# BNSF RAILWAY COMPANY

## Consolidated Financial Statements
## for the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of income, comprehensive income, changes in stockholder's equity, and cash flows for the three years in the period ended December 31, 2024

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# Independent Auditor's Report

## *To the Board of Directors of BNSF Railway Company*

### Opinion

We have audited the consolidated financial statements of BNSF Railway Company and subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of income, comprehensive income, changes in stockholder's equity, and cash flows for each of the three years in the period ended December 31, 2024, and the related notes to the consolidated financial statements (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are issued.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/ DELOITTE & TOUCHE LLP

Fort Worth, Texas
February 24, 2025

**BNSF Railway Company and Subsidiaries**

## *Consolidated Statements of Income*

In millions

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | **2023** | **2022** |
| Revenues | **$ 23,351** | $ 23,473 | $ 25,202 |
| Operating expenses: | | | |
| Compensation and benefits | **5,856** | 5,500 | 5,253 |
| Fuel | **3,267** | 3,684 | 4,581 |
| Depreciation and amortization | **2,627** | 2,610 | 2,515 |
| Purchased services | **2,071** | 2,098 | 2,140 |
| Equipment rents | **715** | 699 | 720 |
| Materials and other | **1,314** | 1,463 | 1,370 |
| Total operating expenses | **15,850** | 16,054 | 16,579 |
| Operating income | **7,501** | 7,419 | 8,623 |
| Interest expense | **7** | 8 | 9 |
| Interest income, related parties | **(1,756)** | (1,540) | (1,183) |
| Other (income) expense, net | **(134)** | (139) | (100) |
| Income before income taxes | **9,384** | 9,090 | 9,897 |
| Income tax expense | **2,258** | 2,113 | 2,281 |
| Net income | **$ 7,126** | $ 6,977 | $ 7,616 |

See accompanying Notes to Consolidated Financial Statements.

**BNSF Railway Company and Subsidiaries**

## *Consolidated Statements of Comprehensive Income*

In millions

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | **2023** | **2022** |
| Net income | **$ 7,126** | $ 6,977 | $ 7,616 |
| | | | |
| Other comprehensive income (loss): | | | |
| Change in pension and retiree health and welfare benefits, net of tax | **346** | 41 | (171) |
| Change in accumulated other comprehensive income (loss) of equity method investees | **1** | (1) | 12 |
| Other comprehensive income (loss), net of tax | **347** | 40 | (159) |
| Total comprehensive income | **$ 7,473** | $ 7,017 | $ 7,457 |

See accompanying Notes to Consolidated Financial Statements.

**BNSF Railway Company and Subsidiaries**

## *Consolidated Balance Sheets*

In millions, except share data

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | **$ 541** | $ 508 |
| Accounts receivable, net | **2,064** | 2,006 |
| Materials and supplies | **1,063** | 1,009 |
| Other current assets | **181** | 167 |
| Total current assets | **3,849** | 3,690 |
| Property and equipment, net of accumulated depreciation of $20,360 and $19,414, respectively | **70,739** | 69,528 |
| Goodwill | **15,333** | 15,333 |
| Operating lease right-of-use assets | **1,186** | 1,065 |
| Other assets | **3,930** | 3,332 |
| Total assets | **$ 95,037** | $ 92,948 |
| **Liabilities and Stockholder's Equity** | | |
| Current liabilities: | | |
| Accounts payable and other current liabilities | **$ 4,230** | $ 4,529 |
| Long-term debt and finance leases due within one year | **63** | 59 |
| Total current liabilities | **4,293** | 4,588 |
| Deferred income taxes | **15,749** | 15,247 |
| Operating lease liabilities | **722** | 541 |
| Long-term debt and finance leases | **628** | 532 |
| Casualty and environmental liabilities | **408** | 430 |
| Pension and retiree health and welfare liability | **180** | 196 |
| Other liabilities | **1,104** | 1,128 |
| Total liabilities | **23,084** | 22,662 |
| Commitments and contingencies (see Note 14) | | |
| Stockholder's equity: | | |
| Common stock, $1 par value, 1,000 shares authorized; issued and outstanding and paid-in-capital | **42,920** | 42,920 |
| Retained earnings | **54,746** | 55,620 |
| Intercompany notes receivable | **(26,294)** | (28,488) |
| Accumulated other comprehensive income | **581** | 234 |
| Total stockholder's equity | **71,953** | 70,286 |
| Total liabilities and stockholder's equity | **$ 95,037** | $ 92,948 |

See accompanying Notes to Consolidated Financial Statements.

**BNSF Railway Company and Subsidiaries**

## *Consolidated Statements of Cash Flows*

In millions

| | Years ended December 31, 2024 | 2023 | 2022 |
|---|---|---|---|
| **Operating Activities** | | | |
| Net income | **$ 7,126** | $ 6,977 | $ 7,616 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | **2,627** | 2,610 | 2,515 |
| Deferred income taxes | **363** | 102 | (26) |
| Other, net | **(144)** | (164) | (45) |
| Changes in current assets and liabilities: | | | |
| Accounts receivable, net | **104** | (197) | (121) |
| Materials and supplies | **(55)** | (46) | (88) |
| Other current assets | **221** | 166 | 110 |
| Accounts payable and other current liabilities | **(616)** | (226) | 595 |
| Net cash provided by operating activities | **9,626** | 9,222 | 10,556 |
| **Investing Activities** | | | |
| Capital expenditures excluding equipment | **(3,234)** | (3,497) | (3,355) |
| Acquisition of equipment | **(456)** | (423) | (177) |
| Purchases of investments and investments in time deposits | **(31)** | (24) | (23) |
| Other, net | **(4)** | (5) | 65 |
| Net cash used for investing activities | **(3,725)** | (3,949) | (3,490) |
| **Financing Activities** | | | |
| Payments on long-term debt and finance leases | **(62)** | (55) | (332) |
| Net increase in intercompany notes receivable classified as equity | **(5,806)** | (5,257) | (6,700) |
| Net cash used for financing activities | **(5,868)** | (5,312) | (7,032) |
| (Decrease) increase in cash and cash equivalents | **33** | (39) | 34 |
| Cash and cash equivalents: | | | |
| Beginning of period | **508** | 547 | 513 |
| End of period | **$ 541** | $ 508 | $ 547 |
| | | | |
| **Supplemental Cash Flow Information** | | | |
| Interest paid, net of amounts capitalized | **$ 4** | $ 1 | $ 22 |
| Capital investments accrued but not yet paid | **$ 232** | $ 469 | $ 307 |
| Income taxes paid, net of refunds | **$ 2,054** | $ 1,871 | $ 2,125 |
| Non-cash asset financing | **$ —** | $ — | $ 5 |
| Non-cash dividend | **$ 8,000** | $ — | $ 25,000 |

See accompanying Notes to Consolidated Financial Statements.

**BNSF Railway Company and Subsidiaries**

## *Consolidated Statements of Changes in Stockholder's Equity*

In millions

| | Common Stock and Paid-in Capital | Retained Earnings | Intercompany Notes Receivable | Accumulated Other Comprehensive Income (Loss) | Total Stockholder's Equity |
|---|---|---|---|---|---|
| Balance as of December 31, 2021 | $ 42,920 | $ 66,027 | $ (41,531) | $ 353 | $ 67,769 |
| Change in intercompany notes receivable | — | — | (6,700) | — | (6,700) |
| Non-cash dividend | — | (25,000) | 25,000 | — | — |
| Comprehensive income (loss), net of tax | — | 7,616 | — | (159) | 7,457 |
| Balance as of December 31, 2022 | $ 42,920 | $ 48,643 | $ (23,231) | $ 194 | $ 68,526 |
| Change in intercompany notes receivable | — | — | (5,257) | — | (5,257) |
| Comprehensive income (loss), net of tax | — | 6,977 | — | 40 | 7,017 |
| Balance as of December 31, 2023 | $ 42,920 | $ 55,620 | $ (28,488) | $ 234 | $ 70,286 |
| Change in intercompany notes receivable | **—** | **—** | **(5,806)** | **—** | **(5,806)** |
| Non-cash dividend | — | **(8,000)** | **8,000** | **—** | **—** |
| Comprehensive income (loss), net of tax | — | **7,126** | **—** | **347** | **7,473** |
| Balance as of December 31, 2024 | **$ 42,920** | **$ 54,746** | **$ (26,294)** | **$ 581** | **$ 71,953** |

See accompanying Notes to Consolidated Financial Statements.

