

**BNSF**WENDELL BELL  
General Director - Labor Relations

The Burlington Northern and Santa Fe Railway Co.

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October 2, 1997

Mr. Paul Tibbit, GC  
United Transportation Union

Dear Mr. Tibbit:

This confirms our recent discussions about the Temple - Elmendorf operation.

We agreed that this operation would generally be handled in accordance with UP-SP Trackage Rights Implementing Agreement 3, and the following specific understandings would also apply:

1. The Elmendorf coal trains will be handled out of Temple by the existing Temple - San Antonio pool.
2. When called for this service, a conductor will handle the train through San Antonio to the Elmendorf plant, where he will tie up and be transported back to San Antonio for rest.
3. If a Conductor handles an Elmendorf coal train, but does not have sufficient time under the Hours of Service to take the train to the power plant, he will be relieved by the San Antonio extra board, and will take his rest at San Antonio.
4. When the train must be relieved east of San Antonio, the extra board conductor may be transported to the train and handle it through San Antonio, without release, and handle the train on to the unloading facility at the power plant. Extra board conductors used in this manner will be paid actual miles transported and run east of San Antonio with a minimum of 25 miles, in addition to all other earnings.
5. Under either the paragraph 2 or the paragraph 3 situation, the rested Temple conductor will be transported to the empty coal train at Elmendorf, and then handle it on through San Antonio, back to Temple.
6. Conductors in this coal train service will be allowed 267 miles if routed via Caldwell or 247 miles if routed via Smithville.
7. At any time during the first 90 days of operation, the company may cancel this agreement by providing telephone advice to that effect. Thereafter, pending the further handling of this matter under the

mechanisms of Section 4 of the Norfolk & Western Conditions, any Elmendorf coal trains would be handled by the Temple - San Antonio pool and the San Antonio extra list.

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

Sincerely,

Accepted:

