	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
Fuel Contracts	\$ 93	\$ (79)	\$ 268	\$ (499)
Total derivatives	\$ 93	\$ (79)	\$ 268	\$ (499)

	Location of Gain or (Loss) Recognized from AOCI into Income	Amount of Gain or (Loss) Recognized from AOCI into Income (Effective Portion)			
		Successor	Predecessor		
		February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
Fuel Contracts	Fuel expense	\$ 26	\$ (6)	\$ (227)	\$ 12
Total derivatives		\$ 26	\$ (6)	\$ (227)	\$ 12

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) ^a			
		Successor	Predecessor		
		February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
Fuel Contracts	Fuel expense	\$ 10	\$ (7)	\$ 32	\$ (17)
Total derivatives		\$ 10	\$ (7)	\$ 32	\$ (17)

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

Derivatives Not Designated as Hedging Instruments under ASC 815-20

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives			
		Successor	Predecessor		
		February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
Fuel Contracts	Fuel expense	\$ 13	\$ –	\$ –	\$ –
Total derivatives		\$ 13	\$ –	\$ –	\$ –

As of December 31, 2010, the Company estimates that within the next twelve months approximately \$59 million in pre-tax hedge instrument gains will be reclassified from accumulated other comprehensive income into earnings.

Fuel

Fuel costs represented 25 percent, 26 percent, 22 percent and 33 percent of total operating expenses during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively. Due to the significance of diesel fuel expenses to the operations of BNSF Railway and the historical volatility of fuel prices, the Company has entered into derivatives to partially mitigate the risk of fluctuations in the price of its diesel fuel purchases. The fuel derivatives include the use of derivatives that are accounted for as cash flow hedges. The Company enters into fuel-derivative instruments based on management's evaluation of current and expected diesel fuel price trends with the intent of protecting operating margins and overall profitability from adverse fuel price changes. However, to the extent the Company hedges portions of its fuel purchases, it may not realize the impact of decreases in fuel prices. Conversely, to the extent the Company does not hedge portions of its fuel purchases, it may be adversely affected by increases in fuel prices.

Total Fuel-Derivative Activities

As of December 31, 2010, BNSF Railway's total fuel-derivative positions for 2011 and 2012, of which the majority are designated as cash flow hedges, covered approximately 19 percent and 3 percent, respectively, of the average annual locomotive fuel consumption over the past three years. Derivative positions are closely monitored to ensure that they will not exceed actual fuel requirements in any period. As of December 31, 2010 and 2009, BNSF Railway had entered into fuel-derivative agreements covering approximately 284 million gallons and 561 million gallons, respectively.

Certain of the Company's fuel-derivative instruments are covered by an agreement which includes a provision such that the Company either receives or posts cash collateral if the fair value of the instruments exceeds a certain net asset or net liability threshold, respectively. The threshold is based on a sliding scale, utilizing either the counterparty's credit rating, if the instruments are in a net asset position, or BNSF's credit rating, if the instruments are in a net liability position. If the applicable credit rating should fall below Ba3 (Moody's) or BB- (S&P), the threshold would be eliminated and collateral would be required for the entire fair value amount. All cash collateral paid is held on deposit by the payee and earns interest to the benefit of the payor based on the London Interbank Offered Rate (LIBOR). The aggregate fair value of all open fuel-derivative instruments under these provisions was in a net liability position on December 31, 2010 and 2009, of \$4 million and \$18 million, respectively, which was below the collateral threshold. As such, there was no posted collateral outstanding at December 31, 2010 or 2009.

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

5. Income Taxes

Income tax expense was as follows (in millions):

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
Current:				
Federal	\$ 711	\$ 57	\$ 420	\$ 866
State	132	9	38	.152
Total current	843	66	458	1,018
Deferred:				
Federal	580	86	554	382
State	94	48	55	38
Total deferred	674	134	609	420
Total	\$ 1,517	\$ 200	\$ 1,067	\$ 1,438

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

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
U.S. Federal statutory income tax rate	35.0%	35.0%	35.0%	35.0%
State income taxes, net of federal tax benefit	3.8	7.7	2.0	3.2
Property donations	–	–	(2.6)	–
Other, net	0.1	(1.2)	0.2	(0.4)
Effective tax rate	38.9%	41.5%	34.6%	37.8%

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

	Successor	Predecessor
	December 31, 2010	December 31, 2009
Deferred tax liabilities:		
Property and equipment	\$ (15,635)	\$ (9,938)
Hedging	(29)	(10)
Other	(295)	(182)
Total deferred tax liabilities	(15,959)	(10,130)
Deferred tax assets:		
Intangible assets and liabilities	474	–
Casualty and environmental	384	382
Compensation and benefits	371	139
Pension and retiree health and welfare benefits	207	328
Long-term debt fair value adjustment under acquisition method accounting	69	–
Other	210	203
Total deferred tax assets	1,715	1,052
Net deferred tax liability	\$ (14,244)	\$ (9,078)
Non-current deferred income tax liability	\$ (14,553)	\$ (9,360)
Current portion of deferred income taxes	309	282
Net deferred tax liability	\$ (14,244)	\$ (9,078)

Prior to the Merger, BNSF Railway was included in the consolidated U.S. federal income tax return of BNSF. Beginning as of February 13, 2010, BNSF Railway and BNSF are included in the consolidated U.S. federal income tax return of Berkshire. In accordance with the income tax allocation agreement between BNSF and BNSF Railway, BNSF Railway makes payments to or receives refunds from BNSF based on its separate consolidated tax liabilities.

All U.S. federal income tax returns of BNSF are closed through 2005. Internal Revenue Service (IRS) examination of the years 2006 and 2007 for BNSF is completed, and the un-agreed issues are pending before IRS Appeals. It is anticipated that a settlement with the IRS for the years 2006 and 2007 may be reached within the next twelve months. BNSF is currently under examination for years 2008 and 2009, and for the short tax year January 1 - February 12, 2010.

BNSF Railway 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 at December 31, 2010, 2009 and 2008, was \$112 million, \$166 million and \$150 million, respectively. The amount of unrecognized tax benefits at December 31, 2010, that would affect the Company's effective tax rate if recognized was \$86 million. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Beginning balance	\$ 167	\$ 166	\$ 150	\$ 125
Additions for tax positions related to current year	24	1	49	19
(Reductions) additions for tax positions taken in prior years	(58)	–	(8)	9
(Reductions) additions for tax positions as a result of:				
Settlements	(10)	–	(13)	2
Lapse of statute of limitations	(11)	–	(12)	(5)
Ending balance	\$ 112	\$ 167	\$ 166	\$ 150

It is expected that the amount of unrecognized tax benefits will change in the next twelve months; however, BNSF Railway does not expect the change to have a significant impact on the results of operations or the financial position 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 \$20 million and \$23 million for the payment of interest and penalties for the years ended December 31, 2010 and 2009, respectively. For the periods February 13 – December 31, 2010 (Successor), and the years ended December 31, 2009 and 2008 (Predecessor), the Company recognized a reduction of approximately \$9 million, \$8 million and \$18 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.

6. Accounts Receivable, Net

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

BNSF Railway's total capacity to sell undivided interests to investors under the A/R securitization program was \$200 million at December 31, 2010, which was comprised of two \$100 million facilities, which were entered into in November 2010 and terminate in November 2011. Each of the financial institutions providing credit for the facilities is rated Aa2/A+ or higher. The amount of undivided interests in the accounts receivable sold by BNSF Railway to investors fluctuates based on borrowing needs. Additionally, if the combined dilution and delinquency percentages exceed an established threshold, there would be an impact on the amount of undivided interest that BNSF Railway could sell. At December 31, 2010, the effective capacity under the A/R securitization program was \$200 million.

As discussed in Note 2 to the Consolidated Financial Statements, on January 1, 2010, BNSF Railway prospectively adopted authoritative accounting guidance which amended accounting guidance related to transfers of assets and VIEs. The amended guidance also eliminated the concept of a QSPE.

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

As of December 31, 2010 and 2009, there were no outstanding undivided interests held by investors under the A/R securitization program; thus, no asset or related liability was recorded in the Company's Consolidated Balance Sheets. For the year ended December 30, 2009, \$50 million of cash flows related to the A/R securitization program was classified as Operating Activities in the Consolidated Statement of Cash Flows. Upon adoption of the aforementioned guidance on January 1, 2010, any prospective activity will be classified as Financing Activities in the Consolidated Statements of Cash Flows. For the periods February 13 – December 31, 2010 (Successor) and January 1 – February 12, 2010 (Predecessor), there was no cash flow activity related to the A/R securitization program.

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

At both December 31, 2010 and 2009, \$22 million of accounts receivable were greater than 90 days old.

BNSF Railway maintains an allowance for bill adjustments and uncollectible accounts based upon the expected collectibility of accounts receivable, including receivables transferred to the master trust. At December 31, 2010 and 2009, \$27 million and \$31 million, respectively, of such allowances had been recorded.

7. Property and Equipment, Net

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

	Successor	Predecessor	2010 Range of Estimated Useful Life
	December 31, 2010	December 31, 2009	
Land	\$ 5,899	\$ 1,794	–
Track structure	15,711	20,095	15 – 45 years
Other roadway	19,752	12,946	5 – 100 years
Locomotives	2,846	4,749	5 – 37 years
Freight cars and other equipment	1,233	2,237	1 – 37 years
Computer hardware, software and other	238	664	5 – 9 years
Construction in progress	453	524	–
Total cost	46,132	43,009	
Less accumulated depreciation and amortization	(659)	(10,731)	
Property and equipment, net	\$ 45,473	\$ 32,278	

The Consolidated Balance Sheets at December 31, 2010 and 2009, included \$2,544 million, net of \$113 million of amortization and \$1,876 million, net of \$772 million of amortization, respectively, for property and equipment under capital leases, primarily for rolling stock.

The Company capitalized \$13 million, \$1 million, \$18 million and \$17 million of interest for the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively.

8. Goodwill and Other Intangible Assets and Liabilities

During the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), no impairment losses related to goodwill were incurred. As of December 31, 2010 and 2009, there were no accumulated impairment losses related to goodwill.

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

	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009
Beginning balance	\$ -	\$ -	\$ -
Additions	14,803	-	-
Ending balance	\$ 14,803	\$ -	\$ -

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

	Successor		Predecessor	
	As of December 31, 2010		As of December 31, 2009	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets	\$ 2,013	\$ 281	\$ -	\$ -
Amortized intangible liabilities	\$ 2,056	\$ 266	\$ -	\$ -

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

Amortized intangible assets and liabilities are amortized 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	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009
Amortization of intangible assets	\$ 281	\$ -	\$ -
Amortization of intangible liabilities	\$ 266	\$ -	\$ -

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
2011	\$ 307	\$ 293
2012	\$ 307	\$ 282
2013	\$ 307	\$ 252
2014	\$ 307	\$ 179
2015	\$ 54	\$ 115

9. 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, 2010, the assets of the unconsolidated Partnership totaled approximately \$740 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, 2010 (in millions):

Unamortized investment balance classified as Other Assets	Remaining commitments classified as Other Liabilities	Maximum exposure to loss
\$ 562	\$ 148	\$ 562

Of the remaining commitments, \$130 million is due at the end of 2012 and \$18 million is due at the end of 2013.

10. Accounts Payable and Other Current Liabilities

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

	Successor December 31, 2010	Predecessor December 31, 2009
Compensation and benefits payable	\$ 686	\$ 510
Accounts payable	332	305
Income tax liabilities	255	106
Casualty and environmental liabilities	215	250
Property tax liabilities	187	177
Rents and leases	174	283
Customer incentives	156	125
Other	826	792
Total	\$ 2,831	\$ 2,548

11. Debt

Debt outstanding was as follows (in millions):

	Successor		Predecessor	
	December 31, 2010 ^a		December 31, 2009 ^a	
Notes and debentures, due 2022	\$ 200	8.8%	\$ 200	8.8%
Equipment obligations, due 2011 to 2027	228	6.0	271	6.2
Capitalized lease obligations, due 2011 to 2028	1,378	5.9	1,589	5.5
Mortgage bonds, due 2011 to 2047	91	5.1	94	5.9
Financing obligations, due 2011 to 2028	314	6.2	323	6.2
Unamortized fair value adjustment under acquisition method accounting, discount and other, net	184		(24)	
Total	2,395		2,453	
Less current portion of long-term debt	(299)	5.9%	(335)	6.2%
Long-term debt	\$ 2,096		\$ 2,118	

a Amounts represent debt outstanding and weighted average effective interest rates for 2010 and 2009, respectively. Maturities are as of December 31, 2010.

As of December 31, 2010, certain BNSF Railway properties and other assets were subject to liens securing \$91 million of mortgage debt. Certain locomotives and rolling stock of BNSF Railway were subject to equipment obligations and capital leases.

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.

	December 31, 2010 (Successor)						Total Including Capital Leases	Total Excluding Capital Leases ^a	Fair Value Excluding Capital Leases
	Maturity Date								
	2011	2012	2013	2014	2015	Thereafter			
Fixed-rate debt (in millions)	\$ 299	\$ 221	\$ 202	\$ 146	\$ 115	\$ 1,412	\$ 2,395	\$ 904	\$ 930
Average interest rate	5.9%	5.9%	6.1%	5.9%	6.0%	6.4%	6.2%		

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

As of December 31, 2009, the fair value excluding capital leases of fixed-rate debt was \$936 million.

The fair value of BNSF Railway's long-term debt is primarily based on quoted market prices for the same or similar issues, or on the current rates that would be offered to BNSF Railway for debt of the same remaining maturities. Capital leases have been excluded from the calculation of fair value for both 2010 and 2009.

Equipment Obligation

2009

In July 2009, BNSF Railway entered into an 18-year equipment obligation totaling \$75 million to finance locomotives and railcars.

Capital Leases

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.

2009

In 2009, BNSF Railway entered into a 12-year capital lease to finance \$368 million of locomotives and freight cars. Additionally, BNSF Railway entered into capital leases totaling \$146 million to finance maintenance of way and other vehicles and equipment with lease terms of three to seven years.

2008

In 2008, BNSF Railway entered into a capital lease for approximately \$158 million to finance locomotives and freight cars. The term of the lease is 20 years. Additionally, BNSF Railway entered into capital leases totaling \$100 million to finance maintenance of way and other vehicles and equipment with lease terms of three to seven years.

Financing Obligation

In 2005, the Company commenced the construction of an intermodal facility that it intended to sell to a third party and subsequently lease back. In 2009, construction of the facility was completed for a cost of approximately \$160 million. All improvements have been sold to the third party and BNSF Railway leased the facility from the third party for 20 years. This sale leaseback transaction was accounted for as a financing obligation due to continuing involvement. The outflows from the construction of the facility were classified as investing activities, and the inflows from the associated financing proceeds were classified as financing activities in the Company's Consolidated Statements of Cash Flows.

Guarantees

As of December 31, 2010, BNSF Railway has not been called upon to perform under the guarantees specifically disclosed in this footnote and does not anticipate a significant performance risk in the foreseeable future.

Debt and other obligations of non-consolidated entities guaranteed by the Company as of December 31, 2010, were as follows (dollars in millions):

Guarantees						
BNSF Railway Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount ^a	Remaining Term (in years)	Capitalized Obligations	
Kinder Morgan Energy Partners, L.P.	0.5%	\$ 190	\$ 190	\$ –	Termination of Ownership	\$ 2 ^b
Chevron Phillips Chemical Company, LP	0.0%	N/A ^d	N/A ^d	N/A ^d	7	\$ 11 ^c
All other	0.0%	\$ 2	\$ 2	\$ –	Various	\$ –

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

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

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

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

Kinder Morgan Energy Partners, L.P.

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

Chevron Phillips Chemical Company, LP

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

All Other

As of December 31, 2010, BNSF Railway guaranteed \$2 million of other debt and leases. These guarantees expire between 2011 and 2013.

Indemnities

In the ordinary course of business, BNSF Railway 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

As discussed in Note 2 to the Consolidated Financial Statements, on January 1, 2010, the Company prospectively adopted authoritative accounting guidance which amended accounting guidance related to VIEs.

BNSF Railway has entered into various equipment lease transactions in which the structure of the lease contains VIEs. These VIEs were created solely for the lease transactions and have no other activities, assets or liabilities outside of the lease transactions. In some of the arrangements, BNSF Railway has the option to purchase some or all of the equipment at a fixed-price, thereby creating variable interests for BNSF Railway in the VIEs. The future minimum lease payments associated with the VIE leases were approximately \$5 billion as of December 31, 2010.

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

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

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

12. Commitments and Contingencies

Lease Commitments

BNSF Railway 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, 2010, are summarized as follows (in millions):

<u>December 31,</u>	<u>Capital Leases</u>	<u>Operating Leases^a</u>
2011	\$ 311	\$ 594
2012	229	571
2013	176	554
2014	145	534
2015	113	508
Thereafter	828	3,477
Total	1,802	\$ 6,238
Less amount representing interest	(424)	
Present value of minimum lease payments	\$ 1,378	

a 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 \$530 million, \$82 million, \$643 million and \$689 million for the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (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 Railway 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 3 to the Consolidated Financial Statements, BNSF Railway 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. BNSF Railway has obtained insurance coverage for certain claims, as discussed under the heading "BNSF Insurance Company." 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 Railway 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 Railway by 1985.

BNSF Railway assesses its unasserted asbestos liability exposure on an annual basis during the third quarter. BNSF Railway 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 Railway 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 Railway employee base from 1938-1969 using railroad industry historical census data and estimating BNSF Railway'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 for the period 2004-2006.
- An estimate of the future anticipated dismissal rate by type of claim was computed using the Company's historical average dismissal rates observed in 2005-2007.
- 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 2005-2007.

From these assumptions, BNSF Railway 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 Railway'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 Railway used a multi-year calibration period (i.e., the average historical filing rate for the period 2004-2006) 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 Railway 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 Railway believes the average claim values by type of disease from the historical period 2005-2007 are most representative of future claim values. Non-malignant claims, which represent approximately 90 percent of the total number and 75 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 2010, 2009 and 2008, the Company analyzed recent filing and payment trends to ensure the assumptions used by BNSF Railway to estimate its future asbestos liability were reasonable. In 2010, 2009 and 2008, 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 2011.

Throughout the year, BNSF Railway 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 Railway'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 Railway specific data that was the basis for the study. BNSF Railway projects that approximately 55, 75 and 90 percent of the future unasserted asbestos claims will be filed within the next 10, 15 and 25 years, respectively.

Other Personal Injury

BNSF Railway 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 Railway 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 Railway 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 Railway's estimated liability for all asserted claims. Additionally, BNSF Railway 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 Railway's estimated liability for incurred but not reported claims.

BNSF Railway 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	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Beginning balance	\$ 664	\$ 632	\$ 693	\$ 709
Accruals	21	10	73	159
Payments	(110)	(9)	(134)	(175)
Ending balance	\$ 575	\$ 633	\$ 632	\$ 693

At December 31, 2010 and 2009, \$135 million and \$160 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 \$510 million to \$675 million. However, BNSF Railway believes that the \$575 million recorded at December 31, 2010, is the best estimate of the Company's future obligation for the settlement of personal injury claims.

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

While the final outcome of personal injury matters cannot be predicted with certainty, considering among other things the meritorious legal defenses available and liabilities that have been recorded, it is the opinion of BNSF Railway 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

Burlington Northern Santa Fe Insurance Company, Ltd. (BNSF IC), a wholly owned subsidiary of BNSF, provides insurance coverage for certain risks, FELA claims, railroad protective, force account insurance claims and certain excess general liability coverage, and certain other claims which are subject to reinsurance. During the periods of February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), BNSF IC wrote insurance coverage with premiums totaling \$19 million, \$116 million, \$155 million and \$168 million, respectively, for BNSF Railway, net of reimbursements from third parties. During this same time, BNSF Railway recognized \$119 million, \$16 million, \$155 million and \$168 million, respectively, in expense related to those premiums, which is classified as purchased services in the Consolidated Statements of Income. At December 31, 2010, unamortized premiums remaining on the Consolidated Balance Sheet were \$4 million. During the periods of February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), BNSF IC made claim payments totaling \$57 million, \$11 million and \$111 million and \$118 million, respectively, for settlement of covered claims. At December 31, 2010 and 2009, receivables from BNSF IC for claims paid were \$9 million and \$6 million, respectively.

