

No. C 18243

## Annual Report Form 1996

Due No Later Than November 30,

2. Registered Agent and Office NOT A P.O. BOX

Return to:  
SECRETARY OF STATE  
700 WEST JEFFERSON  
PO BOX 83720  
BOISE, ID 83720-0080

1. Mailing Address - Please Correct, If Not Correct

C.T. CORPORATION SYSTEM  
300 NORTH 6TH ST.UNION PACIFIC RAILROAD COMPA  
C/O MANAGER - TAXES  
1416 DODGE STREET

BOISE ID 83701

NO FEE REQUIRED

3. Organized Under the Laws of:

\* FIRST NOTICE \*

OMAHA NE 68179

UT C 18243

4. Corporations: Enter Names and Addresses of **President, Secretary and Directors**  
Limited Liability Companies: Enter Names and Addresses of  **Managers** or  **Members** (check one)Office heldNameStreet or P.O. AddressCityStateZip

SEE ATTACHED LIST.

5. NATURE OF BUSINESS

RAILROAD

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

*Charles W. Saylor*

Date

10/4/96

Name (Typed or Printed)

Charles W. Saylor

Title

Assistant Secretary

ISSUED: 07-06-1996

3594

# Union Pacific Railroad Company

Incorporated Utah, July 1, 1897, for 50 Years. Articles  
Amended May 8, 1945, Extending Existence for 50 Years to 1997.  
Further amended June 24, 1971, Extending Existence in Perpetuity.

## CAPITAL STOCK -

Authorized 39,617,870 common shares; 25,550,888 (65.7%) common shares issued in the name of Union Pacific Corporation; 8,399,642 (21.6%) shares issued in the name of Chicago and North Western Transportation Company; 4,916,863 shares (12.7%) issued in the name of Union Pacific Merger Co.; and 3,202,900 shares issued as treasury stock. Authorized 20,000,000 preferred shares; 0 preferred shares issued. Par value \$10.

## ANNUAL MEETING OF STOCKHOLDERS -

Salt Lake City, Utah, third Friday in April at 11:00 a.m., or such other place and/or time as ordered by the Board of Directors or Executive Committee. Notice to be given not more than 70 days prior thereto.

## MEETING OF BOARD OF DIRECTORS -

Meets last Thursday in each month except March, June, August, October and December at 9:30 a.m.

## PRINCIPAL PLACE OF BUSINESS -

1416 Dodge Street  
Omaha, NE 68179

## DIRECTORS (17)

R. P. Bauman  
R. B. Cheney  
E. V. Conway  
R. K. Davidson  
S. F. Eccles  
E. T. Gerry, Jr.  
W. H. Gray, III  
J. R. Hope  
Drew Lewis  
R. J. Mahoney  
L. W. Matthews, III  
J. L. Messman  
J. R. Meyer  
T. A. Reynolds, Jr.  
J. D. Robinson, III  
R. W. Roth  
R. D. Simmons

London  
Washington  
New York  
Omaha  
Salt Lake City  
New York  
New York  
Washington  
Bethlehem  
St. Louis  
Bethlehem  
Omaha  
Cambridge  
Chicago  
New York  
Pebble Beach  
Washington

## AUDIT COMMITTEE (7)

R. B. Cheney  
S. F. Eccles

E. T. Gerry, Jr.  
 J. R. Hope  
 J. R. Meyer  
 T. A. Reynolds, Jr.  
 R. W. Roth                      Chairman

**EXECUTIVE COMMITTEE (2)**

R. K. Davidson  
 Drew Lewis                      Chairman

**COMPENSATION & BENEFITS COMMITTEE (8)**

R. P. Bauman  
 R. B. Cheney  
 E. V. Conway                      Chairman  
 W. H. Gray, III  
 R. J. Mahoney  
 T. A. Reynolds, Jr.  
 J. D. Robinson III  
 R. D. Simmons

**OFFICERS (69)**

R. K. Davidson	Chairman of the Board	Omaha
Drew Lewis	Chairman-Executive Committee	Bethlehem
R. J. Burns	President and Chief Executive Officer	Omaha
L. W. Matthews, III	Chief Financial Officer	Bethlehem
M. B. Smith, Jr.	Chief Accounting Officer	Bethlehem
J. J. Koraleski	Executive Vice President-Finance & Information Technologies	Omaha
J. A. Shattuck	Executive Vice President-Marketing & Sales	Omaha
A. L. Shoener	Executive Vice President-Operation	Omaha
A. W. Peters	Senior Vice President-Marketing and Sales	Omaha
T. L. Watts	Senior Vice President-Labor Relations	Omaha
H. L. Arms	Vice President-Energy	Omaha
J. J. Damman, Jr.	Vice President-National Customer Service Center	St. Louis
J. V. Dolan	Vice President-Law	Omaha
J. E. Dowling	Vice President-Corporate Development	Bethlehem
D. J. Duffy	Vice President-Quality	Omaha
C. R. Eisele	Vice President-Purchasing	Omaha
U. F. Fairbairn	Vice President-Employee Relations	Bethlehem
J. B. Gremillion Jr.	Vice President-Taxes	Bethlehem
M. F. Kelly	Vice President-Marketing	Omaha
R. B. King	Vice President-Risk Management	Omaha
J. M. Kyle, III	Vice President	Baton Rouge
S. J. McLaughlin	Vice President-Engineering Services	Omaha
R. D. Naro	Vice President-Transportation	Omaha
J. H. Rebensdorf	Vice President-Strategic Planning	Omaha
B. W. Schaefer	Vice President-Human Resources	Omaha
J. E. Sims	Vice President-Marketing	Omaha