**BNSF Railway Company and Subsidiaries**

# Notes to Consolidated Financial Statements

## *1. The Company*

BNSF Railway is a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC (BNSF). BNSF Railway operates one of the largest railroad networks in North America. BNSF Railway operates over 32,500 route miles of track (excluding multiple main tracks, yard tracks and sidings) in 28 states and also operates in three Canadian provinces. Through one operating transportation services segment, BNSF Railway transports a wide range of products and commodities including the transportation of Consumer Products, Industrial Products, Agricultural Products, and Coal, derived from manufacturing, agricultural, and natural resource industries, which constituted 37 percent, 25 percent, 25 percent, and 13 percent, respectively, of total freight revenues for the year ended December 31, 2024.

On February 12, 2010, Berkshire Hathaway Inc., a Delaware corporation (Berkshire), acquired 100 percent 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 (Merger) of a Berkshire 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 Railway beginning as of February 13, 2010.

## *2. Significant Accounting Policies*

**Principles of Consolidation**

The Consolidated Financial Statements include the accounts of BNSF Railway. All intercompany accounts and transactions have been eliminated. Investments in companies that are not majority-owned are carried at cost or are accounted for under the equity method if the Company has the ability to exercise significant influence but does not have a controlling financial interest. The Company also evaluates its less than majority-owned investments pursuant to accounting guidance related to the consolidation of variable interest entities. We currently have no investments that require consolidation under this guidance.

**Use of Estimates**

The preparation of financial statements in accordance with generally accepted accounting principles in the U.S. (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions are periodically reviewed by management. Actual results could differ from those estimates.

**Revenue Recognition**

The Company's primary source of revenue is freight rail transportation services. The primary performance obligation for the Company is to move freight from a point of origin to a point of destination for its customers. The performance obligations are represented by bills of lading which create a series of distinct services that have a similar pattern of transfer to the customer. The revenues for each performance obligation are based on various factors including the product being shipped, the origin and destination pair, and contract incentives which are outlined in various private rate agreements, common carrier public tariffs, interline foreign road agreements, and pricing quotes. The transaction price is generally a per car amount to transport cars from a certain origin to a certain destination.

The associated freight revenues are recognized over time as the service is performed because the customer simultaneously receives and consumes the benefits of the service. The Company recognizes revenue based on the portion of the service completed as of the balance sheet date. Bills for freight transportation services are generally issued to customers and paid within thirty days or less. As a result, no significant contract assets exist and there are no significant financing components in the Company's revenue arrangements.

Customer incentives, which are primarily provided for shipping a specified cumulative volume or shipping to/from specific locations, are recorded as a reduction to revenue on a pro-rata basis based on actual or projected future customer shipments. A small portion of customer incentive agreements have a component where a different discount amount is provided for different levels of volumes, resulting in variable consideration. To determine the transaction price in these cases, the Company estimates the amount of variable consideration at each reporting period utilizing the most likely amount based on historical trends as well as economic and other indicators. These incentives are ratably applied to all units using an estimate of how much volume the customer will ship under the customer incentive agreement. Both the variable consideration and the associated contract liabilities resulting from these types of customer incentives are immaterial.

Other revenues are primarily generated from accessorial services provided to railroad customers which are primarily storage and demurrage and are recognized when the service is performed.

**Accounts Receivable, Net**

Accounts receivable, net includes accounts receivable reduced by an allowance for credit losses. The allowance for credit losses is based on expected collectibility. Receivables are written off against allowances after all reasonable collection efforts are exhausted.

**Cash and Cash Equivalents**

All short-term investments with maturities of 90 days or less from the date of purchase are considered cash equivalents. Cash equivalents are stated at cost, which approximates market value because of the short maturity of these instruments.

**Materials and Supplies**

Materials and supplies, which consist mainly of rail, ties and other items for construction and maintenance of property and equipment, as well as diesel fuel, are valued at the lower of average cost or market.

**Goodwill**

Goodwill is the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed.

Goodwill is tested for impairment annually or more frequently if events or circumstances indicate that the carrying amount may not be recoverable. A goodwill impairment loss would be recognized to the extent that the carrying amount of a reporting unit exceeds its fair value, limited to the total amount of goodwill allocated to that reporting unit.

See Note 10 to the Consolidated Financial Statements for further information related to goodwill.

**Property and Equipment, Net**

BNSF Railway's railroad operations are highly capital intensive and its large base of homogeneous, network-type assets turns over on a continuous basis. BNSF Railway self-constructs portions of its track structure and rebuilds certain classes of rolling stock. Each year, BNSF Railway develops a capital program intended to enable BNSF Railway to increase capacity, enhance the safety or efficiency of operations, extend the useful life or increase the value of its assets, gain strategic benefit, or provide new service offerings to customers. Costs are capitalized if they meet these criteria as well as the applicable minimum units of property, including costs for assets purchased or constructed throughout the year, along with all costs necessary to make the assets ready for their intended use. In addition to direct labor and materials, indirect costs that clearly relate to capital projects are also capitalized. Normal repairs and maintenance are charged to operating expense as incurred.

Property and equipment are stated at cost and are depreciated on a straight-line basis over their estimated useful lives using the group method of depreciation in which all items with similar characteristics, use, and expected lives are grouped together in asset classes and depreciated using composite depreciation rates. The Company conducts depreciation studies, generally every three years for equipment and every six years for track structure and other roadway property, and implements study results prospectively.

These detailed studies form the basis for the Company's composite depreciation rates and take into account the following factors:

- Statistical analysis of historical patterns of use and retirements of each of BNSF Railway's asset classes;
- Evaluation of any expected changes in current operations and the outlook for continued use of the assets;
- Evaluation of technological advances and changes to maintenance practices; and
- Expected salvage to be received upon retirement.

Under group depreciation, the historical cost net of salvage of depreciable property that is retired or replaced in the ordinary course of business is charged to accumulated depreciation, and no gain or loss is recognized. This historical cost of certain assets is estimated as it is impracticable to track individual, homogeneous, network-type assets. Historical costs are estimated by deflating current costs using the Producer Price Index (PPI) or a unit cost method. These methods closely correlate with the major costs of the items comprising the asset classes. Because of the number of estimates inherent in the depreciation and retirement processes and because it is impossible to precisely estimate each of these variables until a group of property is completely retired, BNSF Railway monitors the estimated service lives of its assets and the accumulated depreciation associated with each asset class to ensure its depreciation rates are appropriate.

For retirements of depreciable asset classes that do not occur in the normal course of business, a gain or loss may be recognized in operating expense if the retirement: (i) is unusual, (ii) is significant in amount, and (iii) varies significantly from the retirement profile identified through BNSF Railway’s depreciation studies. Gains or losses from disposals of land and non-rail property are recognized at the time of their occurrence. During the three fiscal years presented, no material gains or losses were recognized due to the retirement of depreciable assets.

