

ISSUED: 07-06-1995

No. 58008	Idaho Corporation Annual Report Form	2. Registered Agent and Office NOT A P.O. BOX
Return To:	Due No Later Than November 30, 1995	C.T. CORPORATION SYSTEM 300 N. 6TH ST.
Secretary of State 700 W Jefferson P.O. Box 83720 Boise, ID 83720-0080 * FIRST NOTICE * NO FEE REQUIRED	1 Mailing Address - Please Correct if Not Correct UNION PACIFIC FRUIT EXPRESS COM C/O MANAGER - TAXES 1416 DODGE STREET OMAHA NE 68179	BOISE ID 83701 3. Incorporated Under The Laws of UT NO: 58008

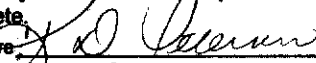
4. Names and Addresses of Officers and Directors

	Name	Street or P.O. Address	City	State	Postal Code
President:	A. L. SHOENER	1416 DODGE ST.	OMAHA	NE	68179
Secretary:	K. D. PETERSON	1416 DODGE ST.	OMAHA	NE	68179
Directors:	SEE ATTACHED LIST.				

5. Nature of Business

Refrigerator Freight Cars

6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.

Signature: 	Date: 9-29-95
Name (Typed or Printed): Secretary - K. D. Peterson	Title: Secretary

Union Pacific Fruit Express Company

Incorporated Utah, December 7, 1977, in Perpetuity.

CAPITAL STOCK -

Authorized and issued 100,000 shares. Par value \$10. All owned by Union Pacific Railroad Company.

ANNUAL MEETING OF STOCKHOLDERS -

Omaha, Nebraska, second Monday in September at 10:00 a.m. Ten days' notice.

MEETING OF BOARD OF DIRECTORS -

Meets in Omaha, Nebraska, on the 24th day of January at 10:00 a.m.

PRINCIPAL PLACE OF BUSINESS -

1416 Dodge Street
Omaha, NE 68179

DIRECTORS (6)

J. J. Adams	Omaha
R. K. Davidson	Omaha
J. V. Dolan	Omaha
J. J. Koraleski	Omaha
J. A. Shattuck	Omaha
A. L. Shoener	Omaha

OFFICERS (11)

A. L. Shoener	President	Omaha
J. V. Dolan	Vice President-Law	Omaha
J. B. Gremillion Jr.	Vice President-Taxes	Bethlehem
J. J. Koraleski	Vice President	Omaha
R. D. Naro	Vice President-Operations	Omaha
J. A. Shattuck	Vice President	Omaha
R. J. Putz	Controller	Omaha
K. D. Petersen	Secretary	Omaha
P. D. Berg	Treasurer	Omaha
R. W. Redick	Assistant Secretary	Omaha
R. M. Chapman	General Manager	Omaha

AGENTS (10)

CT Corp. System	Statutory Agent - Idaho	Boise
S. A. Goodsell	Registered Agent - Utah	Salt Lake City
R. S. Rost	Registered Agent - California	Los Angeles
CT Corp. System	Registered Agent - Colorado	Denver
CT Corp. System	Registered Agent - Iowa	Des Moines
CT Corp. System	Registered Agent - Kansas	Topeka
CT Corp. System	Registered Agent - Oregon	Portland

CT Corp. System	Registered Agent - Washington	Seattle
C. J. Terrell	Registered Agent - Missouri	Kansas City
B. R. Willingham	Registered Agent - Missouri	St. Louis

Last Revised Date: September 13, 1994