

MEMORANDUM OF AGREEMENT

Between

The Burlington Northern and Santa Fe Railway Company

And

The United Transportation Union

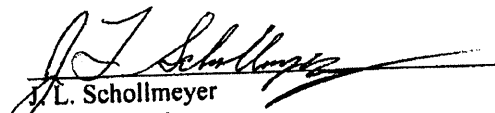
As part of the Safety Summit process, this Agreement is designed to enhance employees' work/rest schedules as well as provide the manpower necessary to meet our customers' expectations.

FOB/NFB

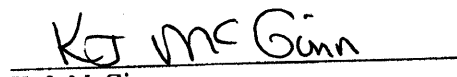
1. An employee assigned to the Spokane to Whitefish pool at Spokane, Washington, may, at anytime before reaching six (6) times out on the Spokane board, request to move his turn to the foot of the board (FOB). Upon receipt of the request, crew management shall immediately move that turn to the bottom of that board.
2. An employee assigned to this pool may at anytime before reaching six (6) times out on the Spokane board, request that his turn be marked pending foot of board (NFB). Upon such election, the turn will remain in rotation until reaching six (6) times out, at which time the NFB will change to a FOB designation and the turn moved to the foot of the board. The employee may, at his option, remove the designation NFB from his turn at any time before it reaches the predetermined position and the turn will be called in normal rotation.
3. An employee may make a request to mark his turn FOB/NFB only once during a layover at his home terminal.
4. Pools covered by this Agreement shall be regulated in accordance with existing Agreements.
5. Employees working under this Agreement who are covered by a protective agreement will not have their guarantee offset when utilizing FOB/NFB.
6. This Agreement is made on a without prejudice basis and either party may cancel the Agreement by serving ten days' written notice on the other party.

This Agreement is effective January 16, 2008.

FOR THE UNITED
TRANSPORTATION UNION:


J.L. Schollmeyer
General Chairman

FOR THE BNSF RAILWAY COMPANY:


K. J. McGinn
Asst. Vice President Labor Relations



Kathy J. McGinn
Asst. Vice President
Labor Relations

BNSF Railway Company
2600 Lou Menk Drive OOB-GL
Fort Worth, TX 76131
(817) 352-1026
(817) 352-7319
Kathy.mcgin@bnsf.com

December 26, 2007

Mr. Jay Schollmeyer
General Chairman UTU
The Academy, Suite 217
400 East Evergreen Blvd
Vancouver, WA 98660-3264

This letter will serve as Side Letter Number 1 to the Agreement between BNSF Railway Company and the UTU establishing a "Foot of Board" for conductors in the Spokane to Whitefish Pool, headquartered at Spokane, Washington.

It is understood that while the "FOB" Agreement is in effect in the Spokane to Whitefish Pool, the numeric blue print method of pool regulation, based on turn number, will be suspended and the "home on Duty" regulation method in TSS will be utilized for pool regulation. In the event the Spokane to Whitefish Pool "FOB" Agreement is cancelled by either party, the pre-existing system and/or local agreements and practices governing numeric blue print pool regulation will be reactivated and again become applicable.

These changes will become effective on January 16, 2008.

Sincerely,

I concur,

K. J. McGinn
Asst. Vice President

Jay Schollmeyer
General Chairman