Environmental

The Company's operations, as well as those of its competitors, are subject to extensive federal, state and local environmental regulation. BNSF Railway'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 Railway'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 Railway 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 Railway 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 Railway may be considered a PRP under certain other laws. Accordingly, under CERCLA and other federal and state statutes, BNSF Railway may be held jointly and severally liable for all environmental costs associated with a particular site. If there are other PRPs, BNSF Railway 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 Railway is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 286 sites, including 19 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 Railway'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 Railway estimates the ultimate cost of cleanup efforts at its known environmental sites on an annual basis during the third quarter. Ultimate cost estimates for environmental sites are based on historical payment patterns, current estimated percentage to closure ratios and benchmark patterns developed from data accumulated from industry and public sources, including the Environmental Protection Agency and other governmental agencies. These factors incorporate into the estimates experience gained from cleanup efforts at other similar sites. The most significant assumptions are as follows: (i) historical payment patterns of site development and (ii) variance from benchmark costs.

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 Railway property, due to a limited number of sites; or (iii) natural resource damage claims. BNSF Railway 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 Railway's recorded liability for third-party tort claims as of December 31, 2010, is \$12 million.

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

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

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Beginning balance	\$ 514	\$ 517	\$ 546	\$ 380
Accruals	144	6	64	251
Payments	(80)	(9)	(93)	(85)
Ending balance	\$ 578	\$ 514	\$ 517	\$ 546

At December 31, 2010 and 2009, \$80 million and \$90 million were included in current liabilities, respectively.

During the third quarters of 2010, 2009 and 2008, the Company analyzed recent data and trends to ensure the assumptions used by BNSF Railway to estimate its future environmental liability were reasonable. As a result of this study, in the third quarters of 2010, 2009 and 2008, management recorded additional expense of approximately \$73 million, \$25 million and \$13 million as of the June 30 measurement date, respectively. The Company plans to update its study again in the third quarter of 2011.

In the fourth quarter of 2010, as part of BNSF Railway's ongoing quarterly environmental contingency analyses, BNSF Railway 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 Railway typically experiences. These factors highlighted a need for BNSF Railway to incorporate other potential outcomes into its current estimates.

In 2008, the Company completed an analysis of its Montana sites to determine its legal exposure related to the potential effect of a Montana Supreme Court decision. The decision, which did not involve BNSF Railway, held that restoration damages (damages equating to clean-up costs which are intended to return property to its original condition) may be awarded under certain circumstances even where such damages may exceed the property's actual value. The legal situation in Montana, the increase in the number of claims against BNSF Railway and others resulting from this decision, and the completion of the analysis caused BNSF Railway to record additional pre-tax environmental expenses of \$175 million, for environmental liabilities primarily related to the effect of the aforementioned Montana Supreme Court decision on certain of BNSF Railway's Montana sites. 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 Railway's environmental liabilities are not discounted. BNSF Railway anticipates that the majority of the accrued costs at December 31, 2010, will be paid over the next ten years, and no individual site is considered to be material.

Liabilities recorded for environmental costs represent BNSF Railway'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 Railway's best estimate of all probable costs, without reduction for anticipated recoveries from third parties, BNSF Railway'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 \$430 million to \$865 million. However, BNSF Railway believes that the \$578 million recorded at December 31, 2010, 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 Railway 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 Railway 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 Railway 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.

Coal Rate Case Decision

On February 17, 2009, the United States Surface Transportation Board (STB) issued a new decision in a rate dispute between Western Fuels Association, Inc. and Basin Electric Power Cooperative, Inc. (collectively, WFA) and BNSF Railway Company (BNSF Railway). (*Western Fuels Association, Inc. and Basin Electric Power Cooperative v. BNSF Railway Company*, STB Docket No. 42088). The dispute relates to the reasonableness of rates BNSF Railway charges to WFA for the transportation of approximately 8 million tons of coal a year from Powder River Basin mines in Wyoming to the Laramie River Station Plant at Moba Junction, Wyoming. The STB previously ruled in this matter in 2007 that the challenged rates were not shown unreasonable. During the pendency of the case, the STB issued new guidelines for reviewing the reasonableness of rates in cases such as this and then permitted WFA to submit new evidence. In its new 2009 decision, the STB found that these same challenged rates were not commercially reasonable. The STB ordered BNSF Railway to reimburse WFA for amounts previously collected above the new levels prescribed for prior periods. The STB also prescribed maximum rates through 2024 at levels substantially below the rates previously set by BNSF Railway. In compliance with the STB's decision, BNSF Railway published new rates to the Laramie River Station effective March 20, 2009. WFA challenged BNSF Railway's methodology for implementing those rates before the STB and on July 27, 2009, the STB issued a decision that largely adopted the methodology advocated for by BNSF Railway. The final amount of approximately \$120 million in reparations, which includes interest, was submitted by WFA to the STB with BNSF Railway's concurrence. The STB approved the final amount of reparations. BNSF Railway paid the reparations during the fourth quarter of 2009.

The net impact in 2009 resulting from the STB's decision was a loss of \$74 million in excess of amounts previously accrued. Of the total loss, \$66 million and \$8 million were recorded as a reduction to freight revenues and an increase to interest expense, respectively.

13. 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 Railway. 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 Railway who have met age and years of service requirements are eligible for life insurance coverage and medical benefits, including prescription drug coverage, during retirement. This postretirement benefit plan, referred to as the retiree health and welfare plan, is contributory and provides benefits to retirees, their covered dependents and beneficiaries. Retiree contributions are adjusted annually. The plan also contains fixed deductibles, coinsurance and out-of-pocket limitations. The 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 benefits payable under the medical and life insurance plans as they come due. Generally, employees beginning salaried employment with BNSF Railway subsequent to September 22, 1995, are not eligible for medical benefits during retirement.

Components of the net cost for these plans were as follows (in millions):

	Pension Benefits			
	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Service cost	\$ 28	\$ 3	\$ 28	\$ 25
Interest cost	95	12	102	102
Expected return on plan assets	(108)	(14)	(107)	(112)
Amortization of net loss	–	4	24	16
Net cost recognized	\$ 15	\$ 5	\$ 47	\$ 31

	Retiree Health and Welfare Benefits			
	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Service cost	\$ 1	\$ –	\$ 3	\$ 2
Interest cost	13	2	15	18
Amortization of net loss	–	–	1	5
Amortization of prior service credit	–	–	(6)	(8)
Net cost recognized	\$ 14	\$ 2	\$ 13	\$ 17

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):

	Pension Benefits		
	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Change in Benefit Obligation			
Projected benefit obligation at beginning of period ^a	\$ 1,986	\$ 1,864	\$ 1,840
Service cost	28	3	28
Interest cost	95	12	102
Actuarial loss	100	–	35
Benefits paid	(126)	(11)	(141)
Settlements	(15)	–	–
Projected benefit obligation at end of period	2,068	1,868	1,864
Component representing future salary increases	(63)	(51)	(53)
Accumulated benefit obligation at end of period	\$ 2,005	\$ 1,817	\$ 1,811

a Successor beginning balance includes fair value adjustment under acquisition method accounting.

	Retiree Health and Welfare Benefits		
	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Change in Benefit Obligation			
Projected benefit obligation at beginning of period	\$ 265	\$ 266	\$ 269
Service cost	1	–	3
Interest cost	13	2	15
Plan participants' contributions	6	1	9
Actuarial loss	18	–	–
Medicare subsidy	1	–	2
Benefits paid	(25)	(4)	(32)
Projected benefit obligation at end of period	\$ 279	\$ 265	\$ 266

The Company's pension plans had accumulated and projected benefit obligations in excess of plan assets at December 31, 2010 and 2009.

The following table shows the change in plan assets of the plans (in millions):

Change in Plan Assets	Pension Benefits		
	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Fair value of plan assets at beginning of period ^a	\$ 1,342	\$ 1,319	\$ 1,034
Actual return on plan assets	206	13	160
Employer contributions ^b	421	1	266
Benefits paid	(126)	(11)	(141)
Settlements	(15)	–	–
Fair value of plan assets at measurement date	\$ 1,828	\$ 1,322	\$ 1,319

a Successor beginning balance includes fair value adjustment under acquisition method accounting.

b 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.

Change in Plan Assets	Retiree Health and Welfare Benefits		
	Successor	Predecessor	
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009
Fair value of plan assets at beginning of period	\$ –	\$ –	\$ –
Employer contributions ^a	19	3	21
Plan participants' contributions	6	1	9
Medicare subsidy	–	–	2
Benefits paid	(25)	(4)	(32)
Fair value of plan assets at measurement date	\$ –	\$ –	\$ –

a 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):

Funded status (plan assets less projected benefit obligations)	Pension Benefits		Retiree Health and Welfare Benefits	
	Successor	Predecessor	Successor	Predecessor
	December 31, 2010	December 31, 2009	December 31, 2010	December 31, 2009
	\$ (240)	\$ (545)	\$ (279)	\$ (266)

Of the combined pension and retiree health and welfare benefits liability of \$519 million and \$811 million recognized as of December 31, 2010 and 2009, respectively, \$29 million and \$28 million was included in other current liabilities, respectively.

Actuarial gains and losses and prior service credits are recognized in the Consolidated Balance Sheets through an adjustment to AOCI. Beginning in 2007, the Company recognized actuarial gains and losses and prior service credits in AOCI as they arose. The following table shows the pre-tax change in AOCI attributable to the components of the net cost and the change in benefit obligation (in millions):

Change in AOCI	Pension Benefits			
	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Beginning balance ^a	\$ –	\$ 792	\$ 834	\$ 233
Measurement date adjustment pursuant to adoption of authoritative accounting guidance issued September 2006	–	–	–	(4)
Amortization of actuarial loss	–	(3)	(24)	(16)
Actuarial loss (gain)	2	–	(18)	621
Ending balance	\$ 2	\$ 789	\$ 792	\$ 834

a Upon application of acquisition method accounting due to the Merger, the Company eliminated the beginning balance in AOCI.

Change in AOCI	Retiree Health and Welfare Benefits			
	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Beginning balance ^a	\$ –	\$ 19	\$ 14	\$ 46
Measurement date adjustment pursuant to adoption of authoritative accounting guidance issued September 2006	–	–	–	1
Amortization of actuarial loss	–	–	(1)	(5)
Amortization of prior service credit	–	–	6	8
Actuarial loss (gain)	19	–	–	(36)
Ending balance	\$ 19	\$ 19	\$ 19	\$ 14

a Upon application of acquisition method accounting due to the Merger, the Company eliminated the beginning balance in AOCI.

None of the actuarial losses from defined benefit pension plans or retiree health and welfare benefit plans in AOCI are required to be amortized into net periodic benefit cost over the next fiscal year. Pre-tax amounts currently recognized in AOCI consist of the following (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	Successor	Predecessor	Successor	Predecessor
	2010	2009	2010	2009
Net actuarial loss	\$ 2	\$ 792	\$ 19	\$ 25
Prior service credit	–	–	–	(6)
Pre-tax amount recognized in AOCI at December 31,	2	792	19	19
After-tax amount recognized in AOCI at December 31,	\$ 1	\$ 489	\$ 12	\$ 11

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

Assumptions Used to Determine Net Cost	Pension Benefits			
	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Discount rate	5.75%	5.75%	5.75%	6.00%
Expected long-term rate of return on plan assets	8.00%	8.00%	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		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Discount rate	5.75%	5.75%	5.75%	6.00%
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	Predecessor	Successor	Predecessor
	December 31, 2010	December 31, 2009	December 31, 2010	December 31, 2009
Discount rate	5.25%	5.75%	5.25%	5.75%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

BNSF determined the discount rate based on year-end market yields of high-quality corporate bonds whose maturities match expected payments. The discount rate used for the 2011 calculation of net benefit cost decreased to 5.25 percent which reflects market conditions at the December 31, 2010, measurement date.

The expected long-term rate of return is the return the Company anticipates earning, net of plan expenses, over the period that benefits are paid. It reflects the rate of return on present investments and on expected contributions. In determining the expected long-term rate of return, BNSF considered the following: (i) forward looking capital market forecasts; (ii) historical returns for individual asset classes; and (iii) the impact of active portfolio management. The expected rate of return on plan assets was 8.00 percent and 7.50 percent for 2010 and 2011, respectively, and the Company does not expect any near-term significant changes to the current investment allocation of assets. However, unforeseen changes in the investment markets or other external factors could prompt changes in these estimates in future years.

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:

Sensitivity Analysis		
Hypothetical Discount Rate Change	Change in Net Benefit Cost	
	Pension	Retiree Health and Welfare
50 basis point decrease	\$4 million increase	\$300 thousand increase
50 basis point increase	\$1 million increase	\$400 thousand increase
Hypothetical Rate of Return on Plan Assets Change	Pension	
50 basis point decrease	\$8 million increase	
50 basis point increase	\$8 million decrease	

The following table presents assumed health care cost trend rates:

Assumed health care cost trend rate for next year Rate to which health care cost trend rate is expected to decline and remain Year that the rate reaches the ultimate trend rate	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
	9.00%	9.00%	9.00%	9.75%
4.80%	5.00%	5.00%	5.00%	
2022	2016	2016	2016	

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):

	One Percentage- Point Increase	One Percentage- Point Decrease
Effect on total service and interest cost	\$ 1	\$ (1)
Effect on postretirement benefit obligation	\$ 22	\$ (19)

BNSF's asset allocation for its funded pension plans at December 31, 2010 and 2009, and the target allocation for 2010 by asset category are as follows:

	Target Allocation		Percentage of Pension Plan Assets	
	Successor		Predecessor	
	2010	2010	2009	
Equity Securities	45 – 75%	60%	62%	
Fixed Income Securities	25 – 45%	34	30	
Real Estate	0 – 10%	6	8	
Total		100%	100%	

The general investment objective of BNSF's funded pension plans is to grow the plan assets in relation to the plan liabilities while prudently managing the risk of a decrease in the plan's assets relative to those liabilities. To meet this objective, the Company's management has adopted the above asset allocation ranges. This allows flexibility to accommodate market changes in the asset classes within defined parameters.

Assets are primarily managed by external Investment Managers each with a specific asset class mandate as directed by management.

Concentration in a single security or credit issuer is generally limited to 5% of each Investment Manager's portfolio (excluding U.S. government and agencies, authorized commingled funds, and other manager specific exceptions as authorized by management). Real estate investment trust investments may not exceed 10% of any equity manager's portfolio.

The Fixed Income allocation may include Core, Core "Plus", and/or Long Duration portfolios. "Plus" strategies (higher risk investments such as high yield, emerging markets, and non-dollar denominated securities) are limited to 30% of the Core Plus portfolio value.

Real Estate is generally accessed through direct investment in one or more commingled funds with reasonable diversification by property type and geographic location.

Derivative investments are permitted under certain circumstances.

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, 2010, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2010	Level 1 Inputs ^a	Level 2 Inputs ^a	Level 3 Inputs ^a
Equity securities:				
U.S.	\$ 367	\$ 367	\$ -	\$ -
International	322	322	-	-
Corporate debt securities	356	-	356	-
Registered investment companies	298	298	-	-
Government debt securities:				
U.S.	150	-	149	1
International	8	-	8	-
Real estate	116	-	-	116
Common/collective trust	108	-	108	-
Collateralized obligations and mortgage backed securities (MBS)	64	-	61	3
Cash and cash equivalents	28	-	28	-
Total^b	\$ 1,817	\$ 987	\$ 710	\$ 120

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

b Excludes \$11 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 period January 1 – February 12, 2010 (Predecessor) (in millions):

Level 3 Inputs	Total	Real Estate	Collateralized Obligations & MBS
Balance as of December 31, 2009	\$ 104	\$ 103	\$ 1
Actual return on plan assets:			
Relating to assets still held at reporting date	-	-	-
Relating to assets sold during the period	-	-	-
Purchases, sales and settlements	1	-	1
Transfers out of Level 3	-	-	-
Balance as of February 12, 2010	\$ 105	\$ 103	\$ 2

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 period February 13 – December 31, 2010 (Successor) (in millions):

Level 3 Inputs	Total	U.S. Government Debt Securities	Real Estate	Collateralized Obligations & MBS
Balance as of February 13, 2010	\$ 105	\$ -	\$ 103	\$ 2
Actual return on plan assets:				
Relating to assets still held at reporting date	17	-	17	-
Relating to assets sold during the period	(4)	-	(4)	-
Purchases, sales and settlements	3	1	-	2
Transfers out of Level 3	(1)	-	-	(1)
Balance as of December 31, 2010	\$ 120	\$ 1	\$ 116	\$ 3

Comparative Prior Year Information

The following table summarizes the investments of BNSF's funded pension plans as of December 31, 2009, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2009	Level 1 Inputs ^a	Level 2 Inputs ^a	Level 3 Inputs ^a
Equity securities:				
U.S.	\$ 443	\$ 443	\$ -	\$ -
International	336	336	-	-
Corporate debt securities	157	-	157	-
Registered investment companies	34	23	11	-
Government debt securities				
U.S.	113	-	113	-
International	1	-	1	-
Real estate	103	-	-	103
Collateralized obligations and mortgage backed securities (MBS)	78	-	77	1
Cash and cash equivalents	48	38	10	-
Total^b	\$ 1,313	\$ 840	\$ 369	\$ 104

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

b Excludes \$6 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, 2009 (in millions):

Level 3 Inputs	Total	U.S. Equity Securities	Corporate Debt Securities	Registered Investment Companies	Real Estate	Collateralized Obligations & MBS	Cash and Cash Equivalents ^a
Balance as of December 31, 2008	\$ 162	\$ 1	\$ 6	\$ 2	\$ 151	\$ 4	\$ (2)
Actual return on plan assets:							
Relating to assets still held at reporting date	(39)	-	2	-	(42)	(1)	2
Relating to assets sold during the period	(5)	(1)	-	-	(2)	-	(2)
Purchases, sales and settlements	(8)	-	(3)	(2)	(4)	(1)	2
Transfers out of Level 3	(6)	-	(5)	-	-	(1)	-
Balance as of December 31, 2009	\$ 104	\$ -	\$ -	\$ -	\$ 103	\$ 1	\$ -

a Balance at December 31, 2008, represents a temporary deficit in a securities lending program. As of December 31, 2009, the Company no longer participated in the program.

The Company is not required to make contributions to the BNSF Retirement Plan in 2011. The Company is required to make contributions of \$9 million to its other funded pension plans. The Company expects to make benefit payments in 2011 of \$8 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 and Medicare Part D subsidy receipts 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 ^a	Expected Retiree Health and Welfare Payments	Expected Medicare Subsidy
2011	\$ 158	\$ 23	\$ (2)
2012	156	24	(3)
2013	158	24	(3)
2014	161	24	(3)
2015	158	24	(3)
2016-2020	761	118	(17)

a 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 and BNSF Railway sponsor qualified 401(k) plans that cover substantially all employees and a non-qualified defined contribution plan that covers certain officers and other employees. The Company 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. The Company's 401(k) matching expense was \$25 million, \$3 million, \$22 million and \$29 million during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively.

Other

Under collective bargaining agreements, BNSF Railway 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 \$55 million, \$8 million, \$54 million and \$54 million during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively.

14. Related Party Transactions

BNSF Railway is involved with BNSF and certain of its subsidiaries in related party transactions in the ordinary course of business, which include payments made on each other's behalf and performance of services. Under the terms of a tax allocation agreement with BNSF, BNSF Railway made federal and state income tax payments, net of refunds, of \$737 million, \$626 million and \$1,052 million during the period February 13 – December 31, 2010 (Successor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively, which are reflected in changes in working capital in the Consolidated Statement of Cash Flows. BNSF Railway did not make any federal or state income tax payments during the period January 1 – February 12, 2010 (Predecessor).

During 2008, BNSF Railway declared an in-kind dividend of \$1.3 billion, or \$1.3 million per share to BNSF, which reduced notes receivable.

At December 31, 2010 and 2009, BNSF Railway had \$132 million and \$43 million, respectively, of intercompany receivables which are reflected in accounts receivable in the respective Consolidated Balance Sheets. At December 31, 2010 and 2009, BNSF Railway had \$11 million and \$66 million of intercompany payables, respectively, which are reflected in accounts payable in the respective Consolidated Balance Sheets. Net intercompany balances are settled in the ordinary course of business.

