

BNSF MERGER IMPLEMENTING AGREEMENT 14
Between
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
And The
BROTHERHOOD OF LOCOMOTIVE ENGINEERS

The purpose of this agreement is to provide for expedited changes in services, facilities, operations, seniority districts, and existing collective bargaining agreements to effectuate the common control approved by the I.C.C. in Finance Docket No. 32549. The purpose is also to enable the company created by consummation of the merger proposed in that Finance Docket to be immediately operated in the most efficient manner as one completely integrated railroad.

Operations between Oklahoma City, OK., and Tulsa, OK.

IT IS AGREED:

1. Unassigned through-freight service, subject to the terms and conditions associated with the collective bargaining agreements applicable to the former St. Louis-San Francisco Railway Company (Frisco) may operate between Oklahoma City, OK. and Tulsa, OK. on either of the following routes:

1.1 The route that is subject to the Frisco collective bargaining agreements that runs northeast out of Oklahoma City to Tulsa via Sapulpa.

1.2 The route that was, prior to the effective date of this Agreement, subject to the collective bargaining agreements applicable to the former Santa Fe Railway Company that runs north out of Oklahoma City to Black Bear and then east on track subject to the Frisco collective bargaining agreements from Black Bear to Tulsa.

1.3 It is recognized that these crews may perform any necessary work, at any location, on either route, under the terms of the Frisco collective bargaining agreements.

2. The Stillwater Local shall not be eliminated due to the terms and conditions contained in this agreement.

3. This Agreement shall become effective on the date indicated below and may later be changed by mutual agreement or in accord with applicable law.

Signed at Oklahoma City, OK on _____, 1998, and effective _____, 1998.

FOR THE BROTHERHOOD OF
LOCOMOTIVE ENGINEERS:

T.R. Murphy
General Chairman

John D. Miller
General Chairman

Approved:

D.M. Gahr
International Vice President

FOR THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY CO.:

Milton Searles
Assistant Vice President Labor Relations

Tom J. Smith
General Director Labor Relations

J.G. Harkness
Assistant Director Labor Relations

BNSF



GENE L. SHIRE
General Director Labor Relations

Burlington Northern Santa Fe

2600 Lou Menk Drive
P.O. Box 961030
Fort Worth, Texas 76161-0030
(817) 352-1076

Mr. J.G. Bailey
General Chairman UTU
8100 Marty, Suite 100
Overland Park, KS. 66204

Mr. J.D. Mullen
General Chairman BLE
611 North Broadway
Joshua, TX. 76058

Mr. C.M. Vahldick
General Chairman UTU
227 East Sunshine, Suite 101
Springfield, MO. 65807

Mr. T.R. Murphy
General Chairman BLE
3433 SO. Campbell, Suite O
Springfield, MO. 65807

July 22, 1997

Gentlemen;

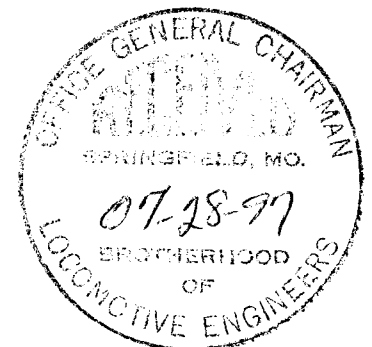
Further our conversation of even date, this letter will serve to confirm that we will meet on August 21 and 22, 1997, at a location in the Kansas City area to be determined later, to discuss three issues. (1) The consolidation of the Oklahoma City Terminal; (2) The handling of traffic between Tulsa and Enid; (3) An arrangement providing for traffic to be handled between Tulsa and Oklahoma City through Blackbear. I anticipate the meetings will commence at 9:00 a.m. on the 21st and continue until approximately 3:00 p.m. on the 22nd.

I will advise when a meeting room has been arranged.

