

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

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2013  
OR

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

Commission file number 1-11535



**BURLINGTON NORTHERN SANTA FE, LLC**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

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

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

76131-2830  
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  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, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

Yes  No

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

## Table of Contents

<i>PART I</i>	<i>FINANCIAL INFORMATION</i>	<i>PAGE</i>
<a href="#"><u>Item 1.</u></a>	<a href="#"><u>Financial Statements</u></a>	<a href="#"><u>3</u></a>
<a href="#"><u>Item 2.</u></a>	<a href="#"><u>Management’s Narrative Analysis of Results of Operations</u></a>	<a href="#"><u>21</u></a>
<a href="#"><u>Item 4.</u></a>	<a href="#"><u>Controls and Procedures</u></a>	<a href="#"><u>24</u></a>
<i>PART II</i>	<i>OTHER INFORMATION</i>	
<a href="#"><u>Item 6.</u></a>	<a href="#"><u>Exhibits</u></a>	<a href="#"><u>25</u></a>
<a href="#"><u>Signatures</u></a>		<a href="#"><u>S-1</u></a>
<a href="#"><u>Exhibits</u></a>		<a href="#"><u>E-1</u></a>

**PART I  
FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

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

**(In millions)  
(Unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues	\$ 5,322	\$ 5,062	\$ 10,606	\$ 10,064
Operating expenses:				
Compensation and benefits	1,128	1,078	2,267	2,195
Fuel	1,076	1,102	2,198	2,197
Purchased services	617	614	1,234	1,183
Depreciation and amortization	489	470	972	933
Equipment rents	205	199	403	401
Materials and other	230	161	487	452
Total operating expenses	3,745	3,624	7,561	7,361
Operating income	1,577	1,438	3,045	2,703
Interest expense	177	155	355	303
Other expense, net	3	3	4	5
Income before income taxes	1,397	1,280	2,686	2,395
Income tax expense	513	478	1,004	892
Net income	\$ 884	\$ 802	\$ 1,682	\$ 1,503

See accompanying Notes to Consolidated Financial Statements.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income	\$ 884	\$ 802	\$ 1,682	\$ 1,503
Other comprehensive income:				
Change in amortization of accumulated actuarial losses, net of tax expense of \$2 million, \$0 million, \$4 million and \$2 million, respectively	3	2	6	4
Change in fuel hedge mark-to-market, net of tax benefit of \$0 million, \$2 million, \$0 million and \$7 million, respectively	—	(3)	—	(11)
Change in accumulated other comprehensive income of equity method investees	1	(1)	(1)	(3)
Other comprehensive income (loss), net of tax	4	(2)	5	(10)
Total comprehensive income	\$ 888	\$ 800	\$ 1,687	\$ 1,493

See accompanying Notes to Consolidated Financial Statements.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions)  
(Unaudited)

	June 30, 2013	December 31, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,672	\$ 1,794
Accounts receivable, net	1,279	1,168
Materials and supplies	805	800
Current portion of deferred income taxes	237	341
Other current assets	245	77
Total current assets	4,238	4,180
Property and equipment, net of accumulated depreciation of \$1,804 and \$1,626, respectively	50,928	50,070
Goodwill	14,836	14,836
Intangible assets, net	962	1,114
Other assets	1,904	1,816
Total assets	\$ 72,868	\$ 72,016
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable and other current liabilities	\$ 2,870	\$ 3,122
Long-term debt due within one year	921	453
Total current liabilities	3,791	3,575
Deferred income taxes	16,515	16,319
Long-term debt	14,959	14,080
Intangible liabilities, net	1,087	1,214
Pension and retiree health and welfare liability	755	786
Casualty and environmental liabilities	737	750
Other liabilities	1,008	963
Total liabilities	38,852	37,687
Commitments and contingencies (see Notes 6 and 7)		
Equity:		
Member's equity	34,256	34,574
Accumulated other comprehensive loss	(240)	(245)
Total equity	34,016	34,329
Total liabilities and equity	\$ 72,868	\$ 72,016

See accompanying Notes to Consolidated Financial Statements.

