

LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) - **All Filers Are Required To Complete This Page**

1. Registrant Name:

BURLINGTON NORTHERN SANTA FE

2. Address:

500 NEW JERSEY AVENUE, NW SUITE 550, WASHINGTON, DC 20001-915

3. Principal place of business (if different from line 2):

City: FORT WORTH State/Zip(or Country): TX 76131

4. Contact Name: ARLEANE CLARK SWEETNEY

Telephone: 2023478662

E-mail (optional): ARLEANE.SWEETNEY@BNSF.COM

Senate ID #: 7441-12

House ID #:

7. Client Name: Self

TYPE OF REPORT

8. Year 2007 Midyear (January 1 - June 30): **OR** Year End (July 1 - December 31):

9. Check if this filing amends a previously filed version of this report:

10. Check if this is a Termination Report: => Termination Date: _____ 11. No Lobbying Activity:

INCOME OR EXPENSES

Complete Either Line 12 **OR** Line 13

12. Lobbying Firms

INCOME relating to lobbying activities for this reporting period was:

Less than \$10,000:

\$10,000 or more: => Income (nearest \$20,000): _____

Provide a good faith estimate, rounded to the nearest \$20,000, of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).

13. Organizations

EXPENSES relating to lobbying activities for this reporting period were:

Less than \$10,000:

\$10,000 or more: => Expenses (nearest \$20,000): 901,000.00

14. Reporting Method.

Check box to indicate expense accounting method. See instructions for description of options.

- Method A.** Reporting amounts using LDA definitions only
 Method B. Reporting amounts under section 6033(b)(8) of the Internal Revenue Code
 Method C. Reporting amounts under section 162(e) of the Internal Revenue Code

Registrant Name: BURLINGTON NORTHERN SANTA FE Client Name: Self

LOBBYING ACTIVITY

Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Attach additional page(s) as needed.

15. General issue area code: BUD (one per page)

16. Specific lobbying issues:

HR 1684 - Department of Homeland Security Authorization Act, Title IX and all matters pertaining to railroad and freight transportation
HR 1630 Amtrak Reauthorization Act, all matters related to railroad and freight transportation
HR 3074, Transportation, Housing and Urban Development, and Related Agencies Appropriations Bill
HR 1 - 9/11 Commission Recommendations Act of 2007
HR 1516 - Federal Railroad Safety Accountability and Improvement Act, all matters pertaining to railroad and freight transportation
S 83 - Rail Security Act of 2007, all matters pertaining to railroad and freight transportation
HR. 5411 - Fiscal '07 - Homeland Security appropriations - all matters pertaining to railroad and freight transportation (HR 109-476 and S. 109-273)

17. House(s) of Congress and Federal agencies contacted:

HOUSE OF REPRESENTATIVES
Homeland Security, Dept of (DHS)
SENATE
Transportation, Dept of (DOT)

18. Name of each individual who acted as a lobbyist in this issue area:

Name: ANDERSEN, ZAK
Covered Official Position (if applicable): N/A
Name: BASQUIN, ASHLEY
Covered Official Position (if applicable): N/A
Name: HENDERSON-HAWKINS, AMY C.
Covered Official Position (if applicable): N/A
Name: SMYTHERS, MICHAEL JR
Covered Official Position (if applicable): N/A

19. Interest of each foreign entity in the specific issues listed on line 16 above. **None**

Registrant Name: BURLINGTON NORTHERN SANTA FE Client Name: Self

LOBBYING ACTIVITY

Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Attach additional page(s) as needed.

15. General issue area code: ENG (one per page)

16. Specific lobbying issues:

HR 3221 - New Directives for Energy Independence, National Security and Consumer Protection Act, all matters pertaining to railroad and freight transportation
HR 2419 - Farm, Nutrition and Bioenergy Act of 2007, all matters pertaining to railroad and freight transportation
HR 6 - Clean Energy Act of 2007/Renewable Fuels, Consumer Protection, and Energy Efficiency Act of 2007, all matters pertaining to railroad and freight transportation
HR 3248 - National Security, and Consumer Protection Act (HR 3220), all matters pertaining to railroad and freight transportation
HR 2776 - Renewable Energy and Conservation Tax Act of 2007, all matters related to railroad and freight transportation
HR 1530 - Chemical Facility Security Improvement Act of 2007, all matters related to railroad and freight transportation

17. House(s) of Congress and Federal agencies contacted:

HOUSE OF REPRESENTATIVES
Homeland Security, Dept of (DHS)
SENATE
Transportation, Dept of (DOT)

18. Name of each individual who acted as a lobbyist in this issue area:

Name: ANDERSEN, ZAK
Covered Official Position (if applicable): N/A
Name: BASQUIN, ASHLEY
Covered Official Position (if applicable): N/A
Name: HENDERSON-HAWKINS, AMY C.
Covered Official Position (if applicable): N/A
Name: SMYTHERS, MICHAEL JR
Covered Official Position (if applicable): N/A