Sincerely,

A handwritten signature in cursive script, appearing to read "Gene L. Shire".

cc: Mike Weissmann -- Tulsa
Mike Elkins -- Oklahoma City
Gary Agnew -- Fort Worth



OKC FLYNN
75.7 75.7
 67.7 74.2
1434 149.9
 150

↑
75.7
↓

Length of Siding in Feet	Station Nos.	Mile Post Location	Avard Subdiv MAIN LINE STATIONS		Method of Oper.	Track Diagram
	96426	426.9	CHEROKEE YARD	BJTR		
			18.9			
7,798	96046	445.8	MANNFORD			
			23.5			
	96069	469.3	CASEY			
			8.7			
7,736	96078	478.0	PAWNEE	J		
			12.6			
8,773	96091	490.6	MORRISON			
			12.0			
	96103	502.6	BLACK BEAR	AJ		
			6.2			
	96109	508.8	PERRY	J		
			16.9			
7,751	96125	525.3	CALLAHAN			
			8.7			
	96134	534.0	FAIRMONT			
			11.6			
	96145	545.5	ENID	ABJTUR	TWC	
			2.7			
	96148	548.1	BLANTON	J		
			6.2			
	96155	554.4	CARRIER			
			8.4			
	96163	562.8	GOLTRY			
			6.5			
	96169	569.3	HELENA			
			5.1			
8,376	96174	574.4	McWILLIE			
			6.1			
	96181	580.5	CARMEN			
			8.1			
	96189	588.6	DACOMA			
			6.4			
	96195	595.0	HOPETON			
			6.8			
	96202	601.8	AVARD		ABS	
			10.7			

BETWEEN AVARD AND WAYNOKA TRAINS WILL USE THE PANHANDLE SUBDIVISION

96205	612.5	WAYNOKA	B	CTC
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AAR Radio Channel 85 in service in this Subdivision.
 AAR Radio Channel 66 in service at Cherokee Yard.

Dispatcher Radio Call-in:		
Tulsa-23	Helena-43	Enid-53
Perry-83	Pawnee-73	
Mannford-63	Avard-23	

Emergency Train Dispatcher Call - 911
 Dispatchers Telephone (817) 234-6150, Fax (817) 234-6410
 Assistant Chief (817) 234-6158, Fax (817) 6419

1. Maximum Speed Permitted-
 - 1(A). Speed - Maximum

Cherokee Yard to Avard	Freight 49 MPH.
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 - 1(B). Speed - Permanent Restrictions

MP 428.0 to MP 432.0	30 MPH.
MP 438.8 to MP 439.2	40 MPH.
MP 458.4 to MP 459.1	45 MPH.
MP 465.6 to MP 466.3	45 MPH.
MP 471.4 to MP 472.0	40 MPH.
MP 473.1 to MP 473.4	45 MPH.
MP 474.4 to MP 474.9	40 MPH.
MP 475.8 to MP 476.9	45 MPH.

WEST- WARD ↓		Oklahoma Subdiv.		↑ EAST- WARD	
Station Number	Siding Feet	STATIONS			Mile Post
52700	N7000 S9900	ARKANSAS CITY, KS	BPT		263.4
		0.8 A.T.S.F. RRX	M		264.2
52680	12185	NEWKIRK, OK			275.8
52300	32442	PONCA CITY	BP		288.9
52290	8616	MARLAND			300.3
52280	7447	RED ROCK			306.8
52270	7993	OTOE			312.7
		3.6 BLACK BEAR B.N. RRX	A	CTC	316.3
52100	S3624 N5515	PERRY	P		321.6
52090	8563	ASP			328.4
52060	10149	MULHALL			338.8
52050	8915	LAWRIE			347.2
51700	14725	GUTHRIE	PT		352.6
51695	9735	SEWARD			360.1
51690	7041	EDMOND			370.1
51680	8029	BRITTON			376.8
		3.8 NOWERS			380.6
51500		OKLAHOMA CITY	RT	ABS DT	384.0
		1.7 BURNETT		CTC 2MT	385.7
		3.1 GM Crossover			388.8
51500	8460	FLYNN	BCPT		390.5
51420	8351	MOORE			393.2
51415	6678	NORMAN			401.8
51410	9075	NOBLE			408.1
51400		PURCELL			417.3 517.5
51325	8297	WAYNE			510.2
51315	8229	PAOLI			502.6
51300	7926	PAULS VALLEY		CTC	495.6
51255	8804	WYNNEWOOD			488.1
51250	9225	DAVIS	T		478.0
51240	8599	DOUGHERTY			469.6
51225	8443	GENE AUTRY			460.3
51200	5731	ARDMORE	PT		450.4
	6427	OVERBROOK			443.0
51140	10025	MARIETTA			433.1
51120	8053	THACKERVILLE, OK			423.1
51100		GAINESVILLE, TX (259.4)	BP		x411.3

