



January 15, 2004

Mr. Michael Doyle
General Chairman - ACRE - Div. 9
420 Lexington Avenue, Suite 215
New York, New York 10017

Dear Mr. Doyle:

This letter will confirm our discussions during the recently completed negotiations for a new collective bargaining agreement regarding the MTA's proposed corporate restructuring. We agree that the proposed restructuring provides potential opportunities for the MTA to operate more efficiently. We also agree that the best way to maximize those efficiencies is through cooperative efforts and good faith discussions which acknowledge the legitimate concerns of the workforce regarding seniority, earnings, job security and the like. We commit to using our best efforts to ensure that these discussions take place in a harmonious atmosphere and reach a timely and mutually acceptable conclusion.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ray B", with a large circular flourish at the end.

Raymond Burney
Director - Labor Relations

I Concur:

A handwritten signature in black ink, appearing to read "Michael Doyle", with a horizontal line underneath.

Michael Doyle, General Chairman
ACRE - Division 1