19. Interest of each foreign entity in the specific issues listed on line 16 above. **None**

LOBBYING ACTIVITY

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15. General issue area code: RRR (one per page)

16. Specific lobbying issues:

HR 1650 - Railroad Antitrust and Competition Enhancement Act of 2007, all matters related to railroad and freight transportation S 3459 - Green Lane Maritime Cargo Security Act, all matters related to railroad and freight transportation HR 2125 - Railroad Competition & Service Improvement Act of 2007, railroad and freight transportation HR 3248 - SAFETEA-LU Technical Corrections Act of 2007, all matters pertaining to railroad and freight transportation S 1889 - Railroad Safety Enhancement Act of 2007, all matters pertaining to railroad and freight transportation S 1438 - Railroad Crossing and Hazardous Materials Transport Safety Act of 2007, all matters pertaining to railroad and freight transportation S 953 - Railroad Competition and Service Improvement Act of 2007, all matters pertaining to railroad and freight transportation HR 2047 - Railroad Competition Improvement and Reauthorization act, railroad and freight transportation

17. House(s) of Congress and Federal agencies contacted:

HOUSE OF REPRESENTATIVES

SENATE

Transportation, Dept of (DOT)

18. Name of each individual who acted as a lobbyist in this issue area:

Name: ANDERSEN, ZAK

Covered Official Position (if applicable): N/A

Name: BASQUIN, ASHLEY

Covered Official Position (if applicable): N/A

Name: HENDERSON-HAWKINS, AMY C.

Covered Official Position (if applicable): N/A

Name: SMYTHE, MICHAEL JR

Covered Official Position (if applicable): N/A

19. Interest of each foreign entity in the specific issues listed on line 16 above. **None**

Registrant Name: BURLINGTON NORTHERN SANTA FE Client Name: Self

LOBBYING ACTIVITY

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15. General issue area code: TAX (one per page)

16. Specific lobbying issues:

HR 2116 - Freight Rail Infrastructure Capacity Expansion Act of 2007, all matters related to railroad and freight transportation S 1125 - Freight Rail Infrastructure Capacity Expansion Act of 2007, all matters related to railroad and freight transportation

17. House(s) of Congress and Federal agencies contacted:

HOUSE OF REPRESENTATIVES
SENATE

18. Name of each individual who acted as a lobbyist in this issue area:

Name: ANDERSEN, ZAK

Covered Official Position (if applicable): N/A

Name: BASQUIN, ASHLEY

Covered Official Position (if applicable): N/A

Name: HENDERSON-HAWKINS, AMY C.

Covered Official Position (if applicable): N/A

Name: SMYTHERS, MICHAEL JR

Covered Official Position (if applicable): N/A

19. Interest of each foreign entity in the specific issues listed on line 16 above. **None**

Registrant Name: BURLINGTON NORTHERN SANTA FE Client Name: Self

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Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Attach additional page(s) as needed.

15. General issue area code: TOR (one per page)

16. Specific lobbying issues:

HR 1650 - Railroad Antitrust Enforcement Act of 2007, all matters related to railroad and freight transportation S 772 - Railroad Antitrust Enforcement Act of 2007, all matters related to railroad and freight transportation

17. House(s) of Congress and Federal agencies contacted:
SENATE

18. Name of each individual who acted as a lobbyist in this issue area:

Name: ANDERSEN, ZAK
Covered Official Position (if applicable): N/A
Name: BASQUIN, ASHLEY
Covered Official Position (if applicable): N/A
Name: HENDERSON-HAWKINS, AMY C.
Covered Official Position (if applicable): N/A
Name: SMYTHEERS, MICHAEL JR
Covered Official Position (if applicable): N/A

19. Interest of each foreign entity in the specific issues listed on line 16 above. **None**

Registrant Name: BURLINGTON NORTHERN SANTA FE Client Name: Self

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15. General issue area code: TRA (one per page)

16. Specific lobbying issues:

HR 2761 Public Transportation Terrorism Prevention Act of 2007, all matters related to railroad and freight transportation

17. House(s) of Congress and Federal agencies contacted:

HOUSE OF REPRESENTATIVES

SENATE

Transportation, Dept of (DOT)

18. Name of each individual who acted as a lobbyist in this issue area:

Name: ANDERSEN, ZAK

Covered Official Position (if applicable): N/A

Name: BASQUIN, ASHLEY

Covered Official Position (if applicable): N/A

Name: HENDERSON-HAWKINS, AMY C.

Covered Official Position (if applicable): N/A

Name: SMYTHERS, MICHAEL JR

Covered Official Position (if applicable): N/A

19. Interest of each foreign entity in the specific issues listed on line 16 above. **None**

Signature: ON FILE Date: Aug 10, 2007

Printed Name and Title: ARLEANE C. SWEETNEY, MANAGER, GOVERNMENT AFFAIRS -