Long-lived assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the long-lived assets, the carrying value is reduced to the estimated fair value as measured by the discounted cash flows.

**Leases**

The Company has substantial lease commitments for locomotives, freight cars, office buildings, operating facilities, and other property. Many of the Company’s leases provide the option to purchase the leased item at fair market value or a fixed purchase price at the end of the lease, and some leases include early buyout options at a fixed purchase price. Also, many of the Company’s leases include both fixed rate and fair market value renewal options.

As the implicit interest rate is not readily available for most operating leases, the Company uses its incremental borrowing rate based on information available at commencement date, including lease term, to determine the present value of lease payments. The Company has operating lease agreements that contain both lease and non-lease components, but only freight cars are accounted for as a single lease component. BNSF Railway has applied the short-term lease exemption to all asset classes, and as a result, short-term leases are not recognized on the Consolidated Balance Sheets. Variable lease costs, sublease income, and lessor transactions are not significant.

Assets held under finance leases are recorded at the net present value of the minimum lease payments at the inception of the lease. Amortization expense for finance leases, as well as leasehold improvements, is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the period of the related lease.

**Planned Major Maintenance Activities**

BNSF Railway utilizes the deferral method of accounting for leased locomotive overhauls, which includes the complete refurbishment of the engine and related components to extend the useful life of the locomotive. Accordingly, BNSF Railway has established an asset in property and equipment, net in the Consolidated Balance Sheets for overhauls that is amortized to expense using the straight-line method until the next overhaul is performed.

**Environmental Liabilities**

Liabilities for environmental cleanup costs are initially recorded when BNSF Railway’s liability for environmental cleanup is both probable and reasonably estimable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. Estimates for these liabilities are undiscounted.

**Personal Injury Claims**

Liabilities for personal injury claims are initially recorded when the expected loss is both probable and reasonably estimable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. Liabilities recorded for unasserted personal injury claims, including those related to asbestos, are based on information currently available. Estimates of liabilities for personal injury claims are undiscounted.

**Income Taxes**

Deferred tax assets and liabilities are measured using the tax rates that apply to taxable income in the period in which the deferred tax asset or liability is expected to be realized or paid. Changes in the Company's estimates regarding the statutory tax rate to be applied to the reversal of deferred tax assets and liabilities could materially affect the effective tax rate. Valuation allowances are established to reduce deferred tax assets if it is more likely than not that some or all of the deferred tax asset will not be realized. BNSF Railway has not recorded a valuation allowance, as it believes that the deferred tax assets will be fully realized in the future. Investment tax credits are accounted for using the flow-through method.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

**Employment Benefit Plans**

The Company estimates liabilities and expenses for pension and retiree health and welfare plans. Estimated amounts are based on historical information, current information, and estimates regarding future events and circumstances. Significant assumptions used in the valuation of pension and/or retiree health and welfare liabilities include the expected return on plan assets, discount rate, rate of increase in compensation levels, and the health care cost trend rate.

**Fair Value Measurements**

As defined under authoritative accounting guidance, fair value is the price that would be received to sell an asset or paid to transfer a liability between market participants in the principal market or in the most advantageous market when no principal market exists. Adjustments to transaction prices or quoted market prices may be required in illiquid or disorderly markets in order to estimate fair value. Different valuation techniques may be appropriate under the circumstances to determine the value that would be received to sell an asset or paid to transfer a liability in an orderly transaction. Market participants are assumed to be independent, knowledgeable, able, and willing to transact an exchange and not under duress. Nonperformance or credit risk is considered in determining the fair value of liabilities. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized in a current or future market exchange.

The authoritative accounting guidance specifies a three-level hierarchy of valuation inputs which was established to increase consistency, clarity and comparability in fair value measurements and related disclosures.

- Level 1–Quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date.
- Level 2–Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant inputs are observable market data.
- Level 3–Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

## 3. Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2023-07 (ASU 2023-07), Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This standard requires additional segment information disclosures, including disclosures of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 and interim periods with fiscal years beginning after December 15, 2024. The Company adopted this standard for the year-ended December 31, 2024. See Note 4 to the Consolidated Financial Statements.

In December 2023, the FASB issued Accounting Standards Update No. 2023-09 (ASU 2023-09), Income Taxes (Topic 740): Improvements to Income Taxes Disclosures. This standard requires entities to further disaggregate income tax disclosures related to the income tax rate reconciliation and income taxes paid by federal, state, foreign, and any individual jurisdictions where the reconciling items or income taxes paid quantitatively exceed 5 percent of the total amount disclosed. Entities are also required to disclose income (or loss) from continuing operations before income tax expense disaggregated between domestic and foreign and income tax expense (or benefit) from continuing operations disaggregated by federal, state, and foreign jurisdictions. ASU 2023-09 is effective prospectively for annual reporting periods beginning after December 15, 2024, with early adoption permitted. The Company expects to adopt this standard for its reporting period beginning January 1, 2025.

In November 2024, the FASB issued Accounting Standards Update No. 2024-03 (ASU 2024-03), Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This standard requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense line item within continuing operations on the income statement. For any amounts remaining in these relevant expense line items beyond those required to be disclosed, entities are required to disclose a qualitative description of what is included within the remaining amounts. Entities are also required to disclose the total selling expenses recognized in continuing operations and, on an annual basis, the issuer's definition of selling expenses. ASU 2024-03 is effective prospectively for annual reporting periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027, with early adoption permitted. The Company expects to adopt this standard for its reporting period beginning January 1, 2027.

## 4. Segment Information

BNSF Railway is a wholly-owned subsidiary of BNSF and represents its only operating segment. The financial results are evaluated as one reportable segment due to the integrated nature of BNSF's rail network. See Note 1 to the Consolidated Financial Statements for information related to the subsidiary's services offered and business operations. As BNSF Railway's operations are not materially different from BNSF's, the Chief Executive Officer, who acts as the chief operating decision maker (CODM), assesses the segment at the consolidated level. The CODM uses the Company's consolidated net income to evaluate the overall profitability of the segment and allocate resources across the Company's rail network. Consolidated net income is benchmarked against forecasted targets, historical results, and industry standards and analyzed for trends for organizational strategic planning purposes. BNSF Railway's assets and significant expenses are also reviewed at the consolidated level. Additionally, while BNSF Railway operates outside of the U.S., its foreign operations are immaterial to the reportable segment.

## *5. Revenue from Contracts with Customers*

The Company disaggregates revenue from contracts with customers based on the characteristics of the services provided and the types of products transported (in millions):

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | **2023** | **2022** |
| Consumer Products | **$ 8,435** | $ 7,879 | $ 9,234 |
| Agricultural Products | **5,836** | 5,583 | 5,743 |
| Industrial Products | **5,619** | 5,690 | 5,587 |
| Coal | **2,943** | 3,795 | 3,927 |
| Total freight revenues | **22,833** | 22,947 | 24,491 |
| Accessorial and other | **518** | 526 | 711 |
| Total operating revenues | **$ 23,351** | $ 23,473 | $ 25,202 |

Contract assets and liabilities are immaterial. Receivables from contracts with customers is a component of accounts receivable, net on the Consolidated Balance Sheets. As of December 31, 2024 and 2023, $1.1 billion and $1.2 billion, respectively, represent net receivables from contracts with customers.

Remaining performance obligations primarily consist of in-transit freight revenues, which will be recognized in the next reporting period. As of December 31, 2024 and 2023, remaining performance obligations were $307 million and $247 million, respectively.