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

	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 1,682	\$ 1,503
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	972	933
Deferred income taxes	295	290
Long-term casualty and environmental liabilities, net	(13)	(66)
Contribution to defined benefit pension plan	(25)	(36)
Other, net	(90)	(116)
Changes in current assets and liabilities:		
Accounts receivable, net	(111)	24
Materials and supplies	(5)	(38)
Other current assets	(112)	(104)
Accounts payable and other current liabilities	(422)	(83)
Net cash provided by operating activities	2,171	2,307
<b>INVESTING ACTIVITIES</b>		
Capital expenditures excluding equipment	(1,304)	(1,249)
Acquisition of equipment	(369)	(564)
Other, net	3	(126)
Net cash used for investing activities	(1,670)	(1,939)
<b>FINANCING ACTIVITIES</b>		
Proceeds from issuance of long-term debt	1,500	1,250
Payments on long-term debt	(111)	(98)
Cash distributions	(2,000)	(1,750)
Other, net	(12)	(12)
Net cash used for financing activities	(623)	(610)
Decrease in cash and cash equivalents	(122)	(242)
Cash and cash equivalents:		
Beginning of period	1,794	1,960
End of period	\$ 1,672	\$ 1,718
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Interest paid, net of amounts capitalized	\$ 375	\$ 341
Capital investments accrued but not yet paid	\$ 147	\$ 143
Income taxes paid, net of refunds	\$ 1,042	\$ 503

See accompanying Notes to Consolidated Financial Statements.

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

	<b>Member's Equity</b>	<b>Accumulated Other Comprehensive (Loss) Income</b>	<b>Total Equity</b>
Balance at December 31, 2012	\$ 34,574	\$ (245)	\$ 34,329
Cash distributions to Parent	(2,000)	—	(2,000)
Comprehensive income, net of tax	1,682	5	1,687
Balance at June 30, 2013	\$ 34,256	\$ (240)	\$ 34,016

See accompanying Notes to Consolidated Financial Statements.

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

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

**1. Accounting Policies and Interim Results**

The Consolidated Financial Statements should be read in conjunction with Burlington Northern Santa Fe, LLC's Annual Report on Form 10-K for the year ended December 31, 2012, including the financial statements and notes thereto. Burlington Northern Santa Fe, LLC (BNSF) is a holding company that conducts no operating activities and owns no significant assets other than through its interests in its subsidiaries. The Consolidated Financial Statements include the accounts of BNSF and its majority-owned subsidiaries, all of which are separate legal entities (collectively, the Company). BNSF's principal operating subsidiary is BNSF Railway Company (BNSF Railway). All intercompany accounts and transactions have been eliminated.

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 of a wholly-owned merger subsidiary and Burlington Northern Santa Fe Corporation with the surviving entity renamed Burlington Northern Santa Fe, LLC. Berkshire's cost of acquiring BNSF was pushed-down to establish a new accounting basis for BNSF beginning as of February 13, 2010. Earnings per share data has not been presented because BNSF has not issued stock or membership interests to the public.

The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the entire year. In the opinion of management, the unaudited financial statements reflect all adjustments (consisting of only normal recurring adjustments, except as disclosed) necessary for a fair statement of BNSF's consolidated financial position as of June 30, 2013, and the results of operations for the three and six months ended June 30, 2013 and 2012.

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

**Subsequent Event**

In July 2013, the Board of Managers (the Board) of the Company authorized an additional \$3 billion of debt securities that may be issued pursuant to the debt shelf registration statement filed with the Securities and Exchange Commission (SEC), for a total of \$3.25 billion that remains authorized by the Board to be issued through the SEC debt shelf offering process.

**2. Fuel**

Fuel costs represented 29 percent and 30 percent of total operating expenses during the six months ended June 30, 2013 and 2012, respectively. The Company may enter into fuel hedge instruments from time to time; however, the Company has no unexpired hedge positions.

**Derivative Activities**

The Company had formally documented the relationship between the hedging instrument and the hedged item, as well as the risk management objective and strategy for the use of the hedging instrument. This documentation included linking the derivatives that were designated as fair value or cash flow hedges to specific assets or liabilities on the balance sheet, commitments or forecasted transactions. The Company assessed at the time a derivative contract was entered into, and at least quarterly thereafter, whether the derivative item was effective in offsetting the changes in fair value or cash flows. Any change in fair value resulting from ineffectiveness, as defined by authoritative accounting guidance related to derivatives and hedging, was recognized in current period earnings. For derivative instruments that were designated and qualified as cash flow hedges, the effective portion of the gain or loss on the derivative instrument was recorded in accumulated other comprehensive loss (AOCL) as a separate component of equity and reclassified into earnings in the period during which the hedge transaction affected earnings. Cash flows related to fuel derivatives are classified as operating activities in the Consolidated Statements of Cash Flows.



