

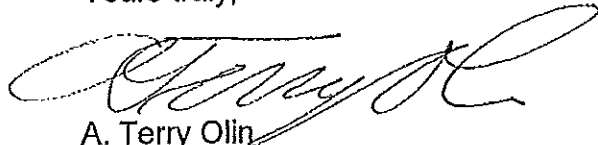
Please be advised that four changes are being made to the Union Pacific Railroad Policy and Procedures for Ensuring Rules Compliance (UPGRADE). These modifications will be effective June 1, 2011, and are summarized below:

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- Add Rule 2.21 "Electronic Devices" to the Level 4 category
- Reduce retention period for a Level 4C waiver from 24 months to 18 months
- Add a sentence to the note under the retention table requiring an incident briefing with the employee's manager before the employee is allowed to sign a waiver for a Level 4C violation
- Change the Chief Engineer Bulletin reference in the Assessment Table from 122.3.1 to 122.3

A complete copy of the UPGRADE policy is available on UP's employee web site at [www.up.com](http://www.up.com).

Yours truly,



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Assistant Vice President – Labor Relations

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