## *6. Income Taxes*

Income tax expense (benefit) was as follows (in millions):

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | **2023** | **2022** |
| Current: | | | |
| Federal | **$ 1,608** | $ 1,693 | $ 1,941 |
| State | **290** | 318 | 365 |
| Total current | **1,898** | 2,011 | 2,306 |
| Deferred: | | | |
| Federal | **296** | 175 | 59 |
| State | **64** | (73) | (84) |
| Total deferred | **360** | 102 | (25) |
| Total | **$ 2,258** | $ 2,113 | $ 2,281 |

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

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | **2023** | **2022** |
| U.S. Federal statutory income tax rate | **21.0 %** | 21.0 % | 21.0 % |
| State income taxes, net of federal tax benefit | **3.0** | 2.1 | 2.0 |
| Other, net | **0.1** | 0.1 | — |
| Effective tax rate | **24.1 %** | 23.2 % | 23.0 % |

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

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Deferred tax liabilities: | | |
| Property and equipment | **$ (15,406)** | $ (15,017) |
| Operating lease right-of-use assets | **(241)** | (199) |
| Other | **(799)** | (676) |
| Total deferred tax liabilities | **(16,446)** | (15,892) |
| Deferred tax assets: | | |
| Operating lease liabilities | **238** | 197 |
| Compensation and benefits | **167** | 171 |
| Casualty and environmental | **92** | 98 |
| Other | **200** | 179 |
| Total deferred tax assets | **697** | 645 |
| Net deferred tax liability | **$ (15,749)** | $ (15,247) |

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

All U.S. federal income tax returns of BNSF Railway are closed for audit through the tax period ended December 31, 2013. BNSF Railway is currently under examination for the years 2014 through 2019 as part of Berkshire's consolidated U.S. federal income tax return.

BNSF Railway and its subsidiaries have various state income tax returns in the process of examination, administrative appeal or litigation. State income tax returns are generally subject to examination for a period of three to five years after filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states.

**Uncertain Tax Positions**

The amount of unrecognized tax benefits for the years ended December 31, 2024, 2023 and 2022, was $48 million, $47 million and $52 million, respectively. The amount of unrecognized tax benefits as of December 31, 2024 that would affect the Company’s effective tax rate if recognized was $39 million, computed at the federal income tax rate expected to be applicable in the taxable period in which the amount may be incurred by the Company. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

| | Years ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Beginning balance | **$ 47** | $ 52 | $ 46 |
| Additions for tax positions related to current year | **8** | 6 | 11 |
| Additions (reductions) for tax positions taken in prior years | **1** | (2) | — |
| Additions (reductions) for tax positions as a result of: | | | |
| Lapse of statute of limitations | **(8)** | (9) | (5) |
| Ending balance | **$ 48** | $ 47 | $ 52 |

It is expected that the amount of unrecognized tax benefits will change in the next twelve months; however, BNSF Railway does not expect the change to have a significant impact on the results of operations, the financial position or the cash flows of the Company.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in income tax expense in the Consolidated Statements of Income. The Company had recorded a liability of approximately $10 million and $9 million for interest for the years ended December 31, 2024 and 2023, respectively.

## *7. Accounts Receivable, Net*

Accounts receivable, net consists of freight and other receivables, reduced by an allowance for credit losses which is based upon expected collectability. As of December 31, 2024 and 2023, $40 million and $42 million, respectively, of such allowances had been recorded.

## *8. Business Combinations*

On March 8, 2023, the Surface Transportation Board issued a decision approving the discontinuance of service by Montana Rail Link, Inc. (MRL) over that certain line owned by BNSF Railway and leased to MRL, with BNSF Railway to resume providing service over the line. This decision became effective April 7, 2023.

As a result of the approved lease termination, consideration exchanged between BNSF Railway and MRL has been accounted for in accordance with ASC Topic 805 (ASC 805). The amount allocable to goodwill under ASC 805 is deductible for U.S. federal income tax purposes. Based on additional information obtained during the fourth quarter of 2023, BNSF recorded $1.0 billion in net measurement period adjustments primarily related to property and equipment, resulting in a decrease to goodwill. The measurement period adjustment to property and equipment resulted in additional depreciation expense of $9 million for the year ended December 31, 2023, which is included within depreciation and amortization on the Consolidated Statements of Income. The purchase price allocation was finalized as of March 31, 2024.

The allocation of total consideration to the fair values of the assets is as follows (in millions):

| | April 7, 2023 |
|---|---|
| Property and equipment | **$ 1,571** |
| Materials and supplies | **10** |
| Goodwill | **532** |
| Fair value of assets | **$ 2,113** |

Property and equipment of $1.6 billion primarily includes land for transportation purposes, track structure, and other roadway assets. As a result of the approved lease termination, total goodwill was $15.3 billion as of December 31, 2024.

This transaction is not material with respect to BNSF's financial statements when reviewed under the quantitative and qualitative considerations of Regulation S-X Article 11 and ASC 805, so the Company has not provided pro forma information relating to the period prior to the transaction.

## *9. Property and Equipment, Net*

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

| | December 31, 2024 | December 31, 2023 | Range of Estimated Useful Life |
|---|---|---|---|
| Land for transportation purposes | **$ 6,933** | $ 6,912 | — |
| Track structure | **32,047** | 30,366 | 15 – 55 years |
| Other roadway [a] | **34,838** | 33,953 | 10 – 100 years |
| Locomotives | **9,995** | 10,627 | 8 – 38 years |
| Freight cars and other equipment | **3,983** | 3,927 | 8 – 45 years |
| Computer hardware, software and other | **1,730** | 1,649 | 6 – 15 years |
| Construction in progress | **1,573** | 1,508 | — |
| Total cost | **91,099** | 88,942 | |
| Less accumulated depreciation and amortization | **(20,360)** | (19,414) | |
| Property and equipment, net | **$ 70,739** | $ 69,528 | |

[a] Other roadway includes grading, bridges, signals, buildings and other road assets.

The Consolidated Balance Sheets as of December 31, 2024 and 2023 included $1.3 billion and $1.2 billion, respectively, of capitalized right-of-use fixed assets and related accumulated amortization of $475 million and $449 million, respectively, under other assets.

The Company capitalized $34 million, $27 million and $28 million of interest for the years ended December 31, 2024, 2023 and 2022, respectively.

## *10. Goodwill*

As of both December 31, 2024 and 2023, the carrying value of goodwill was $15.3 billion. During the years ended December 31, 2024, 2023 and 2022, no impairment losses were incurred and there were no accumulated impairment losses related to goodwill as of both December 31, 2024 and 2023.

## *11. Leases*

The following table shows the components of lease cost (in millions):

| **Lease Cost** | **Years ended December 31,** | |
|---|---|---|
| | **2024** | **2023** |
| Operating lease cost | **$ 426** | $ 388 |
| Finance lease cost: | | |
| Amortization of right-of-use assets | **18** | 19 |
| Interest on lease liabilities | **5** | 6 |
| Short-term lease cost | **18** | 39 |
| Total lease cost | **$ 467** | $ 452 |

Supplemental balance sheet information related to leases was as follows (in millions):

| **Operating Leases** | **December 31, 2024** | **December 31, 2023** |
|---|---|---|
| Operating lease right-of-use assets | **$ 1,186** | $ 1,066 |
| | | |
| Accounts payable and other current liabilities | **296** | 318 |
| Operating lease liabilities | **722** | 541 |
| Total operating lease liabilities | **$ 1,018** | $ 859 |

| **Finance Leases** | **December 31, 2024** | **December 31, 2023** |
|---|---|---|
| Property and equipment | **$ 336** | $ 346 |
| Accumulated depreciation | **(215)** | (212) |
| Property and equipment, net | **$ 121** | $ 134 |
| | | |
| Long-term debt due within one year | **$ 22** | $ 22 |
| Long-term debt | **50** | 72 |
| Total finance lease liabilities | **$ 72** | $ 94 |