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

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

**The Effects of Derivative Instruments Gains and Losses  
for the Three Months Ended June 30, 2013 and 2012**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships

		<b>Amount of Loss Recognized in Other Comprehensive Income (OCI) on Derivatives (Effective Portion)</b>	
		<b>2013</b>	<b>2012</b>
Fuel Contracts		\$ —	\$ (2)
Total derivatives		\$ —	\$ (2)

  

		<b>Amount of Gain Recognized from AOCL into Income (Effective Portion)</b>	
		<b>2013</b>	<b>2012</b>
Fuel Contracts	<b>Location of Gain Recognized from AOCL into Income</b> Fuel expense	\$ —	\$ 4
Total derivatives		\$ —	\$ 4

  

		<b>Amount of Loss Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)<sup>a</sup></b>	
		<b>2013</b>	<b>2012</b>
Fuel Contracts	<b>Location of Loss Recognized in Income on Derivatives</b> Fuel expense	\$ —	\$ (1)
Total derivatives		\$ —	\$ (1)

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

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

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

**The Effects of Derivative Instruments Gains and Losses  
for the Six Months Ended June 30, 2013 and 2012**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships

	<b>Amount of Gain Recognized in Other Comprehensive Income (OCI) on Derivatives (Effective Portion)</b>	
	<b>2013</b>	<b>2012</b>
Fuel Contracts	\$ —	\$ 7
Total derivatives	\$ —	\$ 7

	<b>Location of Gain Recognized from AOCL into Income</b>	<b>Amount of Gain Recognized from AOCL into Income (Effective Portion)</b>	
		<b>2013</b>	<b>2012</b>
Fuel Contracts	Fuel expense	\$ —	\$ 25
Total derivatives		\$ —	\$ 25

	<b>Location of Loss Recognized in Income on Derivatives</b>	<b>Amount of Loss Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)<sup>a</sup></b>	
		<b>2013</b>	<b>2012</b>
Fuel Contracts	Fuel expense	\$ —	\$ (3)
Total derivatives		\$ —	\$ (3)

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

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

**3. Accounts Receivable, Net**

Accounts receivable, net consists of freight and other receivables, reduced by an allowance for bill adjustments and uncollectible accounts, based upon expected collectibility. At June 30, 2013 and December 31, 2012, \$52 million and \$48 million, respectively, of such allowances had been recorded.

At June 30, 2013 and December 31, 2012, \$30 million and \$36 million, respectively, of accounts receivable were greater than 90 days old.

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) - (Continued)**
**4. Goodwill and Other Intangible Assets and Liabilities**

In December 2012, BNSF Logistics, LLC, a wholly-owned, third-party logistics company, made an immaterial acquisition of two companies, resulting in the recognition of \$33 million in goodwill. The acquisition valuation is in process and additional analysis of intangibles and other assets and liabilities may result in a change in the total amount of goodwill. The carrying value of goodwill was \$14,836 million for both periods ended June 30, 2013 and December 31, 2012.

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

	As of June 30, 2013		As of December 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets	\$ 2,014	\$ 1,052	\$ 2,013	\$ 899
Amortized intangible liabilities	\$ 2,056	\$ 969	\$ 2,056	\$ 842

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

Amortized intangible assets and liabilities are amortized based on the estimated pattern in which the economic benefits are expected to be consumed or on a straight-line basis over their estimated economic lives.

