



UP CIRCULAR 6603-C

Applying on Loading, Handling, Accessorial Charges,
Fuel Surcharges and
General Rules for Coal Trains Originating in Wyoming

Governed except as otherwise provided herein, by UFC 6000, OPSL 6000,
UP 6004, and UP 6007-series.

Issued By:
E. A. HUNTER - MANAGER PRICING SERVICES
B. A. ROMMEL - MANAGER PRICING SERVICES

Union Pacific Railroad Company
1400 Douglas Street Omaha, NE 68179

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Item: 11
REVISIONS/CANCELLATIONS

REVISIONS/CANCELLATIONS

Unless otherwise provided, as this Pricing Document (or items contained herein) is revised, current letter suffixes cancel prior suffixes. Letter suffixes will be used in alphabetical sequence starting with A. Example: Pricing Document 3000-A cancels 3000, 3000-B cancels 3000-A; item 100-A cancels Item 100, Item 100-B cancels Item 100-A.



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Item: 100
APPLICATION

Application

The rules contained in this Circular apply on Coal Trains loading at UP-served Origins in Wyoming when such Coal Trains move i) under Tariff or Circular unless such Tariff or Circular has more specific provisions, or ii) under a Contract or Letter Quote that adopts the rules in this Circular by general or specific reference. These rules also apply on Coal Trains loaded at Wyoming Origins not served by UP or Coal Trains originated by another railroad and interchanged with UP if the Coal Trains move i) under Tariff or Circular unless such Tariff or Circular has more specific provisions, or ii) under a Contract or Letter Quote that adopts the rules in this Circular by general or specific reference. This Circular does not apply to service provided by other rail carriers.



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Item: 125
OTHER RULES

Other Rules

This Circular adopts by reference the following publications:

Bureau of Explosives	BOE 6000-series
Directory of Hazardous Materials Shipping Description	(Issued by RAILINC)
Official Railroad Station List	OPSL 6000-series
Official Railway Equipment Register	RER-series
Standard Transportation Commodity Code	STCC 6001-series
Uniform Freight Classification	UFC 6000-series
Union Pacific Railroad Company Accessorial Tariff	UP 6004-series
Union Pacific Railroad Company Governing Rule Tariff	UP 6007-series

In the event of any conflict between the terms of this Circular and the publications referenced above, the provisions of this Circular shall govern.



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Item: 150
6603 ESCALATION OF RATES AND CHARGES

All rates and charges published in Items 1 - 689 of this Circular will be increased by 5% on January 1 of each year.



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Item: 200
GENERAL DEFINITIONS

General Definitions

For purposes of applying provisions of this Circular, the following terms are defined and will govern:

- A. Coal shall mean coal mined at or near an Origin bearing a Standard Transportation Commodity Code (STCC) which begins with the first two digits 11 as set forth in Tariff 6001-Series.
- B. Destination(s) shall have the meaning specified in the Price Document
- C. Final Crew Change Point shall mean that station on the Railroad where Train crews are regularly changed immediately prior to Train departing to the mine or other Loading Facilities for loading.
- D. Loading Facility(ies) shall mean the structures and equipment necessary to load Coal Trains at Origin(s) and the following support facilities vital to the loading of Coal: rail trackage; raw Coal hopper; crusher, processing and/or preparation plants; Coal storage facilities; and conveyor systems from raw Coal hopper through all intermediate phases to the loading chute(s).
- E. Loading Operator shall mean the Shipper, or the company acting on behalf of Shipper, for loading of Coal at Origin(s) for transportation under the Price Document.
- F. Minimum Lading Weight per Railcar shall have the meaning specified in the Price Document.
- G. Minimum Train Lading Weight shall have the meaning specified in the Price Document.
- H. Origin(s) shall mean the rail station location, as designated in the Open and Prepay Station List OPSL 6000-Series, of the Loading Facility specified in the Price Document.
- I. Price Document shall mean a transportation service agreement, letter quote, tariff, circular or other document that establishes the rate and specific service terms applicable to a movement.
- J. Railroad shall mean Union Pacific Railroad Company (UP) and any other Railroad(s) named in the Price Document.
- K. Release shall mean date and time shipping instructions are given to the Railroad by the Shipper's Loading Operator. Shipping instructions contain all of the necessary information to transport the Train to Destination.
- L. Shipper shall mean the customer who is paying the freight charges under the Price Document.
- M. Shipper Railcar shall mean a railcar furnished by Shipper and placed in service under the Price Document.
- N. Train shall mean a set of open-top railcars operated as a single unit intact from Origin to Destination or to or from a connecting railroad at a designated interchange point.
- O. Unloading Free Time shall have the meaning specified in Item 390 or the Price Document.
- P. Unloading Detention Charge shall have the meaning specified in Item 390 or the Price Document.

- Q. Unloading Disability shall have the meaning specified in Item 390 or the Price Document.
- R. Unloading Time shall have the meaning specified in Item 390 or the Price Document.
- S. \$ shall mean United States Dollars.



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Item: 215
RECOMMENDED LOADING MEASURES TO MITIGATE
COAL DUST

RECOMMENDED LOADING MEASURES TO MITIGATE COAL DUST

This General Rule Item shall apply to contracts, transportation agreements or UPCQ's executed or issued on or prior to September 30, 2011.

1. For trains loaded at any Powder River Basin mine for subsequent movement on UP, Shipper is responsible for loading cars with coal in such a way that coal dust loss in transit from Shipper's loaded cars will be reduced by at least 85% as compared to loss of coal dust from loaded coal cars where no remedial measures were taken.
2. Loaded coal trains will be deemed to be in compliance with the standard in paragraph 1 if the trainloads meet the specifications in the General Order or Timetable for Powder River Division, Special Conditions involving Coal Mines issued by BNSF, the rail carrier designated by the ICC/STB as authorized to establish operating rules for the Joint Line ("Operating Rule"). Specifically either:
 - a. Shipper or Shipper's Loading Operator should arrange (i) to load uncovered coal cars in accordance with the profile as published in the BNSF template drawing number 565000 <http://www.bnsf.com/customers/what-can-i-ship/coal/coal-dust/pdf/q4.pdf> and (ii) to properly apply an acceptable topper agent (e.g. surfactant) to the entire surface of coal in all cars in a trainload at an effective concentration level and in accordance with manufacturers' specifications. Topper agents and concentration rates currently considered as proven satisfactory by BNSF, if used in accordance with the manufacturers' specifications, are shown in table below:

Topper Agents (1)	Concentration Rate per Rail Car (2)	Total Solution Applied per Rail Car (3)
Nalco Dustbind Plus	2.0 gallons	20 gallons
Midwest Soil-Sement	1.25 gallons	18.75 gallons
AKJ CTS-100	1.36 gallons	15 gallons

Notes to Table Above:

- (1) For Topper Application only.
- (2) The amount of topper agent mixed into a solution for each loaded Railcar. These concentration rates were established during testing carried out in PRB in 2010.
- (3) The amount of topper agent applied to each loaded Railcar.

or

- b. Shipper or Shipper's Loading Operator may adopt an alternative coal dust mitigation plan involving other measures (e.g. compaction or other technology) and profiling in accordance with 2. a. (i) above; PROVIDED, HOWEVER, that Shipper or Shipper's Loading Operator must submit test results to BNSF that satisfy BNSF that the alternative proposed compliance measure(s) will result in compliance with paragraph 1. In addition, BNSF must be assured that any product involving topper agents, devices or appurtenances utilized to control the release of coal dust will not adversely impact railroad employees, property, locomotives or owned cars.
3. Shipper is encouraged to adopt measures to comply with Paragraph 2.a. as soon as practicable.

- a. If Shipper chooses to load its trains in accordance with paragraph 2. a., Shipper should notify UP in writing of the steps it has taken, or directed its Loading Operator to take, to comply with this Item for each mine or load out in the Powder River Basin where Shipper anticipates loading coal into trains that will subsequently be transported over UP. The notice should include the approximate date when those trainloads will be profiled and a topping agent will be applied. Shipper is requested to provide this notice to UP no later than October 7, 2011.
- b. If Shipper proposes to comply by using either an alternative topping agent or an alternative measure, the notice to UP should provide a description of the alternative topping agent or measure and when Customer or Customer's loading agent proposes to obtain BNSF approval of the alternative topping agent or measure. Shipper may notify UP of its choice to use an alternative whenever Shipper decides that it will demonstrate to BNSF that the alternative should be accepted. Until BNSF notifies Shipper and UP in writing that BNSF considers the testing results adequate assurance that the alternative satisfies the standard in paragraph 1, however, Shipper or Shipper's Loading Operator should load its trains in accordance with paragraph 2.a.



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Item: 216
REQUIRED LOADING MEASURES TO MITIGATE COAL DUST

REQUIRED LOADING MEASURES TO MITIGATE COAL DUST

This General Rule Item shall apply (a) to all tariffs effective October 1, 2011 and (b) to contracts, transportation agreements or UPCQ's executed or issued after September 30, 2011.

1. For trains loaded at any Powder River Basin mine for subsequent movement on UP, Shipper is responsible for loading cars with coal in such a way that coal dust loss in transit from Shipper's loaded cars will be reduced by at least 85% as compared to loss of coal dust from loaded coal cars where no remedial measures were taken.
2. Loaded coal trains will be deemed to be in compliance with the standard in paragraph 1 if the trainloads meet the specifications in the General Order or Timetable for Powder River Division, Special Conditions involving Coal Mines issued by BNSF, the rail carrier designated by the ICC/STB as authorized to establish operating rules for the Joint Line ("Operating Rule"). Specifically either:
 - a. Shipper or Shipper's Loading Operator must arrange (i) to load uncovered coal cars in accordance with the profile as published in the BNSF template drawing number 565000 <http://www.bnsf.com/customers/what-can-i-ship/coal/coal-dust/pdf/q4.pdf> and (ii) to properly apply an acceptable topper agent (e.g. surfactant) to the entire surface of coal in all cars in a trainload at an effective concentration level and in accordance with manufacturers' specifications. Topper agents and concentration rates currently considered as proven satisfactory by BNSF, if used in accordance with the manufacturers' specifications, are shown in table below:

Topper Agents (1)	Concentration Rate per Rail Car (2)	Total Solution Applied per Rail Car (3)
Nalco Dustbind Plus	2.0 gallons	20 gallons
Midwest Soil-Sement	1.25 gallons	18.75 gallons
AKJ CTS-100	1.36 gallons	15 gallons

Notes to Table Above:

- (1) For Topper Application only.
- (2) The amount of topper agent mixed into a solution for each loaded Railcar. These concentration rates were established during testing carried out in PRB in 2010.
- (3) The amount of topper agent applied to each loaded Railcar.

or

- b. Shipper or Shipper's Loading Operator may adopt an alternative coal dust mitigation plan involving other measures (e.g. compaction or other technology) and profiling in accordance with 2. a. (i) above; PROVIDED, HOWEVER, that Shipper or Shipper's Loading Operator must submit test results to BNSF that satisfy BNSF that the alternative proposed compliance measure(s) will result in compliance with paragraph 1. In addition, BNSF must be assured that any product involving topper agents, devices or appurtenances utilized to control the release of coal dust will not adversely impact railroad employees, property, locomotives or owned cars.
3. In order for UP to comply with the BNSF Operating Rule regarding coal dust mitigation measures, Shippers must adopt measures to comply with this Item as soon as practicable.

- a. Shipper must notify UP in writing of the steps it has taken, or directed its Loading Operator to take, in accordance with paragraph 2.a. to comply with this Item for each mine or load out in the Powder River Basin where Shipper anticipates loading coal into trains that will subsequently be transported over UP. The notice must include the approximate date when those trainloads will be profiled and a topping agent will be applied. Shipper must provide this notice to UP no later than October 7, 2011.

- b. If Shipper proposes to comply by using either an alternative topping agent or an alternative measure, the notice to UP should provide a description of the alternative topping agent or measure and when Customer or Customer's loading agent proposes to obtain BNSF approval of the alternative topping agent or measure. Shipper may notify UP of its choice to use an alternative whenever Shipper decides that it will demonstrate to BNSF that the alternative should be accepted. Until BNSF notifies Shipper and UP in writing that BNSF considers the testing results adequate assurance that the alternative satisfies the standard in paragraph 1, however, Shipper or Shipper's Loading Operator must load its trains in accordance with paragraph 2.a.



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Item: 225-A
MAINTENANCE RECOMMENDATIONS

This General Rule Item shall apply only to contracts, transportation agreements, and UPCQs issued and effective on or prior to October 31, 2006, or when specific reference is made hereto.

