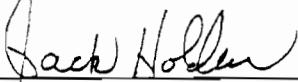


Memorandum of Agreement between the General Committees of the United Transportation Union representing the Eastern and Western Lines (excluding the Northern and Southern Divisions), the former Northern and Southern Divisions, the Coast Lines, and The Burlington Northern and Santa Fe Railway Company.

1. Prior to the date of this agreement, three grand division seniority rosters for conductors, brakemen, and yardmen existed on the former Santa Fe system. Those grand division seniority rosters were identified as the Eastern and Western Lines Grand Division Seniority Roster, the Northern and Southern Grand Division Seniority Roster, and the Coast Lines Grand Division Seniority Roster.
2. If and when this agreement is ratified, the following additions to the three Grand Division seniority rosters identified in paragraph number one of this agreement will be made:
 - a. Employees on the Coast Lines Grand Division Seniority Roster as of September 21, 1995 will be added to the bottom of the Eastern and Western Lines Grand Division Seniority Roster with a seniority date of September 22, 1995.
 - b. Employees on the Coast Lines Grand Division Seniority Roster as of September 21, 1995 will be added to the bottom of the Northern and Southern Grand Division Seniority Roster with a seniority date of September 22, 1995.
 - c. Employees on the Eastern and Western Lines Grand Division Seniority Roster and the Northern and Southern Grand Division Seniority Roster will be combined on the basis of their earliest ground service seniority date and added to the bottom of the Coast Lines Grand Division Seniority Roster with a Seniority date of September 22, 1995.
 - d. Ground service employees hired after September 22, 1995 on former Santa Fe, (Eastern and Western Lines, Northern and Southern Divisions, and Coast Lines), will be added to the bottom of all ground service rosters identified in this agreement on the basis of their earliest ground service seniority date.
3. The purpose of this agreement is to create expanded opportunities for employees to voluntarily exercise their ground service seniority at other locations beyond their prior rights seniority district.
4. Employees who obtain expanded seniority rights under the terms of this agreement, including employees hired after September 21, 1995, can only be force assigned to those locations where they could be force assigned prior to the date of this agreement.

5. Except as otherwise agreed, an employee who voluntarily exercises his expanded seniority established under the terms of this agreement will be governed by and work under the provisions of the collective bargaining agreements applicable on the seniority district where the employee is working. However, for the purpose of benefits, employees will be covered by those benefits applicable to them on the date they first establish operating craft seniority regardless of subsequent exercises of seniority.
6. An employee with a ground service seniority date on or before October 31, 1985, who voluntarily exercises seniority on another grand division, established under the terms of this agreement, will retain eligibility for duplicate time payments when working on another grand division.
7. An employee who voluntarily exercises seniority on another grand division, established under the terms of this agreement, will be afforded a vacation on another grand division on the basis of his earliest seniority date on his original (prior rights) seniority district.
8. Nothing in this agreement affects the application of the individual grand division seniority agreements, which established grand division seniority on the Eastern and Western Lines, excluding the Northern and Southern Divisions, the former Northern and Southern Divisions, and the Coast Lines, as to the utilization of grand division seniority.

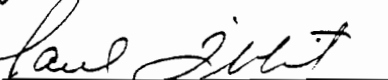
AGREED:



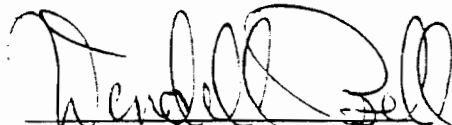
Jack Holden
General Chairman-UTU



Joe Bailey
General Chairman-UTU



Paul Tibbit
General Chairman-UTU



Wendell Bell
Director-Labor Relations



Milton H. Siegel, Jr.
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