

MEMORANDUM OF AGREEMENT

between

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY CO.

and

BROTHERHOOD OF LOCOMOTIVE ENGINEERS

The purpose of this agreement is to provide a single, uniform method of establishing engineers' seniority dates on the entire system of The Burlington Northern and Santa Fe Railway Company. This single, uniform method will, from the effective date of this agreement forward, replace the distinctive methods on the various predecessor lines, which produce inconsistent and inequitable results.

IT IS AGREED:

1. All LETP (Locomotive Engineer Training Program) classes on any of the BNSF properties, regardless of location or Seniority District, will establish a common engineer seniority date to be determined by the earliest successful completion of LETP within the involved class.

2. A. In the event that a junior LETP class of firemen/students successfully establish their engineer's seniority date ahead of a senior LETP class of firemen/students (ranking of classes to be determined by LETP start date) on any of the BNSF properties, all firemen/students in those senior LETP classes on any of these same properties, at that time, will immediately establish engineer seniority dates by LETP class, ahead of said junior promoted class, subject to their successful completion of LETP. In addition, the respective interclass ranking of all firemen/students in an LETP class, on each seniority district, will determine the respective engineers ranking on each seniority district of said firemen/students, subject to their successful completion of LETP.

2. B. If firemen/students fail the first examination, they must successfully pass the final examinations within 100 days in order to retain their seniority ranking as an engineer. If promotion examinations are passed successfully, after 100 days, they will establish an engineer seniority date on the date they successfully pass the final promotion examinations.

Note: Engineer trainees (firemen) who, after starting the training program, are unable to continue in the program due to illness, proper leave of absence, or who were dismissed for cause and reinstated with seniority unimpaired will not be regarded as having failed.

The terms set forth here shall apply to all engineers who establish engineers' seniority dates on or subsequent to the date of this agreement.

3. In the event hired engineers establish seniority on any of the BNSF properties, all firemen/students in LETP classes on any of these same properties, at that time, will immediately establish engineer seniority dates by LETP class, ahead of said hired engineers, subject to their successful completion of LETP.

4. On the seniority districts where BN and Santa Fe engineers' seniority has been merged prior to the date of this agreement, non-prior righted engineers who entered LETP subsequent to September 22, 1995 and who were promoted prior to the effective date of this agreement will be placed on each of the involved engineers' seniority rosters with the date and under the method that was effective on that predecessor, regardless of where trained.

5. The parties have negotiated this Agreement mindful of the fact that their futures are linked and that we must work together to succeed over the long term. Therefore, the parties mutually pledge and commit themselves to act reasonably in the application of this agreement.

6. All pre-existing agreements that conflict with the terms of this agreement are superseded to the extent of the conflict. All preexisting agreements that do not conflict with the terms of this agreement remain in full force and effect.

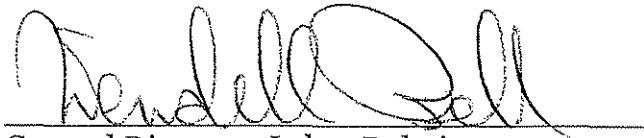
7. This agreement will become effective on October 14, 2002. It may later be changed by mutual agreement or in accord with applicable law.

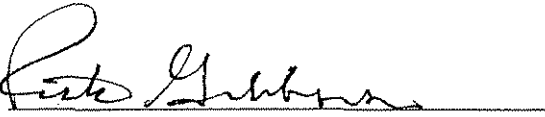
Signed and accepted at Ft. Worth, Texas this 24th day of October, 2002

For BROTHERHOOD OF
LOCOMOTIVE ENGINEERS

For THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY CO.


General Chairman


General Director - Labor Relations


General Chairman


General Chairman

Approved:

Vice President