

MEMORANDUM OF AGREEMENT

between the

BNSF RAILWAY COMPANY

and the

BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN

The purpose of this agreement is to further develop Longview as a terminal. To that end, the parties agree to create a new engineers' seniority district to protect service in and around Longview.

IT IS AGREED:

1. The Parties will develop a new engineers' seniority roster at Longview.
 - a. This will include all of the engineers currently working at Longview.
 - b. These engineers, and their rank on the new roster, are identified in Side Letter #1.
 - c. The Parties may use other means of selecting engineers for the new seniority roster at Longview.
 - d. Engineers on the new roster at Longview who hold engineer's seniority on a different roster will have their engineer's seniority inactivated on the other roster.
 - e. Engineers transferring to the newly created roster will fall under the ATSF transfer agreement.
2. The new roster will protect service previously protected by the Longview source of supply including, but not limited to, the work previously protected by the former Frisco engineers' pool and extra board, the former ATSF engineers' assignments and extra board, the Longview-Little Rock (Pine Bluff-Shreveport) pool, local freight service and road switchers in and around Longview, HOS relief in and around Longview, etc.
 - a. The former ATSF N/S Division schedule agreement will apply to all jobs covered by this new seniority district.
 - b. This will not cause a change to the Longview-Little Rock trip rate or the Pine Bluff-Shreveport trip rate. That includes access to the SPD payment (not the CS payment). The SPD payment that is currently rolled-out of the trip rate will be rolled-in.
 - c. The 2001 Ebb and Flow Agreement will only be utilized to access former ATSF ground service positions.

3. Engineers working on this seniority district will qualify for the former ATSF profit sharing and 401k.
4. The new Longview engineer's seniority district will have prior rights to Longview based jobs.
 - a. Roster 416 will have bid behind rights
 - i. Engineers with a seniority date on roster 416 prior to January 1, 2006 will not be required to protect their engineer's seniority on the new Longview seniority district.
 - ii. Engineers with a seniority date on roster 416 after January 1, 2006 may be required to protect their engineer's seniority on the new Longview seniority district.
 - iii. Engineer's force assigned from roster 416 will continue to qualify for the lodging and per diem in the implementing agreement.
 - b. If the need for force assignment arises, the new Longview engineer's seniority district roster will stand for force assignment, in its entirety, prior to force assigning from roster 416.
5. BNSF may combine the former ATSF engineers' extra board with the former Frisco engineers' extra board and establish a new combined engineer's extra board at Longview.
 - a. The company may combine the extra boards at Longview to establish one combined engineers' extra board.
 - b. This combined extra board will protect service previously protected by the former Frisco engineers' extra board and the former ATSF engineers' extra board which includes, but is not limited to, vacancies in the Longview-Little Rock (Pine Bluff-Shreveport) pool, local freight service and road switchers in and around Longview, HOS relief in and around Longview, etc.
 - c. The former ATSF N/S Division rules governing extra boards, including the guarantee provisions will apply to this board.
6. General
 - a. 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.
 - b. The parties will meet within 90 days following the implementation of this Agreement to review its operation.
 - c. 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.

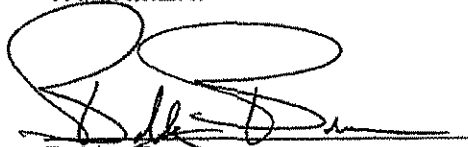
7. Once effective, this Agreement may later be changed by mutual agreement or in accord with applicable law.

Signed at Ft. Worth, TX on April 24, 2014 and effective May 1, 2014.


FOR THE BNSF RAILWAY CO.:

FOR THE BROTHERHOOD OF
LOCOMOTIVE ENGINEERS AND
TRAINMEN:


Milton H. Siegele, Jr.
AVR Labor Relations


Bobby Brown
General Chairman


Jason Ringstad
General Director
Labor Relations


Alan Holdcraft
General Chairman


Jeff Thurman
General Chairman

Side Letter #1 – Longview District Engineer’s Seniority Roster

<u>Name</u>	<u>Sen. Date</u>	<u>Current Roster</u>	<u>Status</u>
DL GREER	01/16/97	456	
TW REED	01/16/98	456	
RA DELLA-PIETRA	09/08/98	456	INACTIVE
CM PHILIPS	11/08/01	456	
DW ANDERSON	10/18/03	456	
JW MILLER	09/10/04	456	
CE YOUNT	06/25/05	416	
RA SMITH	10/31/05	416	
CK WILLINGHAM	08/05/06	EN12	
PM HILL	04/22/07	456	
KC EAVES SR	04/22/07	456	
PC MOORE	04/22/07	456	INACTIVE
NS FORTUNE	02/17/08	456	
TR ALLRED	03/05/11	416	
MD COX	09/06/11	456	
DL COOKS	01/26/12	456	
S LEATHERMAN	03/27/12	456	
JR MONAGHAN JR	09/17/13	456	
MT CHARLTON	09/17/13	416	
J HERVEY	09/17/13	416	
CE MARSHALL	09/17/13	456	
JR REDMOND	10/18/13	416	
R HICKS	10/18/13	416	

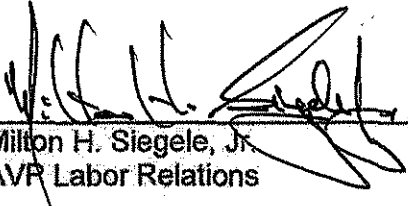
Side Letter #2 – EN12 Bid Behind

In connection with protecting engineer assignments at Longview, it is understood that if a position on this territory goes no-bid and there are no engineers who bid behind from roster 416 as outlined in section 4(a) of the agreement, then a Joint Texas Division (EN12) engineer may bid for and be awarded such position.

This is a right, but not an obligation.


Agreed:

FOR THE BNSF RAILWAY CO.:


Milton H. Siegele, Jr.
AVP Labor Relations


Jason Ringstad
General Director Labor Relations

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LOCOMOTIVE ENGINEERS AND
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