



September 17, 2012

Dear Sisters and Brothers:

I am writing today to inform you of some unique opportunities for your members and to ask for your assistance.

As you are aware, Union Pacific Railroad Employee Health Systems (UPREHS) has provided benefits to over 20,000 Union Pacific Railroad active labor agreement employees for over 65 years. We are a not-for-profit health plan organized for the benefit of our members. All UPREHS employees are members of the (IAM) Transportation Communication Union .

In the past many Union Pacific Railroad employees who do not receive their benefits through UPREHS have asked how they can be part of our organization and receive some of the superior benefits that UPREHS members enjoy. We now have two ways in which your labor members can take advantage of being part of UPREHS.

The first is through our Family Supplemental Plans. We offer supplemental coverage for both the CHC and MMCP plans. UPREHS has had these plans in place for many years to assist families in paying their out of pocket expenses, which are imposed by the National Health and Welfare Plan. UPREHS has modified these plans to now include those employees and their families who are covered by the National Plan.

These plans, essentially, pay the deductible and co-insurance costs up to the yearly maximum limit. The accompanying materials explain, in greater detail, how the plans work. UPREHS is having an open enrollment period, for these plans now through December 1, 2012. This is a great additional benefit for those members who are part of your Union. Members who join this plan will establish a connection with UPREHS so that they can take advantage of our Medicare Supplemental Plan when they become eligible.

The second opportunity is for those retired members who are currently receiving Medicare. UPREHS has had a Medicare Supplemental Plan for many years. This Plan has been very popular with our members and we are asked by many non-UPREHS retirees, each year, how they can join our plan.

UPREHS is having a Medicare Supplemental open enrollment period from October 15, 2012 to December 7, 2012. Those retired members who are former UPRR (or

UNION PACIFIC RAILROAD EMPLOYEES HEALTH SYSTEMS

1040 North 2200 West, Suite 200 • Salt Lake City, UT 84116 • PHONE: 801-595-4300 • FAX: 801-595-4399

subsidiary or merged) employees and who receive Medicare are eligible to join our Medicare Supplemental Plan. Information about this Plan is enclosed.

UPREHS believes that both of these open enrollment opportunities provide value to your members. We want to extend this offer through your Union. Here is where we need your assistance.

For the Family Supplemental Plans we are asking you to identify those members who are UPRR employees covered under the National Plan. We will send information to your members informing them of this new benefit and instructing them how to join our plan. If you prefer, UPREHS can supply your office with the materials and will pay for postage to reach your membership.


For the UPREHS Medicare Supplemental Plan, we are asking that you identify those retired members who were covered under the National Plan when they left railroad service. We will send these members information about our Open Enrollment period and how to join our plan.

I believe you will agree that these two plans are a great value for our membership. We also believe that our organization, deep rooted in Union values, can offer better benefits than a commercial, for profit, insurance company.

I would be happy to answer any questions you have and am happy to provide additional information to you or your members. In advance, thank you for your assistance in this very important matter.

I remain,

Sincerely and Fraternaly,



Kevin J. Potts
Vice President



FAMILY SUPPLEMENTAL COVERAGE IS AVAILABLE FOR UNION PACIFIC RAILROAD EMPLOYEES

Union Pacific Railroad Employees Health Systems is pleased to offer supplemental healthcare coverage for you and your family. If you are a Union Pacific Railroad employee represented by a labor union agreement, this coverage is for you!

A National Health & Welfare plan (United HealthCare, Blue Cross Blue Shield or Actna) covers employee dependents through either the Managed Medical Care Program (MMCP) or the Comprehensive Health Care (CHC) plan. Under these plans you pay certain costs such as annual deductibles, out-of-pocket expenses and copayments. UPREHS Family Supplemental Plans provide additional coverage for these expenses that you would normally have to pay. UPREHS has provided the optional Family Supplemental Coverage for families of UPREHS members for nearly two decades.

The UPREHS Family Supplemental Plans provide you and your family with better benefits by supplementing the primary plan. Payments under these plans are made directly to you.

There are two Family Supplemental Plans available for Union Pacific Railroad Employees who are covered by the Railroad National Health Care Plans.