Maintenance Recommendations for Railcars used in Unit Coal Train Service

A mechanical inspection of subject equipment is recommended every twelve months. Subject inspection and subsequent repair of identified defects are outlined in Union Pacific Car Maintenance Instruction CMI 950302. CMI 950302 requires inspection and cause for attention as outlined in the Field Manual of the AAR Interchange Rules and recommends the following additional inspection and repair items:

1. Inspect sides at top chord for bulging side sheets and broken/missing rivets that may indicate impending top chord failure, UPRR CMI 350301.
2. Check wayside detector history for any trucks with a hunting index over 0.20. Inspect and repair the truck per AAR Rule 46.
3. Wheels with rim thickness less than 21/16 inch that have a bearing mount date prior to January 1, 2002 are to have the wheel ultrasonically tested, weather permitting, per AAR specifications unless already stenciled "UT". Replace defective wheels.
4. Any rubbing of axles by car components is to be corrected and axle replaced; i.e. brake rods, carrier bolts.
5. Wheel sets having bearings with Acoustic Bearing Detector alarms of 4 or greater shall be replaced.
6. Replace any wheels with impacts over 80 kips.
7. All replacement wheel sets are to be in accordance with Union Pacific Railroad Wheel Set Performance Specification 1-10-03, Paragraph 2.2, Class B wheel Sets.
8. Piston travel, if within 1/2 inch of maximum allowed for initial terminal brake inspection, shall be returned to initial set-up dimension. Cars are to be equipped with automatic slack adjusters.
9. Perform Single Car Air Brake Test if not performed in the previous 12 months, Automated Test Device preferred.
10. NDT the coupler knuckle pulling face surface in the knuckle pivot pin hole area if the car is uncoupled. Replace if found cracked.
11. Coupler pin carriers and draft gear carrier straps that are cracked, broken, bent, loose, missing or incorrectly located are to be repaired. Inspect for loose or missing fasteners; tack weld all threaded fasteners.



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Item: 226-A
MAINTENANCE REQUIREMENTS

This General Rule Item 226 will apply except when the provisions of General Rule Item 225 apply.

Maintenance Requirements for Railcars used in Unit Coal Train Service

A mechanical inspection of subject equipment is required every twelve months. Subject inspection and subsequent repair of identified defects are outlined in Union Pacific Car Maintenance Instruction CMI 950302. CMI 950302 requires inspection and cause for attention as outlined in the Field Manual of the AAR Interchange Rules and also requires the following additional inspection and repair items:

1. Inspect sides at top chord for bulging side sheets and broken/missing rivets that may indicate impending top chord failure, UPRR CMI 350301.
2. Check wayside detector history for any trucks with a hunting index over 0.20 two or more times during the previous 12 months. Inspect and repair the truck per AAR Rule 46.
3. Wheels on all 286,000 GRL cars with rim thickness less than 21/16 inch that have a bearing mount date prior to January 1, 2002 are to have the wheel ultrasonically tested, when in the shop, weather permitting, per AAR specifications unless already stenciled "UT". Replace defective wheels.
4. Any rubbing of axles by car components is to be corrected and axle replaced; i.e. brake rods, carrier bolts.
5. Wheel sets having AAR condemnable acoustic bearings ("Growler") are to be removed immediately. All other wheel sets having bearings with Acoustic Bearing Detector alarms of 4 or greater shall be replaced when in the shop.
6. Replace any wheels with impacts over 80 kips when in the shop.
7. For all 286,000 GRL cars, all replacement wheel sets are to be in accordance with Union Pacific Railroad Wheel Set Performance Specification 1-10-03, Paragraph 2.2, Class B wheel Sets.
8. Piston travel, if within 1/2 inch of maximum allowed for initial terminal brake inspection, shall be returned to initial set-up dimension. Cars are to be equipped with automatic slack adjusters.
9. Perform Single Car Air Brake Test if not performed in the previous 12 months, when in the shop, Automated Test Device preferred.
10. NDT the coupler knuckle pulling face surface in the knuckle pivot pin hole area if the car is uncoupled when in the shop. Replace if found cracked.
11. Coupler pin carriers and draft gear carrier straps that are cracked, broken, bent, loose, missing or incorrectly located are to be repaired. Inspect for loose or missing fasteners; tack weld all threaded fasteners when in the shop.



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Item: 250-A
MONTHLY COAL TONNAGE FORECAST

Monthly Coal Tonnage Forecast

For shipment scheduling purposes, UP's Bulk Train Planner on the Web [located at the address below] shall be utilized to submit monthly tonnage forecasts by both the receiver of coal and the producer(s) who will load those tons for shipment via UP. Monthly coal tonnage forecasts must be entered by the receiver not later than the second to last business day of the month preceding the shipment month. Monthly coal tonnage forecasts must be entered by the coal producer not later than the last business day of the month preceding the shipment month. In case of discrepancies between the two forecast numbers, the receiver and producer must reach agreement on the forecast number by the last business day of the month preceding the shipment month. If a discrepancy still exists, the lower of the two numbers will be utilized for shipment scheduling purposes.

UP's Bulk Train Planner can be accessed at:
www.uprr.com/customers/energy Bulk Train Planner (user ID and password required)



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Item: 300
REDESIGNATION OF ORIGINS

Redesignation of Origins

1. Shipper may change an Origin for a Train from that which was previously specified by giving Railroad notice by telephone of such change at least five hours prior to the departure of the empty Train from the Final Crew Change Point.
2. If Shipper desires to change an Origin for a Train from that which it specified under Paragraph 1 of this Item, but it has failed to give telephone notice of the change in Origin in accordance with Paragraph 1 of this Item, Shipper may request Railroad to quote Shipper, and Railroad shall quote Shipper, an Origin Redesignation Fee. Upon Shipper's verbal agreement to pay Railroad such Origin Redesignation Fee (which verbal agreement Shipper shall promptly confirm in writing), Railroad shall transport the Train to the newly designated Origin.



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Item: 310
LOADING & LOADING FACILITIES

Loading and Loading Facilities

Shipper or Shipper's Loading Operator shall be responsible for the loading of railcars, including, but not limited to, improper loading, underloading, or overloading, and for providing Loading Facilities.



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Item: 320
ADVANCE NOTICE

Advance Notice

Railroad shall provide to Shipper or Shipper's Loading Operator at Origin not less than four hours advance notice by radio, telephone, or electronic means of communication of the arrival of empty Trains at a Loading Facility.



