

No. C 125458	Due no later than Aug 31, 2001 Annual Report Form		2. Registered Agent and Office NO PO BOX CT CORPORATION SYSTEM 300 N 6TH STREET BOISE, ID 83702 0800																			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	1. Mailing Address - Correct in this box, if applicable UNION PACIFIC RAILROAD COMPANY 1416 DODGE STREET ROOM 738 OMAHA, NE 68179		3. <u>New</u> Registered Agent Signature																			
NO FILING FEE IF RECEIVED BY DUE DATE																						
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>Pres.</td> <td>I.J. Evans</td> <td>1416 Dodge St.</td> <td>Omaha,</td> <td>NE</td> <td>68179</td> </tr> <tr> <td>Sec.</td> <td>C.W. vonBernuth</td> <td>1416 Dodge St.</td> <td>Omaha.</td> <td>NE</td> <td>68179</td> </tr> </tbody> </table> <p style="margin-top: 20px;">See attached listing of Directors - All directors can be reached at this location: 1416 Dodge St. Omaha, NE 68179</p>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Pres.	I.J. Evans	1416 Dodge St.	Omaha,	NE	68179	Sec.	C.W. vonBernuth	1416 Dodge St.	Omaha.	NE	68179
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>																	
Pres.	I.J. Evans	1416 Dodge St.	Omaha,	NE	68179																	
Sec.	C.W. vonBernuth	1416 Dodge St.	Omaha.	NE	68179																	
5. Organized Under the Laws of: DELAWARE C 125458		6. <table style="width: 100%; margin-top: 10px;"> <tr> <td style="width: 60%;">Signature <i>C.N. Saylor</i></td> <td style="width: 40%;">Date <i>8/20/01</i></td> </tr> <tr> <td>Name (Typed or Printed) <i>C.W. Saylor</i></td> <td>Title <i>Asst. Sec.</i></td> </tr> </table>			Signature <i>C.N. Saylor</i>	Date <i>8/20/01</i>	Name (Typed or Printed) <i>C.W. Saylor</i>	Title <i>Asst. Sec.</i>														
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Name (Typed or Printed) <i>C.W. Saylor</i>	Title <i>Asst. Sec.</i>																					

Union Pacific Railroad Company

Incorporated Delaware, February 20, 1969. Articles
Amended February 24, 1969, June 8, 1987,
April 13, 1989, and August 10, 1993, in Perpetuity.
Name Changed from Southern Pacific Transportation
Company, February 1, 1998.

Federal Employer Tax I.D. #94-6001323

CAPITAL STOCK -

Authorized 9,200 common shares, and 800 Class A shares, both \$10 par value; and 5,500 non-voting Redeemable Preference shares, Series A and Series B, initial par value \$10,000 per share. 4,465 (62.6%) common shares issued in the name of Union Pacific Corporation; 2,665 (37.4%) common shares issued in the name of Southern Pacific Rail Corporation. 388 (62.6%) Class A shares issued in the name of Union Pacific Corporation; 232 (37.4%) Class A shares issued in the name of Southern Pacific Rail Corporation. 4,829 Redeemable Preference Shares (Series A) and 436 Redeemable Preference Shares (Series B) are issued and outstanding and held by the Federal Railroad Administration.

ANNUAL MEETING OF STOCKHOLDERS -

Meeting held on such date and at such place and hour as shall be designated by the Board of Directors, Executive Committee or Chairman, upon notice given not less than ten nor more than 60 days before the date of the meeting. No publication of any notice of a meeting of the stockholders is required.

MEETING OF BOARD OF DIRECTORS -

Meeting held at such time and place as the Board shall from time to time determine.

PRINCIPAL PLACE OF BUSINESS -

1416 Dodge Street
Omaha, NE 68179

All directors can be reached at
this address.

DIRECTORS (13)

P. F. Anschutz
R. P. Bauman
E. V. Conway
R. K. Davidson
T. J. Donohue
A. W. Dunham
I. J. Evans
S. F. Eccles
E. T. Gerry, Jr.
J. R. Hope
R. J. Mahoney
S. R. Rogel
R. D. Simmons

Denver
London
New York
Omaha
Washington DC
Houston
Omaha
Salt Lake City
New York
Washington
St. Louis
Federal Way, WA
Washington

AUDIT COMMITTEE (5)

T. J. Donohue
S. F. Eccles
J. R. Hope

Chairman

If hard copy, please check database to ensure you have the most recent revision.

R. D. Simmons

EXECUTIVE COMMITTEE (2)

R. K. Davidson Chairman
I. J. Evans

COMPENSATION & BENEFITS COMMITTEE (5)

R. P. Bauman
E. V. Conway Chairman
T. J. Donohue
A. W. Dunham
R. D. Simmons

OFFICERS (57)

