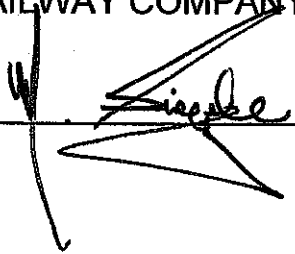


Side Letter #1 - San Antonio Shuttle – Territorial Limits

The territorial limits identified in paragraph #2 of the San Antonio Shuttle Agreement are updated to include the entire Rockport Subdivision.

FOR THE BNSF
RAILWAY COMPANY:



A handwritten signature in black ink, appearing to be "K. S. [unclear]", is written over a horizontal line. The signature is stylized and somewhat illegible.

FOR THE SMART TD:



A handwritten signature in black ink, appearing to be "C. H. [unclear]", is written over a horizontal line. The signature is stylized and somewhat illegible.

San Antonio Road Switcher – Territorial Limits

Road Switchers assigned at San Antonio which go on and off duty at the new yard office located at Cadet will have territorial limits extending 25 miles in all directions. The yard office is located at MP 222 on the Del Rio Subdivision and the territorial limits are as follows:

- Del Rio Sub MP 247
- Austin Sub MP 244.7
- Glidden Sub MP 197
- Rockport Sub MP 14
- Corpus Sub MP 22.3

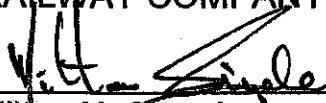
In addition to its regularly assigned duties, the San Antonio road switcher may be used to provide hours of service (HOS) relief. When this occurs, the crew will be paid:

- 1) For each HOS train handled by the road switcher, the crew is due a 25 mile claim.
- 2) Pre and post '85 employees qualify for this 25 mile claim.
- 3) This 25 mile claim does not offset overtime.

The provisions in this agreement are agreed to on a strictly non-referable basis and will only be applicable to this outlined service. It is understood that this agreement will not establish a precedent applicable to future assignments of this nature.

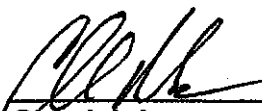
Signed at Fort Worth, TX on April 28, 2016 and effective April 28, 2016.

FOR THE BNSF
RAILWAY COMPANY:



Milton H. Siegele
AVP - Labor Relations

FOR THE SMART TD:



Chad Adams
General Chairman