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Item: 330
MOVEMENT OF TRAINS THROUGH FACILITIES

Movement of Trains through Loading Facilities

At Origins, Railroad shall provide locomotives to transport Trains through Loading Facilities. Train Crews at Origins shall be provided by either Railroad or Shipper's Loading Operator as approved by Railroad.



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Item: 340-F
LOADING TIME

Loading Time

1. A Train's loading time shall commence when the Train has arrived at Shipper's Loading Operator's designated notification point on its trackage and the Train crew has requested loading instructions from Shipper's Loading Operator, or when the Train is constructively placed as defined in Item 350, and shall end when loading of the Train is completed and Shipper or Shipper's Loading Operator has Released the Train ("Loading Time").
2. Shipper shall pay no additional charge if Shipper or Shipper's Loading Operator Releases the Train within the first four hours of Loading Time ("Loading Free Time"). For each hour or fraction thereof that a Train's Loading Time exceeds its Loading Free Time, Shipper shall pay Railroad an Origin Detention Charge of **[i] \$579.00**; PROVIDED, HOWEVER, that when a Loading Disability under Item 360 occurs during a Train's Loading Free Time, Shipper's Loading Free Time shall be extended for the duration of Loading Disability Time as defined in Item 360; and, PROVIDED, FURTHER, that when a Loading Disability occurs after a Train's Loading Free Time expires, Shipper shall be required to pay an Origin Detention Charge for the duration of Loading Disability Time.
3. Additional Train Crews furnished by Railroad. If loading at Origin requires utilization of more than one Railroad-furnished crew per Train for any reason, including a Loading Disability, Shipper shall pay an Additional Crew Charge of **[i] \$2,867.00** for each additional train crew required.



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Item: 350
CONSTRUCTIVE PLACEMENT

Constructive Placement

1. If, after a Train crew has been called for duty at the Final Crew Change Point, the Train cannot be positioned on Shipper's Loading Operator's track at an Origin due to any cause attributable to Shipper or Shipper's Loading Operator, in whole or in part, that Train shall be considered constructively placed for purposes of Item 340.
2. A constructively placed Train shall be held at the nearest available hold point as determined by Railroad. Immediately upon arrival of the Train at the hold point, Railroad shall notify Shipper or Shipper's Loading Operator by radio or telephone, such notice to be confirmed in writing, or by electronic means of communication, of the date, hour and minute that hold time begins. Immediately upon departure of the Train from the hold point, Railroad shall notify Shipper or Shipper's Loading Operator by radio or telephone, such notice to be confirmed in writing, or by electronic means of communication, of the date, hour and minute that hold time ends.
3. For purposes of computing the Loading Time of a constructively placed Train under Item 340:
 - A. the time elapsed while transporting a constructively placed Train from the hold point to a Loading Facility shall be excluded from Loading Time; and
 - B. if the Train must reverse direction to reach an available hold point, the time elapsed from the Railroads' receipt of the hold notice to the return of the Train to the point of reverse direction shall be included in Loading Time.



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Item: 360
LOADING DISABILITY

Loading Disability

"Loading Disability" means any of the following events which are beyond the control of Shipper and/or Shipper's Loading Operator and directly results in the inability to load Coal into a Train at an Origin: an Act of God; a strike, lockout or other labor disturbance; a riot or other civil disturbance; snow and/or ice accumulation sufficient to immobilize Train operations and prevent loading of such Train; governmental acts or regulations; or mechanical or electrical breakdown, explosion or fire in a Loading Facility then being utilized by Shipper. "Loading Disability Time" means the period of time for which Shipper or Shipper's Loading Operator is prevented from loading a Train at an Origin due to a Loading Disability. Shipper or Shipper's Loading Operator shall notify Railroad immediately by telephone (i) as to the nature and time of commencement of the Loading Disability and (ii) as to the time of termination of the Loading Disability. Shipper shall confirm such telephone notification in writing to Railroad within ten days after the Loading Disability is terminated.



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Item: 370
TRANSPORTATION INSTRUCTIONS

Transportation Instructions

Shipper or Shipper's Loading Operator shall provide to Railroad by telephone, promptly confirmed to Railroad in writing, the following information ("Transportation Instructions") for each Train in a form acceptable to both Shipper and Railroad: (a) within two hours after termination of Loading Time, individual railcar weight (if available) and Train weight (both net and gross), and any special instructions; and (b) within 24 hours after termination of Loading Time, identification of the applicable Price Document, Origin, Destination, date Loading Time terminates, route, all railcar initials and numbers and individual railcars weights not furnished previously.



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Item: 380-E
FROZEN COAL; RESIDUAL COAL

Frozen Coal; Residual Coal

1. In order to reduce the possibility of unloading delays due to frozen coal, during the period from November 15th of each year through March 15th of each succeeding year, Shipper or Shipper's Loading Operator shall uniformly treat all coal loaded into railcars with an industry-approved freeze conditioning agent in the quantity and in accordance with the process recommended by the manufacturer of the freeze conditioning agent used.
2. Railroad will be held harmless for failure to meet service commitments or contractual obligations to Shipper under the Price Document to the extent of the duration of delays caused by difficulty in unloading frozen coal if the Shipper or Shipper's Loading Operator fail to comply with the requirements described in paragraph 1 of this Item 380.
3. Coal must be completely removed from each railcar during unloading. If Coal is found remaining in a railcar, Railroad at its sole discretion may charge Shipper **[i] \$116.00** per railcar for delay and removal of the coal in order to (but not limited to) insure the safe movement of railcars, optimize loading capacity of railcar for subsequent loading, or provide completely empty railcars for subsequent loading.



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Item: 390-D
UNLOADING

CHANGE KEY: A-Add; C-Change; D-Decrease; I-Increase; and X-Expire

For billing purposes use the following rate authority: UP 6603-C-390-D

STCC/GROUP STCC DESCRIPTION

ALL STCCS 01-99 All Commodities

GENERAL RULE ITEM 390 (Revision: G Effective Date: 12/02/2011 Original Issue Date: 12/09/2011)

Unloading

1. This item applies on Coal Trains unloading at UP-served destinations when such Coal Trains move:
 - A. under Tariff or Circular unless such Tariff or Circular has more specific provisions, or
 - B. under a Price Document that adopts the rules in this Circular by general or specific reference unless such Price Document has more specific provisions.
2. Railroad shall furnish Shipper at Destination not less than four (4) hours notice of the arrival of loaded Trains at Destination. Shipper or Shipper's Unloading Operator at Destination shall be responsible:
 - A. for providing an unloading facility,
 - B. for providing sufficient trackage to enable delivery of railcars by Railroad,
 - C. for unloading of railcars,
 - D. insuring that the unloaded railcars are free from any residual Coal and
 - E. or closing and locking any railcar doors.