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

	Six Months Ended June 30,	
	2013	2012
Amortization of intangible assets	\$ 153	\$ 153
Amortization of intangible liabilities	\$ 127	\$ 141

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
Remainder of 2013	\$ 153	\$ 125
2014	\$ 306	\$ 179
2015	\$ 54	\$ 115
2016	\$ 31	\$ 101
2017	\$ 31	\$ 96

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) - (Continued)****5. 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 variable interest entity (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 June 30, 2013, the assets of the unconsolidated Partnership totaled approximately \$430 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 June 30, 2013 (in millions):

Unamortized investment balance classified as Other Assets	Remaining commitments classified as Other Liabilities	Maximum exposure to loss
\$ 407	\$ 18	\$ 407

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

**6. Debt****Notes and Debentures**

BNSF filed a new automatic shelf registration with the SEC for the issuance of debt securities which became effective as of its filing on May 10, 2013, for the next three years.

In March 2013, BNSF issued \$700 million of 3.00 percent debentures due March 15, 2023 and \$800 million of 4.45 percent debentures due March 15, 2043. The net proceeds from the sale of the debentures will be used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, repayment of outstanding indebtedness and distributions.

In January 2013, the Board of Managers (the Board) of the Company authorized an additional \$1 billion of debt securities that may be issued pursuant to the debt shelf registration statement filed with the SEC. At June 30, 2013, \$250 million remained authorized by the Board to be issued through the SEC debt shelf offering process. Subsequent to June 30, 2013, the Board authorized an additional amount of debt securities (see Note 1 for additional information).

The Company is required to maintain certain financial covenants in conjunction with \$500 million of certain issued and outstanding junior subordinated notes. As of June 30, 2013, the Company was in compliance with these covenants. In the event of non-compliance, the Company would be required to pay any accrued and unpaid interest.

**Fair Value of Debt Instruments**

At June 30, 2013 and December 31, 2012, the fair value of BNSF's debt, excluding capital leases and unamortized gains on interest rate swaps, was \$15,660 million and \$15,291 million, respectively, while the book value, which also excludes capital leases and the associated unamortized fair value adjustment under acquisition method accounting related to capital leases and unamortized gains on interest rate swaps, was \$14,873 million and \$13,455 million, respectively. The fair value of BNSF's debt is primarily based on market value price models using observable market-based data for the same or similar issues, or on the estimated rates that would be offered to BNSF for debt of the same remaining maturities (Level 2 inputs). The fair value of the Company's cash equivalents approximates its carrying value due to the short-term maturities of these instruments.

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

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

**Guarantees**

As of June 30, 2013, BNSF has not been called upon to perform under the guarantees specifically disclosed in this footnote and does not anticipate a significant performance risk in the foreseeable future.

Debt and other obligations of non-consolidated entities guaranteed by the Company as of June 30, 2013, were as follows (dollars in millions):

	Guarantees					
	BNSF Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount <sup>a</sup>	Remaining Term (in years) Termination of Ownership	Capitalized Obligations
Kinder Morgan Energy Partners, L.P.	0.5%	\$ 190	\$ 190	\$ —		\$ 2 <sup>b</sup>
Chevron Phillips Chemical Company LP	—%	N/A <sup>d</sup>	N/A <sup>d</sup>	N/A <sup>d</sup>	4	\$ 7 <sup>c</sup>

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

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

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

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

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

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

***Chevron Phillips Chemical Company LP***

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

***Indemnities***

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

**BURLINGTON NORTHERN SANTA FE, LLC and SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) - (Continued)****Variable Interest Entities - Leases**

BNSF Railway has entered into various equipment lease transactions in which the structure of the lease contains VIEs. These VIEs were created solely for the lease transactions and have no other activities, assets or liabilities outside of the lease transactions. In some of the arrangements, BNSF Railway has the option to purchase some or all of the equipment at a fixed-price, thereby creating variable interests for BNSF Railway in the VIEs. The future minimum lease payments associated with the VIE leases were approximately \$4 billion as of June 30, 2013.

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.

**7. Commitments and Contingencies****Personal Injury**

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

Other than the fair value adjustments recorded in the application of acquisition method accounting related to the Merger, as discussed in Note 1 to the Consolidated Financial Statements, BNSF records an undiscounted liability for personal injury claims when the expected loss is both probable and reasonably estimable. The liability and ultimate expense projections are estimated using standard actuarial methodologies. Liabilities recorded for unasserted personal injury claims are based on information currently available. Due to the inherent uncertainty involved in projecting future events such as the number of claims filed each year, developments in judicial and legislative standards and the average costs to settle projected claims, actual costs may differ from amounts recorded. Expense accruals and any required adjustments are classified as materials and other in the Consolidated Statements of Income.

