

CENTRAL CALIFORNIA TRACTION COMPANY

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David Buccolo
General Manager

Richard Grigsby
Manager Operations & Administration

Gerry Martinez
Manager Track Equipment

October 2, 2008

J. Kevin Klein, General Chairman
United Transportation Union
UP-Western Lines
501 Mission Street, Suite A
Santa Cruz, CA 95060

Dear Sir:

We discussed revision of the vacancy procedures contained in Article 9(A) of the contract. We agreed to revise the vacancy procedures to read as follows:

- (A) In filling made up extra jobs on service days, the senior extra employee available at the point needed, shall be called, extra conductors and engineers legally rested and in service shall be considered available.
- (A-1) In filling made up extra jobs on non-service days, the brakemen's roster will be the first source of supply for the conductor and engineer and will be governed by the following:
 1. The senior available conductor or engineer from the brakemen's roster will be called in seniority order.
 2. The senior available conductor or engineer will have a choice of either the engineer or conductor position available.
 3. The senior available conductor or engineer may decline to accept the vacancy without penalty.
 4. In the event the above vacancies are not filled through the brakemen's roster, the vacancies will be filled from the brakemen's extra board.

5. The extra brakeman vacancy will be filled from the brakemen's extra board.

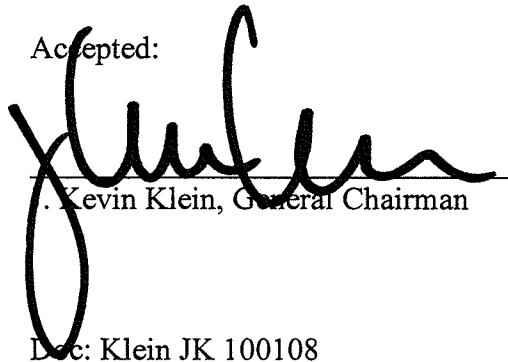
To indicate your acceptance, please sign below and provide copies of the signed agreement to all involved.

Sincerely,



David Buccalo
General Manager

Accepted:



J. Kevin Klein, General Chairman

Doc: Klein JK 100108

cc: ✓ L. Bruce Holder, VGC-UTU, 501 Mission St, Suite A, Santa Cruz, CA 95060
A. Hallberg, Director Labor Relations, UPRR - Emailed
K. Rickman, UTU-LC, 2201 West Washington St, Stockton, CA 95203