At December 31, 2010 and 2009, BNSF Railway had \$2,319 million and \$948 million, respectively, of intercompany notes receivable from BNSF. During the periods of February 13 – December 31, 2010 (Successor) and January 1 – February 12, 2010 (Predecessor), loans to BNSF were \$2,039 million and \$7 million, respectively, partially offset by repayments received of \$558 million and \$117 million, respectively. During 2009 and 2008 (Predecessor), additional borrowings were \$1,147 million and \$1,296 million, respectively, and repayments were \$205 million and \$446 million, respectively. Additionally, during 2008 (Predecessor), BNSF Logistics, a wholly-owned subsidiary of BNSF that specializes in third-party logistics services, borrowed and repaid \$12 million on an intercompany note with BNSF Railway. All intercompany notes have a variable interest rate of 1.0 percent above the monthly average of the daily effective Federal Funds rate. Interest is collected semi-annually on all intercompany notes receivable. Interest income from intercompany notes receivable is presented in interest income, related parties in the Consolidated Statements of Income.

BNSF Railway earned revenues of \$34 million, \$3 million, \$34 million and \$43 million during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively, for transportation services provided to BNSF Logistics by BNSF Railway. Additionally, BNSF Railway purchased truck transportation services for the Company's materials and supplies from BNSF Logistics of \$24 million, \$3 million, \$23 million and \$42 million during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively, which are classified as purchased services in the Consolidated Statements of Income.

Under various stock incentive plans, Berkshire (Successor) or BNSF (Predecessor) granted options to BNSF Railway employees to purchase its common stock at a price not less than the fair market value at the date of grant. Certain employees of BNSF Railway also participated in other long-term incentive plans that utilized restricted shares/units. See Note 2 and Note 15 to the Consolidated Financial Statements for additional information regarding compensation expense recorded for stock incentive plans.

15. 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 of BNSF Railway 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 220 thousand shares of Berkshire Class B Common Stock were available for future reload grants at December 31, 2010.

Stock Options

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. The following assumptions apply to the options granted for the periods presented:

	Successor	Predecessor		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Weighted average expected life (years)	2.4	N/A	4.8	4.7
Weighted average expected volatility	26.0%	N/A%	29.6%	24.0%
Weighted average expected dividend yield	0.00%	N/A%	1.96%	1.50%
Weighted average risk free interest rate	0.73%	N/A%	2.15%	3.09%
Weighted average fair value per share at date of grant	\$ 13.29	\$ N/A	\$ 15.09	\$ 22.92

Expected volatilities are based on historical volatility of Berkshire (Successor) and BNSF (Predecessor), implied volatilities from traded options and other factors. The Company uses historical experience with exercise and post-vesting employment termination behavior to determine the options' expected life. The expected life represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury rate with a maturity date corresponding to the options' expected life.

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

Successor	Options	Weighted Average Exercise Prices	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Balance at February 13, 2010	12,685	\$ 52.14		
Granted	78	80.67		
Exercised	(1,706)	39.62		
Cancelled	(54)	53.32		
Balance at December 31, 2010	11,003	\$ 54.28	5.51	\$ 285
Options exercisable at December 31, 2010	8,486	\$ 53.79	4.77	\$ 224

Predecessor	Options	Weighted Average Exercise Prices
Balance at January 1, 2010	10,020	\$ 68.24
Granted	-	-
Exercised	(544)	38.43
Cancelled	(21)	68.67
Balance at February 12, 2010	9,455	\$ 69.96

The total intrinsic value of options exercised was \$71 million, \$33 million, \$87 million and \$207 million during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (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 as of, and for the year ended December 31, 2010, is presented below (shares in thousands):

Successor	Time Based	Performance Based Units	Performance Stock	Total
Balance at February 13, 2010	364 \$ 76.90	1,816 \$ 76.90	884 \$ 76.90	3,064 \$ 76.90
Granted	-	-	-	-
Vested	(189) 76.90	(31) 76.90	-	(220) 76.90
Forfeited	-	(671) 76.90	(332) 76.90	(1,003) 76.90
Balance at December 31, 2010	175 \$ 76.90	1,114 \$ 76.90	552 \$ 76.90	1,841 \$ 76.90

Predecessor	Time Based	Performance Based Units	Performance Stock	Total
Balance at January 1, 2010	276 \$ 74.89	1,365 \$ 83.24	666 \$ 79.67	2,307 \$ 81.21
Granted	-	-	-	-
Vested	-	(4) 69.08	-	(4) 69.08
Forfeited	(5) 83.21	(7) 75.07	(6) 75.39	(18) 77.13
Balance at February 12, 2010	271 \$ 74.72	1,354 \$ 83.32	660 \$ 79.71	2,285 \$ 81.25

A summary of the weighted average grant date fair market values of the restricted share/units as of, and for the years ended December 31, 2009 and 2008 (Predecessor), is presented below:

Grant Date Fair Market Value of Awards Granted	Time Based	Performance Based Units	Performance Stock
Year ended December 31, 2009	\$ 66.67	\$ 64.97	\$ 59.75
Year ended December 31, 2008	\$ 102.06	\$ 105.23	\$ 100.13

A summary of the fair value of the restricted share/units vested during the periods February 13 – December 31, 2010 (Successor), January 1 – February 12, 2010 (Predecessor), and the years ended December 31, 2009 and 2008 (Predecessor), respectively, is presented below:

Total Fair Value of Shares Vested (in millions)	Time Based	Performance Based Units	Performance Stock	Total
	February 13 – December 31, 2010 (Successor)	\$ 15	\$ 2	\$ -
January 1 – February 12, 2010 (Predecessor)	\$ -	\$ -	\$ -	\$ -
Year ended December 31, 2009	\$ 15	\$ 14	\$ 4	\$ 33
Year ended December 31, 2008	\$ 31	\$ 30	\$ 15	\$ 76

Time-based awards were granted to senior managers within BNSF Railway 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 Railway 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		
	February 13 – December 31, 2010	January 1 – February 12, 2010	Year ended December 31, 2009	Year ended December 31, 2008
Compensation cost	\$ 114	\$ 8	\$ 41	\$ 69
Income tax benefit	(40)	(3)	(15)	(25)
Total	\$ 74	\$ 5	\$ 26	\$ 44
Compensation cost capitalized	\$ 4	\$ -	\$ 6	\$ 6

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, 2010, there was \$83 million of total unrecognized compensation cost related to unvested share-based compensation arrangements. That cost is expected to be recognized over a weighted-average period of 0.95 years.

16. Accumulated Other Comprehensive Income

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

	Successor	Predecessor
	December 31, 2010	December 31, 2009
Unrecognized actuarial losses and prior service credit, net of tax (see Note 13)	\$ (13)	\$ (500)
Fuel/interest hedge mark-to-market, net of tax (see Note 4)	41	5
Accumulated other comprehensive loss of equity method investees	(1)	(6)
Total accumulated other comprehensive income (loss)	\$ 27	\$ (501)

17. Quarterly Financial Data—Unaudited

Dollars in millions

2010	Successor				Predecessor
	Fourth	Third	Second	February 13 – March 31	January 1 – February 12
Revenues	\$ 4,437	\$ 4,322	\$ 4,031	\$ 2,045	\$ 1,768
Operating income	\$ 1,134	\$ 1,227	\$ 1,072	\$ 531	\$ 499
Net income	\$ 611	\$ 774	\$ 656	\$ 341	\$ 282

2009	Predecessor			
	Fourth	Third	Second	First
Revenues	\$ 3,641	\$ 3,549	\$ 3,275	\$ 3,383
Operating income	\$ 865	\$ 890	\$ 792	\$ 661
Net income	\$ 620	\$ 546	\$ 464	\$ 384

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, BNSF Railway's principal executive officer and principal financial officer have concluded that BNSF Railway'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 Railway 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 Railway'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 Railway is responsible for establishing and maintaining adequate internal control over financial reporting. BNSF Railway's internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of BNSF Railway'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 the BNSF Railway's internal control over financial reporting as of December 31, 2010. 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, 2010, BNSF Railway'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 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 Railway's internal control over financial reporting that occurred during BNSF Railway's fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, BNSF Railway's internal control over financial reporting.

Item 9B. Other Information

None.

Part III

Item 14. Principal Accountant Fees and Services

Independent Registered Public Accounting Firm Fees

The following table presents the fees incurred by Burlington Northern Santa Fe, LLC, including its wholly-owned subsidiary, BNSF Railway, for services provided by Deloitte and Touche LLP, the independent registered public accounting firm, for the twelve months ended December 31, 2010, and PricewaterhouseCoopers LLP, the independent registered public accounting firm, for the twelve months ended December 31, 2009 (in thousands):

	2010	2009
Audit fees	\$ 2,222	\$ 2,790
Tax fees	13	79
All other fees	-	78
Total	\$ 2,235	\$ 2,947

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.

All Other Fees

All other fees consist of professional services for a benchmarking study and a limited design review of certain aspects of an ERP system implemented in 2009.

Pre-Approval Policies and Procedures

Burlington Northern Santa Fe, LLC is an indirect, wholly owned subsidiary of Berkshire Hathaway Inc. and does not have an audit committee. During 2010, the Audit Committee of Berkshire Hathaway Inc. following the February 12, 2010 Merger, and during 2009 and in 2010 up to the Merger, the Audit Committee of Burlington Northern Santa Fe Corporation or the Audit Committee's Chairman, 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

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

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

BNSF Railway Company

By: /s/ Matthew K. Rose

Dated: February 28, 2011

Matthew K. Rose
Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of BNSF Railway Company and in the capacities and on the date indicated.

Signature	Title
<u>/s/ Matthew K. Rose</u> Matthew K. Rose	Chairman and Chief Executive Officer (Principal Executive Officer), and Director
<u>/s/ Thomas N. Hund</u> Thomas N. Hund	Executive Vice President and Chief Financial Officer (Principal Financial Officer), and Director
<u>/s/ Julie A. Piggott</u> Julie A. Piggott	Vice President - Planning & Studies and Controller (Principal Accounting Officer)
<u>/s/ Gregory C. Fox</u> Gregory C. Fox	Director
<u>/s/ Carl R. Ice</u> Carl R. Ice	Director
<u>/s/ John P. Lanigan, Jr.</u> John P. Lanigan, Jr.	Director
<u>/s/ Roger Nober</u> Roger Nober	Director

Dated: February 28, 2011

Exhibit Index

Exhibit Number and Description	Incorporated by Reference (if applicable)			
	Form	File Date	File No.	Exhibit
3.1 Restated Certificate of Incorporation of BNSF Railway Company, dated January 17, 2005.	10-Q	7/26/2005	001-06324	3.1
3.2 By-Laws of BNSF Railway Company, as amended August 30, 2005.	10-Q	10/25/2005	001-06324	3.1
12.1 Computation of Ratio of Earnings to Fixed Charges.*				
31.1 Principal Executive Officer's Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*				
31.2 Principal Financial Officer's Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*				
32.1 Certification Pursuant to 18 U.S.C. § 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).*				

*Filed herewith

Exhibit 12.1

BNSF Railway Company and Subsidiaries Computation of Ratio of Earnings to Fixed Charges

In millions, except ratio amounts

(Unaudited)

	Successor	Predecessor				
	February 13 – December 31, 2010	January 1 – February 12, 2010	2009	2008	2007	2006
Earnings:						
Income before income taxes	\$ 3,899	\$ 482	\$ 3,081	\$ 3,800	\$ 3,583	\$ 3,552
Add:						
Interest and other fixed charges, excluding capitalized interest	72	16	124	97	87	113
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	225	35	267	278	282	261
Distributed income of investees accounted for under the equity method	5	–	5	5	4	3
Amortization of capitalized interest	–	1	4	5	4	4
Less:						
Equity in earnings of investments accounted for under the equity method	15	1	12	13	19	27
Total earnings available for fixed charges	\$ 4,186	\$ 533	\$ 3,469	\$ 4,172	\$ 3,941	\$ 3,906
Fixed charges:						
Interest and fixed charges	\$ 85	\$ 17	\$ 142	\$ 114	\$ 104	\$ 127
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	225	35	267	278	282	261
Total fixed charges	\$ 310	\$ 52	\$ 409	\$ 392	\$ 386	\$ 388
Ratio of earnings to fixed charges	13.50x	10.25x	8.48x	10.64x	10.21x	10.07x

Exhibit 31.1

Principal Executive Officer's Certifications

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

I, Matthew K. Rose, certify that:

1. I have reviewed this annual report on Form 10-K of BNSF Railway Company;
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: February 28, 2011

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

Exhibit 31.2

Principal Financial Officer's Certifications

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

I, Thomas N. Hund, certify that:

1. I have reviewed this annual report on Form 10-K of BNSF Railway Company;
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: February 28, 2011

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

Exhibit 32.1

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

(Section 906 of Sarbanes-Oxley Act of 2002)

BNSF Railway Company

In connection with the Annual Report of BNSF Railway Company (the "Company") on Form 10-K for the year ended December 31, 2010, 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: February 28, 2011

/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 BNSF Railway Company and will be retained by BNSF Railway Company and furnished to the Securities and Exchange Commission or its staff upon request.

INTERSTATE COMMERCE COMMISSION

REPORT OF FREIGHT COMMODITY STATISTICS

MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266

FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

REV FRIGHT ORIGINATING ON RESPONDENTS LINE
 TERMINATING ON LINE DELIVERED TO CONNECTIONS

REV FRIGHT RECD FROM CONNECTING CARRIERS
 TERMINATING ON LINE DELIVERED TO CONNECTIONS

TOTAL REVENUE
 FREIGHT CARRIED

GROSS FREIGHT

CODE	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
?	1	18	2						3	18	7,078
C2	1	10							1	10	1,263
C29			1	62					1	62	3,546
C299			1	62					1	62	3,546
C2991			1	62					1	62	3,546
N	2	42							2	42	2,781
NE	3	66							3	66	2,896
NEW	3	66							3	66	2,896
OK			1	73					1	73	2,984
OKE			1	73					1	73	2,984
OKE(1	73					1	73	2,984
OKE(1			1	73					1	73	2,984
PR	1	18							1	18	1,588
PRO	1	18							1	18	1,588
PROD	1	18							1	18	1,588
PRODU	1	18							1	18	1,588
ST	2	22							2	22	2,520
STC	2	22							2	22	2,520
STCC	2	22							2	22	2,520
0	1	22							1	22	917
00	10	195							10	195	10,558
000	9	174							9	174	8,990
0000	9	174							9	174	8,990
00000	5	99							5	99	4,614
00003	4	75							4	75	4,376
009	1	21							1	21	1,568
0099	1	21							1	21	1,568
00995	1	21							1	21	1,568
01	653,998	52,278,628	87,361	9,024,828	12,625	1,174,143	2,369	235,247	756,370	62,714,500	2,241,663,152
011	616,734	50,873,575	84,084	8,753,504	12,387	1,156,276	2,327	231,344	715,549	61,016,353	2,140,198,896
0112	14,253	300,567	13	286	3	64			14,269	300,917	14,475,565
01129	14,253	300,567	13	286	3	64			14,269	300,917	14,475,565
0113	506,516	41,032,729	73,666	7,743,600	10,601	1,013,927	1,354	139,525	592,153	49,931,365	1,673,998,356
01131	13,095	1,059,676	3,096	288,950	2,058	204,971	1	99	18,250	1,553,696	40,685,278
01132	161,276	16,831,857	31,011	3,366,898	1,666	180,803	1,109	116,871	195,062	20,496,429	714,703,863
01133	3,475	292,768	219	17,750	1,018	87,479	176	15,760	4,888	413,757	10,434,032
01134	129	4,854	3	60					132	4,914	178,746
01135	54	4,997	34	3,417	3	295	1	96	92	8,805	250,877
01136	12,387	1,325,426	4,857	533,446	41	4,406			17,285	1,863,278	47,107,377
01137	161,620	17,204,969	34,082	3,499,691	5,342	524,273	61	6,135	201,121	21,236,652	689,368,197
01139	154,480	4,308,182	364	33,388	473	11,700	6	564	155,323	4,353,834	171,269,985
0114	91,585	9,358,675	9,383	930,645	1,571	128,158	934	88,696	103,474	10,506,244	437,860,442
01141	4,258	394,419	805	59,931	305	18,289			5,369	472,709	23,902,306
01142	413	37,090	124	11,735	32	2,812	4	364	573	52,001	1,808,213
01143	45	3,689	228	19,321	83	8,048			356	31,058	945,077

INTERSTATE COMMERCE COMMISSION
 REPORT OF FREIGHT COMMODITY STATISTICS
 MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266
 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT				
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF TONS COL D	NO. OF CARS COL E	NO. OF TONS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
01144	85,443	8,801,726	6,968	737,916	1,105	95,165	773	77,629	94,289	9,712,436	400,722,845
01149	1,426	121,751	1,258	101,742	46	3,844	157	10,703	2,887	238,040	10,482,002
0115	3,780	162,595	790	67,933	22	1,756	39	3,123	4,631	235,407	11,879,684
01151	130	6,564	189	14,802					319	21,366	1,539,769
01152	18	747	106	9,723	1	66			125	10,536	489,014
01159	3,632	155,284	495	43,408	21	1,690	39	3,123	4,187	203,505	9,850,901
0119	600	19,009	232	11,040	190	12,371			1,022	42,420	1,984,849
01191	157	3,137							157	3,137	173,539
01194	10	230							10	230	17,368
01195	408	15,122	232	11,040	190	12,371			830	38,533	1,766,218
01197	3	63							3	63	3,305
01198	21	443							21	443	23,370
01199	1	14							1	14	1,048
012	7,025	151,368	258	5,386	61	1,267			7,344	158,021	11,976,962
0121	4,078	87,403	1	87					4,079	87,490	7,119,952
01211	76	1,535							76	1,535	132,032
01212	680	13,842							680	13,842	1,204,084
01214	1,648	34,570							1,648	34,570	2,852,368
01219	1,674	37,456	1	87					1,675	37,543	2,931,468
0122	2,589	56,977	238	4,938					2,827	61,915	4,282,854
01221	1,547	34,190	231	4,782					1,778	38,972	2,477,443
01224	500	10,708	2	46					502	10,754	870,255
01225	11	241							11	241	20,008
01226	14	316							14	316	25,593
01227	129	2,936	5	110					134	3,046	206,665
01228	39	867							39	867	70,680
01229	349	7,719							349	7,719	612,210
0123	4	102							4	102	7,095
01231	4	102							4	102	7,095
0129	354	6,886	19	361	61	1,267			434	8,514	567,061
01292	3	55							3	55	2,747
01294	12	238							12	238	8,027
01295	111	2,230							171	3,475	229,049
01298	118	1,946	2	35	1	22			121	2,003	124,425
01299	110	2,417	17	326					127	2,743	202,813
013	28,905	1,220,227	2,998	264,358	131	12,335	42	3,903	32,076	1,500,823	87,411,145
0131	3,471	155,797	71	1,523					3,542	157,322	12,723,681
01312	1,750	116,271							1,750	116,273	9,885,385
01313	11	253							11	253	19,956
01318	1,708	39,228	71	1,523					1,779	40,751	2,815,038
01319	2	45							2	45	3,303
0133	3,315	72,081	4	82					3,319	72,163	5,798,928
01331	848	18,115							848	18,115	1,475,371
01333	1	23							1	23	1,715
01334	1,226	27,193							1,226	27,193	2,151,469
01335	627	13,105	4	82					631	13,187	1,087,877

INTERSTATE COMMERCE COMMISSION
 REPORT OF FREIGHT COMMODITY STATISTICS
 MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266
 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

