

No. C 18243

Annual Report Form

Due No Later Than November 30, 1997

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
NO FEE REQUIRED

1. Mailing Address - Please Correct, If Not Correct

UNION PACIFIC RAILROAD COMPA
C/O MANAGER - TAXES
1416 DODGE STREET

C.T. CORPORATION SYSTEM
300 NORTH 6TH ST.

BOISE ID 83701

3. Organized Under the Laws of:

* FIRST NOTICE *

OMAHA NE 68179

UT C 18243

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors
Limited Liability Companies: Enter Names and Addresses of Managers or Members (check one)

Office held Name Street or P.O. Address City State Zip

SEE ATTACHED LIST

5.

6. Signature Charles W. Saylor Date 9/19/97
Name (Typed or Printed) CHARLES W. SAYLOR Title ASST. SECRETARY

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

3853

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 (16)

R. P. Bauman	London
R. B. Cheney	Washington
E. V. Conway	New York
R. K. Davidson	Omaha
S. F. Eccles	Salt Lake City
E. T. Gerry, Jr.	New York
W. H. Gray, III	New York
J. R. Hope	Washington
R. J. Mahoney	St. Louis
L. W. Matthews, III	Dallas
J. L. Messman	Omaha
J. R. Meyer	Cambridge
T. A. Reynolds, Jr.	Chicago
J. D. Robinson, III	New York
R. W. Roth	Pebble Beach
R. D. Simmons	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

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 (65)

R. K. Davidson	Chairman of the Board and Chief Executive Officer	Dallas
J. R. Davis	President and Chief Operating Officer	Omaha
L. W. Matthews, III	Chief Financial Officer	Dallas
M. B. Smith, Jr.	Chief Accounting Officer	Dallas
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	Dallas
D. J. Duffy	Vice President-Quality	Omaha
C. R. Eisele	Vice President-Purchasing	Omaha
U. F. Fairbairn	Vice President-Employee Relations	Dallas
J. B. Gremillion Jr.	Vice President-Taxes	Dallas
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	Dallas
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	Dallas
F. K. Kalb	General Tax Counsel	Denver
Vacant	Secretary	Dallas
G. M. Stuart	Treasurer	Dallas
J. C. Sirois	Senior Assistant Vice President-	Omaha

	Market Planning & Support	
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	Dallas
R. C. Ingram	Assistant Secretary	Omaha
M. J. Larsen	Assistant Secretary	Omaha
B. C. Myers	Assistant Secretary	Dallas
R. W. Redick	Assistant Secretary	Omaha
C. W. Saylors	Assistant Secretary	Omaha
T. E. Whitaker	Assistant Secretary	Dallas
P. D. Berg	Assistant Treasurer	Omaha
J. B. Heekin	Assistant Treasurer	Dallas
M. S. Jones	Assistant Treasurer	Dallas
R. M. Knight, Jr.	Assistant Treasurer	Dallas
J. B. Larsen	Assistant Treasurer	Dallas
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	Dallas
R. A. Bevil	Associate General Tax Counsel	Dallas
J. D. Douglass	Associate General Tax Counsel	Denver
M. A. Forman	Associate General Tax Counsel	Dallas
C. J. Shoner	Associate General Tax Counsel	Dallas
J. A. Tetenbaum	Associate General Tax Counsel	Dallas
J. E. Bromley	Manager-Media Relations & Public Relations	Omaha
D. L. Jenson	General Director-Police	Omaha

AGENTS (19)

Harris Trust Co.	Transfer Agent	Chicago
W. H. Sutton	Resident Agent - Arkansas	Little Rock
R. S. Rost	Resident Agent - California	Los Angeles
CT Corp. System	Registered Agent - Colorado	Denver
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
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	Resident Agent - Nevada	Reno
CT Corp. System	Registered Agent - New Jersey	Trenton
CT Corp. System	Registered Agent - Oregon	Portland
A. McKerron	Attorney in Fact - Province of Alberta, Canada	Calgary
S. A. Goodsell	Registered Agent - Utah	Salt Lake city

CT Corp. System
CT Corp. System

Registered Agent - Washington
Registered Agent - Wyoming

Seattle
Cheyenne

Last Revised Date: May 1, 1997