

AGREEMENT between the Burlington Northern Santa Fe Railway Company and its employees represented by the United Transportation Union, Coast Lines, at Needles, California.


PURPOSE

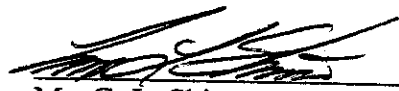
The purpose of this agreement is to allow pool freight crews, working out of Needles, California, to Winslow, Arizona, greater flexibility and more options in managing when they may be called for duty. This agreement only modifies existing agreements to the extent set forth and all other schedule rules and agreements remain in effect. This agreement is effective on July 1, 2001.

Conductors on the pool freight board will work first-in first-out among themselves, out of Needles, California to Winslow, Arizona.

1. Foot of the Board (FOB)
 - a. Conductors may at anytime before they reach 6 times out on the active or working board request that the crew support move their turn to the FOB.
 - (1) Conductors can make this request only once during a layover and only twice during a semi-monthly payroll period.
2. Conductors cannot make a FOB move within 5 days of any of the following National Holidays Agreement holidays:
 - a. Christmas Eve,
 - b. Christmas Day,
 - c. New Year's Eve,
 - d. New Year's Day,
 - e. Fourth of July, and
 - f. Thanksgiving
3. Either party may cancel this agreement by serving upon the other party a written notice 24 hours before cancellation.

AGREED:


Mr. J. F. Holden
General Chairman
United Transportation Union


Mr. G. L. Shire
General Director
Labor Relations

BNSF



GEORGE A. SMALLWOOD
AVP Manpower, Training & Op Practices

**The Burlington Northern
and Santa Fe Railway Company**

P.O. Box 961030
Ft. Worth, TX 76161-0030

Phone 817-352-1026
Fax 817-352-7319
E-mail george.smallwood@bnsf.com

November 14, 2001

Mr. Jack Holden
United Transportation Union
2110 East First Street, Suite 112
Santa Ana, CA 92705-4095

Dear Jack:

This letter shall serve as Side Letter number 1 to the Agreement between the UTU and BNSF concerning Foot of the Board arrangements for freight crews at Needles, California, working between Needles and Winslow, Arizona, effective July 1, 2001.

Paragraph 1a. of the Agreement shall be amended by replacing the number "6" with the number "1." and should now read, "Conductors may at anytime before they reach 1 time off the active or working board. . ."

A subparagraph b and b (1) shall be added to paragraph 1 to read:

- b. Conductors may at anytime before they reach 1 times off the active or working board, request that their turn be marked "NFB." Upon such election, the turn will remain in rotation until it reaches 1 time off the active or working board at which time the "NFB" designation changes to an "FOB" designation and the turn is moved to the foot of the board per terms of this Agreement. The employee may, at his option, remove the designation "NFB" from his turn at any time before it reaches 1 time off the active or working board whereupon his turn will be called in normal rotation.

- (1) Conductors can make this request only once during a layover, and only twice during a semi-monthly payroll period.

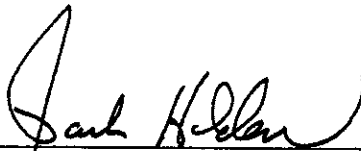
Paragraph 2 is amended by adding the words "or NFB" to read:

2. Conductors cannot make a FOB or NFB move within 5 days of. . .


Either party may cancel this Side Letter by serving a written notice to the other party whereupon this Side Letter shall be cancelled in 24 hours.

Your signature below indicates your acceptance of these terms. Please return signed copy to my office as soon as possible for implementation.

AGREED:

 11-26-01

Jack F. Holden – United Transportation
Union



George Smallwood – Burlington Northern and
Santa Fe Railway Company

Sincerely,

George A. Smallwood
AVP Manpower, Training and Operating Practices

cc: M.H. Siegele
M.L. Hughes
K.J. Johnson

BNSF



GEORGE A. SMALLWOOD
AVP Manpower, Training and
Operating Practices

The Burlington Northern
and Santa Fe Railway Company

P.O. Box 961030
Ft. Worth, TX 76161-0030

Phone 817-352-1026
Fax 817-352-7319
E-mail george.smallwood@bnsf.com

January 9, 2002

Jack F. Holden, General Chairman
United Transportation Union
2110 E. First Street, Suite 112
Santa Ana, CA 92705
Fax: 714-836-9404

Dear Jack:

This letter is to confirm our discussion concerning the recently implemented FOB/NFB Agreements at Winslow, Arizona and Needles, California.

Should the NFB portion of the Agreement prove to be unworkable from either the Company or the Organization's viewpoint, I am agreeable to amend the Agreement to exclude the NFB practice while maintaining the FOB provisions of the Agreement. Should this become desirable, please notify my office as soon as possible and we will work out the details of the change.

If you have any questions or wish to discuss a possible revision, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Smallwood".

George A. Smallwood
AVP Manpower, Training and Operating Practices