



John J. Fleps  
Vice President  
Labor Relations

BNSF Railway Company  
2600 Lou Monk Drive OOB-GL  
Fort Worth, TX 76131  
Telephone (817) 352-1020  
Fax (817) 352-7319  
john.fleps@bnsf.com

April 15, 2005

Mr. Paul C. Thompson  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH 44107-4250

Dear Mr. Thompson:

I want to offer a response to your letter of April 14, 2005.

I suppose my initial thought is that it's really too bad we've all been reduced to talking past each other over these issues, instead of dealing with them at the bargaining table.

First things first: We've tried to make it clear that we want a safer operation, as the technology, which is here now, allows. Instead of just saying "no" we ought to be working together to make this a reality. It's in everyone's interest.

Those of us at BNSF are very sensitive to your and other UTU leaders' feelings about the moratorium provisions. For now, of course, you have put their meaning in front of a federal court, and we believe the issue soon will be addressed in arbitration, where, if anywhere, it belongs. It's enough to say here that we at BNSF have carefully reviewed our moratoria with UTU, and feel very confident that none of the proposals we've made in this bargaining round regarding crew consist or any other issue is barred by a moratorium. Let me stress that we are **not** asking UTU to give up anything our employees have now in the way of lonesome pay, reserve boards, or the productivity fund; it's plain to us that, at most, these are the only subjects as to which our moratoria could possibly still bar section 6 notices. **CREW CONSIST ITSELF IS VERY LEGALLY, AS WELL AS FAIRLY, ON THE TABLE.**

Anyway, that's mainly technical stuff. What we're primarily saying in this round is that private sector companies like BNSF and the other railroads should be able to freely make basic decisions about how to staff their operations, the same kind of decisions other employers make every day, as safety, technology, and efficiency allow, especially when the affected people are protected. And, we have a hard time understanding why UTU would not at least give us a chance to air those issues in the right place -- at the bargaining table, considering we are willing to talk about how our people can share in the benefits. And, **THE AGREEMENT WE ARE PROPOSING WOULD NOT PUT ANY OF OUR PEOPLE OUT OF A JOB.**

We appreciate and, I suppose, kind of expected UTU's uncharitable reaction to our updating our employees. Here again it's probably unproductive to debate legal nuances. It's enough to say that at BNSF, we feel strongly that the company has a clear right under both the Railway Labor Act and the U.S. Constitution (1<sup>st</sup> Amendment) to keep our people informed about our position on issues like this which very much affect their futures. And, we really owe at least that much to them. **NO ONE AT THE COMPANY OR UNION SHOULD BE THREATENING ANYONE WITH DISCIPLINE -- OR LAWSUITS -- IN THIS RESPECT.**

The bottom line of all this is that we just want to get back to the table with UTU and BLET leaders on all of these important issues. Paul, we really believe that we have an approach that is in the best long term interests of BNSF employees and the company, and we'd like to talk with you about it. In the past, I've known you and other UTU leaders to have a lot of good ideas about how to work through these kinds of challenges. However, if it turns out UTU won't this time, a third party undoubtedly will.

Very truly yours,

cc: Matt Rose  
Carl Ice  
Dave Dealy  
Robert Allen  
Rick Marceau  
BNSF UTU General Chairmen