MEMORANDUM OF AGREEMENT BETWEEN UNION PACIFIC RAILROAD AND THE UNITED TRANSPORTATION UNION

ARTICLE 27 FIRST IN, FIRST OUT

It is agreed:

- Article 27 A of the I-GN Trainman's Agreement is hereby amended to read as follows:
 - "A. Extra Conductors and Combination Conductor/Brakeman/Switchman shall run first-in first-out if rested and available. The off-duty time at the home terminal shall govern in determining the order in which trainmen shall be called for subsequent service."

This Memorandum of Agreement will become effective on January 1, 2012, and will remain in effect unless cancelled at any time by either party serving a thirty 30-day written notice of termination upon the other party.

Signed this 7 day of December, 2011.

For the United

Transportation Union:

Т

T. Gary Taggart

For the Union

Pacific Railroad:

Director Labor Relations

Larry Bumpurs

General Chairman