A Train's unloading time shall commence when the Train is placed on Shipper's trackage at Destination ("Actual Placement"), or when Constructively Placed, and shall end when Shipper releases unloaded Train to Railroad ("Unloading Time"). Shipper shall pay no additional charge if the unloaded Train is released within the first six (6) hours of Unloading Time at Destination ("Unloading Free Time"). For each hour or fraction thereof that a Train's Unloading Time exceeds its Unloading Free Time, Shipper shall pay Railroad a Destination Detention Charge of [i] \$490.00.

3. Unloading Free Time shall be six (6) hours at all Destinations, unless otherwise specified in the Price Document.
4. When an Unloading Disability occurs during a Train's Unloading Free Time, Shipper's Unloading Free Time shall be extended for the period of the Unloading Disability. "Unloading Disability" means any of the following events which directly results in the inability to unload Coal from a Train at Destination:

- A. an Act of God,
- B. a strike, lockout or other labor disturbance,
- C. a riot or other civil disturbance,
- D. unusual snow and/or ice accumulation sufficient to immobilize Train operations and prevent unloading of such Train,
- E. an act or regulation of local, state or federal governmental authorities,
- F. mechanical or electrical breakdown, explosion or fire affecting the unloading Facility, or
- G. any delay caused by Railroad.

Shipper shall notify Railroad immediately by telephone as to the nature and time of commencement and, subsequently, as to the time of termination of the Unloading Disability. Shipper shall confirm such telephone notification in writing to the Railroad within seven days after Unloading Disability has terminated. When an Unloading Disability occurs after a Train's Unloading Free Time expires, Shipper shall be required to pay a Destination Detention Charge for the duration of the Unloading Disability time.

- 5. Constructive Placement: If Actual Placement of the Train cannot be made at Destination due to any cause attributable to Shipper or Shipper's Unloading Operator, the Train shall be considered "Constructively Placed". A Constructively Placed Train shall be held at an available hold point as determined by Railroad. Immediately upon arrival at the hold point, Railroad shall notify Shipper of Railroad's inability to deliver Train at Destination, and of the date, hour and minute that Constructive Placement begins. Shipper shall immediately notify Railroad of the date, hour and minute that Actual Placement of the Train becomes possible at Destination. Such notice by Shipper shall end Constructive Placement. For purposes of computing the Unloading Time of a Constructively Placed Train:
 - A. If the Train must reverse direction to reach an available hold point, the time elapsed from notice that a Train cannot be placed at Destination until the time the Train returns to the point of reverse direction shall be included in Unloading Time; and
 - B. the time elapsed for transportation of the Train from the hold point, or the point of reverse direction if reverse direction is required, to the Unloading Facility shall be excluded from the Unloading Time.
- 6. Additional Train Crews furnished by Railroad. If unloading at Destination requires utilization of more than one Railroad-furnished crew per Train for any reason, including an Unloading Disability, Shipper shall pay an Additional Crew Charge of **[i] \$2,867.00** for each additional train crew required.

APPLICATION AND DESTINATION DETENTION CHARGE CHARGES		
COLUMN	DESTINATION DETENTION CHARGE APPLICATION RULES	
1.	DESTINATION DETENTION CHARGE charges are in U.S. dollars Per Hour and apply under these conditions: C Free time to unload will be 6 hour(s).	
	Col 1 Amount	Route Code/Group
STCC Group: ALL STCCS GROUP		
From: ALL LOCATIONS GROUP		
To: ALL LOCATIONS GROUP		
	490.00	ALL ROUTES

APPLICATION AND ADDITIONAL CREW CHARGE CHARGES		
COLUMN	ADDITIONAL CREW CHARGE APPLICATION RULES	
1.	ADDITIONAL CREW CHARGE charges are in U.S. dollars Per Occurrence and apply under these conditions:	
	Col 1 Amount	Route Code/Group
STCC Group: ALL STCCS GROUP		
From: ALL LOCATIONS GROUP		
To: ALL LOCATIONS GROUP		
	2867.00	ALL ROUTES

NOTES	DESCRIPTION	
	ROUTE CODE	ROUTE GROUP
	UP UP 0	C ALL ROUTES
	JCT CONN 1	ALL ROUTES
	JCT CONN 2	ALL ROUTES
		ROUTE/(JCT CODE)
		UP
		UP -Any Junction-CONN
		CONN-Any Junction-UP
	*CONN: Any foreign carrier with which Railroad interchanges at designated junction.	
	*Any Junction: Any junction at which Railroad interchanges with connections.	

APPENDIX A ORIGIN AND DESTINATION GROUPS

GROUP NAME LOCATIONS	
ALL LOCATIONS GROUP	SOUTH DAKOTA *
ALBERTA *	SINALOA *
AGUASCALIENTES *	SASKATCHEWAN *
ALASKA *	SAN LUIS POTOSI *
ALABAMA *	SONORA *
ARKANSAS *	TLAXCALA *
ARIZONA *	TAMAULIPAS *
BRITISH COLUMBIA *	TENNESSEE *
BAJA CALIFORNIA *	TEXAS *
CALIFORNIA *	UTAH *
CHIAPAS *	VIRGINIA *
CHIHUAHUA *	VERACRUZ *
COLIMA *	VERMONT *
COLORADO *	WASHINGTON *
CONNECTICUT *	WISCONSIN *
COAHUILA *	WEST VIRGINIA *
DISTRICT OF COLUMBIA *	WYOMING *
DELAWARE *	ZACATECAS *
DISTRITO FEDERAL *	
DURANGO *	
ESTADO DE MEXICO *	
FLORIDA *	
GEORGIA *	
GUANAJUATO *	
GUERRERO *	
HIDALGO *	
HAWAII *	
IOWA *	
IDAHO *	
ILLINOIS *	
INDIANA *	
JALISCO *	
KANSAS *	
KENTUCKY *	
LOUISIANA *	
MASSACHUSETTS *	
MANITOBA *	
MARYLAND *	
MAINE *	
MICHOACAN *	
MICHIGAN *	
MINNESOTA *	
MISSOURI *	
MORELOS *	
MISSISSIPPI *	
MONTANA *	
NAYARIT *	
NEW BRUNSWICK *	
NORTH CAROLINA *	
NORTH DAKOTA *	
NEBRASKA *	
NEWFOUNDLAND *	
NEW HAMPSHIRE *	
NEW JERSEY *	
NUEVO LEON *	
NEW MEXICO *	
NOVA SCOTIA *	
NORTHWEST TERRITORIES *	
NEVADA *	
NEW YORK *	
OAXACA *	
OHIO *	
OKLAHOMA *	
ONTARIO *	
OREGON *	
PENNSYLVANIA *	
PRINCE EDWARD ISLAND *	
QUEBEC *	
PUERTO RICO *	
PUEBLA *	
QUERETARO *	
QUINTANA ROO *	
RHODE ISLAND *	
SOUTH CAROLINA *	