01/05/2011

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGHT ORIGINATING ON LINE		NO. OF		NO. OF		TOTAL REVENUE									
	CARS COL B	TONS COL C	CARS COL D	TONS COL E	CARS COL F	TONS COL G	CARS COL H	TONS COL I	CARS COL J	TONS COL K	CARS COL L	TONS COL M	REVENUE DOLLARS COL N	REVENUE DOLLARS COL O	REVENUE DOLLARS COL P	REVENUE DOLLARS COL Q
01337	83	1,783										83	1,783	145,812		
01339	530	11,862										530	11,862	936,683		
0134	8,664	693,714	2,923	262,753	131	12,333	42	3,903				11,760	972,703	45,587,313		
01341	3,959	232,059	2,336	208,404	113	10,564	10	831				6,418	451,858	21,529,234		
01342	3,658	363,370	192	17,322	16	1,564	14	1,442				3,880	383,698	17,370,168		
01343	1,047	98,285	395	37,027	2	205	18	1,630				1,462	137,147	6,687,911		
0139	13,455	298,635										13,455	298,635	23,301,223		
01391	2	44										2	44	1,993		
01392	14	322										14	322	23,642		
01394	291	6,349										291	6,349	508,089		
01395	13	296										13	296	20,456		
01396	47	1,021										47	1,021	81,869		
01397	33	759										33	759	54,050		
01398	1,640	36,860										1,640	36,860	2,886,514		
01399	11,415	252,984										11,415	252,984	19,724,609		
014	89	1,721			1	22						90	1,743	152,495		
0142	89	1,721			1	22						90	1,743	152,495		
01421	89	1,721			1	22						90	1,743	152,495		
019	1,245	31,737	21	1,580	45	4,243						1,311	37,560	1,923,654		
0191	1,245	31,737	5	221	45	4,243						1,295	36,201	1,853,769		
01912	584	12,325	1	14								585	12,339	658,570		
01915	80	7,912			43	4,198						123	12,110	628,054		
01918	3	47										3	47	3,486		
01919	578	11,453	4	207	2	45						584	11,705	563,660		
0199			16	1,359								16	1,359	69,885		
01992			16	1,359								16	1,359	69,885		
08	242	14,643												801,747		
084	185	13,491												707,946		
0842	185	13,491												707,946		
08422														707,946		
08423	185	13,491												23,532		
086	57	1,152												93,801		
0861	57	1,152												93,801		
08611	57	1,152												93,801		
09	1,502	29,457												2,075,167		
091	1,502	29,457												2,075,167		
0912	1,502	29,457												2,075,167		
09121	603	12,361												837,594		
09122	899	17,096												1,237,573		
10	95,142	10,034,034	18,216	1,891,155	9,869	934,106	21,672	2,153,852	144,899	15,013,147	190,785,073					
101	85,038	9,031,616	18,032	1,873,099	9,659	913,280	21,672	2,153,852	134,401	13,971,847	165,887,750					
1011	85,038	9,031,616	18,032	1,873,099	9,659	913,280	21,672	2,153,852	134,401	13,971,847	165,887,750					
10111	190	15,937	188	16,732	60	5,808			438	39,477	1,359,607					
10112	129	12,603	27	2,623	1	66			157	15,292	422,306					
10113	84,719	9,002,076	17,817	1,853,744	9,598	907,406	21,672	2,153,852	133,806	13,917,078	164,105,837					
102	1,341	137,334	168	16,277					1,509	153,611	5,001,124					

REV FRGHT ORIGINATING ON RESPONDENT'S LINE DELIVERED TO CONNECTIONS
 REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF CARS COL B		NO. OF TONS COL C		NO. OF CARS COL D		NO. OF TONS COL E		NO. OF CARS COL F		NO. OF TONS COL G		NO. OF CARS COL H		NO. OF TONS COL I		NO. OF CARS COL J		NO. OF TONS COL K		REVENUE DOLLARS COL L	
1021	1,341	137,334	168	16,277														1,509	153,611	5,001,124		
10212	1,341	137,334	168	16,277														1,509	153,611	5,001,124		
103	4,356	429,864	16	1,779														4,372	431,643	13,590,730		
1031	79	7,784	17	1,779														96	9,563	329,769		
10312	79	7,784	17	1,779														96	9,563	329,769		
1032	1	22																1	22	1,063		
10321	1	22																1	22	1,063		
1033	4,276	422,058	1															4,275	422,058	13,259,897		
10332	4,276	422,058	1															4,275	422,058	13,259,897		
105	1,890	187,113		204	20,262													2,094	207,375	5,131,909		
1051	1,890	187,113		204	20,262													2,094	207,375	5,131,909		
10511	12	1,023		93	9,452													105	10,475	488,991		
10513	1,878	186,090		111	10,810													1,989	196,900	4,642,918		
106	1	22		1	64													2	86	6,106		
1061	1	22		1	64													2	86	6,106		
10611	1	22		1	64													1	22	1,106		
10613																		1	64	5,000		
109	2,516	248,085		5	500													2,521	248,585	1,167,455		
1092	2,516	248,085		5	500													2,521	248,585	1,167,455		
10929	2,516	248,085		5	500													2,521	248,585	1,167,455		
11	1,390,913	165,254,423	788,732	93,962,099	30,565	3,400,552	5,885	606,333	2,216,095	263,223,407	3,901,625,529						827	79,225	1,790,026			
111	3	307		824	78,918													827	79,225	1,790,026		
1111	3	307		824	78,918													827	79,225	1,790,026		
11112	3	307		824	78,918													827	79,225	1,790,026		
112	1,390,910	165,254,116	788,732	93,962,099	29,741	3,321,634	5,885	606,333	2,215,268	263,144,182	3,899,835,502						2,521	248,585	1,167,455			
1121	1,360,672	162,421,295	788,732	93,962,099	29,741	3,321,634	5,885	606,333	2,185,030	260,311,361	3,885,106,249						2,521	248,585	1,167,455			
11211	1,554	166,902	1,437	165,904														2,991	332,806	7,673,138		
112121	359,118	162,254,393	787,295	93,796,195	29,741	3,321,634	5,885	606,333	2,182,039	259,978,555	3,877,433,111						30,238	2,832,821	14,729,254			
1122	30,238	2,832,821		824	78,918													30,238	2,832,821	14,729,254		
11221	30,238	2,832,821		824	78,918													30,238	2,832,821	14,729,254		
13	16,850	1,626,837		9,190	735,801													26,314	2,383,556	86,647,519		
131	16,186	1,574,004	2,009	183,509														18,198	1,757,746	55,592,679		
1311	16,186	1,574,004	2,009	183,509														18,198	1,757,746	55,592,679		
13111	16,186	1,574,004	2,009	183,509														18,198	1,757,746	55,592,679		
132	664	52,833	7,181	552,292														8,116	625,810	31,054,839		
1321	664	52,833	7,181	552,292														8,116	625,810	31,054,839		
13211	664	52,833	7,181	552,292														8,116	625,810	31,054,839		
14	131,121	13,730,733	28,301	2,812,947	23,521	2,381,120	632	62,205	183,581	18,987,640	375,325,035						183,581	18,987,640	375,325,035			
141	10	599	36	3,417	14	1,316	1	96	61	5,428	252,819						61	5,428	252,819			
1411	10	599	36	3,417	14	1,316	1	96	61	5,428	252,819						61	5,428	252,819			
14111	10	599	36	3,417	14	1,316	1	96	61	5,428	252,819						61	5,428	252,819			
142	79,534	8,659,709	428	42,572	7,858	751,628	1	99	87,821	9,454,008	81,883,230						87,821	9,454,008	81,883,230			
1421	79,534	8,659,709	428	42,572	7,858	751,628	1	99	87,821	9,454,008	81,883,230						87,821	9,454,008	81,883,230			
14211																		60	6,127	87,383		
14219	79,534	8,659,709	428	42,572	7,798	745,501	1	99	87,761	9,447,881	81,795,847						87,761	9,447,881	81,795,847			
144	37,053	3,657,404	21,898	2,199,210	13,751	1,451,010	339	36,139	73,047	7,344,398	216,819,498						73,047	7,344,398	216,819,498			

CODE	REV FRIGHT ORIGINATING ON RESPONDENT'S LINE		REV FRIGHT RECD FROM CONNECTING CARRIERS		TOTAL REVENUE		GROSS FREIGHT				
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF TONS COL D	NO. OF TONS COL E	NO. OF TONS COL F	NO. OF TONS COL G	NO. OF TONS COL H	NO. OF TONS COL I	NO. OF TONS COL J	NO. OF TONS COL K	NO. OF TONS COL L
1441	37,053	3,657,404	21,898	2,199,210	13,751	1,451,010	339	36,139	73,047	7,344,398	216,819,498
14411	2,793	259,863	4	213	11	973			2,808	261,049	1,731,282
14412	1,651	161,972	85	6,947	32	1,213	3	294	1,771	170,426	1,913,280
14413	32,609	3,235,569	21,809	2,192,050	13,708	1,448,824	336	35,845	68,468	6,912,923	213,174,935
145	1,653	165,770	349	33,946	1,689	158,688	209	19,905	3,900	378,309	15,763,201
1451	1,653	165,770	349	33,946	1,689	158,688	209	19,905	3,900	378,309	15,763,201
14511	1,436	144,464	120	12,190	1,632	156,680	207	19,719	3,395	333,053	13,630,187
14512					7	661			7	661	18,279
14514	4	83	4	369	49	1,326	2	186	59	1,964	62,412
14515	2	42							2	42	1,924
14519	211	21,181	225	21,387	1	21			437	42,589	2,050,399
147	8,819	872,446	4,172	412,702	91	8,470	1	107	13,083	1,293,725	43,081,432
1471	8,819	872,446	4,172	412,702	91	8,470	1	107	13,083	1,293,725	43,081,432
14711	1,750	160,126	314	27,551	31	2,959	1	107	2,096	190,743	10,832,932
14712	46	3,688	20	1,490	2	196			68	5,374	209,322
14713			1	98	15	1,194			16	1,292	32,206
14714	18	327							18	327	18,907
14715	2,420	240,195			15	1,471			2,435	241,666	4,070,066
14716	4,584	468,089	3,837	383,563	28	2,650			8,449	854,302	27,917,161
14719	1	21							1	21	837
149	4,052	374,805	1,418	121,100	118	10,008	81	5,859	5,669	511,772	17,524,856
1491	4,035	374,469	1,412	120,970	118	10,008	81	5,859	5,646	511,306	17,495,796
14911	2,706	263,342	94	9,176					2,800	272,518	5,924,675
14914	583	52,703	183	13,816					766	66,519	2,231,231
14915	75	7,406	22	2,040	1	97			98	9,543	412,763
14916	11	232			7	601			18	833	41,315
14917	2	40							2	40	2,207
14918	313	18,908	324	19,860	10	542			647	39,310	3,261,081
14919	345	31,838	789	76,078	100	8,768	81	5,859	1,315	122,543	5,622,524
1492	17	336	6	130					23	466	29,060
14922	17	336	6	130					23	466	29,060
19	302	20,323	167	20,894	339	31,097			809	72,378	8,002,424
192			2	150					2	150	7,600
1929			2	150					2	150	7,600
19293			2	150					2	150	7,600
193	282	19,929	162	20,504	339	31,097			784	71,594	7,942,877
1931	282	19,929	162	20,504	339	31,097			784	71,594	7,942,877
19311	282	19,929	162	20,504	339	31,097			784	71,594	7,942,877
196	20	394	3	240					23	634	51,947
1961	20	394	3	240					23	634	51,947
19611	20	394	3	240					23	634	51,947
20	311,978	18,505,037	82,305	7,468,204	42,944	3,672,869	7,856	777,462	445,084	30,423,670	1,251,504,624
200	1	21							1	21	996
2000	1	21							1	21	996
20000	1	21							1	21	996
201	28,156	1,259,838	6,613	588,699	1,935	120,122	83	7,622	36,787	1,976,281	84,910,867

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FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

REV FRGT ORIGINATING ON RESPONDENT'S LINE DELIVERED TO CONNECTIONS
 REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF		NO. OF		REVENUE											
	CARS COL B	TONS COL C	CARS COL D	TONS COL E	CARS COL F	TONS COL G	CARS COL H	TONS COL I	CARS COL J	TONS COL K	CARS COL L	TONS COL M	DOLLARS COL N	DOLLARS COL O		
2011	94	4,575							94	4,575			561,652			
20111	94	4,575							94	4,575			561,652			
2012	6,889	213,795	41	2,139	17	932	1	65	6,948	216,931			20,101,608			
20121	497	25,294	4	318	2	112			503	25,724			3,480,049			
20129	6,392	188,501	37	1,821	15	820	1	65	6,445	191,207			16,621,559			
2013	2,452	211,536	960	85,725	88	7,882	2	180	3,502	305,323			10,895,210			
20131	258	23,066	120	10,836	4	359	2	180	384	34,441			1,649,412			
20132	33	652							33	652			19,240			
20134	2	18							2	18			1,330			
20139	2,159	187,800	840	74,889	84	7,523			3,083	270,212			9,225,229			
2014	18,270	796,337	5,612	500,835	1,689	99,492	80	7,377	25,651	1,404,041			49,120,657			
20141	12,336	258,431	82	1,715	759	15,198			13,177	275,344			14,525,209			
20143	3,988	352,757	3,559	315,192	731	65,360	65	5,860	8,343	739,169			22,587,853			
20144	1,814	171,764	1,803	168,122	194	18,453	15	1,517	3,826	359,856			11,169,842			
20149	132	13,385	168	15,806	5	481			305	29,672			837,753			
2015	3	190			21	1,726			24	1,916			71,806			
20151	2	162							2	162			22,097			
20158	1	28			21	1,726			22	1,754			49,708			
2016	445	33,342			120	10,090			565	43,432			4,154,709			
20161	445	33,342			120	10,090			565	43,432			4,154,709			
2017	3	63							3	63			5,227			
20172	3	63							3	63			5,227			
202	4,178	121,564	798	61,231	134	10,164			5,110	192,959			14,930,626			
2021	2	18							2	18			1,745			
20211	2	18							2	18			1,745			
2023	67	1,161	29	2,372	133	10,142			229	13,675			406,119			
20231	63	1,073	4	272	133	10,142			200	11,487			287,868			
20233	4	88	25	2,100					29	2,188			118,251			
2024	84	1,687							84	1,687			133,880			
20241	84	1,687							84	1,687			133,880			
2025	3,031	98,005	769	58,859	1	22			3,801	156,886			12,883,122			
20251	2,719	92,551	653	50,724					3,372	143,275			11,853,081			
20254	1	23							1	23			1,574			
20259	311	5,431	116	8,135	1	22			428	13,588			1,028,467			
2026	994	20,693							994	20,693			1,505,760			
20264	994	20,693							994	20,693			1,505,760			
203	27,064	812,234	8,522	585,078	560	30,591	337	21,856	36,483	1,449,759			111,277,369			
2031	74	1,505	2	34					76	1,539			112,846			
20311	74	1,505	2	34					76	1,539			112,846			
2032	151	2,519	177	1,937	12	233			340	4,689			407,568			
20321	25	490							25	490			35,622			
20322	18	370			10	210			28	580			19,694			
20323	25	530			2	23			27	553			36,400			
20329	83	1,129	177	1,937					260	3,066			315,852			
2033	1,950	81,803	2,401	169,137	358	19,059	38	2,969	4,747	272,968			17,445,702			
20331	296	23,109	114	9,781	2	22			412	32,912			2,172,336			

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REV FRGHT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS
 REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS	
	COL A	COL B	COL C	COL D	COL E	COL F	COL G	COL H	COL I	COL J	COL K	COL L	COL M	COL N	COL O	COL P	COL Q	COL R	COL S	COL T	COL U	COL V
20332	141	8,546	147	10,641	107	7,647	18	1,585	413	28,419	1,655,203											
20333	3	62							3	62	4,379											
20334	435	9,133	237	20,712	3	65			675	29,910	1,784,575											
20336	923	30,164	1,532	95,056	177	6,801	20	1,384	2,652	133,405	8,883,124											
20338	11	194	1	73	17	324			29	591	28,046											
20339	141	10,595	370	32,874	52	4,200			563	47,669	2,918,039											
2034	1,679	34,631	97	7,499	77	5,067			1,853	47,197	2,697,058											
20341	1,658	34,178	3	58	4	241			1,665	34,477	2,104,979											
20342	20	376			3	321			23	697	34,800											
20343	1	77	94	7,441	70	4,505			165	12,023	557,280											
2035	5,505	139,936	160	11,069	19	650	18	1,693	5,702	153,348	8,886,786											
20351	1	23							1	23	2,481											
20352	930	19,165			1	21			931	19,186	1,253,789											
20354	3,907	80,765			9	182			3,916	80,947	5,468,626											
20359	667	39,983	160	11,069	9	447	18	1,693	854	53,192	2,161,891											
2036	95	1,747	30	2,004					125	3,751	348,252											
20361	51	1,127	30	2,004					81	3,131	282,811											
20362	44	620							44	620	65,442											
2037	2,275	142,284	4,360	314,825	86	5,338	269	16,094	6,990	478,541	44,994,606											
20371	207	4,765	162	10,205	2	121			371	15,091	1,232,140											
20372	62	1,410	56	2,303					118	3,713	346,965											
20373	2,005	136,088	4,057	300,552	84	5,217	269	16,094	6,415	457,951	43,298,631											
20379	1	21	85	1,765					86	1,786	116,870											
2038	13,199	261,377	48	1,005					13,247	262,382	20,716,106											
20381	13,199	261,377	48	1,005					13,247	262,382	20,716,106											
2039	2,136	146,432	1,247	77,568	8	244	12	1,100	3,403	225,344	15,668,445											
20391	2,136	146,432	1,247	77,568	8	244	12	1,100	3,403	225,344	15,668,445											
204	86,789	6,969,303	25,192	2,477,350	18,679	1,768,242	4,158	433,547	134,818	11,648,442	360,682,634											
2041	26,217	1,701,963	8,741	853,549	2,387	177,619	42	3,925	37,387	2,737,056	93,357,076											
20411	6,531	623,841	6,037	599,286	200	17,764	20	1,937	12,788	1,242,828	35,263,425											
20412	1,399	121,180	213	18,142	43	3,572			1,655	142,894	6,889,974											
20413	6,989	399,944	445	39,581	558	45,944	4	378	7,996	485,847	20,145,915											
20416	396	37,789	948	89,851	38	3,495			1,382	131,135	4,065,101											
20418	216	16,781	53	4,486	47	4,053			316	25,320	1,103,771											
20419	10,686	502,428	1,045	102,203	1,501	102,791	18	1,610	13,250	709,032	25,888,890											
2042	17,905	1,775,494	640	56,548	8,918	897,515	160	13,746	27,623	2,743,303	66,510,355											
20421	17,898	1,775,396	640	56,548	8,918	897,515	160	13,746	27,616	2,743,205	66,503,314											
20423	7	98							7	98	7,041											
2043	2,803	46,513	49	786	258	3,495			3,110	50,794	3,217,720											
20431	2,780	46,089	49	786	258	3,495			3,087	50,370	3,195,489											
20432	23	424							23	424	22,231											
2044	4,142	140,008	184	18,459	252	24,279	2	173	4,580	182,919	6,972,734											
20441	3,667	103,105	26	2,181	36	3,524	2	173	3,731	108,983	4,800,125											
20442	140	2,883	3	142	90	8,588			233	11,613	272,785											
20443	334	33,998	155	16,136	117	11,479			606	61,613	1,883,746											
20449	1	22			9	688			10	710	16,078											