***Asbestos***

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

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

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

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

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

Based on BNSF's estimate of the potentially exposed employees and related mortality assumptions, it is anticipated that unasserted asbestos claims will continue to be filed through the year 2050. The Company recorded an amount for the full estimated filing period through 2050 because it had a relatively finite exposed population (former and current employees hired prior to 1985), which it was able to identify and reasonably estimate and about which it had obtained reliable demographic data (including age, hire date and occupation) derived from industry or BNSF specific data that was the basis for the study. BNSF projects that approximately 60, 80 and 95 percent of the future unasserted asbestos claims will be filed within the next 10, 15 and 25 years, respectively.

***Other Personal Injury***

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

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

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

	<b>Three Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Beginning balance	\$ 453	\$ 506
Accruals	29	27
Payments	(15)	(22)
Ending balance	\$ 467	\$ 511

	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Beginning balance	\$ 462	\$ 540
Accruals	55	50
Payments	(50)	(79)
Ending balance	\$ 467	\$ 511

At June 30, 2013, \$95 million was included in current liabilities. In addition, defense and processing costs, which are recorded on an as-reported basis, were not included in the recorded liability. The Company is primarily self-insured for personal injury claims.

Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle personal injury claims may range from approximately \$420 million to \$530 million. However, BNSF believes that the \$467 million recorded at June 30, 2013, is the best estimate of the Company's future obligation for the settlement of personal injury claims.



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

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

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

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

***BNSF Insurance Company***

The Company has a consolidated, wholly-owned subsidiary, Burlington Northern Santa Fe Insurance Company, Ltd. (BNSF IC) that provides insurance coverage for certain risks, FELA claims, railroad protective and force account insurance claims and certain excess general liability and property coverage, and certain other claims which are subject to reinsurance. BNSF IC has entered into annual reinsurance treaty agreements with several other companies. The treaty agreements insure workers compensation, general liability, auto liability and FELA risk. In accordance with the agreements, BNSF IC cedes a portion of its FELA exposure through the treaty and assumes a proportionate share of the entire risk. Each year BNSF IC reviews the objectives and performance of the treaty to determine its continued participation in the treaty. The treaty agreements provide for certain protections against the risk of treaty participants' non-performance. On an on-going basis, BNSF and/or the treaty manager reviews the credit-worthiness of each of the participants. BNSF does not believe its exposure to treaty participants' non-performance is material at this time. BNSF IC typically invests in time deposits and money market accounts. At June 30, 2013, there was approximately \$465 million related to these third-party investments, which were classified as cash and cash equivalents on the Company's Consolidated Balance Sheet, as compared with approximately \$485 million at December 31, 2012.

**Environmental**

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

BNSF is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 242 sites, including 16 Superfund sites, at which it is participating in the study or cleanup, or both, of alleged environmental contamination.

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



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

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

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

Annual studies do not include: (i) contaminated sites of which the Company is not aware; (ii) additional amounts for third-party tort claims, which arise out of contaminants allegedly migrating from BNSF property, due to a limited number of sites; or (iii) natural resource damage claims. BNSF continues to estimate third-party tort claims on a site by site basis when the liability for such claims is probable and reasonably estimable. BNSF's recorded liability for third-party tort claims as of June 30, 2013, was \$13 million.

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

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

	<b>Three Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Beginning balance	\$ 450	\$ 558
Accruals	(1)	(14)
Payments	(9)	(11)
Ending balance	\$ 440	\$ 533

	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Beginning balance	\$ 458	\$ 570
Accruals	(1)	(11)
Payments	(17)	(26)
Ending balance	\$ 440	\$ 533

At June 30, 2013, \$75 million was included in current liabilities.

BNSF's environmental liabilities are not discounted. BNSF anticipates that the majority of the accrued costs at June 30, 2013, will be paid over the next ten years, and no individual site is considered to be material.

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

Because of the uncertainty surrounding these factors, it is reasonably possible that future costs for environmental liabilities may range from approximately \$330 million to \$610 million. However, BNSF believes that the \$440 million recorded at June 30, 2013, is the best estimate of the Company's future obligation for environmental costs.