* Applies only on traffic billed to or from the noted locations and does not apply to other stations within the switching limits of those locations.

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Effective: January 1, 2012

UP 6603-C

Appendix A Page: 1 of 1
Item: 390-D



UP 6603-C

Item: 400
WEIGHING & DETERMINATION OF WEIGHTS

Weighing and Determination of Weights

1. Shipper or Shipper's Loading Operator shall be responsible for the weighing of loaded railcars at Origins at no charge to Railroad. Weighing shall be performed on scales inspected in accordance with the then current Association of American Railroads specifications for such scales, and subject to verification by Railroad and Shipper.
2. If any Train or portion thereof cannot be weighed due to a breakdown of scales, the lading weight per railcar of such Train or portion thereof shall be determined by averaging the lading weight per railcar of the last ten Trains under the Price Document weighed at that Origin prior to such breakdown. If fewer than ten Trains under the Price Document were weighed at the same Origin and going to the same Destination prior to the breakdown, the weight per railcar shall be determined by averaging the weight per railcar of the Train(s) containing like railcars under the Price Document weighed at the same Origin and going to the same Destination prior to the breakdown.



UP 6603-C

Item: 450-B
WEIGHT LIMIT - EXCESS COAL & CHARGE

Weight Limit - Excess Coal and Charges

1. Weight Limit. Allowance for exceeding the Gross Rail Load (GRL) of any car type is to be determined by the following:
 - A. Cars with allowable GRL of Greater than 263,000 pounds are allowed to be loaded and run at 2,000 pounds over the GRL. Example: 286,000 pounds GRL will be allowed to go to 288,000 pounds GRL. Cars exceeding the 2,000 pounds above GRL will be Bad Ordered and the load must be reduced to below the GRL plus 2000 pound limit. Note: Trains going over Cajon Pass and Cima Hill, utilizing 286,000 pounds GRL equipment, are limited to a maximum of 143 Tons per operative brake.
 - B. Cars with allowable GRL of 263,000 pounds are allowed to be loaded and run at 268,000 pounds. Cars exceeding the 268,000 pounds will be Bad Ordered and the load must be reduced to below the 268,000 pound limit.
 - C. Cars exceeding the 263,000 pounds GRL must comply with the Union Pacific Policy for Greater Than 263,000 pounds GRL. This requires the approval of the Union Pacific Mechanical Department, Clearance Bureau and Risk Management.
2. Overloading or Improper Loading Discovered Prior to Departure. Upon advice to the Train crew from Shipper's Loading Operator or other discovery by the Train crew prior to departure from an Origin that any railcar is overloaded or improperly loaded, Railroad will allow Shipper's Loading Operator to remove excess Coal. Railroad shall, at Shipper's or Shipper's Loading Operator's request, set out such railcar prior to departure if trackage is available. Shipper or Shipper's Loading Operator shall be responsible for performing and bearing all costs for removal of excess Coal, and Railroad shall move such railcar to Destination in such a manner and time as is practicable after Railroad has received notice from Shipper or Shipper's Loading Operator that excess Coal has been removed. The time elapsed to remove excess Coal and/or to set out such railcar(s) prior to departure from an Origin shall be included for purposes of computing Loading Time for the Train under Item 340.
3. Overloading or Improper Loading Discovered After Departure.

After departure from Origin, when a car is identified by Railroad to be overloaded or improperly loaded, Railroad may set out such railcar(s) at a location to be determined by Railroad. Overloaded railcars set out enroute shall be subject to the rules and charges contained in Item 8000-series of Tariff UP 6004-series, except that the Weight Limit as published in Section 1. above shall apply for cars containing coal.



UP 6603-C

Item: 500-E
HOLD CHARGE

Hold Charge

If Railroad must hold, in a manner, time or place inconsistent with existing Railroad operating procedures for purposes of the Price Document, locomotives and/or a Train crew that has been called for or that is on duty due to (1) any cause attributable to Shipper or Shipper's Loading Operator (including Shipper's or Shipper's Loading Operator's request); (2) Shipper Force Majeure under the Price Document; or (3) a Loading Disability or Unloading Disability with respect to another Train of Shipper, Shipper shall pay to Railroad a Hold Charge of **[i] \$579.00** for each hour or fraction thereof that each Train is held; PROVIDED, HOWEVER, that such Hold Charge shall not apply to a Train whose Train crew and/or locomotives are being held during Shipper's Loading Time or Unloading Time, whether during Loading Free Time, Unloading Free Time or time for which an Origin Detention Charge or Unloading Detention Charge is applicable; and, PROVIDED, FURTHER, that a Hold Charge shall cease if and when a Train crew and/or locomotives are released in accordance with Item 550 and Shipper pays a Locomotive Release Charge. Railroad shall notify Shipper immediately by telephone, confirmed in writing, that a Train is being held and the hold location.