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CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS		REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT					
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L	REVENUE DOLLARS COL L
2045	390	8,439			6	378			396	8,817	441,152	
20451	56	1,203			1	21			57	1,224	58,191	
20452	334	7,236			5	357			339	7,593	382,961	
2046	33,776	3,245,185	15,371	1,533,144	6,732	660,123	3,952	415,567	59,831	5,854,019	186,637,569	
20461	26,554	2,609,511	12,759	1,287,752	3,453	356,116	3,714	393,322	46,480	4,646,701	147,643,156	
20462	2,009	172,183	1,115	104,155	792	70,699	26	2,381	3,942	349,418	11,173,630	
20463	31	617	3	277	3	54	1	109	38	1,057	57,266	
20464	7	145	12	1,142					19	1,287	27,303	
20465	1,240	118,165	199	18,128	1,023	99,643	24	2,316	2,486	238,252	7,903,053	
20466	191	7,213	195	17,652	8	412			394	25,277	774,798	
20467	641	48,118	949	91,597	484	43,909			2,074	183,624	6,544,282	
20469	3,103	289,233	139	12,441	969	89,290	187	17,439	4,398	408,403	12,514,082	
2047	1,556	51,701	207	14,864	126	4,833	2	136	1,891	71,534	3,546,029	
20471	1,556	51,701	207	14,864	126	4,833	2	136	1,891	71,534	3,546,029	
205	872	13,425	19	341	112	1,892			1,003	15,658	1,178,701	
2051	21	461							21	461	31,024	
20511	21	461							21	461	31,024	
2052	851	12,964	19	341	112	1,892			982	15,197	1,147,677	
20521	267	3,467	11	214	2	22			280	3,703	322,053	
20529	584	9,497	8	127	110	1,870			702	11,494	825,624	
206	15,468	1,510,368	9,737	975,146	1,610	147,012	974	96,389	27,789	2,728,915	115,538,312	
2061	7,407	741,144	1,118	108,792	814	78,411	137	12,889	9,476	941,236	33,530,454	
20616	1,450	136,743	350	32,279	188	17,622	118	11,017	2,106	197,661	4,351,046	
20617	1,101	104,725	287	27,327	573	55,665	19	1,872	1,980	189,589	5,762,987	
20619	4,856	499,676	481	49,186	53	5,124			5,390	553,986	23,416,421	
2062	8,061	769,224	8,619	866,354	796	68,601	837	83,500	18,313	1,787,679	82,007,858	
20621	6,131	615,814	7,846	800,127	743	64,841	797	79,973	15,517	1,560,755	73,928,063	
20622	353	33,319							353	33,319	1,531,072	
20625	1,345	115,800	754	65,847	41	3,519	40	3,527	2,180	188,693	6,282,096	
20629	232	4,291	19	380	12	241			263	4,912	266,626	
207	6,899	136,641	22	368	41	692	2	147	6,964	137,848	9,782,400	
2071	6,898	136,619	22	368	41	692	2	147	6,963	137,826	9,780,780	
20711	5,559	109,055	16	241	29	322			5,604	109,618	7,928,653	
20712	175	3,331			10	330	2	147	187	3,808	234,479	
20713	217	4,025	6	127	2	40			225	4,192	238,389	
20714	192	2,966							192	2,966	328,057	
20719	755	17,242							755	17,242	1,051,203	
2078	1	22							1	22	1,620	
20781	1	22							1	22	1,620	
208	59,592	3,598,809	17,960	1,533,479	4,706	335,630	534	50,470	82,793	5,518,486	281,854,124	
2082	7,850	390,622	2,065	193,837	830	61,584	2	97	10,747	646,140	25,376,391	
20821	6,252	341,310	767	64,998	573	37,098	2	97	7,594	443,503	21,612,746	
20823	1,598	49,312	1,298	128,839	257	24,486			3,153	202,637	3,763,644	
2083	4,804	385,350	5,736	464,587	727	61,582	135	12,380	11,402	923,899	46,872,318	
20831	4,797	384,715	5,736	464,587	721	61,043	135	12,380	11,389	922,725	46,817,710	
20832	7	635			6	539			13	1,174	54,608	

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FORM QCS

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REV FRGHT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS
 REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		NO. OF CARS		NO. OF TONS		REVENUE DOLLARS			
	COL B	COL C	COL D	COL E	COL F	COL G	COL H	COL I	COL J	COL K	COL L	COL M	COL N	COL O	COL P	COL Q	COL R	COL S	COL T	COL U	COL V	COL W		
2084	4,655		4,448	324,721	492	29,283															9,595	653,866	47,466,476	
20841	4,655		4,448	324,721	492	29,283																9,595	653,866	47,466,476
2085	24,356		5,555	540,759	2,384	177,709																32,693	2,896,865	139,898,199
20851	3,429		360	21,534	645	13,613																4,563	189,785	9,845,646
20859	20,927		5,195	519,225	1,739	164,096																28,130	2,707,080	130,052,553
2086	1,213		63	4,040	155	3,010																1,431	31,241	1,769,007
20861	1,213		63	4,040	155	3,010																1,431	31,241	1,769,007
2087	16,714		93	5,535	118	2,462																16,925	366,475	20,471,734
20871	16,714		93	5,535	118	2,462																16,925	366,475	20,471,734
209	82,955		13,442	1,246,512	15,167	1,258,524																113,332	6,755,301	271,341,659
2091	1,825		806	71,681	23	2,116																2,657	233,149	8,818,100
20911	1,825		806	71,681	23	2,116																2,657	233,149	8,818,100
20914	418		487	44,800	18	1,674																1,419	132,898	4,863,650
20915	493		220	18,002	5	442																525	46,871	1,746,254
2092	25,255		8,581	836,195	2,352	248,438																713	53,380	2,208,196
20921	7,562		2,796	261,589	291	28,003																36,345	3,596,730	119,492,458
20923	17,693		5,785	574,606	2,061	220,435																10,653	1,001,139	31,662,572
2093	5,057		1,899	165,632	10,226	949,412																25,692	2,595,591	87,829,886
20931	55		23	2,078	47	4,195																125	10,581	63,551,501
20933	1,293		1,381	127,105	3,084	268,820																5,764	514,532	17,553,751
20939	3,709		495	36,449	7,095	676,397																12,740	1,155,064	45,715,169
2094	72		68	5,773	86	7,351																352	29,650	1,383,134
20941	52		68	5,773	11	940																163	13,530	684,831
20942	20		9	130	75	6,411																189	16,120	698,303
2095	359		9	130	3	55																371	7,201	414,178
20951	359		9	130	3	55																371	7,201	414,178
2096	61		2	183	74	2,293																137	3,688	207,731
20961	59		2	183	74	2,293																135	3,516	193,367
20962	2		2	172																		2	172	14,364
2098	170		12	232																		182	4,445	366,437
20981	170		12	232																		182	4,445	366,437
2099	50,156		2,065	166,686	2,403	48,859																54,659	1,200,261	77,098,122
20991	2		21																			2	21	2,304
20992	1,088		1	18	39	694																1,128	7,915	998,602
20993	2		34		14	1,208																50	4,293	204,783
20994	136			10,677																		136	10,677	445,013
20995	43,560		1,855	152,487	2,006	39,814																47,421	1,061,388	68,069,212
20996	1		20																			1	20	1,425
20997	3,265		4	61	4	71																3,273	56,773	3,301,869
20998	3		1	21	3	32																7	72	7,026
20999	2,099		204	14,099	337	7,040																2,641	59,102	4,067,888
21	27		375																			27	375	22,832
211	27		375																			27	375	22,832
2111	27		375																			27	375	22,832
21111	27		375																			27	375	22,832
22	1,338		38	461	254	3,567																1,630	18,204	1,690,756

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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

REV FRGT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS
 REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF CARS COL B		NO. OF TONS COL C		NO. OF CARS COL D		NO. OF TONS COL E		NO. OF CARS COL F		NO. OF TONS COL G		NO. OF CARS COL H		NO. OF TONS COL I		NO. OF CARS COL J		NO. OF TONS COL K		REVENUE DOLLARS COL L		
24314	119	2,479																119	2,479			112,654	
24316	338	7,396	1	89														339	7,485			435,360	
24319	3	35															3	35					3,395
2432	1,908	164,544	1,415	128,920	1,371	119,489	35	2,899	4,729	4,729	4,729	4,729	4,729	4,729	4,729	4,729	415,852	415,852			21,194,708		
24321	1,908	164,544	1,415	128,920	1,371	119,489	35	2,899	4,729	4,729	4,729	4,729	4,729	4,729	4,729	4,729	415,852	415,852			21,194,708		
2433	3	45															3	45					3,886
24332	2	35															2	35					2,694
24333	1	10															1	10					1,192
2434	308	3,756	2	25	6	81											316	3,862			365,869		
24341	308	3,756	2	25	6	81											316	3,862			365,869		
2439	196	14,154	106	8,926	238	21,273	129	10,068	669	669	669	669	669	669	669	669	54,421	54,421			2,846,767		
24391	196	14,154	106	8,926	238	21,273	129	10,068	669	669	669	669	669	669	669	669	54,421	54,421			2,846,767		
244	382	5,114															382	5,114			390,026		
2441	382	5,114															382	5,114			390,026		
24411	378	5,005															378	5,005			379,469		
24414	1	5															1	5			1,079		
24415	1	14															1	14			1,050		
24419	2	90															2	90			8,427		
249	8,087	730,654	2,173	205,835	5,016	461,651	2,234	208,069	17,510	17,510	17,510	17,510	17,510	17,510	17,510	1,606,209	1,606,209			69,251,855			
2491	517	39,292	90	8,423	100	6,447											707	54,162			2,801,352		
24911	127	11,316	27	2,305	6	312											160	13,933			1,053,020		
24912	325	22,548	58	5,635	94	6,135											477	34,318			1,457,086		
24913	65	5,428	5	483													70	5,911			291,247		
2494	55	1,213															55	1,213			48,577		
24941	55	1,213															55	1,213			48,577		
2497	69	1,377	1	18	1	20											71	1,415			69,384		
24971	1	11															1	11			1,261		
24972	68	1,366	1	18	1	20											70	1,404			68,123		
2498	16	1,501	45	3,911													61	5,412			372,828		
24981	16	1,501	45	3,911													61	5,412			372,828		
2499	7,430	687,271	2,037	193,483	4,915	455,184	2,234	208,069	16,616	16,616	16,616	16,616	16,616	16,616	16,616	1,544,007	1,544,007			65,959,714			
24991	3,369	310,267	459	42,563	3,611	338,986	1,784	165,815	9,223	9,223	9,223	9,223	9,223	9,223	9,223	857,631	857,631			33,882,190			
24992	426	36,332	178	17,328	62	6,739	1	21	667	667	667	667	667	667	667	60,420	60,420			2,910,351			
24993	178	17,675	5	555													183	18,230			851,926		
24996	2,609	249,156	1,274	121,975	686	57,007	444	41,760	5,013	5,013	5,013	5,013	5,013	5,013	5,013	469,898	469,898			21,491,888			
24997	446	41,174	10	959	18	1,543											474	43,676			2,680,042		
24999	402	32,667	111	10,103	538	50,909	5	473	1,056	1,056	1,056	1,056	1,056	1,056	1,056	94,152	94,152			4,143,317			
25	6,912	75,324	223	2,236	481	6,216											7,616	83,776			7,916,529		
251	1,061	13,125	69	1,059	96	750											1,226	14,934			1,344,061		
2511	6	43			15	89											21	132			17,310		
25111	6	43			15	89											21	132			17,310		
2512	6	53	1	15													7	68			8,098		
25121	6	53	1	15													7	68			8,098		
2513	2	13															2	13			2,914		
25131	2	13															2	13			2,914		
2515	105	782	1	17	1	13											107	812			135,713		

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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

REV FRIGHT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS
 REV FRIGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF CARS COL B		NO. OF TONS COL C		NO. OF CARS COL D		NO. OF TONS COL E		NO. OF CARS COL F		NO. OF TONS COL G		NO. OF CARS COL H		NO. OF TONS COL I		NO. OF CARS COL J		NO. OF TONS COL K		REVENUE DOLLARS COL L	
	104	780	1	17	1	13	106	810	134,361													
25151	1	780	1	17	1	13	106	810	134,361													
25153	1	2					1	2	1,352													
2516	5	80					5	80	5,277													
25161	5	80					5	80	5,277													
2517	139	1,701	3	42	56	441	198	2,184	171,808													
25173	67	506			55	420	122	926	90,677													
25174			1	7			1	7	854													
25179	72	1,195	2	35	1	21	75	1,251	80,276													
2518	44	159	2	15			46	174	66,063													
25181	44	159	2	15			46	174	66,063													
2519	754	10,294	62	970	24	207	840	11,471	936,878													
25199	754	10,294	62	970	24	207	840	11,471	936,878													
253	13	91	7	62			20	153	26,560													
2531	13	91	7	62			20	153	26,560													
25312	10	33	6	57			16	90	21,000													
25314	2	37					2	37	2,657													
25319	1	21	1	5			2	26	2,903													
254	954	7,102	50	441	14	220	1,018	7,763	1,252,713													
2541	775	4,670	47	377	2	8	824	5,055	1,066,053													
25411	775	4,670	47	377	2	8	824	5,055	1,066,053													
2542	179	2,432	3	64	12	212	194	2,708	186,660													
25421	179	2,432	3	64	12	212	194	2,708	186,660													
255	1	22					1	22	730													
2551	1	22					1	22	730													
25515	1	22					1	22	730													
259	4,883	54,984	97	674	371	5,246	5,351	60,904	5,292,466													
2591			1	21			1	21	760													
25911			1	21			1	21	760													
2599	4,883	54,984	96	653	371	5,246	5,350	60,883	5,291,707													
25999	4,883	54,984	96	653	371	5,246	5,350	60,883	5,291,707													
26	75,350	2,340,245	14,523	1,177,518	38,382	2,540,199	3,147	247,893	6,305,855	285,656,306												
261	4,734	440,379	3,744	274,275	6,569	616,673	1,591	129,555	1,460,882	56,016,418												
2611	4,734	440,379	3,744	274,275	6,569	616,673	1,591	129,555	1,460,882	56,016,418												
26111	4,567	436,521	3,455	248,712	6,089	571,454	1,591	129,555	1,376,242	52,895,551												
26112	167	13,858	289	25,563	480	45,219	936	84,640	3,160,867													
262	25,917	898,692	6,389	557,270	8,505	604,003	712	56,442	41,523	2,116,407	102,051,372											
2621	25,917	898,692	6,389	557,270	8,505	604,003	712	56,442	41,523	2,116,407	102,051,372											
26211	4,138	161,138	331	23,448	2,110	169,451	534	42,126	7,113	396,163	20,051,498											
26212	2,261	166,773	1,864	160,304	1,403	111,166	164	13,212	5,692	451,455	19,947,781											
26213	4,491	309,608	4,129	372,562	3,469	281,580	9	622	12,098	964,392	43,264,320											
26214	11	339	4	218	44	3,264	5	482	64	4,303	199,500											
26217	1,413	35,554	2	63	1,054	31,416	2,469	67,033	3,754,815													
26218	10,128	163,167	56	634	365	5,892	10,549	169,693	11,609,239													
26219	3,475	62,113	3	21	60	1,234	3,538	63,368	3,224,219													
263	5,821	464,517	4,258	344,089	17,976	1,244,245	844	61,896	28,899	2,114,747	82,737,189											
2631	5,821	464,517	4,258	344,089	17,976	1,244,245	844	61,896	28,899	2,114,747	82,737,189											

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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGT ORIGINATING ON RESPONDENTS LINE		REV FRGT RECD FROM CONNECTING CARRIERS		TOTAL REVENUE		NO. OF		NO. OF		NO. OF		NO. OF		REVENUE			
	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	TONS	CARS	TONS	CARS	TONS	CARS	TONS	CARS	TONS	CARS	DOLLARS	COL L
COL B	COL C	COL D	COL E	COL F	COL G	COL H	COL I	COL J	COL K	COL L	COL M	COL N	COL O	COL P	COL Q	COL R	COL S	COL T
26311	5,821	464,517	4,258	344,089	17,976	1,244,245	844	61,896	28,899	2,114,747	82,737,189							
264	19,604	239,253	33	394	1,951	22,210			21,588	261,857	21,981,335							
2642	30	253			35	290			65	543	60,380							
26421	30	26421			35	290			65	543	60,380							
2643	806	14,070	13	185	77	1,277			896	15,532	976,162							
26431	806	14,070	13	185	77	1,277			896	15,532	976,162							
2645	5	31	2	20					7	51	8,547							
26451	5	31	2	20					7	51	8,547							
2646	116	1,992			3	13			119	2,005	132,098							
26461	37	728							37	728	33,179							
26462	73	1,203							73	1,203	88,609							
26469	6	61			3	13			9	74	10,310							
2647	18,319	217,220	18	189	1,825	20,387			20,162	237,796	20,378,250							
26471	18,319	217,220	18	189	1,825	20,387			20,162	237,796	20,378,250							
2649	328	5,687			11	243			339	425,899								
26491	10	115							10	115	11,223							
26492	6	396							6	396	22,511							
26499	312	5,176			11	243			323	5,419	392,165							
265	19,228	296,626	54	698	3,373	52,836			22,655	350,160	22,762,136							
2651	158	3,142	11	164					169	3,306	118,991							
26511	158	3,142	11	164					169	3,306	118,991							
2654	386	4,906			130	1,316			516	6,222	556,365							
26542	43	508			130	1,316			43	508	64,516							
26543	340	4,356							470	5,672	486,755							
26545	2	25							2	25	3,367							
26549	1	17							1	17	1,728							
2655	18,684	288,578	43	534	3,243	51,520			21,970	340,632	22,086,780							
26551	18,684	288,578	43	534	3,243	51,520			21,970	340,632	22,086,780							
266	46	778	45	792	8	232			99	1,802	107,857							
2661	46	778	45	792	8	232			99	1,802	107,857							
26611	3	45							3	45	3,363							
26613	1	20	18	365	1	91			20	476	29,860							
26614	39	663	27	427	7	141			73	1,231	71,627							
26615	3	50							3	50	3,007							
27	4,248	80,962	3	66	749	15,546			5,000	96,574	6,324,515							
271	3	53							3	53	3,394							
2711	3	53							3	53	3,394							
27111	3	53							3	53	3,394							
272	422	8,367			3	49			425	8,416	444,822							
2721	422	8,367			3	49			425	8,416	444,822							
27211	422	8,367			3	49			425	8,416	444,822							
273	77	1,125	3	66	5	78			85	1,269	85,212							
2731	77	1,125	3	66	5	78			85	1,269	85,212							
27311	77	1,125	3	66	5	78			85	1,269	85,212							
274	3,720	71,203			737	15,379			4,457	86,582	5,756,040							
2741	3,720	71,203			737	15,379			4,457	86,582	5,756,040							

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FORM QCS

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CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE		REV FRGHT RECD FROM CONNECTING CARRIERS		TOTAL REVENUE		NO. OF		NO. OF		NO. OF		REVENUE	
	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	NO. OF TONS COL L	NO. OF TONS COL M	DOLLARS COL N
27411	256	5,158	1	11						257	5,169		303,544	
27415	3	36							3		36		1,306	
27417	41	346	40	753					81		1,099		73,978	
27419	3,420	65,663	696	14,615					4,116		80,278		5,377,212	
277	26	214	4	40					30		254		35,047	
2771	26	214	4	40					30		254		35,047	
27711	26	214	4	40					30		254		35,047	
28	198,596	17,842,417	119,552	11,094,084	77,821	7,321,614	6,113	583,611	402,082	36,841,726	1,338,640,169			
281	133,985	12,399,773	46,846	4,347,602	38,518	3,596,053	2,364	226,468	221,713	20,569,896	870,217,378			
2812	22,496	2,253,035	12,687	1,257,545	11,916	1,164,080	973	94,161	48,072	4,768,821	180,502,372			
28121	2	83	24	2,352					26		2,435		48,914	
28122	3,866	376,426	2,657	261,048	1,595	158,224	128	12,577	8,246	808,275	20,334,490			
28123	4,731	484,739	3,501	360,646	646	62,962	220	21,743	9,098	930,090	35,647,633			
28124	6	602	10	971	1,057	102,302	32	3,070	1,105	106,945	3,930,473			
28125	10,812	1,124,181	5,673	560,518	5,314	536,931	413	41,191	22,212	2,262,821	89,659,500			
28126	1,468	125,957	190	18,288	957	93,604	29	2,782	2,644	240,631	10,305,204			
28128	1,611	141,047	656	56,074	2,323	207,705	151	12,798	4,741	417,624	20,576,159			
2813	2,012	171,299	788	64,035	1,047	87,323			3,847	322,657	12,330,796			
28132	1	111	1						1		111		2,947	
28133	1,724	146,590	39	3,151	360	30,249			2,123	179,990	5,132,295			
28134	255	22,509	239	22,056	147	12,874			641	57,439	2,613,941			
28139	33	2,200	509	38,717	540	44,200			1,082	85,117	4,581,613			
2814	2,929	249,732	889	78,949	157	14,260	8	711	3,983	343,652	15,083,823			
28141	2,928	249,711	889	78,949	157	14,260	8	711	3,982	343,631	15,082,743			
28149	1	21							1		21		1,080	
2815	952	59,482	1,480	135,844	808	74,627	29	2,094	3,269	272,047	11,055,062			
28151	800	56,988	1,449	133,150	748	69,430	29	2,094	3,026	261,662	10,534,026			
28152	117	1,840	31	2,694	60	5,197			208	9,731	488,451			
28158	35	654							35		654		32,585	
2816	536	48,558	469	52,602	446	39,792	33	3,154	1,521	144,106	4,268,779			
28161	484	44,219	469	49,220	218	18,204			1,171	111,643	3,333,511			
28162			13	1,300					13		1,300		28,859	
28163	35	3,006	18	1,730	223	21,249	33	3,154	309	29,139	783,614			
28169	17	1,333	6	352	5	339			28		2,024		122,796	
2818	88,599	8,125,754	24,753	2,248,131	14,183	1,283,093	443	43,089	127,978	11,700,067	522,586,945			
28180	465	36,533	191	16,931	1,120	67,495	2	184	1,778	121,143	3,718,278			
28181	8,621	766,611	3,377	303,311	5,796	557,809	337	33,150	18,131	1,660,881	53,202,118			
28182	815	43,239	1,358	112,192	635	53,279	14	1,228	2,812	209,938	6,120,754			
28183	1,060	94,122	394	35,250	2,594	241,728			4,048	371,100	11,669,156			
28184	74,050	6,964,995	14,906	1,378,600	2,151	194,702	6	557	91,113	8,538,854	421,701,975			
28185	742	66,610	2,390	219,038	1,180	105,807	57	5,211	4,369	396,666	11,326,247			
28186	1,063	78,098	1,749	151,875	94	7,726	9	996	2,915	238,695	8,228,221			
28187	2	26	2	102	53	5,314			57		5,442		140,945	
28189	1,781	75,520	386	30,832	570	49,233	18	1,763	2,755	157,348	6,479,250			
2819	16,461	1,491,913	5,743	510,496	9,961	932,878	878	83,259	33,043	3,018,546	124,389,601			
28190					75	7,205	80	7,669	155	14,874	676,104			

CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE TERMINATING ON LINE		REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO		REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT		
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
28191	2,907	280,855	622	60,657	1,366	134,060	56	5,412	4,951	480,984	18,924,417
28192	414	38,510	17	1,562	1	101			432	40,173	1,099,890
28193	5,139	491,149	399	36,774	2,055	203,153	9	882	7,602	731,958	21,540,438
28194	2,582	243,329	669	65,940	3,039	293,492	227	21,275	6,517	624,036	19,349,771
28195	523	51,490	111	10,672	422	41,101	22	2,133	1,078	105,396	4,585,877
28196	59	5,142	27	704	2	193			88	6,039	508,009
28197	4	140	31	2,493	20	2,442	4	420	59	5,495	620,519
28198	4,222	330,491	2,405	188,814	1,701	134,248	53	4,207	8,381	657,760	44,571,182
28199	611	50,807	1,462	142,880	1,280	116,883	427	41,261	3,780	351,831	12,513,394
282	31,392	2,960,185	60,246	5,758,510	18,544	1,756,418	2,512	239,354	112,694	10,714,467	263,510,983
2821	31,392	2,960,185	60,246	5,758,510	18,544	1,756,418	2,512	239,354	112,694	10,714,467	263,510,983
28211	30,529	2,900,514	59,951	5,739,270	17,555	1,676,631	2,511	239,260	110,546	10,555,675	255,646,195
28212	769	58,721	294	19,236	989	79,787	1	94	2,053	157,838	7,758,570
28213	94	950	1	4					95	954	106,218
283	391	5,865	59	1,150	11	134			461	7,149	525,526
2831	391	5,865	59	1,150	11	134			461	7,149	525,526
28311	391	5,865	59	1,150	11	134			461	7,149	525,526
284	2,412	45,452	152	10,409	444	31,529	16	1,301	3,024	88,691	4,307,822
2841	1,073	21,447	8	269	215	17,884	12	934	1,308	40,534	1,860,513
28411	5	64							5	64	4,684
28419	1,068	21,383	8	269	215	17,884	12	934	1,303	40,470	1,855,829
2842	684	13,107			39	771			723	13,878	718,680
28422	403	7,969			39	771			442	8,740	452,745
28423	281	5,138									
2843	17	1,485	112	9,707	135	11,775	4	367	281	5,138	265,936
28431	17	1,485	112	9,707	135	11,775	4	367	268	23,334	908,441
2844	638	9,413	32	433	55	1,099			725	10,945	820,188
28441	638	9,413	32	433	55	1,099			725	10,945	820,188
285	687	11,568	74	2,947	153	7,115			914	21,630	1,345,170
2851	687	11,568	74	2,947	153	7,115			914	21,630	1,345,170
28511	64	190	50	1,239					114	1,429	91,319
28512	452	8,747	15	896	43	1,250			510	10,893	726,477
28519	171	2,631	9	812	110	5,865			290	9,308	527,374
286	420	25,286	26	2,031	137	11,083	10	915	593	39,315	1,532,134
2861	420	25,286	26	2,031	137	11,083	10	915	593	39,315	1,532,134
28612	420	25,286	26	2,031	137	11,083	10	915	593	39,315	1,532,134
287	18,203	1,753,896	3,834	370,686	17,115	1,697,348	989	97,193	40,141	3,919,123	135,088,279
2871	17,886	1,725,799	3,665	355,125	16,690	1,657,725	972	95,734	39,213	3,834,383	132,041,602
28712	2,815	275,202	559	54,057	10,802	1,080,464	112	11,119	14,288	1,420,842	48,991,964
28713	14,556	1,421,598	2,871	278,504	1,801	173,608	39	3,813	19,267	1,877,523	63,761,523
28714	498	28,519	235	22,564	4,079	403,203	821	80,802	5,633	535,088	19,244,524
28719	17	480			8	450			25	930	43,591
2879	317	28,097	169	15,561	425	39,623	17	1,459	928	84,740	3,046,677
28799	317	28,097	169	15,561	425	39,623	17	1,459	928	84,740	3,046,677
289	11,104	640,352	8,315	600,749	2,899	221,934	222	18,380	22,540	1,481,415	62,110,054
2891	534	11,152	5	81	31	1,175			570	12,408	889,404

INTERSTATE COMMERCE COMMISSION
 REPORT OF FREIGHT COMMODITY STATISTICS
 MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266

FORM QCS

01/05/2011

FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS		REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT				
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
28911	534	11,152	5	81	31	1,175			570	12,408	889,404
2892					50	1,553			50	1,553	156,452
28921					50	1,553			50	1,553	156,452
2893	463	6,957			2	42			465	6,999	578,801
28931	463	6,957			2	42			465	6,999	578,801
2899	10,107	622,243	8,310	600,668	2,816	219,164	222	18,380	21,455	1,460,455	60,485,397
28991	2,871	249,918	1,727	163,543	364	35,337	3	305	4,965	449,103	13,598,285
28994	1,264	113,497	1,094	94,617	724	64,328	168	13,716	3,250	286,158	11,373,142
28995	1	23			32	2,978			31	2,955	135,085
28996	1,462	71,755	4,221	247,152	233	15,959	1		5,917	334,866	15,524,773
28997	1,557	68,271	545	41,018	508	42,413	10	876	2,620	152,578	6,805,597
28998	930	44,309	541	39,753	37	3,527	36	3,142	2,114	124,731	6,471,578
28999	2,024	74,516	182	14,585	348	20,622	4	341	2,558	110,064	6,576,938
29	96,522	8,435,766	43,990	3,564,179	33,373	2,616,199	1,269	96,417	175,171	14,713,814	513,353,955
291	72,636	6,171,188	35,578	2,798,735	29,290	2,223,428	1,182	88,833	138,703	11,283,437	415,033,269
2911	40,671	3,958,857	18,668	1,605,828	13,749	1,176,913	525	41,718	73,613	6,783,316	230,911,824
29111	3,375	288,140	201	17,258	233	15,019			3,809	320,417	7,945,830
29112			11	1,027					11	1,027	17,882
29113	4,672	450,036	486	41,160	1,578	149,156	3	288	6,739	640,640	16,557,246
29114	3,979	333,489	3,396	291,409	2,952	229,465	98	8,439	10,425	862,802	29,438,451
29115			2	177					2	177	15,431
29116	12,739	1,496,261	5,061	449,391	4,326	384,524	172	13,402	22,298	2,343,578	76,405,679
29117	10,687	945,299	5,266	452,174	3,236	275,566	215	16,321	19,404	1,689,360	66,663,197
29119	5,219	445,632	4,245	353,232	1,424	123,183	37	3,268	10,925	925,315	33,868,109
2912	31,965	2,212,331	16,910	1,192,907	15,541	1,046,515	657	47,115	65,090	4,500,121	184,121,446
29121	31,965	2,212,331	16,910	1,192,907	15,541	1,046,515	657	47,115	65,090	4,500,121	184,121,446
295	2,331	190,648	454	42,197	462	34,839	71	6,156	3,318	273,840	13,033,631
2951	27	2,132							27	2,132	106,970
29511	27	2,132							27	2,132	106,970
2952	2,304	188,516	454	42,197	462	34,839	71	6,156	3,291	271,708	12,926,661
29521	207	4,230			51	3,887	19	1,309	277	9,426	517,855
29522	32	682			2	40			34	722	42,434
29523	2,064	183,584	454	42,197	387	30,409	19	1,722	2,924	257,912	12,283,453
29529	1	20			22	503	33	3,125	56	3,648	82,918
299	21,555	2,073,930	7,958	723,247	3,621	357,932	16	1,428	33,150	3,156,537	85,287,055
2991	21,555	2,073,930	7,958	723,247	3,621	357,932	16	1,428	33,150	3,156,537	85,287,055
29911	21	442							21	442	31,610
29912	60	4,087	114	10,070	35	3,071	15	1,330	224	18,558	666,967
29913	19,636	1,918,513	6,026	564,082	3,411	337,970	1	98	29,074	2,820,663	72,329,776
29914	1,167	89,238	1,184	90,806	124	12,272			2,475	192,316	7,837,443
29915			1	21					1	21	976
29919	671	61,650	634	58,289	50	4,598			1,355	124,537	4,420,283
30	29,785	387,927	874	13,840	2,351	39,147			33,010	440,914	34,600,296
301	11,311	187,306	412	5,937	902	17,293			12,625	210,536	14,390,946
3011	11,311	187,306	412	5,937	902	17,293			12,625	210,536	14,390,946
30111	2,034	36,366	232	3,120	222	6,460			2,488	45,946	3,563,620

INTERSTATE COMMERCE COMMISSION
 REPORT OF FREIGHT COMMODITY STATISTICS
 MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266
 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT				
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
30115	1	19							1	19	1,262
30119	9,276	150,921	180	2,817	680	10,833			10,136	164,571	10,826,064
302	83	921							83	921	95,940
3021	83	921							83	921	95,940
30211	83	921							83	921	95,940
304	14	284			1	20			15	304	19,476
3041	14	284			1	20			15	304	19,476
30411	1	80							1	80	3,919
30412	13	204			1	20			14	224	15,558
306	25	450			18	719			43	1,169	56,757
3061	25	450			18	719			43	1,169	56,757
30613	4	66							4	66	4,178
30614					5	467			5	467	16,901
30618	1	21							1	21	1,076
30619	20	363			13	252			33	615	34,603
307	18,350	198,966	462	7,903	1,430	21,115			20,242	227,984	20,033,879
3071	17,622	185,166	362	6,606	1,413	20,817			19,397	212,589	19,146,610
30710	2	40							2	40	2,087
30711	6,815	57,086	194	2,347	279	3,061			7,288	62,494	7,223,435
30712					19	849			19	849	50,192
30713	445	3,028	5	66	99	595			549	3,689	559,548
30714	173	2,642	1	22	314	6,956			488	9,620	518,221
30715	2	39			1	21			3	60	3,275
30716	6,556	70,536	82	789	308	3,233			6,946	74,558	6,551,958
30718	1,610	27,335	6	89	170	2,355			1,786	29,779	1,730,590
30719	2,019	24,460	74	3,293	223	3,747			2,316	31,500	2,507,306
3072	728	13,800	100	1,297	17	298			845	15,395	887,269
30729	728	13,800	100	1,297	17	298			845	15,395	887,269
31	102	700	11	128	16	142			129	970	159,286
311	2	40			1	67			3	107	4,839
3111	2	40			1	67			3	107	4,839
31111	2	40			1	67			3	107	4,839
314	9	120	5	41	2	27			16	188	16,597
3141	9	120	5	41	2	27			16	188	16,597
31411	9	120	5	41	2	27			16	188	16,597
316	78	473	5	20	14	115			97	608	119,788
3161	78	473	5	20	14	115			97	608	119,788
31611	78	473	5	20	14	115			97	608	119,788
319	13	67							13	67	18,061
3199	13	67							13	67	18,061
31999	13	67							13	67	18,061
32	68,081	6,666,353	22,752	2,243,675	15,892	1,504,278	319	29,391	107,044	10,443,697	312,616,222
321	138	2,532	2	44	2	42			142	2,618	144,312
3211	138	2,532	2	44	2	42			142	2,618	144,312
32113	133	2,426	1	44	1	42			134	2,448	135,120
32119	5	106	2	44	1	20			8	170	9,192

INTERSTATE COMMERCE COMMISSION
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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRIGHT ORIGINATING ON RESPONDENTS LINE		REV FRIGHT RECD FROM CONNECTING CARRIERS		TOTAL REVENUE		REV FRIGHT TERMINATING ON LINE		DELIVERED TO CONNECTIONS		DELIVERED TO CONNECTIONS		TOTAL REVENUE		DELIVERED TO CONNECTIONS		GROSS FREIGHT		
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	NO. OF CARS COL L	NO. OF TONS COL M	NO. OF CARS COL N	NO. OF TONS COL O	NO. OF CARS COL P	NO. OF TONS COL Q	NO. OF CARS COL R	NO. OF TONS COL S	REVENUE DOLLARS COL T
322	3,973	149,332	94	7,746	583	46,301			4,650	203,379	8,595,013			4,650	203,379	8,595,013			
3221	1,761	34,519	1	19	12	251			1,774	34,789	1,563,023			1,774	34,789	1,563,023			
32211	3	50							3	50	2,698			3	50	2,698			
32212	1	21			5	104			6	125	6,373			6	125	6,373			
32219	1,757	34,448	1	19	7	147			1,765	34,614	1,553,952			1,765	34,614	1,553,952			
3229	2,212	114,813	93	7,727	571	46,050			2,876	168,590	7,031,990			2,876	168,590	7,031,990			
32291	158	2,765	1	8	36	526			195	3,299	202,973			195	3,299	202,973			
32292	186	3,108			2	42			188	3,150	171,722			188	3,150	171,722			
32293	775	10,407			45	3,969			820	14,376	1,385,450			820	14,376	1,385,450			
32295	1	14			2	41			3	55	3,063			3	55	3,063			
32299	1,092	98,519	92	7,719	486	41,472			1,670	147,710	5,268,783			1,670	147,710	5,268,783			
324	30,640	3,369,780	5,869	640,009	2,135	229,932			38,693	4,243,076	80,803,744			38,693	4,243,076	80,803,744			
3241	30,640	3,369,780	5,869	640,009	2,135	229,932			38,693	4,243,076	80,803,744			38,693	4,243,076	80,803,744			
32411	30,616	3,367,918	5,772	630,031	2,102	229,303			38,539	4,230,607	80,586,860			38,539	4,230,607	80,586,860			
32412	24	1,862	97	9,978	33	629			154	12,469	216,884			154	12,469	216,884			
325	67	4,635	80	7,132	93	5,839			240	17,606	845,488			240	17,606	845,488			
3251	49	3,698	80	7,132	67	5,295			196	16,125	754,828			196	16,125	754,828			
32511	49	3,698	80	7,132	67	5,295			196	16,125	754,828			196	16,125	754,828			
3253	2	27			4	84			6	111	5,452			6	111	5,452			
32531	2	27			4	84			6	111	5,452			6	111	5,452			
3255	16	910			22	460			38	1,370	85,207			38	1,370	85,207			
32551					14	292			14	292	15,951			14	292	15,951			
32552	16	910			8	168			24	1,078	69,256			24	1,078	69,256			
326	979	13,586	1	15	1	8			981	13,609	747,072			981	13,609	747,072			
3261	829	10,694	1	15	1	8			830	10,709	644,868			830	10,709	644,868			
32611	829	10,694	1	15	1	8			830	10,709	644,868			830	10,709	644,868			
3262	1	14			1	8			2	22	1,494			2	22	1,494			
32621	1	14			1	8			2	22	1,494			2	22	1,494			
3269	149	2,878			22	460			149	2,878	100,710			149	2,878	100,710			
32699	149	2,878			14	292			149	2,878	100,710			149	2,878	100,710			
327	9,776	973,723	4,188	384,463	999	95,942			14,982	1,456,085	45,545,818			14,982	1,456,085	45,545,818			
3271	944	82,106	274	23,025	82	7,505			1,304	113,005	5,355,557			1,304	113,005	5,355,557			
32711	138	13,070			49	1,054			138	13,070	577,749			138	13,070	577,749			
32713	2	35			2	35			2	35	1,973			2	35	1,973			
32714	1	9			1	9			1	9	985			1	9	985			
32715	38	2,668	2	154	11	1,297			51	4,119	309,375			51	4,119	309,375			
32719	765	66,324	272	22,871	71	6,208			1,112	95,772	4,465,476			1,112	95,772	4,465,476			
3274	6,274	642,851	928	94,138	670	64,870			7,872	801,859	20,529,908			7,872	801,859	20,529,908			
32741	6,274	642,851	928	94,138	670	64,870			7,872	801,859	20,529,908			7,872	801,859	20,529,908			
3275	2,558	248,766	2,986	267,300	247	23,567			5,806	541,221	19,660,353			5,806	541,221	19,660,353			
32752	124	11,447	675	37,252	13	1,054			812	49,753	2,837,933			812	49,753	2,837,933			
32754	2,434	237,319	2,311	230,048	233	22,422			4,993	491,377	16,820,149			4,993	491,377	16,820,149			
32759					1	91			1	91	2,271			1	91	2,271			
328	18	372			4	86			22	458	26,044			22	458	26,044			
3281	18	372			4	86			22	458	26,044			22	458	26,044			
32811	3	64			1	22			4	86	4,316			4	86	4,316			

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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE TERMINATING ON LINE		REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO		REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT		
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
33131	31	2,929			4	407			35	3,336	149,310
33132	9	406			2	97			11	503	38,880
33133	14	1,353			14	1,413			28	2,766	139,256
33134	24	2,032	1	21	76	6,555			101	8,608	333,252
33135	11	990			2	118			13	1,108	29,272
33139	5	105	1	92	2	186			8	383	21,797
3315	66	3,267	1	20	11	952	13	1,272	91	5,511	440,959
33151	15	359							15	359	83,585
33152	19	1,241							32	2,513	184,689
33155	32	1,667	1	20	11	952	13	1,272	44	2,639	172,685
332	615	30,175	9	698	42	1,553			666	32,426	3,393,166
3321	615	30,175	9	698	42	1,553			666	32,426	3,393,166
33211	600	29,288	9	698	42	1,553			651	31,539	3,329,633
33219	15	887							15	887	63,533
333	3,541	318,217	1,586	142,369	1,560	136,513	886	91,966	689,065	35,516,201	3,345,138
3331	336	30,091	368	33,498	90	7,118			794	70,707	3,301,664
33311	336	30,091	360	32,776	90	7,118			786	69,985	43,474
33312			8	722					8	722	2,850,658
3332	531	47,242	146	13,177	5	379			682	60,798	2,850,658
33321	531	47,242	146	13,177	5	379			682	60,798	12,538,061
3333	1,083	97,260	678	61,406	609	46,879	27	2,004	2,397	207,549	12,312,082
33331	1,077	96,883	653	59,262	608	46,858	26	1,967	2,364	204,970	225,979
33332	6	377	25	2,144	1	21	1	37	33	2,579	16,731,709
3334	1,568	142,675	394	34,288	856	82,137	859	89,962	3,677	349,062	16,652,847
33341	1,554	141,758	392	34,224	856	82,137	859	89,962	3,661	348,081	78,862
33342	14	917	2	64					16	981	50,635
3339	23	949							23	949	11,450
33394	14	250							14	250	39,184
33399	9	699							9	699	4,816,219
335	582	15,174	16	712	1,143	92,214			1,741	108,100	19,156
3351			4	256	4	256			4	256	4,355,204
33513			4	256	4	256			4	256	3,133,091
3352	57	3,332	15	690	1,133	91,690			1,205	95,712	740,090
33521	55	3,303	10	636	950	78,927			1,015	82,866	482,023
33523			113	9,748	113	9,748			113	9,748	412,537
33529	2	29	5	54	70	3,015			77	3,098	1,456
3356	506	11,468	1	22	2	130			509	11,620	2,212
33562	1	28							1	28	408,869
33567	1	4	1	22					2	26	29,322
33569	504	11,436			2	130			506	11,566	3,000
3357	19	374	4	138	4	138			23	512	18,831
33571	1	6	2	37	2	37			3	43	6,698
33572	1	14							1	14	1,474
33573	10	195			2	101			12	296	
33574	7	159							7	159	
336	1	22							1	22	

