



FRIEND TO FRIEND NETWORK

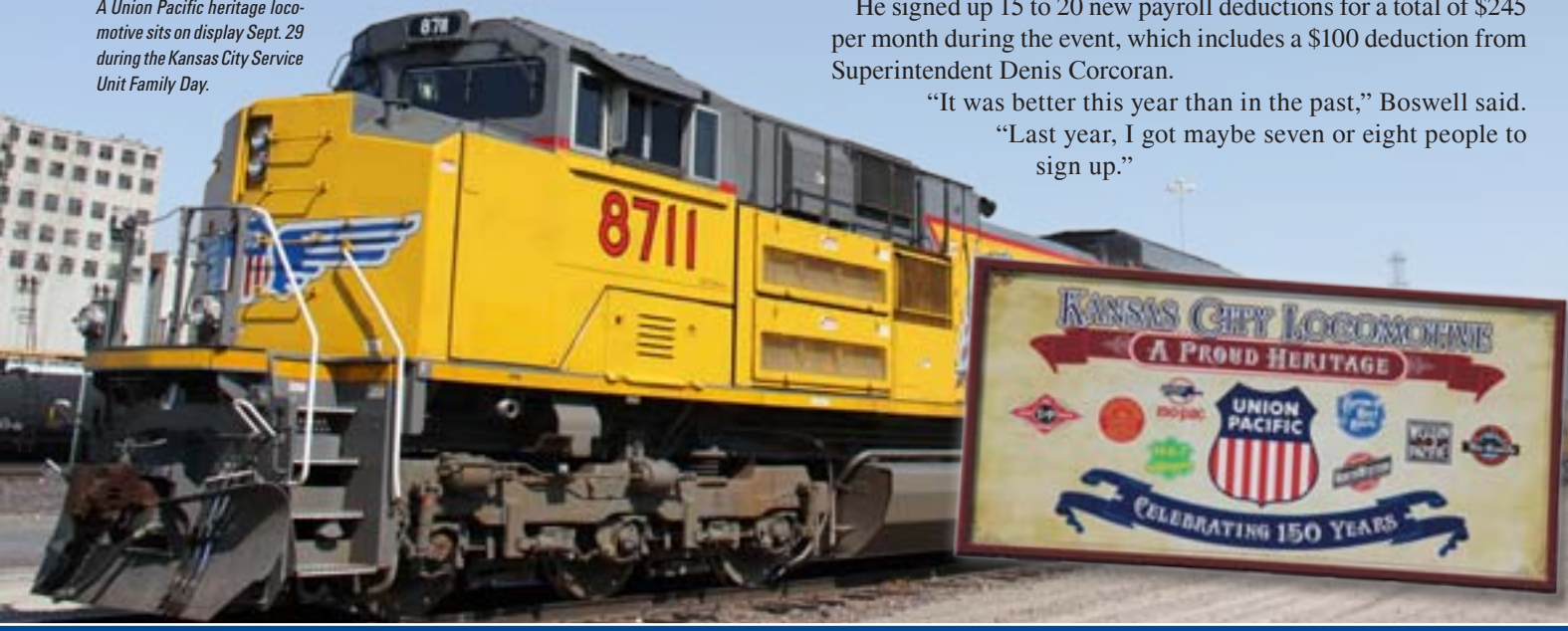
Kansas City Contributes Big to Friend to Friend

On the Kansas City Service Unit, Friend to Friend is alive and growing.

A drawing organized during the Sept. 29 Kansas City Service Unit Family Day raised more than \$2,000 for the network, according to Brad Boswell, locomotive engineer and Friend to Friend ambassador.

“I’ve been there the past four years to make sure people are aware of Friend to Friend and talked about the impact it has on employees and their families,” he said.

A Union Pacific heritage locomotive sits on display Sept. 29 during the Kansas City Service Unit Family Day.



At this year’s Family Day booth, Boswell was joined by retired Locomotive Engineer Geraldine Gray.