UP 6603-C

Item: 550-F
LOCOMOTIVE RELEASE CHARGE

Locomotive Release Charge

1. If, in lieu of paying or continuing to pay a Hold Charge, Origin Detention Charge or Unloading Detention Charge, Shipper notifies Railroad by telephone, confirmed in writing, that Shipper elects to release locomotives and/or a Train crew that has been called for or that is on duty, Railroad shall release such Train crew and/or locomotives, Shipper shall cease to incur a Hold Charge or Origin Detention Charge or Unloading Detention Charge from the time of such release, and Shipper shall pay to Railroad a Locomotive Release Charge of **[i] \$2,867.00** per occurrence per Train. Payment of a Locomotive Release Charge will not be permitted in lieu of payment of Destination Detention Charges on Railroad-furnished railcars.
2. In addition to the circumstance described in Paragraph 1 of this Item, if Railroad must release, in a manner, time or place inconsistent with existing Railroad operating procedures for purposes of the Price Document, a Train crew that has been called for or that is on duty and/or locomotives due to any cause attributable to Shipper or Shipper's Loading Operator except a Loading Disability or Unloading Disability that occurs during such Train's Loading Free Time or Unloading Free Time, Shipper shall pay to Railroad a Locomotive Release Charge in accordance with Paragraph 1 of this Item.
3. If there is a release under Paragraph 1 or Paragraph 2 of this Item, Railroad shall not call another Train crew and/or locomotives back to the Train until notified to do so by telephone, confirmed in writing, by Shipper, unless the Train is stored on available Railroad trackage and storage thereon is or becomes impracticable, in which case Railroad may call another Train crew and/or locomotives at its option. If, after the Train crew and/or locomotives have been released, the Train is stored on Railroad trackage, as directed by Shipper, Shipper shall pay a Railcar Storage Charge in accordance with Item 640.



UP 6603-C

Item: 600-F
REMOVAL, ROTATION AND/OR ADDITION OF CARS

Removal, Rotation, and/or Addition of Railcars

Shipper may verbally request, subject to agreement by Railroad and to be confirmed in writing, that Railroad remove, rotate, and/or add railcar(s) to, and Railroad may in the case of an overloaded railcar(s) remove railcar(s) from, a Train **moving between Origin and Destination**. For such activities, Railroad shall assess a charge of [i] **\$579.00** per hour or fraction thereof per occurrence. For the purposes of assessing this charge, time shall commence when the Train stops for removal, rotation, and/or addition of railcar(s) and end when the Train has been reassembled and again is ready to be transported. Railroad shall not be obligated to remove, rotate, and/or add railcars unless sufficient trackage is available.



UP 6603-C

Item: 610-E
DIVERSION OF LOADED TRAINS

Diversion of Loaded Coal Trains

Requests from Shipper for diversion of loaded coal trains will be permitted only if authorized in the Price Document and UP accepts diversion, and if the new destination is covered by a UP Price Document, Tariff or Circular. UP will not accept any diversion which causes UP to incur additional handling costs or out-of-route movement.

All diversion requests by Shipper must be made before two hours have elapsed after train departure from So. Morrill, NE. A charge of **[i] \$1,654.00** will apply to the diversion of a loaded coal train performed by UP at Shipper's request.

No diversion charge will apply if diversion is requested by UP and agreed to by Shipper for carrier convenience, and UP may waive the diversion charge in cases where the diversion is of mutual benefit to both UP and Shipper.



UP 6603-C

Item: 620-F
OUT OF ROUTE MOVEMENT

Out-of-Route Movement

An "Out-of-Route Movement" shall be any Shipper-requested movement of an empty Train, or any part thereof, that differs from the normal route of empty movement of Trains under the Price Document. If, at Shipper's verbal request, confirmed in writing, Railroad provides an Out-of-Route Movement to any rail station or trackage located at a point which is not directly intermediate between Origin and Destination but is served by Railroad, Shipper shall pay Railroad the following Out-of-Route Charge:

Out-of-Route Charge per mile per railcar for Out-of-Route-Movement	Number of Railcars per Out-of-Route Movement
[i] \$1.82	25 railcars or fewer
[i] \$1.66	26 to 75 railcars
[i] \$1.49	76 railcars or more

The Out-of-Route Charge shall be calculated based upon the actual miles, subject to a minimum distance of 75 miles, for each empty movement. The charges for the Out-of-Route Movement will be in a Price Document to be issued by Railroad.



UP 6603-C

Item: 630
TRAINSET STORAGE ON ARBOR SUBDIVISION

Trainset Storage Charges - Arbor Subdivision

If, at Shipper's request, Railroad stores a trainset on Omaha Public Power District's Arbor subdivision, Shipper shall pay Railroad a Trainset Storage Charge of **\$2,415.00** per Train per occurrence in lieu of paying Locomotive Release Charge and/or Out of Route Movement Charges. Movement instructions for empty trainsets must be provided to Railroad in time to avoid any backhauls or additional handling.



UP 6603-C

Item: 631
TRAINSET MAINTENANCE AT OMAHA, NE

Trainset Positioning Charge at Greenbrier Rail Services, Omaha, NE

If, at Shipper's request, Railroad moves an empty trainset into Greenbrier Rail Services, 4901 S. 28th Street, Omaha, NE, Shipper shall pay Railroad a Trainset Positioning Charge of **\$9,500.00** per Train per occurrence in lieu of paying Locomotive Release Charge and/or Out of Route Movement Charges. Movement instructions for empty trainsets must be provided to Railroad in time to avoid any backhauls or additional handling.



UP 6603-C

Item: 640-D
RAILCAR STORAGE CHARGE

Railcar Storage Charge

If, at Shipper's verbal request, confirmed in writing, or after a release of a Train crew in accordance with Item 550, Railroad stores a railcar used in service under the Price Document on available Railroad trackage, Shipper shall pay to Railroad a Railcar Storage Charge of **[i] \$12.00** per each 24 hour period or fraction thereof of storage time for each Shipper Railcar and **[i] \$61.00** per each 24 hour period or fraction thereof of storage time for each stored Railroad owned railcar. For purposes of assessing the Railcar Storage Charge, storage time shall commence when the railcar is placed for storage and end when Railroad receives Shipper's request that the railcar be released from storage.



UP 6603-C

Item: 660
SWITCHING CHARGE

Switching Charge

If, at Shipper's verbal request, confirmed in writing, Railroad provides an Out-of-Route Movement to any rail station or to rail trackage not served by Railroad, thus necessitating a switch movement or other service by a connecting railroad (other than Railroad), Shipper shall be responsible for payment of the connecting railroad's switching and/or transportation charges that are otherwise applicable under tariff or separate agreement in addition to the charges payable by Shipper to Railroad under Item 620.



UP 6603-C

Item: 680-E
CLOSING HOPPER RAILCAR DOORS

Closing Hopper Railcar Doors.

