

**AGREEMENT
BETWEEN
BNSF RAILWAY COMPANY (BNSF)
AND
SYSTEM COUNCIL 16
OF THE
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS**

This refers to our discussions concerning the establishment of a new classification which will include Telecommunications Associate (TA) and Telecommunications Associate Foreman (TAF), to assist exempt managers in the performance of their duties. The monthly rate of pay for a TA is based on a 40 hour work week, except for emergency work and special projects. Overtime pay will begin for service after 213 hours in a calendar month. Holidays and vacation will count towards the 213 hour monthly aggregate. The monthly rate for a TA is \$5357.30 and the monthly rate for a TAF is \$5690.63.

Effective on the date of this Agreement, a new combined seniority roster will be created for TA and TAF employees. All newly hired TA and TAF employees after the effective date of this Agreement will be excluded from Rule 19, (paragraph 4), Rule 20 (d) and Rule 22 (d) of the schedule agreement and will not receive any skill differentials.

Employees holding seniority on another roster prior to the effective date of this agreement, and who are awarded a TA or TAF position under this agreement, who are later removed from a TA or TAF position, must exercise one of the following options: (1) bid on a position pursuant to Rule 22, (2) place on an open (un-bid) position, (3) displace one of the three most junior employees on a seniority roster on which they hold seniority.

All TA and TAF positions are Partially Exempt (PE), and are not subject to the displacement provisions of Rule 9 and assignment provisions of Rule 22 of the schedule agreement. The Company has the right of selection for assignment of employees to these positions. Additionally, an employee may be removed by management without the use of a formal investigation.

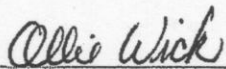
All new and vacant TA and TAF positions will be posted in the monthly bulletins with responsible duties, shifts, hours, and be available for any Telecommunications employee to submit an application. Employees will be given full cooperation by management in their efforts to develop necessary skills for these positions.

Current incumbents of Provisioning or FCC licensing positions will retain all existing rights and rates of pay under the schedule agreement as long as they continually occupy the position presently held.

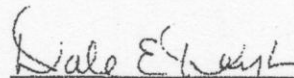
Note: Current incumbents are (Josue Paz, Michael Bredahl, Jason Parton, Andy Lee, Gary Johnson, Jeffrey Pearson, Russel Wines (foreman), Chris Scheffer, Bruce Downs, and Jeff Gray (foreman).

This Agreement and its application is made without prejudice to either party's contention concerning the application of the agreement rules and that this proposal, or its application or acceptance thereof, will not be referred to as a precedent by either party under any circumstances, and may be cancelled by either party by the serving of a 30-day written notice on the other party. Upon cancellation, each party will revert to their respective positions concerning the work being performed.

Agreed to on this 25th day of January, 2011.



Ollie Wick, General Director Labor Relations



Dale Doyle, General Chairman



Susan Borsellino, Director Field Operations



Ollie D. Wick
General Director
Labor Relations

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March 13, 2012

Mr. Dale Doyle
IBEW General Chairman
999 Westview Drive, Suite 5
Hastings, MN 55033

File: TA Agreement Amendment

Dear Mr. Doyle:

This letter is in reference to my conference discussion today with IBEW Assistant General Chairman Mark Klecka regarding overtime pay under the TA Agreement. In this conference it was agreed that the practice for paying overtime for T.A. positions has changed since the inception of the T.A. Agreement, and that the agreement should be amended to reflect this change. Accordingly, it is mutually understood and agreed that the first paragraph of the TA Agreement is hereby amended as follows:

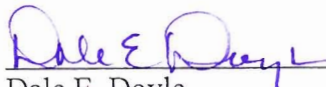
“This refers to our discussions concerning the establishment of a new classification which will include Telecommunications Associate (TA) and Telecommunications Associate Foreman (TAF), to assist exempt managers in the performance of their duties. The monthly rate of pay for a TA is based on a 40 hour work week, except for emergency work and special projects. Overtime pay for emergency work and special projects will begin for service after 213 hours in a calendar month. Holidays and vacation will count towards the 213 hour monthly aggregate. Approved overtime pay for scheduled work outside of normal bulletined hours will be paid at the prevailing overtime rate. The monthly rate for a TA is \$5,357.30 and the monthly rate for a TAP is \$5,690.63.”

It is further understood and agreed that the rest of the TA Agreement will remain unchanged. Please signify your concurrence by signing this letter in the space provided below and returning one copy to this office.

Sincerely,

Agreed:

Ollie D. Wick



Dale E. Doyle
IBEW General Chairman