



Gene L. Shire
General Director
Labor Relations

BNSF Railway Company
P.O. Box 961030
Fort Worth, TX 76161-0030
2600 Lou Menk Drive
Fort Worth, TX 76161-0030
817-352-1076
817-352-7482
gene.shire@BNSF.com

Mr. R.D. Kerley
General Chairman UTU
3856 West Chestnut Expressway
Springfield, MO. 65802

January 24, 2007

Dear Mr. Kerley,


This is in reference to discussions regarding the establishment of a more manageable equity arrangement for crews at Fort Worth and Madill as a result of the anticipated increases in the number of pool freight crews needed to handle this new operation.

We agreed that all concerned would be better served by an arrangement that generally allows employees residing at Madill to work Madill-based assignments and, conversely, employees residing at Fort Worth to work Fort Worth based assignments. To that end, we agreed to terminate the allocation of equity assignments for Madill "prior-rights" employees on the Fort Worth based Oklahoma City pool (Red Rock Subdivision), and in exchange we would agree that the equity arrangement in the Fort Worth - Madill Interdivisional service pool will be changed to 50/50.

If future changes in business patterns or operations in these two pools significantly impact the balance of positions available to the respective terminals, the parties will revisit this arrangement.

If the foregoing accurately reflects our understanding, please affix your signature in the space provided below and return a fully executed copy to the undersigned.

Sincerely,



I AGREE:



General Chairman