

**Burlington Northern Santa Fe, LLC**  
\$600,000,000 3.050% Debentures due 2022  
\$650,000,000 4.375% Debentures due 2042

Final Term Sheet

<b>Issuer:</b>	Burlington Northern Santa Fe, LLC
<b>Ratings*:</b>	A3/BBB+ (Stable/Stable) (Moody's/S&P)
<b>Note Type:</b>	Senior Unsecured Debentures
<b>Offering Format:</b>	SEC Registered
<b>Trade Date:</b>	August 16, 2012
<b>Settlement Date:</b>	August 23, 2012 (T+5)
<b>Maturity Date:</b>	2022 Debentures - September 1, 2022 2042 Debentures - September 1, 2042
<b>Principal Amount:</b>	\$1,250,000,000 (including \$600,000,000 aggregate principal amount of the 3.050% Debentures due 2022 ("2022 Debentures") and \$650,000,000 aggregate principal amount of the 4.375% Debentures due 2042 ("2042 Debentures"))
<b>Benchmark:</b>	2022 Debentures - UST 1.625% due August 15, 2022 2042 Debentures - UST 3.000% due May 15, 2042
<b>Benchmark Yield:</b>	2022 Debentures - 1.849% 2042 Debentures - 2.959%
<b>Re-offer Spread:</b>	2022 Debentures - T + 125 bps 2042 Debentures - T + 150 bps
<b>Re-offer Yield:</b>	2022 Debentures - 3.099% 2042 Debentures - 4.459%
<b>Coupon:</b>	2022 Debentures - 3.050% 2042 Debentures - 4.375%
<b>Price to Public:</b>	2022 Debentures - 99.580% 2042 Debentures - 98.616%
<b>Coupon Dates:</b>	2022 Debentures - March 1 and September 1 2042 Debentures - March 1 and September 1

**First Coupon Date:** 2022 Debentures - March 1, 2013  
2042 Debentures - March 1, 2013

**Make Whole Call:** 2022 Debentures - T + 20 bps (at any time before June 1, 2022)  
2042 Debentures - T + 25 bps (at any time before March 1, 2042)

**Par Call:** 2022 Debentures - At any time on or after June 1, 2022  
2042 Debentures - At any time on or after March 1, 2042

**Day Count Convention:** 30/360

**Denomination:** \$2,000 x \$1,000

**CUSIP / ISIN:** 2022 Debentures - 12189L AL5 / US12189LAL53  
2042 Debentures - 12189L AK7 / US12189LAK70

**Bookrunners:** Citigroup Global Markets Inc.  
Goldman, Sachs & Co.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

**Co-Managers:** PNC Capital Markets LLC  
The Williams Capital Group, L.P.

**\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. at 1 (877) 858-5407 or calling Goldman, Sachs & Co. at 1 (866) 471-2526 or calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1 (800) 294-1322.**