While disseminating information about Friend to Friend’s worthwhile mission, the duo sold raffle tickets for a chance to win one of several prizes made possible by Kansas City Locomotive Shop and Kansas City Service Unit, including an iPad, a 52-inch TV and a Kindle Fire.

“Usually I have time to walk around, but this year we had a steady stream of people all day,” Boswell said. “We made a lot more people aware of the program.”

He signed up 15 to 20 new payroll deductions for a total of \$245 per month during the event, which includes a \$100 deduction from Superintendent Denis Corcoran.

“It was better this year than in the past,” Boswell said.

“Last year, I got maybe seven or eight people to sign up.”

Rail Fest Ranks in Top 100

For each of the past seven years, a festival of epic proportions has been building in North Platte, Neb. It has been so successful that this year’s Rail Fest ranked among the Top 100 events in North America by the American Bus Association. Hosting more people and offering more entertainment than any prior year, the 2012 event yielded nearly \$15,000 for Friend to Friend Network.

The man behind Rail Fest, Jerry Vieyra, lead carman, has helped turn the event into not only an international destination, but also a growing source of support for Friend to Friend Network, for which each dollar in, equals a dollar out.

“A lot of people don’t realize that Friend to Friend is run mostly by retired employees,” he said. “Union Pacific is an important part of it, but this is not a



From left, Carmen John Donohoe, Jerry Vieyra and Jason Bryant spearhead Friend to Friend activities during North Platte’s Rail Fest, including a Friend to Friend Network booth and golf tournament.

Continued on Page 3

From UPEC Friend to Friend Network Committee President Bob Resch:



This has been a rewarding year for the Friend to Friend Network. We increased awareness during family day events throughout the system, many of which were held in conjunction with Union Pacific's 150-year celebrations. During these events, Friend to Friend Network hosted booths to sign up new members and monthly payroll deductions, and raised money through numerous fundraisers.

Golf tournaments were held in many locations this year; some have gone on for many years and others recently kicked off. These events have raised large amounts of money and are producing many lasting memories for participants.

Our chromed bell raffle kicked off Nov. 21 and ends April 1. The drawing will be April 10 in the Jenks Shop lunchroom in North Little Rock, Ark.

The network presented its first check in 2004 and continued giving cash monthly while raising money through fundraisers, payroll deductions and personal donations from many generous employees, both active and retired.

Thanks to all our employees' efforts and assistance from Union Pacific, from that first check we presented, through Hurricanes Katrina and Rita, to checks written in November 2012, we have

reached a milestone I never thought possible or believable — we have distributed more than \$4 million to employees and families in need.

As Friend to Friend Network president, I need to give the credit to other network members who have put in the hard work of organizing this fine charity by writing bylaws and getting our tax-free status, 501(c)(3), and creating the criteria we use daily.

The many people, both active and retired, who put in lots of hard work are the ones who never get enough pats on the back. Without them, the word would never get to our brothers and sisters in need.

2012 will go down as a year of milestones. It's hard to believe it all started with a \$2 bet. That \$2 bill is still framed.

We proved many people wrong, and at the same time helped thousands of families. When hope was lost, we came through for them.

We have a lot to be thankful for this holiday season. Thank you all for making this possible. See you next year.



**Buy Ticket for the
Bell Auction**

Buy your tickets now for a chance to win a limited-edition chromed bell. Tickets are available for a \$1 donation, or six for \$5. Tickets must be turned in by April 1 to be eligible for the April 10 drawing.

For more information, contact Richard Baldwin, treasurer, at 501-327-1376.

Friend to Friend: Making a Difference Throughout the System

- Friend to Friend received \$49,643 in contributions from 6,558 employees during October.
- The network contributed \$64,400 to help 92 families in October.
- Year-to-date through October, Friend to Friend has given \$625,800 to help 894 families.



Number of payroll-deduction contributors by state (through October).