Supplemental cash flow information related to leases was as follows (in millions):

| Cash Flow | Years ended December 31, 2024 | 2023 |
|---|---|---|
| Cash paid for amounts included in the measurement of lease obligations: | | |
| Operating cash flows for operating leases | **$ 394** | $ 367 |
| Operating cash flows for finance leases | **$ 5** | $ 6 |
| Financing cash flows for finance leases | **$ 22** | $ 25 |
| Right-of-use assets obtained in exchange for lease obligations: | | |
| Operating leases | **$ 462** | $ 216 |

Other information related to leases was as follows:

| Other Information | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Weighted-average remaining lease term (in years): | | |
| Operating leases | **6.4** | 5.6 |
| Finance leases | **3.3** | 4.2 |
| Weighted-average discount rate: | | |
| Operating leases | **4.5 %** | 4.0 % |
| Finance leases | **5.7 %** | 5.7 % |

Maturities of lease liabilities as of December 31, 2024 are summarized as follows (in millions):

| | Operating Leases | Finance Leases |
|---|---|---|
| 2025 | **$ 331** | **$ 26** |
| 2026 | **200** | **24** |
| 2027 | **185** | **22** |
| 2028 | **117** | **8** |
| 2029 | **94** | **—** |
| Thereafter | **256** | **—** |
| Total lease payments | **1,183** | **80** |
| Less amount representing interest | **(165)** | **(8)** |
| Total | **$ 1,018** | **$ 72** |

## *12. Accounts Payable and Other Current Liabilities*

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

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Property and income tax liabilities | **$ 888** | $ 1,077 |
| Compensation and benefits payable | **864** | 842 |
| Accounts payable | **544** | 625 |
| Customer incentives | **416** | 428 |
| Operating leases - current | **296** | 318 |
| Capital expenditure estimated liabilities | **134** | 192 |
| Casualty and environmental liabilities | **120** | 120 |
| Rents and leases | **107** | 108 |
| Other | **861** | 819 |
| Total | **$ 4,230** | $ 4,529 |

## 13. Debt

Debt outstanding, excluding finance leases, was as follows (in millions):

| | December 31, 2024 [a] | | December 31, 2023 [a] | |
|---|---|---|---|---|
| Equipment obligations, due through 2028 | **$ 332** | **3.6 %** | $ 355 | 3.6 % |
| Mortgage bonds, due through 2047 | **47** | **3.1** | 47 | 3.1 |
| Financing obligations, due through 2029 | **268** | **4.6** | 124 | 5.4 |
| Unamortized fair value adjustment under acquisition method accounting, discount, debt issuance costs, and other, net | **(28)** | | (29) | |
| Total | **619** | | 497 | |
| Less current portion of long-term debt | **(41)** | **4.3 %** | (37) | 4.6 % |
| Long-term debt | **$ 578** | | $ 460 | |

[a] Amounts represent debt outstanding and weighted average effective interest rates for 2024 and 2023, respectively. Maturities are as of December 31, 2024.

As of December 31, 2024, certain BNSF Railway properties and other assets were subject to liens securing $47 million of mortgage debt. Certain locomotives and rolling stock of BNSF Railway and its subsidiaries were subject to equipment obligations.

The fair value of BNSF Railway'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 Railway for debt of the same remaining maturities (Level 2 inputs).

The following table provides principal cash flows and fair value information for the Company's debt obligations.

| | December 31, 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Maturity Date | | | | | | | |
| | 2025 | 2026 | 2027 | 2028 | 2029 | Thereafter | Total | Fair Value |
| Debt maturities (in millions) | $41 | $49 | $51 | $274 | $16 | $188 | $619 | $598 |

As of December 31, 2023, the fair value of debt was $487 million.

## 14. Commitments and Contingencies

### Personal Injury

BNSF Railway's personal injury liability includes the cost of claims for employee work-related injuries, third-party claims, and asbestos claims. BNSF Railway records a liability for asserted and unasserted claims when the expected loss is both probable and reasonably estimable. Because of the uncertainty of the timing of future payments, the liability is undiscounted. Defense and processing costs, which are recorded on an as-reported basis, are not included in the recorded liability. Expense accruals and adjustments are classified as materials and other in the Consolidated Statements of Income.

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. Resolution of these cases under FELA's fault-based system requires either a finding of fault by a jury or an out of court settlement. Third-party claims include claims by non-employees for compensatory damages and may, from time to time, include requests for punitive damages or treatment of the claim as a class action.

BNSF Railway estimates its personal injury liability claims and expense using standard actuarial methodologies based on the covered population, activity levels and trends in frequency, and the costs of covered injuries. The Company monitors actual experience against the forecasted number of claims to be received, the forecasted number of claims closing with payment, and expected claim payments and records adjustments as new events or changes in estimates develop.

BNSF Railway Company is party to asbestos claims by employees and non-employees who may have been exposed to asbestos. Because of the relatively finite exposed population, the Company has recorded an estimate for the full amount of probable exposure. This is determined through an actuarial analysis based on estimates of the exposed population, the number of claims likely to be filed, the number of claims that will likely require payment, and the cost per claim. Estimated filing and dismissal rates and average cost per claim are determined utilizing recent claim data and trends.

The following table summarizes the activity in the Company's accrued obligations for personal injury claims (in millions):

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | 2023 | 2022 |
| Beginning balance | **$ 314** | $ 306 | $ 328 |
| Accruals / changes in estimates | **98** | 112 | 71 |
| Payments | **(108)** | (104) | (93) |
| Ending balance | **$ 304** | $ 314 | $ 306 |
| Current portion of ending balance | **$ 85** | $ 85 | $ 90 |

The amount recorded by the Company for the personal injury liability is based upon the best information currently available. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to resolve these claims may be different from the recorded amounts. The Company estimates that costs to resolve the liability may range from approximately $260 million to $375 million.

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

**Environmental**

BNSF Railway Company is subject to extensive federal, state, and local environmental regulation. The Company's operating procedures include practices to protect the environment from the risks inherent in railroad operations, which frequently involve transporting chemicals and other hazardous materials. Additionally, many of BNSF Railway's land holdings are or 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. Under federal (in particular, the Comprehensive Environmental Response, Compensation, and Liability Act) and state statutes, the Company may be held jointly and severally liable for cleanup and enforcement costs associated with a particular site without regard to fault or the legality of the original conduct. The Company participates in the study, cleanup, or both of environmental contamination at approximately 185 sites.

Environmental costs may include, but are not limited to, site investigations, remediation, and restoration. The liability is recorded when the expected loss is both probable and reasonably estimable and is undiscounted due to uncertainty of the timing of future payments. Expense accruals and adjustments are classified as materials and other in the Consolidated Statements of Income.

BNSF Railway estimates the cost of cleanup efforts at its known environmental sites based on experience gained from cleanup efforts at similar sites, estimated percentage to closure ratios, possible remediation work plans, 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. The Company monitors actual experience against expectations and records adjustments as new events or changes in estimates develop.

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

| | Years ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Beginning balance | **$ 236** | $ 247 | $ 251 |
| Accruals / changes in estimates | **4** | 7 | 14 |
| Payments | **(16)** | (18) | (18) |
| Ending balance | **$ 224** | $ 236 | $ 247 |
| Current portion of ending balance | **$ 35** | $ 35 | $ 35 |

The amount recorded by the Company for the environmental liability is based upon the best information currently available. It has not been reduced by anticipated recoveries from third parties and includes both asserted and unasserted claims. BNSF Railway's total cleanup costs at these sites cannot be predicted with certainty due to various factors, such as the extent of corrective actions that may be required, evolving environmental laws and regulations, advances in environmental technology, the extent of other parties' participation in cleanup efforts, developments in ongoing environmental analyses related to sites determined to be contaminated, and developments in environmental surveys and studies of contaminated sites. Because of the uncertainty surrounding various factors, it is reasonably possible that future costs to settle these claims may be different from the recorded amounts. The Company estimates that costs to settle the liability may range from approximately $200 million to $260 million.

