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General Director
Labor Relations

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April 15, 2014

Mr. Alan Holdcraft
BLET General Chairman
101 N. Beverly Street
Crowley, TX 76028

Mr. Chad Adams
SMART-TD General Chairman
PO Box 2050
Belton, TX 76513

File: Kerr/Georgetown/McNeil Business

Gentlemen:

This will memorialize our discussion concerning the handling of business between Temple-Taylor-Smithville-Sealy-Houston, with the Temple-Kerr-Smithville portion via UPSP trackage rights.

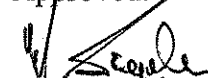
BNSF intends to utilize the Temple-Houston pool to handle trains over this route. Typically, a crew will go on duty at Temple, transport to Kerr/Georgetown/McNeil to get the train and take it to Houston via Taylor-Smithville-Sealy-Houston. However, we understand that the movements will be northbound and southbound, and could handle any traffic between Temple and Houston.

For hours of service relief on trains at or south of Smithville, we will use a Houston extra board crew. For hours of service relief on trains at or north of Smithville, we will use a Temple extra board crew.

When the Temple-Houston pool is used to handle this service, the crew will be paid the Temple-Houston trip rate and the crew will claim and be paid a CA Code MS for 72 miles.

Sincerely,


Approved:


Milton H. Siegele
AVP – Labor Relations