

MEMORANDUM OF AGREEMENT
Between The
BNSF RAILWAY COMPANY
And The
UNITED TRANSPORTATION UNION

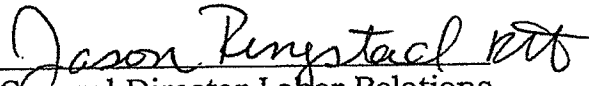
In order to protect road switcher and local service at Cleburne, TX and Venus, TX, the parties agree to the following conditions:

1. An extra board will be established at Venus.
2. The Venus extra board will protect both Cleburne and Venus vacancies.
3. The extra board at Venus, TX will be guaranteed at the combination extra board rate.
4. The Alliance South extra board may be used to supplement the Venus extra board when it is exhausted.
 - a. When the Alliance South extra board is used to supplement the Venus extra board, the earnings will not offset guarantee.
5. In the absence of a bid for a permanent vacancy at Venus or Cleburne, the junior employee on the Venus extra board will be assigned to the position.
6. This agreement may be cancelled by serving a 30-day cancellation notice, in writing, one party upon the other.

This Agreement is signed and effective August 16, 2012.

For the BNSF Railway:

For the United Transportation
Union:


General Director Labor Relations


General Chairman