Fort Worth Diesel Shop Dunks \$500

Friend to Friend Network made a big splash during the Oct. 13 Fort Worth Family Day. Employees and managers volunteered to sit in the precarious drop-seat poised above a small pool of water to raise more than \$500 for the organization, according to Yvonne Aston, Family Day committee member, Friend to Friend Ambassador and Fort Worth locomotive supervisor.

For \$1 per ball, employees and family members contributed to Friend to Friend while trying

to dunk co-workers and friends.

Volunteers included Russell Lowe, director-regional operations; Kurt Zalar, general superintendent; Joe Piazza, manager-mechanical maintenance; Jamie Conner, carman/welder; and Keith Spaniel, mechanical associate.

“I felt sorry for those poor managers who volunteered because they were getting it good,” Aston said. “It was for a good cause because Friend to Friend is really good at helping employees in need.”

Munash Doka, son of Fort Worth Electrician Charles Doka, aims for the target at the Friend to Friend dunk booth.



Machinist Matt Williamson proudly displays money won in the Roseville, Calif., 50/50 raffle.

Roseville Family Day fundraiser

Friend to Friend Network sponsored a 50/50 raffle during the Roseville, Calif., Family Day, with the winner, Machinist Matt Williamson, splitting \$623 with the network.

Funds raised through the event support Union Pacific employees and their families needing assistance.

Stratman Grateful for Friend to Friend

As one-time recipient of Friend to Friend Network assistance, Ed Stratman, Wichita, Kan., locomotive engineer, praised the program to which he now contributes.

“I was very happy with Friend to Friend,” he said. “It really helped me when I needed it. I was off work for nine months and it helped with paying bills and feeding my family. I think people should be encouraged to do whatever they can because Friend to Friend is an excellent program.”

Rail Fest Ranks in Top 100

Continued from page 1

corporate organization. It’s run by people for people, and a great help to a lot of employees.”

Festivities included a Friend to Friend golf tournament, which raised nearly \$7,000. Bill Summers Ford put up a 2012 Ford Mustang and \$500 for the golfer who got a hole-in-one; nobody did, although one shot came within two feet, according to Vieyra. Hazmat Response, a Union Pacific contractor, also sponsored the golf tournament with a \$1,000 donation, which was coordinated through Dawn Caudillo. A week prior to Rail Fest, North Platte Car Shop hosted its own golf tournament, which yielded an additional \$1,000 network donation, thanks to Carmen Cody Freeze, Aaron Schledewitz and Jason Vieyra, who organized the tournament.

Rail Fest started in 2005 when North Platte businessman Dave Harrold decided the community owed a debt of gratitude to its railroaders. He enlisted help from Jerry Vieyra. Each year, attendance has surpassed that of the previous event. This year, about

15,000 people attended the Sept. 16-18 festival. Some attendees traveled from as far as Japan and Switzerland.

Rail Fest offers visitors an opportunity to tour the world-famous Bailey Yard and learn about the rail industry’s rich history. They witness demonstrations of remote-control locomotives and some of the most unusual and esoteric Maintenance of Way machines.

For children, there is face painting thanks to Lori Scharff, director-employee relations, who travels from Omaha with her daughters each year.

“It’s phenomenal,” Vieyra said. “The car department takes wheels for demonstrations. The diesel shop brings traction motors and generators.”

About 75 informational and vendor booths also are set up, including one staffed by Friend to Friend volunteers.

In less than a decade, Rail Fest has come to reflect the railroad’s values and Friend to Friend’s mission. This year, in a spirit of

cooperation, employees from throughout the system made a silent auction possible, with proceeds benefitting Friend to Friend.

Among items auctioned was an antique barbecue stove donated by Jerry Vieyra, entirely refurbished by Jerome Vieyra at TK Welding in North Platte.

Bob Spady Buick and GMC in North Platte donated Nebraska Cornhusker football tickets. IMTCU Local 6832 donated \$1,000 to the auction, as did BLET Local Chairman Bill Elliott. Silent auction items also were donated by Chicago Commuter Operations, and Manager-Mechanical Maintenance Ben Montoya and the Green River, Wyo., Car Department.