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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

REV FRGHT ORIGINATING ON RESPONDENT'S LINE DELIVERED TO CONNECTIONS
 REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF CARS COL B		NO. OF TONS COL C		NO. OF CARS COL D		NO. OF TONS COL E		NO. OF CARS COL F		NO. OF TONS COL G		NO. OF CARS COL H		NO. OF TONS COL I		NO. OF CARS COL J		NO. OF TONS COL K		REVENUE DOLLARS COL L		
35112	509	17,989	561	20,806	530	54,306	1	163	1,601	93,264	9,338,909												
35119	22	336	2	19	29	1,053			53	1,408	118,340												
35195	2	24							2	24	2,553												
35199	20	312	2	19	29	1,053			51	1,384	115,787												
352	1,054	10,650	813	17,537	64	1,832			1,941	30,019	2,888,174												
3520	2	58							2	58	1,922												
35200	2	58							2	58	1,922												
3522	592	7,079	813	17,537	62	1,799			1,467	26,415	2,381,000												
35222	114	1,877	2	12	49	1,650			165	3,539	314,538												
35224	12	145	1	18					13	163	16,749												
35225	20	364	639	15,816					659	16,180	1,323,483												
35228	396	4,020	168	1,673	13	149			577	5,842	658,470												
35229	50	673	3	18					53	691	67,761												
3524	470	3,513			2	33			472	3,546	505,252												
35241	470	3,513			2	33			472	3,546	505,252												
353	1,073	36,158	561	26,700	198	10,157	4	191	1,836	73,206	7,174,577												
3531	763	30,881	529	25,817	52	3,017	4	191	1,348	59,906	6,122,487												
35311	51	1,998	104	4,128	3	81			158	6,207	844,010												
35313	1	18							1	18	1,051												
35314	22	1,167	17	1,698	28	2,077			67	4,942	451,994												
35316	4	54							4	54	4,252												
35318	2	98	14	1,183	19	692	4	191	39	2,164	192,887												
35319	683	27,546	394	18,808	2	167			1,079	46,521	4,628,292												
3532	29	404	8	460	118	6,643			155	7,507	677,048												
35321	17	231	1	13					18	244	23,260												
35322	12	173	7	447	118	6,643			137	7,263	653,789												
3533	4	68	1	12	4	99			9	179	30,844												
35331	4	68	1	12	4	99			9	179	30,844												
3535	1	19	1	14					2	33	1,957												
35351	1	19	1	14					2	33	1,957												
3536	24	415	11	213	4	88			39	716	50,075												
35361	24	415	11	213	4	88			39	716	50,075												
3537	252	4,371	11	184	20	310			283	4,865	292,165												
35371	55	534	8	127	11	131			74	792	85,956												
35373	197	3,837	3	57	9	179			209	4,073	206,209												
354	255	3,522	49	1,101	12	413			316	5,036	508,117												
3541	110	1,296	35	432	5	74			150	1,802	178,482												
35412	110	1,296	35	432	5	74			150	1,802	178,482												
3542	2	288	4	500	1	44			7	832	96,513												
35421	2	288	4	500	1	44			7	832	96,513												
3544	95	945	6	105					101	1,050	139,719												
35441	95	945	6	105					101	1,050	139,719												
3548	48	993	4	64	6	295			58	1,352	93,402												
35481	46	956	1	17	4	270			51	1,243	86,187												
35484					2	25			2	25	1,924												
35489	2	37	3	47					5	84	5,291												

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FORM QCS

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CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE TERMINATING ON LINE			REV FRGHT RECD FROM CONNECTING CARRIERS DELIVERED TO			NO. OF CONNECTIONS			TOTAL REVENUE FREIGHT CARRIED			GROSS FREIGHT	
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	NO. OF TONS COL L	REVENUE DOLLARS	COL L	
355	2,111	38,782	63	787	6	372			2,180	39,941	2,483,875			
3551	40	557	31	501					71	1,058	76,268			
35514	1	5							1	5	1,351			
35515	39	552	31	501					70	1,053	74,917			
3552	1,838	35,638	2	29					1,840	35,667	2,018,050			
35522	1,838	35,638	2	29					1,840	35,667	2,018,050			
3553	69	648							69	648	73,797			
35531	69	648							69	648	73,797			
3554	53	680	2	11	1	90			56	781	82,328			
35541	53	680	2	11	1	90			56	781	82,328			
3555	24	307	3	17					27	324	31,735			
35552	24	307	3	17					27	324	31,735			
3559	87	952	25	229	5	282			117	1,463	201,697			
35592					1	203			1	203	36,957			
35595					1	64			1	64	13,478			
35599	87	952	25	229	3	15			115	1,196	151,262			
356	1,475	26,428	48	545	7	93			1,530	27,066	2,188,197			
3561	1,237	23,943	1	1	4	50			1,242	23,994	1,821,784			
35611	4	67	1	1					5	68	5,585			
35614	209	1,996			4	50			213	2,046	198,852			
35619	1,024	21,880							1,024	21,880	1,617,346			
3562	3	54	1	19					4	73	4,989			
35621	3	54	1	19					4	73	4,989			
3564	91	920	3	47	1	21			95	988	137,987			
35641	81	834							81	834	108,787			
35642	10	86	3	47	1	21			14	154	29,200			
3566	61	737	40	466	2	22			103	1,225	112,039			
35669	61	737	40	466	2	22			103	1,225	112,039			
3567	61	374	2	6					63	380	82,369			
35671	61	374	2	6					63	380	82,369			
3569	22	400	1	6					23	406	29,030			
35691	22	400	1	6					23	406	29,030			
357	1,178	6,355	59	609	15	162			1,252	7,126	1,729,088			
3573	1	20							1	20	1,351			
35731	1	20							1	20	1,351			
3574	1,136	6,012	11	90	6	85			1,153	6,187	1,621,080			
35741	1,136	6,012	11	90	6	85			1,153	6,187	1,621,080			
3576	26	248							26	248	33,219			
35761	26	248							26	248	33,219			
3579	15	75	48	519	9	77			72	671	73,438			
35791			11	149					11	149	6,902			
35799	15	75	37	370	9	77			61	522	66,536			
358	2,114	20,158	12	115	6	163			2,132	20,436	1,754,238			
3581	1	13	2	44	1	21			4	78	4,653			
35811	1	13	2	44	1	21			4	78	4,653			
3585	1,753	16,417	9	53	4	57			1,766	16,527	1,377,818			

CODE	REV FRGT ORIGINATING ON RESPONDENT'S LINE TERMINATING ON LINE		NO. OF		NO. OF		NO. OF		NO. OF		NO. OF		NO. OF		TOTAL REVENUE FREIGHT CARRIED		REVENUE DOLLARS COL L
	COL B	COL C	TONS COL D	TONS COL E	CARS COL F	TONS COL G	CARS COL H	TONS COL I	CARS COL J	TONS COL K	TONS COL L	TONS COL M	TONS COL N	TONS COL O	TONS COL P	TONS COL Q	
35853	1,588	14,388	7	39						1,595	14,427					1,249,018	
35854			1	2						1	2					854	
35856	2	24								3	39					3,575	
35857	161	1,973	1	12	2	15				164	2,006					122,312	
35859	2	32			1	21				3	53					2,059	
3589	360	3,728	1	18	1	85				362	3,831					371,768	
35891	339	3,629	1	18						340	3,647					353,551	
35899	21	99			1	85				22	184					18,217	
359	1,587	19,784	160	2,016	51	2,786	1	86		1,799	24,672					2,584,402	
3590	27	351			27					27	351					33,973	
35900	27	351			27					27	351					33,973	
3599	1,560	19,433	160	2,016	51	2,786	1	86		1,772	24,321					2,550,430	
35999	1,560	19,433	160	2,016	51	2,786	1	86		1,772	24,321					2,550,430	
36	29,505	300,924	606	13,525	5,775	60,206	13	1,336		35,899	375,991					42,558,255	
361	48	7,415	49	6,494	47	6,106	13	1,336		157	21,351					5,002,204	
3612	48	7,415	49	6,494	46	6,095	13	1,336		156	21,340					5,001,158	
36121			2	266	3	330				5	596					108,373	
36129	48	7,415	47	6,228	43	5,765	13	1,336		151	20,744					4,892,784	
3613					1	11				1	11					1,047	
36131					1	11				1	11					1,047	
362	48	3,793	3	539	23	1,715				74	6,047					770,447	
3621	48	3,793	3	539	17	1,588				68	5,920					764,947	
36212	3	665	1	90						4	755					292,414	
36219	45	3,128	2	449	17	1,588				64	5,165					472,533	
3623					6	127				6	127					5,500	
36232					6	127				6	127					5,500	
363	26,992	258,800	172	2,411	5,687	52,136				32,851	313,347					33,018,193	
3631	18,518	177,214	141	2,114	1,210	13,190				19,869	192,518					20,930,240	
36311	18,518	177,214	141	2,114	1,210	13,190				19,869	192,518					20,930,240	
3632	1	22								1	22					1,229	
36321	1	22								1	22					1,229	
3633	1	7	7	58	1	9				9	74					10,926	
36331	1	7	7	58	1	9				9	74					10,926	
3634	8,292	79,705	24	239	4,475	38,935				12,791	118,879					11,827,346	
36343	8,292	79,705	24	239	4,475	38,935				12,791	118,879					11,827,346	
3639	180	1,852			1	2				181	1,854					248,452	
36392	173	1,745			1	2				174	1,747					241,173	
36399	7	107								7	107					7,278	
364	313	2,586	205	2,190	3	41				521	4,817					670,435	
3641	1	19								1	19					977	
36411	1	19								1	19					977	
3642	310	2,553	1	11						311	2,564					422,707	
36421	310	2,553	1	11						311	2,564					422,707	
3643	1	1			1	9				2	10					1,758	
36434	1	1			1	9				1	9					839	
36439	1	1			1	9				1	9					918	

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FORM QCS

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CODE	REV FRGHT ORIGINATING ON RESPONDENTS LINE TERMINATING ON LINE		NO. OF CARS COL D		NO. OF TONS COL E		NO. OF CARS COL F		NO. OF TONS COL G		NO. OF CARS COL H		NO. OF TONS COL I		NO. OF CARS COL J		NO. OF TONS COL K		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT	
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	NO. OF CARS COL L	NO. OF TONS COL M	NO. OF CARS COL N	NO. OF TONS COL O	NO. OF CARS COL P	NO. OF TONS COL Q	NO. OF CARS COL R	NO. OF TONS COL S	REVENUE DOLLARS	COL L	REVENUE DOLLARS	COL L
3644	1	13	204	2,179	2	32										207	2,224			244,994		
36441					2	32										2	32			2,068		
36449	1	13	204	2,179	2	32										205	2,192			242,926		
365	1,692	21,767	176	1,876	5	47										1,873	23,690			2,360,540		
3651	1,692	21,767	176	1,876	5	47										1,873	23,690			2,360,540		
36511					1	5										1	5			861		
36512	1,692	21,767	176	1,876	4	42										1,872	23,685			2,359,679		
366	7	89	1	15												8	104			5,922		
3661	6	87	1	15												7	102			4,652		
36612	6	87	1	15												7	102			4,652		
3662	1	2														1	2			1,270		
36621	1	2														1	2			1,270		
367	2	18														1	2			1,270		
3679					3	21										5	39			5,825		
36791					3	21										3	21			2,900		
369	403	6,456			7	140										410	6,596			724,688		
3691	1	36														1	36			3,618		
36911	1	36														1	36			3,618		
3692	1	23			7	140										8	163			7,313		
36921	1	23			7	140										8	163			7,313		
3699	401	6,397														401	6,397			713,757		
36999	401	6,397														401	6,397			713,757		
37	80,617	1,125,009	31,603	399,790	66,568	1,189,752										182,350	2,764,668			491,935,201		
371	60,455	1,021,249	21,563	376,425	55,979	1,171,748										139,623	2,602,580			423,331,873		
3710	5	101	2	17												7	118			7,709		
37100	5	101	2	17												7	118			7,709		
3711	40,435	840,016	13,017	285,542	50,301	1,105,993										105,379	2,264,709			390,414,464		
37111	33,278	705,768	6,892	161,470	27,316	608,414										68,535	1,497,474			261,415,225		
37112	6,986	131,879	5,788	115,896	22,983	497,570										36,334	756,681			127,431,159		
37114	13	465	321	8,015												334	8,480			1,242,173		
37115	5	15			2	9										7	24			10,994		
37119	153	1,889	16	161												169	2,050			314,912		
3714	19,996	180,715	8,543	90,844	5,678	65,755										34,217	337,314			32,872,765		
37142	127	1,579	11	138	117	3,717										255	5,434			444,097		
37144	3,676	60,456	2,039	34,218	83	1,596										5,798	96,270			7,250,355		
37145	24	428														24	428			26,278		
37146	6	99														7	119			9,472		
37147	1,194	9,789	4,676	37,042	4,359	38,300										10,229	85,131			5,813,271		
37148	134	1,698	45	482												179	2,180			234,372		
37149	14,835	106,666	1,771	18,944	1,119	22,142										17,725	147,752			19,094,919		
3715	19	417	1	22												20	439			36,936		
37151	19	417	1	22												20	439			36,936		
372	1,638	20,178	10	91	209	1,014										1,955	22,347			17,306,745		
3721	4	48														4	48			6,326		
37213	4	48														4	48			6,326		
3722	4	35	4	17	7	344										15	396			50,824		

INTERSTATE COMMERCE COMMISSION
 REPORT OF FREIGHT COMMODITY STATISTICS
 MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266

FORM QCS

FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT				
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
37221	4	35			3	44			7	79	7,618
37222			4	17	4	300			8	317	43,206
3729	1,686	20,073	6	74	202	670	38	1,064	1,932	21,881	17,245,152
37299	1,686	20,073	6	74	202	670	38	1,064	1,932	21,881	17,245,152
373	11	120			2	14			13	134	13,020
3732	11	120			2	14			13	134	13,020
37321	7	73							7	73	6,083
37324											
37329	4	47			2	14			6	61	6,937
374	15,229	40,359	9,160	13,363	10,351	16,671	1,898	15,895	36,638	86,288	46,236,064
3741	194	16,418	85	9,028	88	7,648	10	938	377	34,032	1,508,327
37411	193	16,368	85	9,028	56	5,259	10	938	344	31,593	1,367,267
37413	1	50			32	2,389			33	2,439	141,061
3742	15,035	23,941	9,075	4,335	10,263	9,023	1,888	14,957	36,261	52,256	44,727,736
37421	46	1,939	20	623	19	1,086	7	150	92	3,798	255,388
37422	14,664	895	9,014	776	10,159	1,995	1,666	35,503	35,503	3,666	42,390,717
37424	4	210			3	196	2	106	9	512	17,313
37426	317	20,684	41	2,936	77	5,470	95	6,665	530	35,755	1,604,957
37428	2	33			5	276	118	8,036	125	8,345	452,839
37429	2	180							2	180	6,523
375	135	1,295	57	256	26	291			218	1,842	300,144
3751	135	1,295	57	256	26	291			218	1,842	300,144
37511	81	919	57	256	26	291			164	1,466	237,215
37512	13	39							13	39	11,978
37513	41	337							41	337	50,951
379	3,091	41,819	813	9,655	1	14			3,905	51,488	4,749,577
3799	3,091	41,819	813	9,655	1	14			3,905	51,488	4,749,577
37999	3,091	41,819	813	9,655	1	14			3,905	51,488	4,749,577
38	1,798	27,246	86	1,298	20	241			1,904	28,785	1,982,400
381	304	3,108							304	3,108	302,103
3811	304	3,108							304	3,108	302,103
38119	304	3,108							304	3,108	302,103
384	1,487	24,023	86	1,298	16	223			1,589	25,544	1,668,879
3841	1,355	22,520	76	1,139	13	185			1,444	23,844	1,510,528
38411	1,354	22,515	76	1,139	13	185			1,443	23,839	1,509,430
38412	1	5							1	5	1,098
3842	132	1,503	10	159	3	38			145	1,700	158,351
38421	132	1,503	10	159	3	38			145	1,700	158,351
386	7	115			4	18			11	133	11,419
3861	7	115			4	18			11	133	11,419
38613	1	4			4	18			5	22	6,014
38615	4	81			4	18			4	81	3,660
38619	2	30							2	30	1,745
39	9,821	148,005	1,247	20,476	1,087	20,793			12,155	189,274	13,131,121
393			4	38					4	38	5,369
3931			4	38					4	38	5,369

INTERSTATE COMMERCE COMMISSION
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FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGT ORIGINATING ON RESPONDENTS LINE TERMINATING ON LINE		NO. OF CARS		NO. OF TONS		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO		NO. OF CARS		NO. OF TONS		TOTAL REVENUE FREIGHT CARRIED		NO. OF TONS		REVENUE DOLLARS		
	COL B	COL C	COL D	COL E	COL F	COL G	COL H	COL I	COL J	COL K	COL L	COL M	COL N	COL O	COL P	COL Q	COL R	COL S	
39319			4	38									4	38					5,369
394	5,244	44,646	1,019	12,439	513	3,328			6,776				6,776	60,413					7,259,970
3941	2,171	18,260	609	8,138	340	1,957			3,120				3,120	28,355					3,005,403
39411	2,171	18,260	609	8,138	340	1,957			3,120				3,120	28,355					3,005,403
3942	117	635	2	23	1	3			120				120	661					124,524
39421	117	635	2	23	1	3			120				120	661					124,524
3949	2,956	25,751	408	4,278	172	1,368			3,536				3,536	31,397					4,130,044
39494	2	27							2				2	27					2,526
39497	20	223	3	61	8	132			31				31	416					32,149
39499	2,934	25,501	405	4,217	164	1,236			3,503				3,503	30,954					4,095,368
395	53	617			11	167			64				64	784					79,177
3952	53	617			11	167			64				64	784					79,177
39521	50	573			11	167			61				61	740					75,425
39522	3	44			11	167			3				3	44					3,752
396	72	957	128	2,445	2	15			202				202	3,417					287,199
3962	72	957	128	2,445	2	15			202				202	3,417					287,199
39621	72	957	128	2,445	2	15			202				202	3,417					287,199
399	4,452	101,785	96	5,554	561	17,283			5,109				5,109	124,622					5,499,405
3991	6	52	2	39	1	21			9				9	112					10,708
39911	6	52	2	39	1	21			9				9	112					10,708
3992	129	2,690	3	62					132				132	2,752					142,695
39921	129	2,690	3	62					132				132	2,752					142,695
3993	1	8							1				1	8					785
39932	1	8							1				1	8					785
3999	4,316	99,035	91	5,453	560	17,262			4,967				4,967	121,750					5,345,216
39991	13	511	36	1,282					49				49	1,793					153,712
39992					2	25			2				2	25					1,671
39996	5	24	1	7	1	11			7				7	42					7,621
39998	4,202	97,317	48	4,057	440	8,566			4,690				4,690	109,940					4,576,405
39999	96	1,183	6	107	117	8,660			219				219	9,950					605,807
40	130,781	5,070,056	12,711	1,036,989	11,301	700,913			987				987	71,392					214,587,246
401	3,842	427,877	1,270	152,419	1,020	108,703			73				73	7,528					14,612,134
4011	3,842	427,877	1,270	152,419	1,020	108,703			73				73	7,528					14,612,134
40112	3,842	427,877	1,270	152,419	1,020	108,703			73				73	7,528					14,612,134
402	126,939	4,642,179	11,441	874,570	10,281	592,210			914				914	63,864					199,975,112
4021	57,599	2,717,982	5,537	472,756	9,201	513,527			171				171	13,442					136,851,348
40211	36,889	2,291,180	5,091	444,401	7,758	479,986			104				104	9,256					110,291,729
40212	7,017	140,617	5	171	479	13,355			7,501				7,501	154,143					8,444,576
40214	127	6,139	359	26,603	3	125			556				556	37,053					2,639,598
40219	13,566	280,046	82	1,581	961	20,061			14,609				14,609	301,688					15,475,446
4022	52	1,039			2	23			54				54	1,062					78,607
40221	52	1,039			2	23			54				54	1,062					78,607
4024	3,483	186,483	5,254	348,424	249	15,959			665				665	43,090					27,953,287
40241	3,483	186,483	5,254	348,424	249	15,959			665				665	43,090					27,953,287
4025	1,965	134,494	451	37,709	95	8,060			2,511				2,511	180,263					7,442,210
40251	1,965	134,494	451	37,709	95	8,060			2,511				2,511	180,263					7,442,210