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

**Other Claims and Litigation**

In addition to personal injury and environmental matters, BNSF Railway is a party 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 compensatory damages and may, from time to time, include requests for punitive damages or treatment of the claim as a class action. Although the final outcome of these matters cannot be predicted with certainty, it is the opinion of BNSF Railway that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, the occurrence of a number of these items in the same period could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

On April 7, 2015, the Swinomish Indian Tribal Community (the Tribe) filed a legal case against BNSF Railway alleging that it breached an easement over the Tribe's reservation. On June 17, 2024, a judgment was entered against BNSF Railway in the amount of $395 million, which it has appealed. While the ultimate resolution of this matter is subject to further developments, the Company does not believe that the outcome will have a material adverse effect on its financial position, results of operations or liquidity.

**Other Commitments**

In the normal course of business, the Company enters into long-term contractual requirements for future goods and services needed for the operations of the business. Such commitments are not in excess of expected requirements and are not reasonably likely to result in performance penalties or payments that would have a material adverse effect on the Company's liquidity.

## Guarantee

As of December 31, 2024, BNSF Railway has not been called upon to perform under the guarantee specifically disclosed in this footnote and does not anticipate a significant performance risk in the foreseeable future.

Debt and other obligations of non-consolidated entities guaranteed by the Company as of December 31, 2024, were as follows (dollars in millions):

| | BNSF Railway Ownership Percentage | Principal Amount Guaranteed | Maximum Future Payments | Maximum Recourse Amount [a] | Remaining Term (in years) | Capitalized Obligations |
|---|---|---|---|---|---|---|
| Chevron Phillips Chemical Company LP | — % | N/A [c] | N/A | N/A | 3 | $ 6 [b] |

[a] Reflects the maximum amount the Company could recover from a third party other than the counterparty.
[b] Reflects the asset and corresponding liability for the fair value of this guarantee required by authoritative accounting guidance related to guarantees.
[c] There is no cap to the liability that can be sought from BNSF Railway for BNSF Railway's negligence or the negligence of the indemnified party. However, BNSF Railway could receive reimbursement from certain insurance policies if the liability exceeds a certain amount.

**Chevron Phillips Chemical Company LP**

BNSF Railway has an indemnity agreement with Chevron Phillips Chemical Company LP (Chevron Phillips), granting certain rights of indemnity from BNSF Railway, in order to facilitate access to a 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 Railway enters into agreements with third parties that include indemnification clauses. The Company believes that these clauses are generally customary for the types of agreements in which they are included. At times, these clauses may involve indemnification for the acts of the Company, its employees and agents, indemnification for another party's acts, indemnification for future events, indemnification based upon a certain standard of performance, indemnification for liabilities arising out of the Company's use of leased equipment or other property, or other types of indemnification. Despite the uncertainty whether events which would trigger the indemnification obligations would ever occur, the Company does not believe that these indemnity agreements will have a material adverse effect on the Company's results of operations, financial position or liquidity. Additionally, the Company believes that, due to lack of historical payment experience, the fair value of indemnities cannot be estimated with any amount of certainty and that the fair value of any such amount would be immaterial to the Consolidated Financial Statements. Unless separately disclosed above, no fair value liability related to indemnities has been recorded in the Consolidated Financial Statements.

## *15. Employment Benefit Plans*

BNSF provides a funded, noncontributory qualified pension plan (BNSF Retirement Plan), which covered most non-union employees through March 31, 2019, and an unfunded non-tax-qualified pension plan (BNSF Supplemental Retirement Plan), which covered certain officers and other employees through March 31, 2019. The benefits under these pension plans are based on years of credited service and the highest consecutive sixty months of compensation for the last ten years of salaried employment with the Company. BNSF Railway Company also provides a funded, noncontributory qualified pension plan which covers certain union employees of the former The Atchison, Topeka and Santa Fe Railway Company (Union Plan). The benefits under this pension plan are based on elections made at the time the plan was implemented. With respect to the funded plans, BNSF's funding policy is to contribute annually not less than the regulatory minimum and not more than the maximum amount deductible for income tax purposes. The BNSF Retirement Plan, the BNSF Supplemental Retirement Plan, and the Union Plan are collectively referred to herein as the Pension Plans.

During the first quarter of 2019, BNSF amended the BNSF Retirement Plan and the BNSF Supplemental Retirement Plan. Non-union employees hired on or after April 1, 2019 are not eligible to participate in these retirement plans and instead receive an additional employer contribution as part of the qualified 401(k) plan based on the employees' age and years of service. Current employees are being transitioned away from the retirement plans and upon transition are eligible for the additional employer contribution.

Components of the net (benefit) cost for the Pension Plans were as follows (in millions):

| | Pension Benefits | | |
|---|---|---|---|
| | Years ended December 31, | | |
| | **2024** | **2023** | **2022** |
| Service cost | **$ 11** | $ 10 | $ 18 |
| Interest cost | **83** | 84 | 62 |
| Expected return on plan assets | **(186)** | (185) | (182) |
| Amortization of net (gain) loss | **(20)** | (34) | 3 |
| Settlement loss (gain) | **—** | — | (1) |
| Net (benefit) cost recognized | **$ (112)** | $ (125) | $ (100) |

The projected benefit obligation is the present value of benefits earned to date by plan participants, including the effect of assumed future salary increases. The following tables show the change in projected benefit obligation for the Pension Plans (in millions):

| | Pension Benefits | |
|---|---|---|
| **Change in Benefit Obligation** | **December 31, 2024** | **December 31, 2023** |
| Projected benefit obligation at beginning of period | **$ 1,739** | $ 1,678 |
| Service cost | **11** | 10 |
| Interest cost | **83** | 84 |
| Actuarial loss (gain) | **(78)** | 106 |
| Benefits paid | **(138)** | (137) |
| Settlements | **(1)** | (2) |
| Projected benefit obligation at end of period | **1,616** | 1,739 |
| Component representing future salary increases | **(13)** | (9) |
| Accumulated benefit obligation at end of period | **$ 1,603** | $ 1,730 |

For the year ended December 31, 2024, the change in benefit obligation resulted from actuarial gains primarily attributable to an increase in the discount rate from the preceding year. For the year ended December 31, 2023, the change in benefit obligation resulted from actuarial losses primarily attributable to participant demographics and a decrease in the discount rate from the preceding year.

The following tables show the change in plan assets of the Pension Plans (in millions):

| | Pension Benefits | |
|---|---|---|
| **Change in Plan Assets** | **December 31, 2024** | **December 31, 2023** |
| Fair value of plan assets at beginning of period | **$ 2,611** | $ 2,355 |
| Actual return (loss) on plan assets | **585** | 384 |
| Employer contributions[a] | **11** | 11 |
| Benefits paid | **(138)** | (137) |
| Settlements | **(1)** | (2) |
| Fair value of plan assets at end of period | **$ 3,068** | $ 2,611 |

[a] Employer contributions were classified as Other, Net under Operating Activities in the Company’s Consolidated Statements of Cash Flows.

