

SUPPLIER GUIDE for the BNSF / Supplier Relationship

THE BNSF / SUPPLIER RELATIONSHIP

At BNSF Railway Company, we are committed to high standards of ethical behavior and legal compliance. This brochure describes the ethical, legal and procurement standards that BNSF expects in our business relationships with suppliers. You should ensure that you understand and comply with these standards. Failure to do so, or causing an employee to violate the standards, can result in a loss of business with BNSF.

CODE OF CONDUCT

The BNSF Code of Conduct defines the ethical and legal standards for employees when conducting business. This Code is designed to foster a standard of conduct that will reflect positively on the Company and the individual and protect the reputation and financial well-being of BNSF.

Listed below are several components of the Code that could impact the relationships of BNSF employees and suppliers. The entire Code of Conduct can be found on our Web site at <http://www.bnsf.com/investors/governance.html>.

■ Gifts and Business

Entertainment

Employees cannot accept anything that might impair, or appear to impair, the employee's ability to perform Company duties or exercise judgment in a fair and unbiased manner.



■ Conflict of Interest

No employee should enter into a transaction or engage in a practice that would influence him or her to act other than in the best interest of the Company.

■ Environmental Compliance and Safety

The Company is committed to operating in a manner that will protect the environment and human health and safety. Further, BNSF requires employees to take a responsible, safe approach to their duties in safe-guarding the public and corporate trust.

□ Harassment in the Workplace

BNSF is committed to maintaining a workplace free from harassment. This includes verbal, physical and written conduct.

□ Reciprocity

No purchases are contingent upon the supplier's patronage of BNSF or the purchase of another product or service.

□ BNSF Hotline

If a BNSF employee suggests that a supplier may obtain business in return for personal benefit (financial or otherwise) or fails to comply with BNSF's Code, or if you suspect other fraud by an employee or third party, immediately report the incident to the Vice President-Corporate General Counsel at 817-352-2369 or BNSF's Hotline at 800-533-BNSF. Callers to the Hotline may remain anonymous if desired.



PROCUREMENT STANDARDS

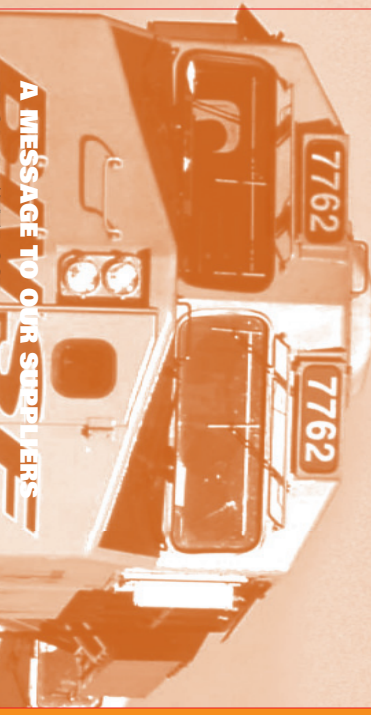
BNSF Purchasing Standards are the proper business practices expected of suppliers and employees when procuring goods and services. They include the following:

- The value of each purchasing decision is based on total cost of ownership (including quality, service, administration and price).
- Suppliers must comply with all applicable laws and regulations, and must document compliance with regulatory requirements and service level agreements.
- Employees must seek competitive bids, whenever possible, to procure goods and services for BNSF. Suppliers must develop their bids independently without consulting other bidders.
- Supplier diversity is an integral part of BNSF's overall commitment to diversity. Our Diverse Business Enterprise program seeks to develop mutually beneficial, long-term partnerships with certified women-, minority-owned and historically underutilized businesses.
- Auctions, bids and catalogs will be processed electronically whenever possible. Purchase orders and invoices must be submitted electronically.
- Suppliers who perform work on BNSF property are responsible for complying with all applicable BNSF safety rules, regulations and policies. Contractors may also be required to submit a Safety Action Plan and complete safety training.



A MESSAGE TO OUR SUPPLIERS
FROM MATT ROSE
BNSF CHAIRMAN, PRESIDENT AND CEO

Our suppliers play a crucial role in ensuring the safety and reliability of our materials and components and, ultimately, the service we provide to customers. We believe that the success of our supplier relationship requires adherence to the highest ethical, legal and procurement standards.



See <http://www.bnsf.com/suppliers> for more information on:

- the sourcing process,
- contacts,
- billing or
- Web tools.

