UNION PACIFIC RAILROAD COMPANY

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September 26, 1997

#2208199701 JOINT LETTER OF CLARIFICATION

In conference on August 19, 1997, the parties discussed the current confusion that exists by employees who were placed in the new seniority districts under the UP/SP Merger Award and Agreement, specifically with respect to what Eastern District system and seniority zone rules are applicable in these new districts. This joint letter of clarification is therefore issued to clarify this matter.

The New York Dock Arbitration Award of April 17, 1997 established two (2) new seniority districts both governed under the Eastern District Collective Bargaining Agreement. The new seniority districts are identified as the "Salt Lake Hub" and the "Denver Hub".

For purposes of the Eastern District rules governing seniority, specifically the existing two (2) seniority zones: 100 and 200, the parties will hereafter identify the new seniority districts as follows:

DENVER HUB - SENIORITY ZONE 400 SALT LAKE HUB - SENIORITY ZONE 500

For purposes of the governing rules applicable to these new zones as prescribed by the New York Dock Award, all the system basic rules of the Collective Bargaining Agreement, including subsequent system agreements and understandings apply. In addition, all zone agreements, understandings, etc. applicable for Zone 200 only also apply for the new Seniority Zones 400 and 500.

The June 27, 1997 Merger Agreement creating the "Salina Hub" identified the new district as Zone 300. As prescribed in the Merger Agreement, all system basic rules of the Collective Bargaining Agreement, including subsequent system agreements and understandings apply. Further, all zone agreements, understandings, etc. applicable for Zone 100 only also apply for Zone 300.

FOR THE

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