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

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

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

**Other Claims and Litigation**

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

**8. Employment Benefit Plans**

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

Net Cost	Pension Benefits	
	Three Months Ended June 30,	
	2013	2012
Service cost	\$ 11	\$ 9
Interest cost	23	25
Expected return on plan assets	(31)	(29)
Amortization of net loss	4	2
Net cost recognized	\$ 7	\$ 7

Net Cost	Pension Benefits	
	Six Months Ended June 30,	
	2013	2012
Service cost	\$ 23	\$ 19
Interest cost	45	50
Expected return on plan assets	(62)	(59)
Amortization of net loss	8	5
Net cost recognized	\$ 14	\$ 15

Net Cost	Retiree Health and Welfare Benefits	
	Three Months Ended June 30,	
	2013	2012
Service cost	\$ 1	\$ 1
Interest cost	3	3
Amortization of net loss	1	—
Net cost recognized	\$ 5	\$ 4

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

<b>Net Cost</b>	<b>Retiree Health and Welfare Benefits</b>	
	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Service Cost	\$ 1	\$ 1
Interest cost	6	6
Amortization of net loss	2	1
Net cost recognized	\$ 9	\$ 8

The Company is not required to make contributions to the BNSF Retirement Plan in 2013; however, the Company made a discretionary contribution of \$25 million in March 2013.

**9. Related Party Transactions**

The companies identified as affiliates of BNSF include Berkshire and its subsidiaries. During the six months ended June 30, 2013 and 2012, the Company declared and paid cash distributions of \$2 billion and \$1.75 billion, respectively, to its parent company. For the six months ended June 30, 2013 and 2012, the Company made tax payments of \$934 million and \$421 million to Berkshire, respectively.

BNSF engages in various arm's-length transactions with affiliates in the ordinary course of business. The following tables summarize revenues earned by BNSF for services provided to affiliates and expenditures to affiliates (in millions):

	<b>Three Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
	Revenues	\$ 28
Expenditures	\$ 4	\$ 7

  

	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
	Revenues	\$ 66
Expenditures	\$ 10	\$ 11

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

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

**10. Comprehensive Income**

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

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

	<b>Pension and Retiree Health and Welfare Benefit Items<sup>a</sup></b>	<b>Equity Method Investments</b>	<b>Total</b>
Balance at December 31, 2012	\$ (241)	\$ (4)	\$ (245)
Other comprehensive income before reclassifications	—	(1)	(1)
Amounts reclassified from accumulated other comprehensive loss	6	—	6
Balance at June 30, 2013	<u>\$ (235)</u>	<u>\$ (5)</u>	<u>\$ (240)</u>

<sup>a</sup> Amounts are net of tax.

**Reclassifications out of Accumulated Other Comprehensive Loss**

<b>Details about Accumulated Other Comprehensive Loss Components</b>	<b>Three Months Ended June 30,</b>	
	<b>2013</b>	<b>Income Statement Line Item</b>
<b>Amortization of pension and retiree health and welfare benefit items</b>		
Actuarial losses	\$ 5	<sup>b</sup>
	5	Total before tax
	(2)	Tax (expense)/benefit
<b>Total reclassifications for the period</b>	<b>\$ 3</b>	<b>Net of tax</b>

<b>Details about Accumulated Other Comprehensive Loss Components</b>	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>Income Statement Line Item</b>
<b>Amortization of pension and retiree health and welfare benefit items</b>		
Actuarial losses	\$ 10	<sup>b</sup>
	10	Total before tax
	(4)	Tax (expense)/benefit
<b>Total reclassifications for the period</b>	<b>\$ 6</b>	<b>Net of tax</b>

<sup>b</sup> This accumulated other comprehensive loss component is included in the computation of net periodic pension cost (see Note 8 for additional details).

**11. Accounting Pronouncements**

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2013-02 (ASU 2013-02), *Comprehensive Income (Topic 220), Reporting Amounts Classified Out of Comprehensive Income*. This standard requires issuers to present the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. This reclassification may be presented either on the face of the financial statements where net income is presented or in the notes. ASU 2013-02 is effective prospectively for the Company for the period beginning on January 1, 2013. The Company has included the appropriate disclosures related to other comprehensive loss reclassifications in accordance with ASU 2013-02 in Note 10.

