

Following is a notice about Union Pacific Corporation's retiree prescription drug coverage for certain Medicare eligible participants and Medicare prescription drug coverage for individuals on Medicare. As plan sponsor, Union Pacific Corporation is required under the Medicare Prescription Drug, Improvement and Modernization Act of 2003 to provide you this notice. You should keep a copy of this notice for your records.

(Medicare eligibility is most commonly attained by reaching age 65, but can also be attained by individuals of any age who have a qualifying disability or End Stage Renal Disease.)

Important Notice from Union Pacific Corporation About Your Prescription Drug Coverage and Medicare

Please read this notice carefully, and keep it where you can find it. This notice has information about the retiree prescription drug coverage with Union Pacific Corporation for certain Medicare eligible participants and about your options under Medicare's prescription drug coverage. This information can help you decide whether or not you want to join a Medicare drug plan. Information about where you can get help to make decisions about your prescription drug coverage is at the end of this notice.

There are three important things you need to know about your current coverage and Medicare's prescription drug coverage:

1. Medicare prescription drug coverage became available in 2006 to everyone with Medicare. You can get this coverage if you join a Medicare Prescription Drug Plan or join a Medicare Advantage Plan (like an HMO or PPO) that offers prescription drug coverage. All Medicare drug plans provide at least a standard level of coverage set by Medicare. Some plans may also offer more coverage for a higher monthly premium.
2. Union Pacific Corporation has determined that the retiree prescription drug coverage offered by the Union Pacific Retiree Medical Program for 2011 for Medicare eligible participants in the Retiree HRA (which can reimburse prescription drug out of pocket expenses) is, on average for all such participants, **NOT** expected to pay out as much as standard Medicare prescription drug coverage pays and is therefore considered **Non-Creditable Coverage**. **This is important because, most likely, you will get more help with your drug costs if you join a Medicare drug plan, than if you only have prescription drug reimbursement coverage from the Retiree HRA. This also is important because it may mean that you may pay a higher premium (a penalty) if you do not join a Medicare drug plan when you first become eligible.**
3. You can keep your 2011 coverage from the Retiree HRA and, if you choose, also enroll in a Medicare drug plan. However, because your Retiree HRA coverage is non-creditable, you have decisions to make about Medicare prescription drug coverage that may affect how much you pay for that coverage, depending on if and when you join a drug plan. When you make your decision, you should compare your Retiree HRA coverage with the coverage and cost of the plans offering Medicare prescription drug coverage in your area. Read this notice carefully - it explains your options.

When Can You Join A Medicare Drug Plan?

You can join a Medicare drug plan when you first become eligible for Medicare and each year from November 15th through December 31st. However, if you decide to drop your current coverage with the Union Pacific Retiree Medical Program Retiree HRA, since it is employer sponsored group coverage, you will be eligible for a two (2) month Special Enrollment Period (SEP) to join a Medicare drug plan; however you also may pay a higher premium (a penalty) because you did not have creditable coverage under the Retiree HRA.

What Happens To Your Current Coverage If You Decide to Join A Medicare Drug Plan?

If you decide to join a Medicare drug plan, your Union Pacific Corporation retiree coverage will be NOT be affected.

Prior to September 1, 2009, rules under the Retiree Medical Program of the Union Pacific Corporation Group Health Plan stated that if you enrolled in a Medicare Part D drug plan, your retiree medical benefits from Union Pacific would be terminated. That rule no longer applies and was changed with the introduction of the Retiree HRA for Medicare eligible retirees in 2010. By design, retirees can enroll in a Medicare drug plan and still retain the Retiree HRA provided by Union Pacific.

When Will You Pay A Higher Premium (Penalty) To Join A Medicare Drug Plan?

Since the coverage under Retiree HRA, is not creditable, depending on how long you go without creditable prescription drug coverage you may pay a penalty to join a Medicare drug plan. Starting with the end of the last month that you were first eligible to join a Medicare drug plan but didn't join, if you go 63 continuous days or longer without prescription drug coverage that's creditable, your monthly premium may go up by at least 1% of the Medicare base beneficiary premium per month for every month that you did not have that coverage.

For example, if you go nineteen months without creditable coverage, your premium may consistently be at least 19% higher than the Medicare base beneficiary premium. You may have to pay this higher premium (penalty) as long as you have Medicare prescription drug coverage. In addition, you may have to wait until the following November to join.

For more information about this notice or your current prescription drug coverage...

Contact the HR Service Center at 1-877-275-8747, Option 1. **NOTE:** You'll get this notice each year. You will also get it before the next period you can join a Medicare drug plan, and if this coverage through the Union Pacific Retiree Medical Program Retiree HRA changes. You also may request a copy from the HR Service Center.

For more information about your options under Medicare prescription drug coverage...

More detailed information about Medicare plans that offer prescription drug coverage is in the "Medicare & You" handbook. If you (and/or a covered spouse or dependent) are Medicare Part D eligible, you'll get a copy of the handbook in the mail every year from Medicare. You may also be contacted directly by Medicare drug plans.

For more information about Medicare prescription drug coverage:

- Visit www.medicare.gov
- Call your State Health Insurance Assistance Program (see the inside back cover of your copy of the "Medicare & You" handbook for their telephone number) for personalized help,
- Call 1-800-MEDICARE (1-800-633-4227). TTY users should call 1-877-486-2048.

If you have limited income and resources, extra help paying for Medicare prescription drug coverage is available. For information about this extra help, visit Social Security on the web at www.socialsecurity.gov, or call them at 1-800-772-1213 (TTY 1-800-325-0778).

Date:	11/5/2010
Name of Entity/Sender:	Union Pacific Corporation
Contact--Position/Office:	HR Service Center
Address:	1400 Douglas Street, STOP 0320, Omaha, NE 68179-0320
Phone Number:	1-877-275-8747, Option 1