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General Chairman - UTU

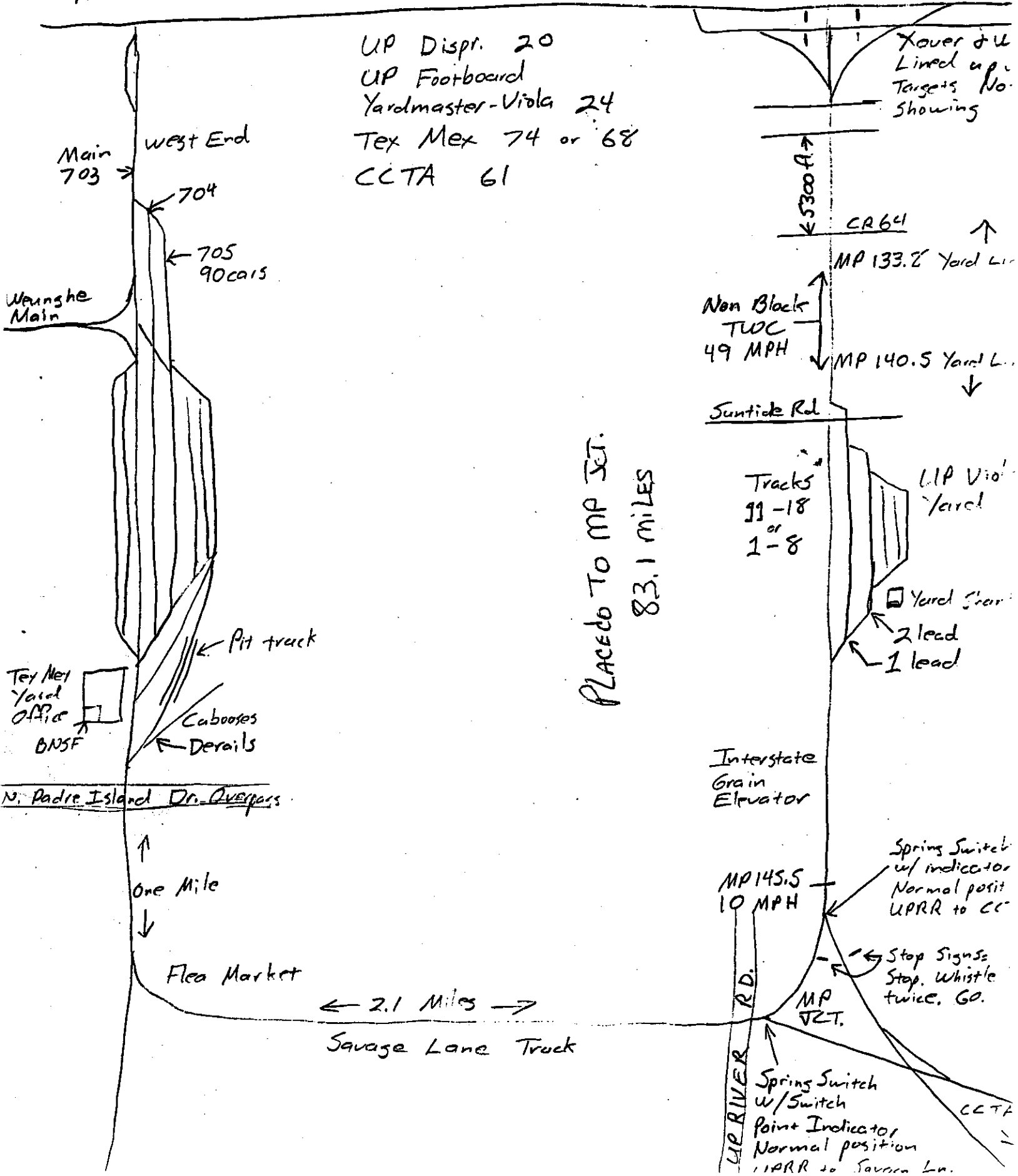
PLACEDO TO ROBSTOWN  
82.9 miles

Robstown

UP Dispr. 20  
UP Footboard  
Yardmaster-Viola 24  
Tex Mex 74 or 68  
CCTA 61

Odem

Red/Lu  
to head



PLACEDO TO MP JCT.  
83.1 miles

Main 703 →  
West End  
704  
← 705  
90 cars

Xover & U  
Lined up.  
Targets No  
Showing

5300 ft

CR64  
MP 133.2 Yard L.

Non Black  
TWC  
49 MPH  
MP 140.5 Yard L.

Suntide Rd.

Tracks  
11-18  
or  
1-8

LIP Viola  
Yard

Yard Sign  
2 lead  
1 lead

Interstate  
Grain  
Elevator

MP 145.5  
10 MPH

Spring Switch  
w/ indicator  
Normal posit  
UPRR to CC

Stop Signs  
Stop. Whistle  
twice. GO.

MP JCT.

UP RIVER RD.

Spring Switch  
w/Switch  
Point Indicator  
Normal position  
UPRR to Savage Ln.

CCTA

One Mile

Flea Market

← 2.1 Miles →

Savage Lane Truck

Waushe  
Main

Tex Mex  
Yard  
Office  
BNSF

Pit track

Cabooses  
Derails

N. Padre Island Dr. Overpass

ALVIN - VICTORIA - VIA ODEM TO MP JCT. - 235  
IF YOU GO TO CUERO ADD 55 MILES - 290

ALVIN - M.P. 28.6 > 4.2 MILES  
ALGOA - M.P. 24.4

ALGOA (UP) - M.P. 343.1 > 118.8 MILES  
PLACEDO (UP) - M.P. 224.3

PLACEDO (SP) - M.P. 14.2 > 13.6 MILES  
VICTORIA (SP) - M.P. 27.8

VICTORIA (SP) - M.P. 27.8 > 13.6 MILES  
PLACEDO (SP) - M.P. 14.2

PLACEDO (UP) - M.P. 224.3 > 69.7 MILES  
ODEM (UP) - M.P. 154.6

ODEM (UP) - M.P. 132.2 > 13.4 MILES  
M.P. JCT. (UP) - M.P. 145.6

VICTORIA (SP) - M.P. 27.8 > 27.3 MILES  
CUERO (SP) - M.P. 55.1

CUERO (SP) - M.P. 55.1 > 27.3 MILES  
VICTORIA (SP) - M.P. 27.8

233.7

54.6 MILES