**Item 2. Management’s Narrative Analysis of Results of Operations.**

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

The following narrative analysis of results of operations includes a comparative analysis of the six months ended June 30, 2013 and 2012.

**Results of Operations**

**Revenues Summary**

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

	<b>Revenues (in millions)</b>		<b>Cars / Units (in thousands)</b>	
	<b>Six Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Consumer Products	\$ 3,390	\$ 3,209	2,430	2,347
Industrial Products	2,777	2,379	918	811
Coal	2,390	2,329	1,061	1,048
Agricultural Products	1,703	1,840	469	510
Total Freight Revenues	10,260	9,757	4,878	4,716
Other Revenues	346	307		
Total Operating Revenues	\$ 10,606	\$ 10,064		

	<b>Average Revenue Per Car / Unit</b>	
	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Consumer Products	\$ 1,395	\$ 1,367
Industrial Products	3,025	2,933
Coal	2,253	2,222
Agricultural Products	3,631	3,608
Total Freight Revenues	\$ 2,103	\$ 2,069

**Fuel Surcharges**

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

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

	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
Total fuel expense <sup>a</sup>	\$ 2,198	\$ 2,197
BNSF fuel surcharges	\$ 1,438	\$ 1,404

<sup>a</sup> Total fuel expense includes locomotive and non-locomotive fuel.

**Six Months Ended June 30, 2013 vs. the Six Months Ended June 30, 2012**

**Revenues**

Revenues for the six months ended June 30, 2013, were \$10,606 million, an increase of \$542 million, or 5 percent as compared with the six months ended June 30, 2012. The increase in revenues is due to the following changes in underlying trends in revenues:

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

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

- Consumer Products unit volumes increased primarily due to higher domestic intermodal volumes due to highway conversion to rail.
- Industrial Products unit volumes increased primarily due to increased shipments of petroleum products, driven mainly by increased crude unit train loadings.
- Coal unit volumes increased primarily due to increased demand resulting from an increase in natural gas prices and reduced utility stockpiles, partially offset by impacts of weather including flooding on the network.
- Agricultural Products unit volumes decreased primarily due to lower grain exports, as a result of the extreme 2012 U.S. drought and strong global competition.

**Expenses**

Operating expenses for the six months ended June 30, 2013, were \$7,561 million, an increase of \$200 million, or 3 percent, as compared with the six months ended June 30, 2012. A significant portion of this increase is due to the following changes in underlying trends in expenses:

- Compensation and benefits expense increased primarily due to increased unit volumes and inflation, partially offset by initiatives.
- Purchased services expenses increased primarily due to higher volume-related costs, including purchased transportation for BNSF Logistics, LLC, a wholly-owned, third-party logistics company.
- There were no significant changes in underlying trends for fuel, depreciation and amortization, equipment rents, and materials and other expenses.
- Interest expense increased primarily due to a higher average debt balance.
- The effective tax rate was 37.4 percent and 37.2 percent for the six months ended June 30, 2013 and 2012, respectively.

**Capital Commitments**

BNSF anticipates that capital commitments for 2013 will be approximately \$4.3 billion or \$200 million higher than previously disclosed. The increase is due to more expansion related spending.

## **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 the Company's Annual Report on Form 10-K. Important factors that could cause actual results to differ materially include, but are not limited to, the following:

- **Economic and industry conditions:** material adverse changes in economic or industry conditions, both in the United States and globally; volatility in the capital or credit markets including changes affecting the timely availability and cost of capital; changes in customer demand, effects of adverse economic conditions affecting shippers or BNSF's supplier base, and effects due to more stringent regulatory policies such as the regulation of carbon dioxide emissions that could reduce the demand for coal or governmental tariffs or subsidies that could affect the demand for grain, the impact of low natural gas prices on coal demand for electric power plants, changes in environmental laws that could affect the demand for drilling products and products produced by drilling, changes in fuel prices and other key materials, the impact of high barriers of entry for prospective new suppliers and disruptions in supply chains for these materials; competition and consolidation within the transportation industry; and changes in crew availability, labor and benefits costs and labor difficulties, including stoppages affecting either BNSF's operations or customers' abilities to deliver goods to BNSF for shipment.