Jerry Vieyra thanks everyone who helped make Rail Fest a success for North Platte and Friend to Friend, including Kathy Barker, administrative aide; Jason Bryant, carman; Cam Clark, director-operational support; John Donohoe, carman; and Sara Sonneman, senior administrative assistant.



Left: From left, San Antonio Chili Cookoff winners Johnny Leyva, Chad Jistel, Melissa Jistel, Tate Jistel, Pat Pino and Wayne Chantelois **Right:** Billy Ortagus, conductor and Friend to Friend ambassador, helps the network increase payroll deductions by \$230 per pay period during the Oct. 25 San Antonio Family Day.



San Antonio Service Unit Family Day

Billy Ortagus, conductor, led Friend to Friend efforts at this year's San Antonio Service Unit Family Day Oct. 25. Thanks in large part to his efforts, Friend to Friend raised nearly \$1,000 during Family Day and a related chili cookoff and golf tournament.

Additionally, Ortagus helped bring in \$230 in new direct deposits per pay period. That's nearly \$3,000 per year now available to Friend to Friend recipients in need.

UP Families Helped Through Employee Contributions

The network is an employee-run organization designed to assist UP families suffering health-related issues, fires or other accidents, natural or human-made disasters, or anything else that causes financial hardship.

All administrative costs are covered by the railroad, ensuring 100 percent of the donations to the network are sent to employees and their families needing assistance. All contributions are tax deductible.

In 2011, the Friend to Friend Network continued to grow and set new records in all categories, helping a record 1,110 railroad families in need.

The network's most reliable and fastest-growing source of donations is payroll deductions, but there are other ways to help. UP employees also can contribute to Friend to Friend by check or cash. Retirees and spouses can take advantage of online banking and bill pay to make one-time or monthly contributions.

Employees participating in the Fund for Effective Government, UP's political action committee, can designate Friend to Friend Network as their matching gift recipient.

For more information on Friend to Friend Network, visit www.uprr.com/employee/upec/friends/index.shtml.

Employees, Families Tour Travel Town Museum

Dolores and Commerce locomotive employees and their families enjoyed a day of fresh air and fun Sept. 22 at Travel Town Museum in Los Angeles' Griffith Park.

This is the second year the museum played host to the event. More than 500 people passed through the gate to receive a bag filled with goodies and enjoy the sunny day with family, a catered meal and games.

The museum features steam engines, freight cars, cabooses, passenger cars, interurbans and motorcars dating to the 1880s. A miniature railroad that circles the perimeter was available for rides.

Attendees enjoyed the park and its

attractions while also touring vendors' tables and collecting trinkets. Employees went home with an assortment of raffled items including a garden hose, light bulbs, gift cards, grinders, a welding helmet, children's bicycles,



Occupational Health Nurse Carmen Flores hands Foreman General II Manuel Rodarte a raffle ticket Sept. 22 as he announces raffle winners. Among the prizes was an iPad, for which more than \$650 was raised to benefit Friend to Friend Network.

University of Southern California football tickets, a first aid kit, tool bag and even an iPad.

Funds raised specifically for the iPad raffle went to the Friend to Friend Network and exceeded \$650.

Nominate Commerce Employee for Friend to Friend Assistance

The Friend to Friend Network is making a difference in the lives of employees in Commerce, Calif. This summer, two employees received financial assistance following referrals from Commerce committee members.

Commerce employees in need of assistance or those who want to nominate an employee may contact Rick Reynoso, electrician, IBEW; Manuel Rodarte, foreman general II; or Robert Sandoval, NCFD.

A Friend in the Northwest Welcomes Employees

Current and retired Portland Service Unit employees are invited to join Union Pacific Employee Club 9, Portland, Ore.

Established in 1924, employee clubs participate in community service, charity activities, Operation Lifesaver and the Friend to Friend Network. Clubs also provide networking and entertainment opportunities for members.

“Join the club — they’re fun,” said Ruth Dolan, president. “No matter where you live, there is a club near you.”

