

LOBBYING REPORT

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

1. Registrant Name:

KIRKPATRICK & LOCKHART PRESTON GATES ELLIS (K & L GATES)

2. Address:

1601 K STREET, NW, WASHINGTON, DC 20006-1600

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

4. Contact Name: TERRI ALDER

Telephone: 2026613881

E-mail (optional): terri.alder@klgates.com

Senate ID #: 32098-113

House ID #:

7. Client Name: Self

BNSF RAILWAY CO. (FORMERLY BURLINGTON NORTHERN SANTA FE CORP)

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): 120,000.00

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): _____

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: KIRKPATRICK & LOCKHART PRESTON GATES ELLIS (K & L GATES) Client Name: BNSF RAILWAY CO. (FORMERLY BURLINGTON NORTHERN SANTA FE CORP)

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 2638, Department of Homeland Security Appropriations Act, 2008, funding for rail freight security and safety.

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: BOEGEL, JESSICA

Covered Official Position (if applicable): SCHEDULER, CONGRESSMAN DICKS

Name: GARVIE, PAMELA

Covered Official Position (if applicable): N/A

Name: SEE, CHAD

Covered Official Position (if applicable): N/A

Name: WISSMAN, YVETTE

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: KIRKPATRICK & LOCKHART PRESTON GATES ELLIS (K & L GATES) Client Name: BNSF RAILWAY CO. (FORMERLY BURLINGTON NORTHERN SANTA FE CORP)

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: RRR (one per page)

16. Specific lobbying issues:

HR 2125 and S 953, Railroad Competition and Service Improvement Act of 2007, lobbied against bill. Monitored plans for high-level waste to Yucca Mountain repository. Monitored trade developments. CONTINUED ON NEXT PAGE

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: ALIFERIS, SCOTT

Covered Official Position (if applicable): N/A

Name: ARCOS, CRIS

Covered Official Position (if applicable): N/A

Name: EVANS, MICHAEL

Covered Official Position (if applicable): N/A

Name: FLACHBART, AMY

Covered Official Position (if applicable): CHIEF OF STAFF, REP. GEORGE NETHERCUTT

Name: GARVIE, PAMELA

Covered Official Position (if applicable): N/A

Name: HOPFENSBERGER, CHRISTOPHER

Covered Official Position (if applicable): N/A

Name: KIRK, WILLIAM

Covered Official Position (if applicable): N/A

Name: MIZEUR, HEATHER

Covered Official Position (if applicable): DOMESTIC POLICY DIRECTOR, SEN. JOHN KERRY

Name: MORSE, ROGER

Covered Official Position (if applicable): N/A

Name: NELSON, SCOTT

Covered Official Position (if applicable): DEPUTY CHIEF OF STAFF, SEN. DORGAN

Name: PECKINPAUGH, TIM

Covered Official Position (if applicable): N/A

Name: SEE, CHAD

Covered Official Position (if applicable): N/A

Name: STEPHENS, DENNIS

Covered Official Position (if applicable): N/A

Name: VALENTINE, STEVEN

Covered Official Position (if applicable): N/A

Name: WISSMAN, YVETTE

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: KIRKPATRICK & LOCKHART PRESTON GATES ELLIS (K & L GATES) Client Name: BNSF RAILWAY CO. (FORMERLY BURLINGTON NORTHERN SANTA FE CORP)

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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: TAX (one per page)

16. Specific lobbying issues:

S 1125 and HR 2116, Freight Rail Infrastructure Capacity Expansion Act of 2007, lobbied for bill.

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: EVANS, MICHAEL

Covered Official Position (if applicable): N/A

Name: GARVIE, PAMELA

Covered Official Position (if applicable): N/A

Name: MORSE, ROGER

Covered Official Position (if applicable): N/A

Name: NELSON, SCOTT

Covered Official Position (if applicable): DEPUTY CHIEF OF STAFF, SEN. DORGAN

Name: WISSMAN, YVETTE

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: KIRKPATRICK & LOCKHART PRESTON GATES ELLIS (K & L GATES) Client Name: BNSF RAILWAY CO. (FORMERLY BURLINGTON NORTHERN SANTA FE CORP)

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: TOR (one per page)

16. Specific lobbying issues:

Monitored possible asbestos litigation reform legislation.

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: GARVIE, PAMELA

Covered Official Position (if applicable): N/A

Name: GORTON, SLADE

Covered Official Position (if applicable): N/A

Name: PECKINPAUGH, TIM

Covered Official Position (if applicable): N/A

Name: VALENTINE, STEVEN

Covered Official Position (if applicable): N/A

Name: WISSMAN, YVETTE

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: Feb 14, 2008

Printed Name and Title: PAMELA GARVIE, PARTNER -

Information Update Page:

Complete ONLY where registration information has changed.

LOBBYIST UPDATE

23. Name of each previously reported individual who is NO LONGER expected to act as a lobbyist for the client

Name: GORTON, SLADE
Name: LIVINGSTON BEHAN, ELLEN
Name: O'NEIL, MICHAEL
Name: ROUVELAS, EMANUEL

ISSUE UPDATE

24. General lobbying issues previously reported that NO LONGER pertain

AFFILIATED ORGANIZATIONS

25. Add the following organization(s)

26. Name of each previously reported organization that is NO LONGER affiliated with the registrant or client

FOREIGN ENTITIES

27. Add the following foreign entities

28. Name of each previously reported foreign entity the NO LONGER owns, OR controls, OR is affiliated with the registrant, client or affiliated organization

Signature: ON FILE Date: Feb 14, 2008

Printed Name and Title: -