- The UPREHS MMCP Family Supplemental Plan provides supplemental coverage to the Managed Medical Care Program (MMCP).
The cost for the Managed Medical Care Supplemental Plan (MMCP) is \$95.00 per month.
- The UPREHS CHC Family Supplemental Plan provides supplemental coverage to the Comprehensive Health Care (CHC) plan, previously known as GA23000.
The cost for the Comprehensive Health Care (CHC) plan is \$110.00 per month.

UPREHS has made arrangements with the Union Pacific Railroad to have your premium paid through payroll deduction.

The accompanying brochure and application form provide more details about this valuable program. You must sign up prior to December 1, 2012 for coverage to start on January 1, 2013.

If you have questions, please contact UPREHS Customer Service at:

Toll Free: 800-547-0421
Direct: 801-595-4300
Internet: www.help@uphealth.com

OVER, PLEASE

UNION PACIFIC RAILROAD EMPLOYEES HEALTH SYSTEMS

PO Box 161020 • Salt Lake City, UT 84116-1020 • 801-595-4300

UPREHS Family Supplemental Plans

Additional Protection For Your Family

Comprehensive Health Care Plan

Plan Year	National Plan Annual Deductibles*	National Plan Annual Maximum out of Pocket*	CHC Family Supplemental Benefits
2013	\$200.00 Individual \$400.00 Family	\$2,000.00 Individual \$4,000.00 Family	\$2,200.00 per Individual \$4,400.00 per Family
2014	\$200.00 Individual \$400.00 Family	\$2,000.00 Individual \$4,000.00 Family	\$2,200.00 per Individual \$4,400.00 per Family

This plan is limited to an annual maximum reimbursement of \$2,200.00 per Individual or \$4,400.00 per family. This plan requires you to be enrolled for a twelve month period beginning January 1, 2013. You will automatically be re-enrolled for subsequent twelve month periods unless you notify UPREHS, in writing, prior to December 1st of each year.

Your cost to supplement the CHC plan: \$110.00 per month.

Managed Medical Care Plan

Plan Year	National Plan Annual Deductibles*	National Plan Annual Maximum out of Pocket*	MMCP Family Supplemental Benefits
2013	\$150.00 Individual \$300.00 Family	\$750.00 Individual \$1,500.00 Family	\$ 900.00 per Individual \$1,800.00 per Family
2014	\$200.00 Individual \$400.00 Family	\$1,000.00 Individual \$2,000.00 Family	\$1,200.00 per Individual \$2,400.00 per Family

This plan is limited to an annual maximum of \$900.00 per Individual or \$1,800.00 per family for calendar year 2013 and an annual maximum reimbursement of \$1,200.00 per Individual or \$2,400.00 per family for calendar year 2014. This plan requires you to be enrolled for a twelve month period beginning January 1, 2013. You will automatically be re-enrolled for subsequent twelve month periods unless you notify UPREHS, in writing, prior to December 1st of each year.

Your cost to supplement the MMCP plan: \$95.00 per month

**Note: Plan maximums are calculated by adding the annual deductible amount to the annual maximum out of pocket amount.



Family Supplemental Healthcare Plans Application for Enrollment

PRINT, MAIL OR FAX COMPLETED FORM TO: Union Pacific Railroad Employee Health Systems
 PO Box 161020, Salt Lake City, UT 84116-1020
 Toll-Free: 800-547-0421 | Fax: 801-595-2003
 www.uphealth.com

Please complete all sections. Incomplete applications cannot be processed.

Select Supplemental Plan to Enroll In:	
<input type="checkbox"/> UPREHS CHC Supplemental Plan <i>(Apply for this plan if your family is enrolled in the National CHC Plan)</i>	<input type="checkbox"/> UPREHS MMCP Supplemental Plan <i>(Apply for this plan if your family is enrolled in the National MMCP Plan)</i>

Enter Employee Information (Section A)				
Last Name:		First Name:		Initial:
Address:		City:	State:	Zip:
Soc. Sec. No.:	:	UPRR Employee ID No.:	Birth Date:	
Home Phone: () -		Business Phone: () -		
Employer:		Hire Date:	Occupation:	

NOTE: NEW EMPLOYEES MUST RETURN THIS APPLICATION WITHIN 30 DAYS OF RECEIPT.

