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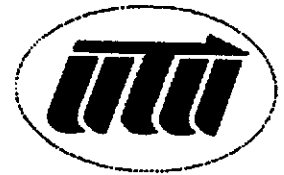


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united transportation union



GENERAL COMMITTEE of ADJUSTMENT GO-386
Burlington Northern Santa Fe Railroad and Montana Western Railroad

Of Counsel
M. M. WINTER

Certified Return Receipt P 403 147 240

February 4, 2000

J. J. Fleps
Vice President - Labor Relations
Burlington Northern Santa Fe RR
P.O. Box 961030
Ft. Worth, TX 76161-0030

Dear Mr. Fleps:

In accordance with provisions of Section 6 of the amended Railway Labor Act, and with provisions of the existing agreements between Burlington Northern Santa Fe Railroad and United Transportation Union, General Committee 386, and on behalf of any and all employees represented by this Committee for which the signatory hereto is authorized to act, this is notice of intended change in agreements, rules and working conditions to the extent indicated in the proposition identified as Attachment A, attached hereto and made a part hereof.

This Committee reserves for itself and/or its authorized representatives the right to withdraw from consideration at any time any of the items, or part thereof, listed on Attachment A hereto.

The Committee further reserves for itself and/or its authorized representatives the right to serve supplemental proposals or counter-proposals, as may be deemed appropriate, for concurrent handling with any proposals which may be served by the Carrier.

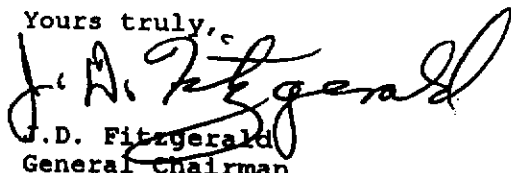
In accordance with the provisions of Section 6 of the Railway Labor Act, as amended, please acknowledge receipt of this notice and suggest a time, date, and place for conference.

This notice is in addition to any other requests I have submitted to your office which are now pending.

Finally, Carrier (BNSF) is reminded of the requirements to maintain the status quo while this notice is under progress and until this notice is satisfied under requirements of the Act.

With best wishes, I am,

Yours truly,


J.D. Fitzgerald
General Chairman

JDF/aas

ATTACHMENT "A"

1. Terminate, for purposes of assigned and unassigned freight service, Cass Lake, Minnesota as a designated terminal for service between Grand Forks, ND and Superior, WI.
2. Establish Grand Rapids, Minnesota as a terminal for assigned and unassigned freight service between Grand Forks, ND and Superior, WI.
3. Develop and provide for other conditions that may be required in conjunction with Items 1 and 2 above as determined in conference.
4. Set forth conditions that will provide for stipend of not less than \$250,000.00 for all Superior, Wisconsin trainmen affected by changes expressed in Items 1 and 2 above.