At the Aug. 5 Portland Family Day, the club organized a booth to register new members. Club 9 currently has more than 320.

Members also supported Union Pacific and the local community during the event through a raffle and dunk tank that benefited Friend to Friend Network. They also invited the American Red Cross to organize a blood drive.

Club 9 also regularly supports Portland Sunshine and a fourth charity chosen by its members each year.

After Family Day, members looked forward to beginning the new UPEC year, which kicked off at the 88th annual UPEC Convention in Denver. Ruth and Don Dolan attended the convention and are excited to bring back information and memories to share with their chapter.



Union Pacific Employee Club 9 members Don Itterley, left, and Ken Kubik, right, sell raffle tickets to benefit the Friend to Friend Network.



Club 9 President Ruth Dolan, left, and Don Dolan sign up new members at the Portland Family Day Aug. 5.



Utah Service Unit Superintendent Neil Scott takes a plunge in the dunk tank to raise money for Friend to Friend Network.



Sammy, 12-year-old daughter of Superintendent Neil Scott, has fun during Utah Service Unit Family Day at Roper Yard.

Fun Facilitates Interaction

More than \$1,500 was raised for Friend to Friend Network June 23 through a drawing and dunk tank during Utah Service Unit Family Day. Nearly 1,900 guests came to enjoy children’s games, train rides, food and other activities.

“It was phenomenal,” said Jason Johnson, TE&Y Total Safety Culture coordinator. “The feedback from peers and employees was that they loved it. They want to do it again next year.”

Guests enjoyed the opportunity to enjoy one of eight free passenger train rides aboard the Family Day train. Four rides were planned, but the interest was so high that organizers added more.

Johnson said the best part of the event was the interaction it facilitated between railroaders and their co-workers, families and community members.

“Everyone got to meet their co-workers’ kids and spouses, so it was a lot of fun,” he said.

Tovar, Ambassador, Appreciates Friend to Friend Assistance

Today, David Tovar, Southern Region machine operator, proudly represents Friend to Friend Network as an ambassador. He knows firsthand the benefits of the organization, which helps railroad employees during times of need and financial hardship.

“I have been an ambassador since 2008, but I was helping to promote Friend to Friend before that,” Tovar said. “You never know when you might be the one who needs some kind of assistance.”

In fact, such was once the case. Friend to Friend was there for him. Now, he’s there for Friend to Friend.

“Sometimes, we go through our lives only thinking of ourselves and our families,” Tovar said. “It’s good to consider how you can help someone else and Friend to Friend is a great way to do that.”

// It’s good to consider how you can help someone else...”

— David Tovar, Southern Region machine operator



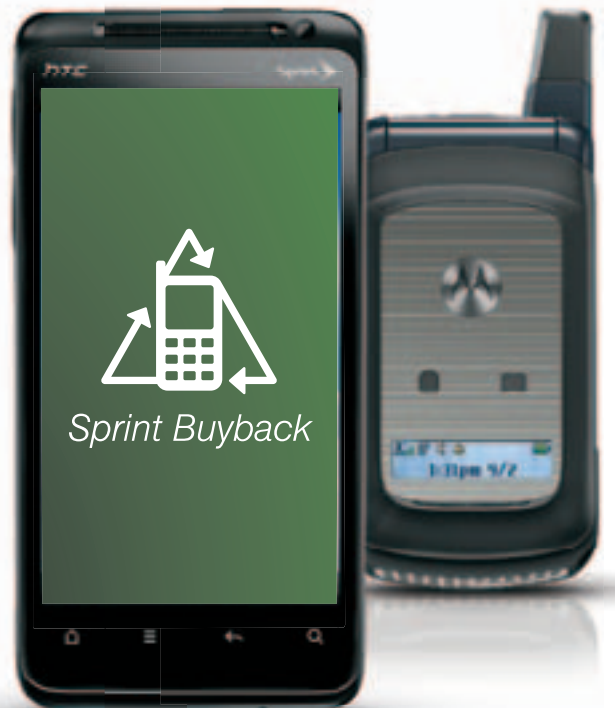
MAKE A DIFFERENCE. MAKE SOME MONEY.

