

**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)**

Employee Assignments to Pool Freight service and to Extra Boards

It is agreed:

- A. An employee exercising his/her seniority to a pool freight assignment will establish a new turn, which will be immediately placed to the bottom of the pool board at the home terminal. The junior employee permanently assigned to that pool may be reduced at the discretion of the carrier. If the junior employee is on duty or is at the away-from-home terminal, his/her turn will be reduced upon tie-up at the home terminal. (Notification of the pending displacement may be given in advance of the tie-up at the home terminal)

NOTE: Employees will not exercise seniority to an open/added turn within the same pool he/she is assigned to.

- B. An employee exercising his/her seniority to an extra board will be immediately placed to the bottom of the extra board at the home terminal. The junior employee assigned to that extra board may be reduced at the discretion of the carrier. If the junior employee is on duty or is at the away-from-home terminal, he/she will be reduced upon tie-up at the home terminal. (Notification of the pending displacement may be given in advance of the tie-up at the home terminal)
- C. In the event the provisions of any other agreements, understandings or practices conflict with this agreement, the provisions of this agreement shall prevail and apply.

This agreement does not nullify or alter any existing schedule rules or agreements except those specifically addressed in this document.

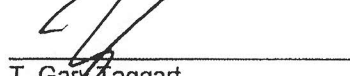
- D. This memorandum of agreement may be cancelled by either party serving a sixty (60) day written notice upon the other party. During the intervening time or as mutually agreed, the parties will meet to discuss the causes of the cancellation notice in an effort to resolve those issues and avoid termination of the Agreement.

Signed this 9th day of September, 2010 and to be effective 9/16/2010.

FOR THE UNITED
TRANSPORTATION UNION


Mike Reedy
General Chairman – UTU

FOR THE
UNION PACIFIC RAILROAD COMPANY:


T. Gary Taggart
Director-Labor Relations