67.7
74.2

Tone Call-In

RADIO COMMUNICATION	CH.	DS	SC	MC	CQS	EMER.
Arkansas City to Purcell	30	1	3	4	5	9
Wayne to Gainesville	36	1	3	4	5	9

CTC IN EFFECT: On main tracks and sidings, Arkansas City M.P. 263.4 to Nowers M.P. 380.6; and Burnett M.P. 385.7 to Gainesville M.P. X411.3; and on two tracks, Burnett M.P. 385.7 to M.P. 387.4, EXCEPT on track 198 between M.P. 262.6 and M.P. 264.1, Arkansas City.

(continued on next page)

BNSF



GENE L. SHIRE
General Director Labor Relations

Burlington Northern Santa Fe

2600 Lou Menk Drive
P.O. Box 961030
Fort Worth, Texas 76161-0030
(817) 352-1076

Mr. J.D. Mullen
General Chairman BLE
611 North Broadway
Joshua, TX. 76058

August 21, 1998

Mr. T.R. Murphy
General Chairman BLE
3433 South Campbell
Suite O
Springfield, MO. 65807

Gentlemen:

I propose that the following Side Letter be included in the Implementing Agreement providing for the operation of service between Oklahoma City and Tulsa.

"This is in regard to agreement signed this date addressing operation of traffic between Oklahoma City and Tulsa via the Black Bear or Sapulpa routes.

The Award implementing this service with the UTU states:

In so far as the SF General Committee's position that they are entitled to a percentage of new business is concerned, this contention goes beyond the provisions of New York Dock. New York Dock provides protective conditions only for those people adversely affected. It does not address 'new business.' Therefore, this Board shall not address equity in 'new business.'

This letter shall serve to confirm that the agreement signed this date does not have anything to do with any position any party may take concerning equity in "new business" between these two (2) terminals. Moreover, I committed to you that the parties would meet promptly should it appear that there is an increase of "new business" between these two (2) terminals.

I have been advised the Mr. Murphy's Committee has already ratified the Implementing Agreement providing for road service operations between Oklahoma City and Tulsa, and, pursuant to telephone conversation of August 22, 1998, I understand that Mr. Murphy is comfortable with the terms of this letter. As far as Mr. Mullen's Committee is concerned, I was somewhat surprised to find that the tentative agreement has not been put out for ratification. However, Mr. Mullen indicated to me that if there is an understanding such as the one contained in this letter, the agreement would likely pass the ratification process.



I understand that the State of Oklahoma may take over ownership of the Sapulpa Line in the very near future. Would it be possible to initiate operation of the Oklahoma City - Tulsa traffic pursuant to the terms of the tentative agreement pending ratification of Mr. Mullen's Committee?

Please advise your thoughts at your earliest convenience.

Sincerely,

A handwritten signature in black ink, appearing to be "Milton Siegele", written in a cursive style.

cc: Milton Siegele
Wendell Bell
Giles Hartenbower
Roger Boldra