C. W. von Bernuth	Vice President & General Counsel	Bethlehem
H. Wagenseil	Vice President-Maintenance Operations	Omaha
J. M. Wrenn	Vice President-Information Technologies & Chief Information Officer	Omaha
J. R. Young	Vice President-Finance	Omaha
R. J. Putz	Controller	Omaha
D. A. Heywood	General Tax Counsel	Bethlehem
F. K. Kalb	General Tax Counsel	Denver
J. L. Swantak	Secretary	Bethlehem
G. M. Stuart	Treasurer	Bethlehem
J. C. Sirois	Senior Assistant Vice President- Market Planning & Support	Omaha
J. R. Bateman	Assistant Vice President- Government Affairs	Omaha
R. M. Chapman	Assistant Vice President-Intermodal & Refrigerated Services	Omaha
D. R. Collier	Assistant Vice President-Grain & Grain Products	Omaha
P. A. Conley, Jr.	Assistant Vice President-Law	Omaha
A. C. Getz	Assistant Vice President	Omaha
D. J. Glass	Assistant Vice President-Automotive	Omaha
J. J. Marchant	Assistant Vice President-Labor Relations	Omaha
W. J. Rody	Assistant Vice President-Sales	Omaha
J. J. Adams	Assistant Secretary	Omaha
S. L. Groman	Assistant Secretary	Bethlehem
R. C. Ingram	Assistant Secretary	Omaha
M. J. Larsen	Assistant Secretary	Omaha
B. C. Myers	Assistant Secretary	Bethlehem
K. D. Petersen	Assistant Secretary	Omaha
R. W. Redick	Assistant Secretary	Omaha
C. W. Saylors	Assistant Secretary	Omaha
T. E. Whitaker	Assistant Secretary	Bethlehem
P. D. Berg	Assistant Treasurer	Omaha
J. B. Heekin	Assistant Treasurer	Bethlehem
M. S. Jones	Assistant Treasurer	Bethlehem
R. M. Knight, Jr.	Assistant Treasurer	Bethlehem
J. B. Larsen	Assistant Treasurer	Bethlehem
S. A. Goodsell	General Solicitor	Salt Lake City
D. W. Miller	General Solicitor	St. Louis
M. L. Whitcomb	General Solicitor	Los Angeles
R. J. Ressler	Assistant General Counsel	Bethlehem
R. A. Bevil	Associate General Tax Counsel	Bethlehem
J. D. Douglass	Associate General Tax Counsel	Denver
M. A. Forman	Associate General Tax Counsel	Bethlehem
C. J. Shoner	Associate General Tax Counsel	Bethlehem
J. A. Tetenbaum	Associate General Tax Counsel	Bethlehem
J. E. Bromley	Manager-Media Relations & Public Relations	Omaha
D. L. Jenson	General Director-Police	Omaha

#### AGENTS (19)

Harris Trust Co.	Transfer Agent	Chicago
CT Corp. System	Resident Agent - Nevada	Reno
J. V. Dolan	Registered Agent - Nebraska	Omaha
W. H. Sutton	Resident Agent - Arkansas	Little Rock

S. A. Goodsell  
A. McKerron

R. S. Rost  
Kunkel Transporta-  
tion Services

CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System  
CT Corp. System

Registered Agent - Utah  
Attorney in Fact - Province of  
Alberta, Canada

Resident Agent - California  
Registered Agent - District of  
Columbia

Registered Agent - Colorado  
Registered Agent - Idaho  
Registered Agent - Illinois  
Registered Agent - Iowa  
Registered Agent - Kansas  
Registered Agent - Missouri  
Registered Agent - Montana  
Registered Agent - New Jersey  
Registered Agent - Oregon  
Registered Agent - Washington  
Registered Agent - Wyoming

Salt Lake city  
Calgary

Los Angeles  
Washington

Denver  
Boise  
Chicago  
Des Moines  
Topeka  
St. Louis  
Helena  
Trenton  
Portland  
Seattle  
Cheyenne

**Last Revised Date: December 6, 1995**