Let us take your unwanted eligible wireless devices off your hands. With the Sprint Buyback Program, you can earn up to \$300 in account credit when you trade in your device – no matter what carrier it's from.

You can also choose to recycle through Sprint Project ConnectSM and help keep kids safer online. Whatever you choose, you'll be keeping old phones, batteries and accessories out of the waste stream. We'll even pay for shipping the phone to us.

VISIT SPRINT.COM/BUYBACK

Learn more or to determine whether your phone is eligible.



Sprint ranks #3 among the 500 Greenest Companies in America*

20%

DISCOUNT ON SELECT PLANS FOR EMPLOYEES OF UNION PACIFIC

Discount applies to select regularly priced Sprint plans. Requires a new two-year Agreement.

Get your best deal online at sprint.com/unionpacific

SPRINT DONATES \$10 FOR EVERY NEW ACTIVATION TO THE FRIEND TO FRIEND ORGANIZATION
Over \$24,000 donated last year!

Get your discount: sprint.com/verify
Corporate ID: NAUNP_ZZZ

Call: 866-639-8354
Visit a local Sprint Store: sprint.com/storelocator

*Newsweek Green Rankings based upon environmental impact, green policies and performance and reputation survey scores as of October 17, 2011.

May require up to a \$36 activation fee/line, credit approval and deposit. Up to \$350/line early termination fee (ETF) for advanced devices and up to \$200 ETF/line for other devices (no ETF for Agreements cancelled in compliance with Sprint's Return Policy). Individual-Liable Discount: Available only to eligible employees of the company or organization participating in the discount program (requires ongoing verification). Discounts are subject to change according to the company's agreement with Sprint and are available upon request for select plans (monthly service charges only). No discounts apply to secondary lines, Add-A-Phone lines or add-ons \$29.99 or less. Sprint Buyback: Available at participating Sprint Store locations. Limit of three (3) returned devices, per 12-month period, per one active mobile phone number. Phone must be deactivated before recycling. Device will not be returned. To best protect your data, please delete all personal information from your phone. Credit amount depends upon valuation and may vary based on condition. Credit will be applied to in-store purchase or Sprint account within three invoices. Trade-in also available online at sprintbuyback.com. Other Terms: Sprint reserves the right to modify, extend or cancel offers at any time. Coverage not available everywhere. Nationwide Sprint Network reaches over 282 million people. Offers not available in all markets/retail locations or for all phones/networks. Additional terms and restrictions apply. See store or sprint.com for details. ©2012 Sprint. All rights reserved. Sprint and the logo are trademarks of Sprint. The HTC logo, and HTC EVO are the trademarks of HTC Corporation. MOTOROLA and the Stylized M Logo are registered in the US Patent and Trademark Office. Other marks are the property of their respective owners.



Tournament participants enjoy a buffet following a round of golf.



Rain notwithstanding, the first-place team shot an impressive 61 at Highland Meadows. From left are Andrew Richardson, Trevor Wiley, Roger Sealy and Steve McGraw.



Golfers fight off the rain to enjoy a day on the links.

Rain Doesn't Stop Denver Service Unit Employees

The Denver Service Unit held its first Friend to Friend Network Golf Tournament Sept. 12 at Highland Meadows Golf Course in Windsor, Colo.

Golf clubs, Union Pacific logo shirts, flashlights, watches, hats and more were raffled to benefit Friend to Friend Network. In all, \$2,500 was raised.

"For the first golf tournament we have held, we're very pleased," said Gang Foreman Mike Daly, tournament director. "The weather was rough, but it was a good turnout for a good cause. We are very happy that we raised so much money for the Friend to Friend Network."

Ten foursomes participated and organizations sponsored each hole. More than six weeks of preparation were required to assemble sign-up sheets, hole sponsors and raffle items.