The following table shows the funded status of the Pension Plans, defined as plan assets less the projected benefit obligation (in millions):

| | Pension Benefits | |
|---|---|---|
| | **December 31, 2024** | **December 31, 2023** |
| Funded status (plan assets less projected benefit obligations) | **$ 1,452** | $ 872 |

Of the net pension assets of $1,452 million and $872 million recognized as of December 31, 2024 and 2023, respectively, $12 million and $11 million was included in other current liabilities as of December 31, 2024 and 2023, respectively, and $1,519 million and $944 million were included in other assets as of December 31, 2024 and 2023, respectively.

The BNSF Supplemental Retirement Plan had accumulated and projected benefit obligations in excess of plan assets as of both December 31, 2024 and 2023. The following table shows the projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for each period (in millions):

| | **December 31, 2024** | **December 31, 2023** |
|---|---|---|
| Projected benefit obligation | **$ 67** | $ 72 |
| Accumulated benefit obligation | **$ 66** | $ 70 |
| Fair value of plan assets | **$ —** | $ — |

Actuarial gains and losses and prior service credits are recognized in the Consolidated Balance Sheets through an adjustment to accumulated other comprehensive income (loss) (AOCI). Pre-tax amounts currently recognized in AOCI consisted of a net gain of $742 million and $285 million as of December 31, 2024 and 2023, respectively. The following table shows the pre-tax change in AOCI attributable to the components of the net cost and the change in benefit obligation (in millions):

| | Pension Benefits | | |
|---|---|---|---|
| | Years ended December 31, | | |
| **Change in AOCI** | **2024** | **2023** | **2022** |
| Beginning balance | **$ 285** | $ 226 | $ 509 |
| Amortization of net (gain) loss | **(20)** | (34) | 3 |
| Actuarial gain (loss) | **477** | 93 | (285) |
| Settlements | **—** | — | (1) |
| Ending balance | **$ 742** | $ 285 | $ 226 |

The assumptions used in accounting for the Pension Plans were as follows:

| | Pension Benefits | | |
|---|---|---|---|
| | Years ended December 31, | | |
| **Assumptions Used to Determine Net Cost** | **2024** | **2023** | **2022** |
| Discount rate | **5.0 %** | 5.2 % | 2.7 % |
| Expected long-term rate of return on plan assets | **6.7 %** | 6.7 % | 6.5 % |
| Rate of compensation increase | **3.0 %** | 3.1 % | 3.1 % |

| | Pension Benefits | |
|---|---|---|
| **Assumptions Used to Determine Benefit Obligations** | **December 31, 2024** | **December 31, 2023** |
| Discount rate | **5.6 %** | 5.0 % |
| Rate of compensation increase | **3.0 %** | 3.0 % |

The Company determined the discount rate based on a yield curve that utilized year-end market yields of high-quality corporate bonds to develop spot rates that are matched against the plans' expected benefit payments. The discount rate used for the 2025 calculation of pension net benefit cost increased to 5.6 percent, which reflects market conditions at the December 31, 2024 measurement date.

Various other assumptions including retirement and withdrawal rates, compensation increases, payment form and benefit commencement age are based upon a five-year experience study. In 2021, the Company obtained an updated study which had an immaterial impact on its pension and retiree health and welfare projected benefit obligation.

The Company utilizes actuary-produced mortality tables and an improvement scale derived from the most recently available data, which were used in the calculation of its December 31, 2024 and 2023 liabilities.

Pension plan assets are generally invested with the long-term objective of earning sufficient amounts to cover expected benefit obligations while assuming a prudent level of risk. Allocations may change as a result of changing market conditions and investment opportunities.

The expected rates of return on plan assets reflect subjective assessments of expected invested asset returns over a period of several years. Actual experience may differ from the assumed rates. The expected rate of return on pension plan assets was 6.7 percent for 2024 and will be 6.7 percent for 2025.

The following table is an estimate of the impact on future net benefit cost that could result from hypothetical changes to the most sensitive assumptions, the discount rate and expected rate of return on plan assets:

**Sensitivity Analysis**

| | Change in 2024 Net Benefit Cost |
|---|---|
| **Hypothetical Discount Rate Change** | **Pension** |
| 50 basis point decrease | $ 5 million increase |
| 50 basis point increase | $ 5 million decrease |
| **Hypothetical Expected Rate of Return on Plan Assets Change** | **Pension** |
| 50 basis point decrease | $ 14 million increase |
| 50 basis point increase | $ 14 million decrease |

Investments are stated at fair value. The various types of investments are valued as follows:

(i) Cash and equivalents include investments in a money market fund and in a collective short-term investment fund, both of which are composed of high-grade instruments with short-term maturities. The money market fund is valued at the closing price reported by the active market on which the fund is traded (Level 1 input). The short-term investment fund is valued based on the price per share which is determined and published (although not publicly) and is the basis for current transactions (Level 2 input).

(ii) Equity securities are valued at the last trade price at primary exchange close time on the last business day of the year (Level 1 input). If the last trade price is not available, values are based on bid, ask/offer quotes from contracted pricing vendors, brokers, or investment managers (Level 3 input or Level 2 if corroborated).

(iii) Highly liquid government obligations, such as U.S. Treasury securities, are valued based on quoted prices in active markets for identical assets (Level 1 input). Other fixed maturity securities and government obligations are valued based on institutional bid evaluations from contracted vendors. Where available, vendors use observable market-based data to evaluate prices (Level 2 input). If observable market-based data is not available, unobservable inputs such as extrapolated data, proprietary models, and indicative quotes are used to arrive at estimated prices representing the price a dealer would pay for the security (Level 3 input).

The following table summarizes the investments of the funded pension plans as of December 31, 2024, based on the inputs used to value them (in millions):

| Asset Category | Total as of December 31, 2024 | Level 1 Inputs [a] | Level 2 Inputs [a] | Level 3 Inputs [a] |
|---|---|---|---|---|
| Cash and equivalents | **$ 8** | **$ —** | **$ 8** | **$ —** |
| Equity securities[b] | **3,018** | **3,018** | **—** | **—** |
| Government obligations | **39** | **39** | **—** | **—** |
| Other fixed maturity securities | **3** | **—** | **3** | **—** |
| Total | **$ 3,068** | **$ 3,057** | **$ 11** | **$ —** |

[a] See Note 2 to the Consolidated Financial Statements under the heading “Fair Value Measurements” for a definition of each of these levels of inputs.
[b] As of December 31, 2024, four equity securities each exceeded 10 percent or more of total plan assets.

Comparative Prior Year Information
The following table summarizes the investments of the funded pension plans as of December 31, 2023, based on the inputs used to value them (in millions):

| Asset Category | Total as of December 31, 2023 | Level 1 Inputs [a] | Level 2 Inputs [a] | Level 3 Inputs [a] |
|---|---|---|---|---|
| Cash and equivalents | $ 11 | $ — | $ 11 | $ — |
| Equity securities[b] | 2,448 | 2,448 | — | — |
| Government obligations | 148 | 148 | — | — |
| Other fixed maturity securities | 4 | — | 4 | — |
| Total | $ 2,611 | $ 2,596 | $ 15 | $ — |

[a] See Note 2 to the Consolidated Financial Statements under the heading “Fair Value Measurements” for a definition of each of these levels of inputs.
[b] As of December 31, 2023, four equity securities each exceeded 10 percent or more of total plan assets.

The Company is not required to make contributions to its funded pension plans in 2025.

The following table shows expected benefit payments from the Pension Plans for the next five fiscal years and the aggregate five years thereafter (in millions):

| Fiscal year | Expected Pension Plan Benefit Payments[a] | |
|---|---|---|
| 2025 | $ | 140 |
| 2026 | $ | 134 |
| 2027 | $ | 128 |
| 2028 | $ | 126 |
| 2029 | $ | 124 |
| 2030-2034 | $ | 589 |

[a] Primarily consists of the BNSF Retirement Plan payments, which are made from the plan trust and do not represent an immediate cash outflow to the Company.

