

UNION PACIFIC RAILROAD COMPANY



1416 Dodge Street
Omaha, Nebraska 68179

April 29, 2003

L/R File: 280-120

Mr. J. O. McArthur
General Chairman, BRS
P O Box 5100
Fallon NV. 89407

Dear Sir:

This confirms our conference concerning MKT Railroad Employees Hospital Association's (MKTHA) notification that it will no longer provide benefits to active employees presently covered under its plan as well as retirees covered under its Early Retirement Major Medical Benefit Plan, which covers employees who retired between the ages of 60 and 65 with 30 years of service.


In reviewing our records, we have determined that E. H. Goforth is the only member of your committee who is a member of MKTHA. In order to ensure that health and welfare benefits are maintained for this employee, it was agreed that he will be transferred from the MKTHA to the Union Pacific Railroad Employees Health Systems (UPREHS) effective May 1, 2003.

If the foregoing correctly sets forth our understanding, please sign in the space provided below.

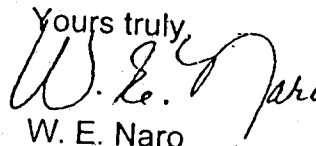
AGREED:


General Chairman, BRS

APPROVED:


Vice President, BRS

Yours truly,



W. E. Naro
General Director Labor Relations