GROSS FREIGHT

INTERSTATE COMMERCE COMMISSION
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 MILES OF ROAD OPERATED IN FREIGHT SERVICE 32,266
 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

CODE	REV FRGT ORIGINATING ON RESPONDENT'S LINE DELIVERED TO CONNECTIONS		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT					
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L	REVENUE DOLLARS COL M
4026	74	2,077	4	220	12	220			90	2,517	183,612	
40261	74	2,077	4	220	12	220			90	2,517	183,612	
4027			23	2,044					23	2,044	80,062	
40271			23	2,044					23	2,044	80,062	
4029	63,766	1,600,104	172	13,417	722	54,421	78	7,332	64,738	1,675,274	27,385,985	
40291	63,766	1,600,104	172	13,417	722	54,421	78	7,332	64,738	1,675,274	27,385,985	
41	13,386	275,514	3,875	79,574	3,914	98,214	94	3,080	21,269	456,382	47,558,111	
411	13,150	271,526	3,583	74,612	3,672	88,137	94	3,080	20,499	437,355	46,891,638	
4111	13,150	271,526	3,583	74,612	3,672	88,137	94	3,080	20,499	437,355	46,891,638	
41111	3,513	57,166	807	10,945	95	1,307			4,415	69,418	4,771,647	
41112	7	76	1	86	4	167			12	329	26,993	
41114	3	47	2	10	214	2,738			219	2,795	236,995	
41115	1	15	3	57	1	15			5	87	6,428	
41116	5,062	69,719	1,209	9,540	1,133	8,348			7,404	87,607	8,339,790	
41117	2,798	104,941	1,304	48,320	1,470	57,788	56	2,159	5,628	213,218	22,170,768	
41118	1,766	39,562	257	5,654	755	17,774	38	911	2,816	63,901	11,339,018	
412	236	3,988	292	4,962	242	10,077			770	19,027	666,473	
4121	236	3,988	292	4,962	242	10,077			770	19,027	666,473	
41211	236	3,988	292	4,962	242	10,077			770	19,027	666,473	
42	258,283	36,482	2,535	3,714	71,216	9,636	49	978	332,083	50,810	187,998,194	
421	15	212	32	482	198	918	33	530	278	2,142	315,452	
4211	14	202	32	482	198	918	33	530	277	2,132	314,504	
42111	12	187				286			18	473	45,691	
42112	2	15	32	482	192	632	33	530	259	1,659	268,813	
4215	1	10							1	10	948	
42159	1	10							1	10	948	
422	256,139	151	2,443	70,729	70,729	6	2		329,313	157	184,603,638	
4221	256,139	151	2,443	70,729	70,729	6	2		329,313	157	184,603,638	
42211	256,139	151	2,443	70,729	70,729	6	2		329,313	157	184,603,638	
423	2,129	36,119	60	3,232	289	8,712	14	448	2,492	48,511	3,079,104	
4231	2,129	36,119	60	3,232	289	8,712	14	448	2,492	48,511	3,079,104	
42311	948	14,421	48	2,821	184	5,155	14	448	1,194	22,845	1,559,648	
42312	1,181	21,698	12	411	105	3,557			1,298	25,666	1,519,456	
43	2,704	24,143			169	2,232			2,873	26,375	2,524,486	
431	2,704	24,143			169	2,232			2,873	26,375	2,524,486	
4311	2,704	24,143			169	2,232			2,873	26,375	2,524,486	
43111	2,704	24,143			169	2,232			2,873	26,375	2,524,486	
44	149,365	2,439,197	10,124	159,395	11,329	182,832	22	565	170,840	2,781,989	255,291,651	
441	149,365	2,439,197	10,124	159,395	11,329	182,832	22	565	170,840	2,781,989	255,291,651	
4411	149,365	2,439,197	10,124	159,395	11,329	182,832	22	565	170,840	2,781,989	255,291,651	
44111	149,365	2,439,197	10,124	159,395	11,329	182,832	22	565	170,840	2,781,989	255,291,651	
46	2,112,890	30,057,717	270,358	3,434,136	157,700	2,598,659			2,531,669	36,005,556	2,922,212,625	
461	2,104,065	29,977,283	270,106	3,432,141	157,498	2,596,132			2,531,669	36,005,556	2,922,212,625	
4611	2,104,065	29,977,283	270,106	3,432,141	157,498	2,596,132			2,531,669	36,005,556	2,922,212,625	
461112	1,04,065	29,977,283	270,106	3,432,141	157,498	2,596,132			2,531,669	36,005,556	2,922,212,625	
462	8,824	80,414	252	1,995	202	2,527			9,278	84,936	12,269,726	

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 FULL NAME OF RESPONDENT - THE BURLINGTON NORTHERN SANTA FE RAILWAY CO

FORM QCS

ANNUAL REPORT: (2010-01-01 TO 2010-12-31)

REV FRGT ORIGINATING ON RESPONDENTS LINE DELIVERED TO CONNECTIONS
 REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO CONNECTIONS
 TOTAL REVENUE FREIGHT CARRIED
 GROSS FREIGHT

CODE	NO. OF CARS COL B		NO. OF TONS COL C		NO. OF CARS COL D		NO. OF TONS COL E		NO. OF CARS COL F		NO. OF TONS COL G		NO. OF CARS COL H		NO. OF TONS COL I		NO. OF CARS COL J		NO. OF TONS COL K		REVENUE DOLLARS COL L		
4621	8,824	80,414	252	1,995	202	2,527												9,278	84,936			12,269,726	
46211	8,824	80,414	252	1,995	202	2,527												9,278	84,936			12,269,726	
466	1	20																1	20			684	
4661	1	20																1	20			684	
46611	1	20																1	20			684	
47	64,702	715,706	9,104	80,296	3	47												73,809	796,049			133,946,202	
471	64,702	715,706	9,104	80,296	3	47												73,809	796,049			133,946,202	
4711	64,702	715,706	9,104	80,296	3	47												73,809	796,049			133,946,202	
47111	64,702	715,706	9,104	80,296	3	47												73,809	796,049			133,946,202	
48	476	39,885	1,048	89,012	808	49,584	304	7,151									2,636	185,632			6,364,712		
480	8	733	1	93	28	2,308											37	3,134			77,868		
4807			1	93	16	1,391											17	1,484			36,261		
48074			1	93	9	790											10	883			23,274		
48078					7	601											7	601			12,987		
4809	8	733			12	917											20	1,650			41,607		
48091	8	733			12	917											20	1,650			41,607		
481	277	22,968	128	4,737	322	26,447											727	54,152			1,868,191		
4810	273	22,578	49	3,072	256	21,595											578	47,345			1,467,617		
48101	111	8,566	2	94	50	4,301											163	12,961			330,101		
48102	1	81															1	81			5,932		
48105	161	14,031	47	2,978	206	17,294											414	34,303			1,131,584		
4813	4	290															4	290			25,099		
48131	4	290															4	290			25,099		
4816			79	1,665	66	4,852											145	6,517			374,184		
48162			79	1,665	12	955											12	955			18,479		
48163			79	1,665	54	3,897											133	5,562			355,705		
4817																					1,291		
48173																					1,291		
483			19	813	47	4,255											66	5,068			110,908		
4835			8	736	2	101											10	837			27,676		
48352			8	736	2	101											10	837			27,676		
4836			11	77	45	4,154											56	4,231			83,232		
48365			11	77	45	4,154											56	4,231			83,232		
484			4	359	10	761											14	1,120			47,035		
4845			4	359	10	761											14	1,120			47,035		
48451			4	359	10	761											14	1,120			47,035		
485	21	1,068	38	767	242	2,909	297	6,685									598	11,429			510,604		
4850	21	1,068	38	767	242	2,909	297	6,685									598	11,429			510,604		
48501	21	1,068	38	767	242	2,909	297	6,685									598	11,429			510,604		
486	132	12,172	159	15,290	138	12,806	5	466									434	40,734			1,840,125		
4860	132	12,172	159	15,290	136	12,643	5	466									432	40,571			1,833,671		
48601	132	12,172	159	15,290	136	12,643	5	466									432	40,571			1,833,671		
4866					2	163											2	163			6,454		
48669					2	163											2	163			6,454		
487	38	2,944	699	66,953	21	98	2										760	69,995			1,909,981		
4875	38	2,944	699	66,953	21	98	2										760	69,995			1,909,981		

CODE	REV FRGT ORIGINATING ON RESPONDENTS LINE TERMINATING ON LINE		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO		REV FRGT RECD FROM CONNECTING CARRIERS DELIVERED TO		TOTAL REVENUE FREIGHT CARRIED		GROSS FREIGHT		
	NO. OF CARS COL B	NO. OF TONS COL C	NO. OF CARS COL D	NO. OF TONS COL E	NO. OF CARS COL F	NO. OF TONS COL G	NO. OF CARS COL H	NO. OF TONS COL I	NO. OF CARS COL J	NO. OF TONS COL K	REVENUE DOLLARS COL L
48755	1	96	193	18,574			2		196	18,670	624,308
48756	37	2,848	506	48,379	21	98			564	51,325	1,285,673
50	64	1,732							64	1,732	76,544
502	61	1,666							61	1,666	71,958
5020	61	1,666							61	1,666	71,958
50201	30	869							30	869	36,648
50202	31	797							31	797	35,309
503	2	45							2	45	2,841
5032	1	22							1	22	1,298
50321	1	22							1	22	1,298
5035	1	23							1	23	1,544
50354	1	23							1	23	1,544
509	1	21							1	21	1,745
5099	1	21							1	21	1,745
50995	1	21							1	21	1,745

THE BLANK BELOW SHOULD BE COMPLETED IF FREIGHT SERVICE OPERATIONS WERE NOT CONDUCTED DURING THE

REPORT PERIOD FOR WHICH THE FORM PROVIDES:

(2010-01-01 TO 2010-12-31)

** CERTIFICATION **

I, THE UNDERSIGNED

(TITLE OF OFFICER IN CHARGE OF THE ACCOUNTS)

OF THE BURLINGTON NORTHERN AND SANTA FE RAILWAY CO, STATE THAT THIS REPORT WAS PREPARED BY ME OR UNDER MY SUPERVISION; THAT I HAVE

CAREFULLY EXAMINED IT; AND ON THE BASIS OF MY KNOWLEDGE, BELIEF AND VERIFICATION (WHERE NECESSARY) I DECLARE IT TO BE A FULL, TRUE AND CORRECT STATEMENT OF THE FREIGHT COMMODITY STATISTICS NAMED, AND THAT THE VARIOUS ITEMS HERE REPORTED WERE DETERMINED IN ACCORDANCE WITH EFFECTIVE RULES PROMULGATED BY THE INTERSTATE COMMERCE COMMISSION.

DATE _____ (ADDRESS) 2500 LOU MENK DRIVE TELEPHONE 817 352-4020
 FORT WORTH, TEXAS 7613 (AREA CODE) (NUMBER)

BNSF Railway Company (CONSOLIDATED)
 ICC WAGE STATISTICS FORM A - REPORT OF RAILROAD EMPLOYEES, SERVICE AND COMPENSATION
 FOR YEAR TO DATE 2010

ICC NO	NO OF EMPLOYEES	NO OF EMPLOYEES PAID	STRAIGHT TIME PAID FOR	— SERVICE HOURS —			TOTAL TIME PAID FOR	STRAIGHT TIME PAID FOR	— COMPENSATION —			TOTAL
				OVERTIME RATES	VACATION OTHER ALLOWS	VACATION OTHER ALLOWS			OVERTIME RATES	VACATION OTHER ALLOWS		
401	548	550	1,013,743	2,361	-	43,130	2,713,515	345,373	1,058,102	-	4,118,990	
402	20	20	37,497	-	-	-	369,427	84,586	1,018,376	-	40,990,403	
403	-	-	-	-	-	-	53,972,027	-	1,339,802	-	-	
404	-	-	-	-	-	-	1,107,130	-	-	-	-	
405	-	-	-	-	-	-	-	-	-	-	-	
406	58	56	102,619	9,104	-	151,466	2,713,515	345,373	1,058,102	-	4,118,990	
407	9	8	15,491	3,031	-	20,900	369,427	84,586	1,018,376	-	40,990,403	
408	70	67	120,799	5,693	-	142,969	3,053,421	216,953	427,283	-	3,597,690	
409	2,174	2,104	3,859,335	536,145	-	5,073,996	97,622,093	19,017,603	18,398,943	-	135,228,939	
410	34	31	58,216	6,207	-	76,262	1,456,336	221,729	308,343	-	2,001,878	
411	906	868	1,570,954	180,718	-	2,041,528	39,642,937	6,296,712	7,383,921	-	54,303,821	
412	9	9	15,344	20	-	17,300	379,749	60,717	48,102	-	428,568	
414	1,905	1,931	3,390,067	449,992	-	4,426,884	85,296,134	16,413,516	16,204,053	-	117,914,603	
415	243	235	422,774	47,449	-	542,444	10,605,090	1,791,070	1,301,633	-	14,503,492	
416	1	1	1,600	-	-	1,882	35,631	8,163	9,003	-	14,503,492	
417	127	118	197,132	8,783	-	232,909	4,660,549	286,286	698,726	-	5,445,952	
418	49	48	85,384	5,965	-	103,259	1,727,920	161,189	285,066	-	2,174,171	
419	605	573	1,053,007	109,948	-	1,322,540	22,723,497	3,429,119	3,879,013	-	30,031,629	
421	138	137	245,489	20,555	-	304,967	5,214,644	653,333	882,677	-	6,751,144	
422	16	16	27,896	1,725	-	35,444	667,973	60,717	144,668	-	873,368	
423	1	1	2,040	432	-	2,816	43,127	13,554	8,031	-	64,852	
400	6,914	6,673	12,209,387	1,387,528	-	15,576,450	317,079,933	49,599,201	53,531,381	-	420,210,515	
501	108	107	205,364	36,664	-	207,088	9,111,040	1,981,191	105,991	-	9,217,031	
502	553	548	912,076	36,664	-	1,156,551	35,950,498	7,541	7,356,481	-	45,298,180	
503	19	19	35,137	233	-	45,727	831,038	117,976	199,950	-	1,038,529	
504	-	-	-	-	-	-	-	-	-	-	-	
505	30	30	48,848	3,852	-	66,826	1,204,066	117,976	343,576	-	1,665,538	
509	2	2	3,854	8	-	4,735	112,364	353	28,072	-	140,789	
510	36	42	58,897	1,311	-	73,072	1,521,591	34,316	342,566	-	1,898,503	
512	1	1	16	-	-	2,858	6,541	-	97,912	-	104,453	
514	-	-	-	-	-	-	-	-	-	-	-	
516	6	6	11,848	-	-	12,272	277,192	-	9,403	-	296,595	
518	3	4	5,520	-	-	6,840	113,834	-	24,636	-	138,670	
519	64	65	114,592	7,786	-	143,760	2,711,901	272,304	518,010	-	3,502,215	
521	185	160	280,197	48,378	-	367,196	5,551,440	1,276,605	594,562	-	7,422,607	
522	80	64	101,987	18,959	-	136,016	2,535,037	34,248	757,612	-	3,326,897	
523	351	359	678,647	18,580	-	861,765	22,274,320	864,848	6,293,488	-	29,432,656	
500	1,418	1,407	2,466,983	117,771	-	3,084,706	82,200,882	4,589,282	16,672,499	-	103,462,663	
TOTAL	22,216	21,827	41,382,612	5,356,389	-	54,345,039	1,220,134,612	167,443,683	159,309,639	-	1,545,887,934	
INTERNS	22,216	21,827	41,382,612	5,356,389	-	54,345,039	1,220,134,612	167,443,683	159,309,639	-	1,545,887,934	

BNSF Railway Company (CONSOLIDATED)
 ICC WAGE STATISTICS FORM B - REPORT OF RAILROAD EMPLOYEES, SERVICE AND COMPENSATION
 FOR YEAR TO DATE 2010

ICC NO	NO OF EMPLOYEES MID MONTH	NO OF EMPLOYEES PAID	— SERVICE HOURS —		— MILES —		TOTAL
			STRAIGHT TIME WORKERS	OVERTIME TIME PAID FOR	ACTUALLY RUN NOT RUN	PAID FOR NOT RUN	
602	424	456	938,884	80,126	1,055,509	1,055,509	
603	154	169	314,813	16,025	344,048	344,048	
604	-	-	23	-	24	24	
605	-	-	32	-	32	32	
606	39	41	139,822	88,287	221,189	148,892	
607	-	-	-	-	-	-	
608	4,817	5,124	7,547,095	10,120,643	17,667,738	11,575,330	
609	334	366	840,510	969,573	1,422,079	2,380,713	
610	55	58	160,989	105,077	40,752	191,202	
611	-	-	119	67	35	100	
612	348	332	475,592	544,949	117,024	718,500	
613	348	429	765,555	834,280	1,677,135	1,984,164	
614	1,137	1,238	2,273,246	2,110,432	325,877	2,787,643	
615	1,320	1,283	2,016,939	1,909,137	289,945	2,466,432	
616	41	44	136,387	78,616	26,007	107,004	
617	4,741	5,043	7,709,283	10,337,569	2,250,421	13,139,078	
618	323	349	846,895	970,237	169,643	1,235,173	
619	701	756	1,714,451	1,505,112	309,167	1,943,189	
600	14,782	15,688	25,880,977	30,785,027	2,775,369	39,486,572	
Total	36,998	37,515	-	-	-	-	
INTERNS	36,998	37,515	-	-	-	-	

BNSF Railway Company (CONSOLIDATED)
 ICC WAGE STATISTICS FORM B - REPORT OF RAILROAD EMPLOYEES, SERVICE AND COMPENSATION
 FOR YEAR TO DATE 2010

ICC NO	STRAIGHT TIME PAID FOR	OVERTIME TIME PAID FOR	— COMPENSATION —		— MILES —		NO OF TRIPS AT LEAST MINIMUM DAY PAID
			CONSTR ALLOWS	TOTAL	ACTUALLY RUN NOT RUN	PAID FOR NOT RUN	
602	24,864,584	1,886,535	9,776,617	36,528,036	10,266,475	1,094,576	113,311
603	7,741,226	395,908	1,457,103	9,594,237	3,863,461	238,162	38,781
604	3,820	-	11	3,831	284	6	4
605	-	-	-	-	-	-	-
606	2,382,878	964,687	723,401	4,070,966	400	280,223	11,381
607	-	-	-	-	-	-	-
608	238,159,265	12,519,390	124,193,635	394,872,290	152,723,068	11,737,363	844,258
609	22,723,697	4,309,290	35,052,671	62,065,658	6,077,701	18,072,382	93,784
610	2,444,677	962,945	695,146	4,103,668	1,561,272	566,508	13,694
611	1,556	817	2,257	4,630	1,288	82	9
612	14,315,562	1,373,617	22,114,297	37,804,476	7,359,003	1,496,435	51,141
613	19,491,605	4,036,713	26,660,040	50,187,758	7,879,932	2,548,321	85,580
614	85,715,049	9,516,757	24,105,822	88,340,621	22,080,696	4,299,737	263,762
615	46,223,512	7,037,941	20,968,429	73,829,482	20,354,893	3,509,288	238,951
616	2,860,860	919,858	468,112	4,248,830	1,586,735	33,268	11,060
617	294,313,981	13,910,733	144,182,128	452,486,782	139,710,428	28,272,230	659,954
618	24,480,939	4,488,937	7,052,062	36,031,136	10,860,673	1,237,347	94,330
619	4,220,939	8,628,632	11,628,200	62,455,125	17,058,091	1,755,857	187,445
600	817,336,181	71,006,759	428,661,931	1,317,627,505	402,693,995	75,141,795	2,907,457