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

- **Operating factors:** changes in operating conditions and costs; operational and other difficulties in implementing positive train control technology, including increased compliance or operational costs or penalties; restrictions on development and expansion plans due to environmental concerns; disruptions to BNSF's technology network including computer systems and software, such as cybersecurity intrusions, misappropriation of assets or sensitive information, corruption of data or operations disruptions; 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 4. Controls and Procedures.**

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



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

**PART II OTHER INFORMATION**

**Item 6. Exhibits.**

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



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

**Exhibit Index**

	<u>Exhibit Number and Description</u>	<u>Incorporated by Reference (if applicable)</u>			
		<u>Form</u>	<u>File Date</u>	<u>File No.</u>	<u>Exhibit</u>
3.1	Certificate of Formation dated November 2, 2009.	8-K	2/16/2010	001-11535	3.1
3.2	Amended and Restated Limited Liability Company Operating Agreement of Burlington Northern Santa Fe, LLC, dated as of February 12, 2010.	8-K	2/16/2010	001-11535	3.2
3.3	Written Consent of sole member of Burlington Northern Santa Fe, LLC, dated April 8, 2010, amending and restating certain sections of the Amended and Restated Limited Liability Company Operating Agreement of Burlington Northern Santa Fe, LLC dated as of February 12, 2010.	8-K	4/14/2010	001-11535	3.2
<a href="#">12.1</a>	<a href="#">Computation of Ratio of Earnings to Fixed Charges.*</a>				
<a href="#">31.1</a>	<a href="#">Principal Executive Officer’s Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>				
<a href="#">31.2</a>	<a href="#">Principal Financial Officer’s Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>				
<a href="#">32.1</a>	<a href="#">Certification Pursuant to 18 U.S.C. § 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).*</a>				
101	eXtensible Business Reporting Language (XBRL) documents submitted electronically:  101.INS - XBRL Instance Document 101.SCH - XBRL Taxonomy Extension Schema Document 101.CAL - XBRL Extension Calculation Linkable Document 101.DEF - XBRL Taxonomy Extension Definition Linkable Document 101.LAB - XBRL Taxonomy Extension Label Linkbase 101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document  The following unaudited information from the Burlington Northern Santa Fe, LLC Form 10-Q for the three and six months ended June 30, 2013, formatted in XBRL includes: (i) the Consolidated Statements of Income for the three and six months ended June 30, 2013 and 2012, (ii) the Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2013 and 2012, (iii) the Consolidated Balance Sheets as of June 30, 2013 and December 31, 2012, (iv) the Consolidated Statements of Cash Flows for the three and six months ended June 30, 2013 and 2012, (v) the Consolidated Statements of Changes in Equity as of June 30, 2013, and (vi) the Notes to the Consolidated Financial Statements. *				

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

\* Filed herewith

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

	Six Months Ended June 30,	
	2013	2012
<b>Earnings:</b>		
Income before income taxes	\$ 2,686	\$ 2,395
<b>Add:</b>		
Interest and other fixed charges, excluding capitalized interest	355	303
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	96	99
Distributed income of investees accounted for under the equity method	3	3
Amortization of capitalized interest	1	1
<b>Less:</b>		
Equity in earnings of investments accounted for under the equity method	5	6
<b>Total earnings available for fixed charges</b>	<b>\$ 3,136</b>	<b>\$ 2,795</b>
<b>Fixed charges:</b>		
Interest and fixed charges	\$ 370	\$ 315
Reasonable approximation of portion of rent under long-term operating leases representative of an interest factor	96	99
<b>Total fixed charges</b>	<b>\$ 466</b>	<b>\$ 414</b>
<b>Ratio of earnings to fixed charges</b>	<b>6.73x</b>	<b>6.75x</b>

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

I, Matthew K. Rose, certify that:

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

Date: August 2, 2013

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

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

I, Thomas N. Hund, certify that:

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

Date: August 2, 2013

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

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

**Burlington Northern Santa Fe, LLC**

In connection with the Quarterly Report of Burlington Northern Santa Fe, LLC (the "Company") on Form 10-Q for the period ended June 30, 2013, 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.

Date: August 2, 2013

/s/ Matthew K. Rose

/s/ Thomas N. Hund

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

**Thomas N. Hund**  
**Executive Vice President and Chief Financial Officer**

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