Enter Family Member(s) You Wish to Enroll (Section B)					
Last Name:	First Name:	Soc. Sec. No.	Date of Birth:	Relationship to Employee	Gender (M or F)

CONDITIONS OF ENROLLMENT

I hereby authorize my employer to deduct the required contribution for the (check one) UPREHS CHC Supplemental Plan or UPREHS MMCP Supplemental Plan from my wages and to forward the deduction to UPREHS. I agree to comply with the rules and regulations of the selected supplemental plan and understand and agree that it is my responsibility to advise UPREHS of any changes in the eligibility status of my dependents. If my primary coverage changes and UPREHS is not advised, I understand a refund is not in order. If there is no payroll deduction, failure to pay premiums directly to UPREHS will result in cancellation of coverage. I understand that if this coverage is cancelled, I must wait three years before I can re-enroll my eligible family dependents. This plan requires you to be enrolled for a twelve month period, beginning January 1st. You will automatically be re-enrolled for subsequent twelve month periods unless you notify UPREHS, in writing, prior to December 1st of each year.

Employee's Signature X _____ Date: _____



PO Box 161020, Salt Lake City, UT 84116-1020 | Ph: 800-547-0421 | Fax: 801-595-2003

Additional Health Coverage is Available for Union Pacific Railroad Employees & Families.

Union Pacific Railroad Employees Health Systems (UPREHS) is pleased to offer Supplemental Health Care benefits for your family.



This supplemental coverage is designed to meet the increasing healthcare costs of railroad families. Supplemental health-care plans are available for employee dependents currently covered by either the Managed Medical Care Program (MMCP) or the Comprehensive Health Care Plan (CHC).

Both the MMCP and CHC plans cover medical services provided to your dependents. The Family Supplemental Plans offer supplemental coverage for your eligible dependents. In both plans (MMCP and CHC), you pay certain costs such as annual deductible, out-of-pocket expenses or co-payments. UPREHS Family Supplemental Plans help provide your family with better coverage by paying these additional costs on allowed charges. Payments are made directly to you.

THERE ARE TWO FAMILY SUPPLEMENTAL HEALTH-CARE COVERAGE PLANS AVAILABLE:

1. The UPREHS MMCP Family Supplemental Plan provides supplemental coverage to the Managed Medical Care Program (MMCP).
2. The UPREHS CHC Family Supplemental Plan provides supplements coverage to the Comprehensive Health Care Plan (CHC).

The MMCP and CHC plans are administered by United HealthCare, Blue Cross Blue Shield or Aetna. Please make sure to select the Family Supplemental Plan that matches your primary coverage. Benefits cannot be paid if the supplemental plan you selected does not process the initial claim.

Kevin J. Potts
Vice President of Plan Services

1040 N. 2200 W., Suite 200
Salt Lake City, Utah 84116

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k.potts@uphealth.com

www.uphealth.com



Union Pacific Railroad Employees Health Systems

Contact the UPREHS Customer Service Department for Additional Family Supplemental Plan Information

UPREHS
Family Supplemental Plans

PO Box 161020

Salt Lake City, UT 84116-1020

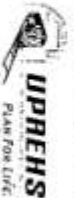
Toll Free - 800-547-0421

Direct Dial - 801-595-4300

www.uphealth.com

Family Supplemental Plan

Additional Health Coverage For Union Pacific Railroad Employees & Families.



Easy Payments for Dependent Coverage

The Supplemental Plan you choose covers eligible dependents and the monthly cost is added to your current payroll deduction for health care.

Participation and Enrollment

Participation and enrollment is voluntary. This plan requires you to be enrolled for a 12-month period beginning January 1 of each year. You will automatically be re-enrolled for a subsequent 12-month period unless you notify UPREHS, in writing, prior to December 1 of each year.

What the UPREHS MMCP Family Supplemental Plan Pays

With the UPREHS MMCP Family Supplemental Plan, co-payments for services performed within the MMCP network are paid by UPREHS up to the Plan maximum. This plan also pays annual individual and/or family deductible amounts up to the annual maximum limit. The UPREHS MMCP Family Supplemental Plan does not pay pharmacy costs or any portion of out-of-network charges.