Shipper shall be responsible for the proper unloading of each railcar. It shall be the sole responsibility of the Shipper to close, latch and lock all doors on each hopper railcar before releasing the empty railcars to the Railroad. In the event Shipper is unable to close, latch, and lock all doors due to wear or damage to the doors Shipper shall, prior to release of the empty railcars, notify Railroad of the involved railcar (s) by initial and number and shall provide a description of the problem with the doors. If railcars are released empty to the Railroad and the doors are not closed, latched and locked, or if Shipper has not provided timely notice of its inability to close, latch or lock the door and a description of the problem, Shipper shall pay Railroad [i] **\$144.00** per railcar for failing to close and secure the doors.



UP 6603-C

Item: 690-A
FUEL SURCHARGE

FUEL SURCHARGE

In the event the average price of Retail On-Highway Diesel Fuel (as set forth below, the "HDF Average Price"), calculated monthly based on prices reported on the U.S. Department of Energy Website (eia.doe.gov) equals or exceeds \$1.35 per gallon, UP will apply a fuel surcharge to linehaul freight charges referencing or subject to this authority. The fuel surcharge shall be applied to the linehaul freight charge for each shipment having a bill of lading dated on or after the 1st day of the second calendar month following the calendar month of a given HDF Average Price (e.g., a fuel surcharge applied beginning July 1 would be based on May's HDF Average Price).

[c] The HDF Average Price for a given calendar month will be determined by adding the weekly Retail On-Highway Diesel Fuel prices reported on the U.S. Department of Energy Website (eia.doe.gov), and dividing the result by the number of weeks so reported. The result will be rounded to the nearest tenth of a cent. If the Department of Energy ceases reporting of the price of Retail On-Highway Diesel Fuel, UP will employ a suitable substitute source of price or measure. The following schedule reflects the applicable fuel surcharges within the HDF Average Price ranges noted below:

HDF Average Price (Per Gallon)	Fuel Surcharge (Percentage)
\$0.00 to \$1.349	0.00%
\$1.35 to \$1.399	1.50%
\$1.40 to \$1.449	2.00%
\$1.45 to \$1.499	2.50%
\$1.50 to \$1.549	3.00%
\$1.55 to \$1.599	3.50%
\$1.60 to \$1.649	4.25%
\$1.65 to \$1.699	5.00%
\$1.70 to \$1.749	5.75%
\$1.75 to \$1.799	6.50%
\$1.80 to \$1.849	7.25%
\$1.85 to \$1.899	8.00%
\$1.90 to \$1.949	8.75%
\$1.95 to \$1.999	9.50%
\$2.00 to \$2.049	10.25%
Each \$0.05 per gallon increase thereafter	Additional 0.75%

In no case will freight charge(s) be reduced below the Base Freight Charge(s) as a result of the application of this Item, nor will application or removal of the fuel surcharge be retroactive.

The surcharge in this item applies to those agreements that indicate they are subject to this circular by reference unless that same agreement contains either a fuel surcharge or a specific rate adjustment mechanism that is tied to the RCAFU or other index that contains a fuel component.



UP 6603-C

Item: 691-B
FUEL SURCHARGE ROUNDING INSTRUCTIONS

FUEL SURCHARGE ROUNDING INSTRUCTIONS

[c] This item does NOT apply to the application of a fuel surcharge that contains a fixed mileage component.

Fractions of dollars resulting from the application of a fuel surcharge will be dropped if less than fifty (50) cents and increased to the next whole dollar if fifty (50) cents or more.



UP 6603-C

Item: 694-B
FUEL SURCHARGE MILEAGE BASED

**ENERGY SPRB MILEAGE HDF
FUEL SURCHARGE TABLE**

In the event the average price of Retail On-Highway Diesel Fuel (as set forth below, the "HDF Average Price"), calculated monthly based on prices reported on the U.S. Department of Energy Website (eia.doe.gov) equals or exceeds \$1.35 per gallon, UP will add a mileage-based fuel surcharge to freight charges referencing or subject to this authority. The fuel surcharge shall be applied for each shipment having a bill of lading dated on or after the 1st day of the second calendar month following the calendar month of a given HDF Average Price (e.g., a fuel surcharge applied beginning July 1 would be based on May's HDF Average Price).

The HDF Average Price for a given calendar month will be determined by adding the weekly Retail On-Highway Diesel Fuel prices reported on the U.S. Department of Energy Website (eia.doe.gov), and dividing the result by the number of weeks so reported. The result will be rounded to the nearest tenth of a cent. If the Department of Energy ceases reporting of the price of Retail On-Highway Diesel Fuel, UP will employ a suitable substitute source of price or measure. Schedule reflects the applicable fuel surcharges within the HDF Average Price ranges noted below:

HDF Average Price (Per Gallon)	Fuel Surcharge (Cents Per Mile Per Car)
\$0.00 to \$1.349	\$0.00
\$1.35 to \$1.409	\$0.02
\$1.41 to \$1.469	\$0.03
\$1.47 to \$1.529	\$0.04
\$1.53 to \$1.589	\$0.05
\$1.59 to \$1.649	\$0.06
\$1.65 to \$1.709	\$0.07
\$1.71 to \$1.769	\$0.08
\$1.77 to \$1.829	\$0.09
\$1.83 to \$1.889	\$0.10
\$1.89 to \$1.949	\$0.11
\$1.95 to \$2.009	\$0.12
\$2.01 to \$2.069	\$0.13
\$2.07 to \$2.129	\$0.14
\$2.13 to \$2.189	\$0.15
\$2.19 to \$2.249	\$0.16
\$2.25 to \$2.309	\$0.17
\$2.31 to \$2.369	\$0.18
\$2.37 to \$2.429	\$0.19
\$2.43 to \$2.489	\$0.20
\$2.49 to \$2.549	\$0.21
\$2.55 to \$2.609	\$0.22
\$2.61 to \$2.669	\$0.23
\$2.67 to \$2.729	\$0.24
\$2.73 to \$2.789	\$0.25
\$2.79 to \$2.849	\$0.26

\$2.85 to \$2.909		\$0.27
\$2.91 to \$2.969		\$0.28
\$2.97 to \$3.029		\$0.29
\$3.03 to \$3.089		\$0.30
Each \$0.06 per gallon increase thereafter		Additional 1 cent per mile

ALK Technologies' PC*Miler Rail Fuel Surcharge (FNII), as amended from time-to-time, will be used to calculate total miles. If interline price routing is involved, mileages will be calculated via the revenue route junction(s) of the price used to rate the shipment.

In no case will freight charge(s) be reduced below the Base Freight Charge(s) as a result of the application of this item, nor will application or removal of the fuel surcharge be retroactive.