**Other Benefit Plans**

BNSF Railway Company sponsor qualified 401(k) plans that cover substantially all employees and a non-qualified defined contribution plan that covers certain officers and other employees. BNSF Railway matches contributions made by non-union employees and a limited number of union employees subject to certain percentage limits of the employees' earnings. Non-union employees hired on or after April 1, 2019 and employees hired before that date who have transitioned from the BNSF Retirement Plan are also eligible for an additional employer contribution based on the employees' age and years of service. BNSF Railway's 401(k) expense was $66 million, $64 million and $56 million during the years ended December 31, 2024, 2023 and 2022, respectively.

Certain salaried employees of BNSF Railway who met age and years of service requirements and who began salaried employment prior to September 22, 1995 are eligible for medical benefits, including prescription drug coverage, during retirement. For pre-Medicare participants, the postretirement medical and prescription drug benefit is contributory and provides benefits to retirees and their covered dependents. For Medicare eligible participants, a yearly stipend is recorded in a Health Reimbursement Account (HRA) established on their behalf. Retirees can use these HRAs to reimburse themselves for eligible out-of-pocket expenses, as well as premiums for personal supplemental insurance policies. HRAs are unfunded, so no funds are expended by the Company until the reimbursements are paid to participants. As of December 31, 2024 and 2023, the projected benefit obligation associated with the retiree health and welfare plans was $139 million and $150 million, respectively. For each of the years ended December 31, 2024, 2023 and 2022, the service cost associated with the health and welfare plans was approximately $1 million.

Under collective bargaining agreements, BNSF Railway Company participates in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Health care claim payments and life insurance premiums paid attributable to retirees, which are generally expensed as incurred, were $20 million, $26 million and $31 million during the years ended December 31, 2024, 2023 and 2022, respectively. The average number of employees covered under these plans was approximately 31,000 during the years ended December 31, 2024, 2023 and 2022.

## *16. Related Party Transactions*

BNSF Railway is involved with BNSF and certain of its subsidiaries in related party transactions in the ordinary course of business, which include payments made on each other's behalf and performance of services. Under the terms of a tax allocation agreement with BNSF, BNSF Railway made federal and state income tax payments, net of refunds, of $2.0 billion, $1.9 billion and $2.1 billion during the years ended December 31, 2024, 2023 and 2022, respectively, which are reflected in changes in current assets and liabilities in the Consolidated Statements of Cash Flows. As of December 31, 2024 and 2023, BNSF Railway had a tax payable to BNSF of $502 million and $697 million, respectively.

As of December 31, 2024 and 2023, BNSF Railway had $707 million and $527 million, respectively, of intercompany receivables which are reflected in accounts receivable in the respective Consolidated Balance Sheets. As of December 31, 2024 and 2023, BNSF Railway had $231 million and $40 million of intercompany payables, respectively, which are reflected in accounts payable in the respective Consolidated Balance Sheets. Net intercompany balances are settled in the ordinary course of business.

As of December 31, 2024 and 2023, BNSF Railway had $26.3 billion and $28.5 billion, respectively, of intercompany notes receivable from BNSF. During years ended December 31, 2024, 2023 and 2022 loans to BNSF were $6.4 billion, $5.4 billion and $6.9 billion, respectively, partially offset by repayments received of $641 million, $157 million and $182 million in 2024, 2023 and 2022, respectively. In August 2024, BNSF Railway declared an in-kind dividend of $8 billion to BNSF, reducing notes receivable by $8 billion. All intercompany notes have a variable interest rate of 1 percent above the monthly average of the daily effective Federal Funds rate. Interest is collected semi-annually on all intercompany notes receivable. Interest income from intercompany notes receivable is presented in interest income, related parties in the Consolidated Statements of Income.

BNSF Railway engages in various transactions with related parties in the ordinary course of business. The following table summarizes revenues earned by BNSF Railway for services provided to related parties and expenditures to related parties (in millions):

| | Years ended December 31, | | |
|---|---|---|---|
| | **2024** | **2023** | **2022** |
| Revenues | **$ 102** | $ 109 | $ 102 |
| Expenditures | **$ 451** | $ 454 | $ 490 |

North American railroads pay TTX Company (TTX) car hire to use TTX's freight equipment to serve their customers. BNSF Railway owns 17.4 percent of TTX while other North American railroads own the remaining interest. As the Company possesses the ability to exercise significant influence, but not control, over the operating and financial policies of TTX, BNSF Railway applies the equity method of accounting to its investment. The investment in TTX is recorded in other assets in the Consolidated Balance Sheets, and equity income or losses are recorded in materials and other in the Consolidated Statements of Income. The Company's investment in TTX was $891 million and $848 million as of December 31, 2024 and 2023, respectively. The Company incurred car hire expenditures with TTX of $415 million, $394 million, and $409 million for the years ended December 31, 2024, 2023, and 2022, respectively.

BNSF has a consolidated, wholly-owned subsidiary, Burlington Northern Santa Fe Insurance Company, Ltd. (BNSFIC), that offers insurance coverage for certain risks including FELA, and property and excess general liability which are subject to reinsurance. During the years ended December 31, 2024, 2023 and 2022, BNSF Railway recognized $64 million, $77 million and $64 million, respectively, in expense related to those premiums, which is classified as purchased services in the Consolidated Statements of Income. During the years ended December 31, 2024, 2023 and 2022, BNSFIC made claim payments totaling $87 million, $86 million and $74 million, respectively, for settlement of covered claims.

## *17. Accumulated Other Comprehensive Income*

Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in accumulated other 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.

The following tables provide the components of accumulated other comprehensive income (loss) (AOCI) by component (in millions):

| | Pension and Retiree Health and Welfare Benefit Items | Equity Method Investments | Total |
|---|---|---|---|
| Balance as of December 31, 2021 | $ 356 | $ (3) | $ 353 |
| Other comprehensive income (loss) before reclassifications, net of $56 million tax expense | (175) | 12 | (163) |
| Amounts reclassified from AOCI: | | | |
| Amortization of actuarial losses[a] | 6 | — | 6 |
| Settlement (gain) loss[a] | (1) | — | (1) |
| Tax expense (benefit) | (1) | — | (1) |
| Balance as of December 31, 2022 | $ 185 | $ 9 | $ 194 |
| Other comprehensive income (loss) before reclassifications, net of $21 million tax benefit | 68 | (1) | 67 |
| Amounts reclassified from AOCI: | | | |
| Amortization of actuarial gains[a] | (36) | — | (36) |
| Tax expense (benefit) | 9 | — | 9 |
| Balance as of December 31, 2023 | $ 226 | $ 8 | $ 234 |
| Other comprehensive income (loss) before reclassifications, net of $115 million tax expense | **361** | **1** | **362** |
| Amounts reclassified from AOCI: | | | |
| Amortization of actuarial gains[a] | **(20)** | **—** | **(20)** |
| Tax expense (benefit) | **5** | **—** | **5** |
| Balance as of December 31, 2024 | **$ 572** | **$ 9** | **$ 581** |

[a] This accumulated other comprehensive income component is included in the computation of net periodic pension cost (see Note 15 for additional details).

**Certification by Vice President**

With respect to the annual financial statements and related footnotes of BNSF Railway Company and subsidiaries for the period ended December 31, 2024, the undersigned, Candace Palmarozzi, Vice President and Controller, hereby certifies that, to her knowledge as of the date hereof, the information contained in such attached financial statements and related footnotes fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2025

/s/ Candace Palmarozzi

Candace Palmarozzi
Vice President and Controller