The day's weather proved challenging, but eventually cooperated enough to allow all teams to finish by mid-afternoon. For the first time in more than three months, heavy rain fell in Windsor and temperatures remained in the 50s throughout the tournament.

Once play concluded, General Superintendant Jay Everett hosted lunch for all participants.



Friend to Friend Network representatives accept a check from money raised at the Sept. 12 golf tournament. From left are Pat Reed, Cheyenne Club 1 member and Friend to Friend ambassador; Jay Everett, Denver Service Unit general superintendant; and Skip Reed, Cheyenne Club 1 member and Friend to Friend ambassador.

Friend to Friend Pledge Card

100% of your tax deductible donation will be given to a family in need.

Name _____


Address _____

City _____ State _____ Zip _____

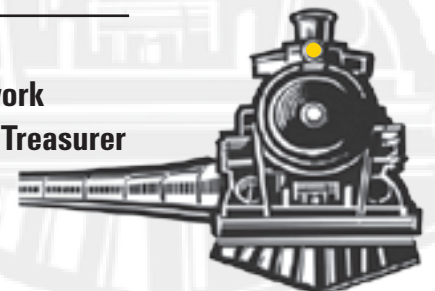
Phone _____ Email _____

Employee ID (if donor is a UP employee): _____

Amount Enclosed: _____

Please make your check payable to Friend to Friend Network 

Please mail your check to: **Friend to Friend Network**
c/o Richard Baldwin, Treasurer
303 Pickwicket Drive
Conway, AR 72034



Friend to Friend EXECUTIVE COMMITTEE

Bob Resch, president
651-334-6940

Terry Wynn, first vice president
402-551-1053

Bill Verhoeff, second vice president
816-935-0896

Richard Baldwin, treasurer
501-327-1376

Diane Huntington, secretary
636-789-4203

**Rene Orosco,
company administrator**
402-544-3002

Payroll deduction requests can be directed to friendtofriend@up.com, or contact your local Friend to Friend ambassador.

Ears for Friends

More than 1,000 people attended this year's Pocatello Service Unit Family Day.

Employees enjoyed train rides through Ross Park with their children and relatives amid sunshine and an abundance of food, which included 1,200 ears of corn, 520 snow cones and 1,200 sirloin steaks. Chicken, salad, cookies and bratwurst also were served.

Managers sold extra corn to attendees, raising \$293 for the Friend to Friend Network.

Dozens of volunteers donated their time and energy to support the celebration.

Children entertained themselves with obstacle courses and bounce houses, while a DJ helped entertain the large crowd.



Enjoying Pocatello Service Unit Family Day include, from left, Steven Bybee, senior manager-train operations, and Ricky Wells, general superintendent.

Inset: Ears of corn enable Pocatello Service Unit employees to raise \$293 for Friend to Friend Network during Family Day Sept. 8.



This newsletter appears under direction of the executive committee. For news coverage, contact Phil at the newsletter office by phone at 402-475-6397, fax 402-475-6398, mail information to 1845 S. 11th St., Lincoln, NE 68502-2211, or email phil@newslink.com. This material is intended to be an overview of the news of the service units. If there are any discrepancies between this newsletter and any collective bargaining process, insurance contracts or other official documents, those documents will govern. UP continues to maintain and reserves the right, at any time, to alter, suspend, discontinue or terminate all plans and programs described in this newsletter. This newsletter is not an employment contract or any type of employment guarantee. By submitting photos, you state that you are the sole author of the photograph and control all rights for its use. Any employee who submits a photo retains all rights to the photo. By submission, you give Corporate Relations a perpetual license to use your photo and to sub-license the same for use by third parties. Thanks to everyone for taking the time to contribute to this newsletter, including, but not limited to, Brad Boswell, Bob Resch and Jerry Vieyra.



PRRST STD
U.S. POSTAGE
PAID
MAIL U.S.A



Friend to Friend Network
303 Pickett Dr.
Conway, AR 72034