R. K. Davidson	Chairman of the Board and Chief Executive Officer	Omaha
I. J. Evans	President and Chief Operating Officer	Omaha
J. R. Young	Chief Financial Officer	Omaha
D. J. Duffy	Executive Vice President-Operation	Omaha
R. B. King	Executive Vice President-Network Design and Integration	Omaha
J. J. Koraleski	Executive Vice President-Marketing & Sales	Omaha
L. M. Bryan, Jr.	Senior Vice President and Chief Information Officer	Omaha
President-Marketing	A. W. Peters	Senior Vice
	& Sales	Omaha
B. W. Schaefer	Senior Vice President-Human Resources	Omaha
R. W. Turner	Senior Vice President-Corporate Relations	San Francisco
H. L. Arms	Vice President-Energy	Omaha
G. M. Barbe	Vice President and General Manager-Industrial Products	Omaha
S. R. Barkley	Regional Vice President-South	Spring
R. S. Blackburn	Vice President and General Manager-Intermodal	Omaha
E. L. Butler	Vice President-Purchasing	Omaha
D. R. Collier	Vice President-Mexico	Omaha
J. V. Dolan	Vice President-Law	Omaha
C. R. Eisele	Vice President-Strategic Planning & Administration	Omaha
G. L. Fletcher	Vice President-Risk Management	Omaha
L. M. Fritz	Vice President and General Manager-Energy	Omaha
J. T. Gray, II	Vice President and General Manager-Business Development	Omaha
B. R. Gutchewski	Vice President and General Tax Counsel	Omaha
J. W. Holm, Jr.	Vice President-Premium Services	Omaha
D. H. Jacobson	Vice President-Harriman Dispatching Center and Crew Management Services	Omaha
M. F. Kelly	Regional Vice President-Northern Region	Omaha
R. M. Knight, Jr.	Vice President and General Manager-Autos	Omaha
D. D. Knutson	Vice President and General Manager-Agricultural Products	Omaha
J. H. Koch	Vice President-Field Operations	Omaha

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A. K. Kummant	Vice President-Premiour Products	Omaha
J. M. Kyle, III	Vice President	Baton Rouge
J. W. Leppert, III	Vice President and General Manager- Intermodal and Ramp Operations	Omaha
J. J. Marchant	Vice President-Labor Relations	Omaha
B. G. McDonald	Vice President-Industrial Products	Omaha
S. J. McLaughlin	Vice President-Quality and Process Improvement	Omaha
J. E. O'Connor, Jr.	Vice President-Planning & Analysis	Omaha
J. H. Rebensdorf	Vice President-Network and Service Planning	Omaha
J. E. Sims	Vice President & General Manager- Chemicals	Omaha
W. F. Sutton	Vice President-Manifest Services	Omaha
W. R. Turner	Vice President-National Customer Service Center	St. Louis
J. L. Verhaal	Regional vice President-West	Roseville
C. W. von Bernuth	Vice President, General Counsel and Secretary	Omaha
W. E. Wimmer	Vice President-Engineering	Omaha
M. S. Jones	Treasurer	Omaha
R. J. Putz	Chief Accounting Officer & Controller	Omaha
M. E. Heenan	Assistant Secretary	Omaha
B. M. Holder	Assistant Secretary	Omaha
B. J. Kubat	Assistant Secretary	Omaha
C. J. Meyer	Assistant Secretary	Omaha
R. W. Redick	Assistant Secretary	Omaha
C. W. Saylor	Assistant Secretary	Omaha
J. J. Theisen, Jr.	Assistant Secretary	Omaha
T. E. Whitaker	Assistant Secretary	Omaha
G. W. Grosz	Assistant Treasurer	Omaha
J. B. Heekin	Assistant Treasurer	Omaha
S. J. Oiness	Assistant Treasurer	Omaha
F. K. Kalb	General Tax Counsel	Omaha
R. A. Bevil	Associate General Tax Counsel	Omaha
J. D. Douglas	Associate General Tax Counsel	Omaha
C. J. Schoner	Associate General Tax Counsel	Omaha

AGENTS (30)

Harris Trust Co.	Transfer Agent	Chicago
CT Corp. System	Registered Agent - Arizona	Phoenix
W. H. Sutton	Resident Agent - Arkansas	Little Rock
W. H. Pohle	Resident Agent - California	Roseville
Sharon Russell	Registered Agent - Colorado	Denver
The Corp. Trust Co.	Registered Agent - Delaware	Wilmington
Kunkel Transporta- tion Services	Registered Agent - D.C.	Washington, D.C.
CT Corp. System	Registered Agent - Idaho	Boise
CT Corp. System	Registered Agent - Illinois	Chicago
CT Corp. System	Registered Agent - Iowa	Des Moines
CT Corp. System	Registered Agent - Kansas	Topeka
J. M. Kyle, III	Registered Agent - Louisiana	Baton Rouge
Walter L. Hansen	Registered Agent - Michigan	Ishpeming
Edward M. Glennon	Registered Agent - Minnesota	Minneapolis
CT Corp. System	Registered Agent - Missouri	St. Louis
CT Corp. System	Registered Agent - Montana	Helena
J. V. Dolan	Registered Agent - Nebraska	Omaha
CT Corp. System	Registered Agent - Nevada	Reno

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CT Corp. System
CT Corp. System
CT Corp. System
CT Corp. System
CT Corp. System
A. McKerron

Arlo V. Sommervold
N. G. Davenport
CT Corp. System
S. A. Goodsell
CT Corp. System
CT Corp. System
CT Corp. System

Registered Agent - New Jersey
Registered Agent - New Mexico
Registered Agent - New York
Registered Agent - Oklahoma
Registered Agent - Oregon
Attorney in Fact - Province of
Alberta, Canada
Registered Agent - South Dakota
Registered Agent - Texas
Registered Agent - Tennessee
Registered Agent - Utah
Registered Agent - Washington
Registered Agent - Wisconsin
Registered Agent - Wyoming

Trenton
Santa Fe
New York
Tulsa
Portland
Calgary

Sioux Falls
Houston
Memphis
Salt Lake city
Seattle
Madison
Cheyenne

Last Revised Date: March 1, 1999