

MEMORANDUM OF AGREEMENT
between the
UNION PACIFIC RAILROAD COMPANY
and the
UNITED TRANSPORTATION UNION
(For the former C&NW Lines Territory – Eastern 1 and
Midwest Seniority District)

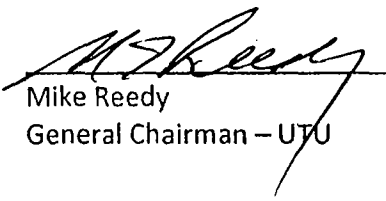
**Handling of Extra Boards and Pool Service Employees
Attending Company Business**

It is agreed, Article III Section III C of the agreement signed October 31, 2003 is hereby amended as follows:

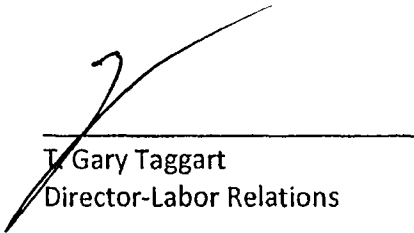
1. An extra board switchman/trainman or pool service trainmen marking-off rule examinations or any other company business at the behest of the Carrier will be considered on the board for guarantee purposes.
2. Payment(s) from the company business time off will be counted toward the employees earnings in the calculations of guarantee.
3. An employee on a regular assignment who is required to lose time to participate in company business will continue to be compensated for all lost time; the earnings will count toward the calculation of guarantee.
4. This Letter of Understanding may be cancelled by either party serving a thirty (30) day notice upon the other. During the intervening time or as mutually agreed, the parties will meet to discuss the causes of the cancellation notice in an effort to resolve those issues and avoid termination of the Agreement.

Signed the 9th of Sept, 2010

FOR THE UNITED
TRANSPORTATION UNION


Mike Reedy
General Chairman – UTU

FOR THE
UNION PACIFIC RAILROAD COMPANY:


T. Gary Taggart
Director-Labor Relations