

BNSF



Gene L. Shire
General Director - Labor Relations

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Mr. Austin Morrison
General Chairman BLE
7637 Canyon Drive
Amarillo, Texas 79110

January 28, 2003

Dear Mr. Morrison,

This is in regard to our discussion of even date concerning the force assignment of demoted engineers, in particular to Wichita Falls, Texas.

We agreed that the force assignment of demoted engineers to engineer vacancies on the former Fort Worth and Denver (FWD) was governed by former FWD agreements. Further, we understood that, regardless of location or job held, employees holding seniority as engineers on the former FWD BLE seniority roster are subject to its terms.

For example, your agreement eventually requires the force assignment of a demoted engineer from the "nearest location by highway miles." I agreed with you that this provision applies to engineers holding seniority on your seniority roster, regardless of where that individual may be working. In the case of Wichita Falls, the "nearest location" would be Gainesville, providing that there is a demoted engineer at Gainesville holding seniority on your seniority roster.

If the foregoing accurately reflects our understanding, please affix your signature in the space provided below on copy of this letter and return a fully executed copy to my office.

Sincerely,

A handwritten signature in black ink, appearing to be "Gene L. Shire".

I Agree

A handwritten signature in black ink, appearing to be "Austin Morrison".

General Chairman