

BNSF



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June 17, 2002

Mr. J.A. Huston
General Chairman UTU
8100 Marty
Suite 100
Overland Park, KS. 66204

Mr. P.W. Tibbit
General Chairman UTU
2606 Exchange Place
P.O. Box 3069
Temple, TX. 76504

Mr. J.F. Holden
General Chairman UTU
2110 East First Street
Suite 112
Santa Ana, CA. 92705-4095

Gentlemen,

This is in regard to our meeting in Reno, NV. And our discussions addressing application of Mr. Siegle's letters of December 5 and 20, 1995, regarding the payment of brakeman wages to employees required to make familiarization trips vis-à-vis my letter of May 7, 2002 and the so-called "flowback" agreement.

We understood that whenever any employee exercises seniority pursuant to the "flowback" agreement, that employee, under the literal terms of the agreement would be required to become familiarized and qualified without any additional compensation.

We further understood that Mr. Siegle's December 1995 letters providing for payment of brakeman wages to employees required to make familiarization trips were separate and distinct understandings with three General Chairmen representing three Grand Seniority Districts. Therefore, employees exercising seniority within a Grand Seniority District would be entitled to the brakeman's wages when required to make familiarization trips, but employees exercising seniority into a Grand Seniority District, or from one Grand Seniority District to another Grand Seniority District, would not be entitled to such compensation for making familiarization trips.

We also understood that whenever an employee desires to exercise seniority from a ground service position to another ground service position and familiarization trips are necessary,

the actual displacement shall not occur until the employee is qualified to perform service, regardless of familiarization compensation.

Finally, we agreed that the attendant 30-day "hold down" period is to begin when the employee becomes qualified and performs service on the new territory.

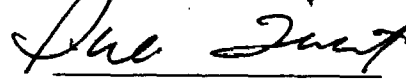
If the foregoing accurately reflects our understanding, please affix your signature in the space provided below.

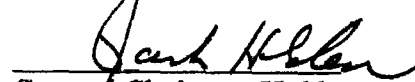
Sincerely,



I CONCUR


General Chairman Huston


General Chairman Tibbit


General Chairman Holden

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

1700 East Golf Road
Schaumburg, Illinois 60173-5860



December 5, 1995

Mr. J. G. Bailey, General Chairman
United Transportation Union (CT&Y)
8100 Marty, Suite 100
Overland Park, Kansas 66204

Dear Sir:

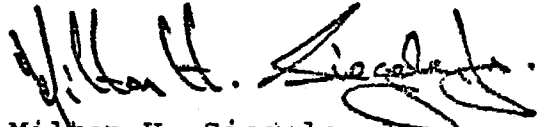
Over the last few days, we have discussed the situation where conductors and brakemen utilize their Eastern Lines seniority to go to another seniority district. In certain cases, the superintendents have required these employees to make varying numbers of familiarization trips over the new territory, without compensation. In our last conversation, I told you that the following guidelines will control how we handle these situations in the future on a without prejudice basis:

1. Labor Relations will inform the superintendents that in most situations, no familiarization trips should be required when conductors or brakemen utilize their Eastern Lines seniority to go to another seniority district on the Eastern Lines.
2. If, in the opinion of the superintendent, one or more familiarization trips are necessary, the superintendent may require the employee to make one or more familiarization trips. If one or more familiarization trips are required, the employee will be compensated as if he or she had worked as a brakeman.
3. If the superintendent determines that no familiarization trips are necessary but the employee (conductor or brakeman) wants to make one or more familiarization trips, the employee will be allowed to make familiarization trips without any compensation.

As for those employees who are currently making familiarization trips at the direction of the superintendents, those employees will be paid as if they had worked as a brakeman.

If you agree that this document accurately reflects our discussions, no response is necessary.

Yours truly,



Milton H. Siegele, Jr.
Director - Labor Relations

cc: Former Eastern-Western Lines Superintendents
George Smallwood
Marka Hughes
Bill McGinn
Maggie Prellwitz
Wendell Bell
Richard Salay
Kem Lunn