Managed Medical Care Plan Summary

Plan Year	National Plan Annual Deductibles*	National Plan Annual Maximum Out of Pocket*	UPREHS Supp. Plan Pys Max of
2013	\$150 / Ind. \$300 / Family	\$750 / Ind. \$1,500 / Family	\$300 / Ind. \$1,000 / Family
2014	\$200 / Ind. \$400 / Family	\$1,000 / Ind. \$2,000 / Family	\$1,200 / Ind. \$2,400 / Family

*This plan is limited to an annual maximum of \$200.00 per individual or \$400.00 per family for calendar year 2013 and an annual maximum reimbursement of \$1,200.00 per individual or \$2,400.00 per family for calendar year 2014. This plan requires you to be enrolled for a twelve month period beginning January 1. You will automatically be re-enrolled for subsequent twelve month periods unless you notify UPREHS, in writing, prior to December 1st of each year.



What The UPREHS CHC Family Supplemental Plan Pays

The UPREHS CHC Family Supplemental Plan pays the annual individual and/or family deductible. UPREHS also pays out-of-pocket expenses up to the annual maximum limit. All UPREHS payments are based on allowed charges. The UPREHS CHC Family Supplemental Plan does not pay pharmacy costs or primary plan payments.

Comprehensive Health Care Plan Summary

Plan Year	National Plan Annual Deductibles*	National Plan Annual Maximum Out of Pocket*	UPREHS Supp. Plan Pys Max of
2013	\$200 / Ind. \$400 / Family	\$2,000 / Ind. \$4,000 / Family	\$2,200 / Ind. \$4,400 / Family
2014	\$200 / Ind. \$400 / Family	\$2,000 / Ind. \$4,000 / Family	\$2,200 / Ind. \$4,400 / Family

*This plan is limited to an annual maximum reimbursement of \$2,200.00 per individual or \$4,400.00 per family. This plan requires you to be enrolled for a twelve month period beginning January 1. You will automatically be re-enrolled for subsequent twelve month periods unless you notify UPREHS, in writing, prior to December 1st of each year.

Filing Claims Is Simple

1. Your health care claim is submitted to United HealthCare, Blue Cross Blue Shield or Aetna for processing.
2. You will receive an Explanation of Benefits (EOB) form after processing. The EOB explains how your claim was paid.
3. Send all pages of the EOB form to:
UPREHS Family Supplemental Plans
PO Box 161020
Salt Lake City, UT 84116-1020
Please write the employee's assigned UPREHS member ID number on each EOB.
5. UPREHS will review the primary plan EOB. Covert amounts will be paid to the enrolled employee.
6. Claims must be filed with the UPREHS Family Supplemental Plan within one year from the date the claim was processed by the primary insurer.

Eligibility

Persons presently enrolled in either of the Railroad National Health and Welfare Plans are eligible for coverage under the corresponding UPREHS Family Supplemental Plan.

What Is Not Covered By The UPREHS Family Supplemental Plans?

Vision and dental charges and pharmacy co-payments. Charges not allowed under the Plans. (Example: If a bill for medical care is \$50 but only \$40 is allowed under the Plans, the remaining \$10 is not paid by the UPREHS Family Supplemental Plan.) Payment reductions or denial due to non-compliance with the primary plan(s) or non-covered services. Amounts reduced for services performed out of network.



Are Pre-Existing Conditions Covered by The UPREHS Family Supplemental Plans?

Any condition or illness covered by the CHC or MMCP Plan is covered under the UPREHS Supplemental Plans.

Are All Family Members Eligible for Coverage by the UPREHS CHC and MMCP Supplemental Plans?

Any family member entitled to coverage by the CHC or MMCP Plans may be covered under the UPREHS Family Supplemental Plans.

How Will the UPREHS CHC Family Supplemental Plan Work for my Spouse who has Employer-Sponsored Medical Coverage?

The UPREHS Family Supplemental Plan benefits are payable only after all other primary healthcare plans have paid.