



Wendell Bell
General Director
Labor Relations

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March 6, 2009

Mr. Paul Tibbit, GC
UTU

Dear Mr. Tibbit:

This letter will confirm our discussions about the new Arcola connection and the operations of coal trains for and from the W. A. Parish plant at Smithers Lake.

Inbound service to this plant is currently provided over the Thompsons wye on to the Hall Sub and the outbound trains are taken at the plant outbound board near the plant's loop. While that may continue, BNSF will also move loaded trains farther down the Galveston Sub, over the newly constructed connection track near Arcola, and then on the NRG track (former UP track accessing the plant) to one of the 'parking spots' (hereafter, "Crew Access Point"). Generally but not invariably, BNSF crews will pull in on the NRG track to the vacant Crew Access Point closest to the plant's loop. Also under this arrangement, BNSF crews will generally receive outbound (empty) trains at Thompsons.

We agreed that, when an inbound crew moves through the Arcola connection, they will receive the usual trip rate payment for their trip and, in addition, the following mileage payment, depending at which Crew Access Point the train is left:

Train left at Crew Access Point #3	2 miles
Train left at Crew Access Point #2	7 miles
Train left at Crew Access Point #1	10 miles

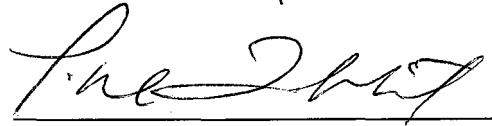
An outbound crew will receive the usual trip rate payment for their trip, regardless of whether they receive their train at the plant outbound board or at Thompsons. It was also agreed that there would be no claim or protest of

any kind whatsoever about the movement of trains on the NRG track or on the Hall Sub by the shipper or by any third party operator.

Please indicate your acceptance of these understandings by signing this letter.

Sincerely,

Accepted:

A handwritten signature in black ink, appearing to read "P. J. [unclear]", written over a horizontal line.

General Chairman - UTU