

MEMORANDUM OF AGREEMENT**Between****UNION PACIFIC RAILROAD COMPANY****and****UNITED TRANSPORTATION UNION
(Zone 500 - Salt Lake City Hub)****POOL REGULATIONS**

On a trial basis only, it is agreed that in application of UTU/UPED Rule 40, the following procedures will be applied when adjusting pool freight turns in the Salt Lake City Hub:

Section 1: Effective November 1, 2006, all pool freight turns will be adjusted on each Wednesday of the month.

Section 2: On each preceding Tuesday, the Local Chairman, in coordination with the designated CMS manager, will check the mileage of the respective pool using the KB M function for the previous 10-day period. (Example: For November 1 adjustment, mileage check on October 31 will focus on October 21 through 30.)

Section 3: Pool turns will be regulated on an average of 1308 miles per each 10-day check period. The number of turns assigned will be determined by dividing the total number of basic miles in the check period by 1308, resulting in the number of turns to be assigned on the adjustment day.

Note: All figures will be rounded off to the closest whole number. (Example: Total miles of 29887 divided by 1308 equals 22.849, rounded up to 23. If there are 25 turns assigned on adjustment day, 2 turns should be cut, ie, 25 minus 23 equals 2.)

This Agreement will be in effect from November 1, 2006, up to and through December 31, 2006. However, if a major disruption of traffic occurs (derailment, washout, bridge out, etc), the parties will confer as soon as possible to make any necessary adjustments. Likewise, the parties will confer no later than December 15, 2006, to review the procedures set forth above.

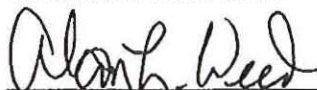
SIGNED THIS 27 DAY OF OCTOBER 2006 IN OMAHA, NEBRASKA.

FOR THE UNITED
TRANSPORTATION UNION:



D L Hazlett
General Chairman

FOR THE UNION PACIFIC
RAILROAD COMPANY:



A L Weed
Director - Labor Relations