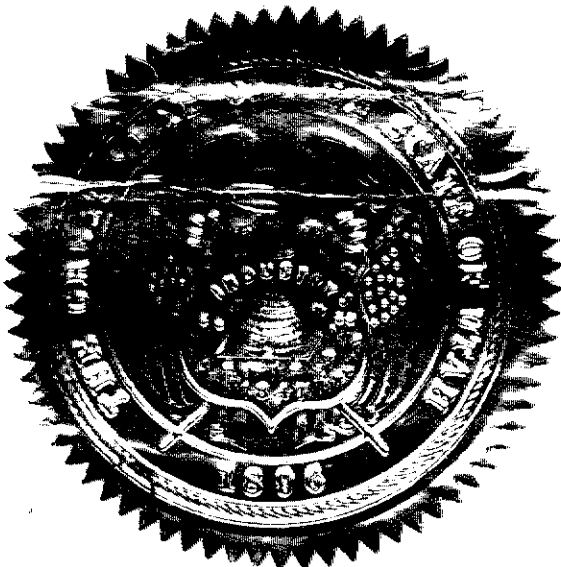


**Secretary of State's Office**

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Amendment to the Restated Articles of Association  
of UNION PACIFIC RAILROAD COMPANY

AS APPEARS \_\_\_\_\_ of record \_\_\_\_\_ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS 20th DAY OF

July 19 71

*Clyde L. Miller*  
SECRETARY OF STATE

BY *C. B. Smith*  
AUTHORIZED PERSON

ARTICLES OF AMENDMENT  
TO THE  
RESTATED ARTICLES OF ASSOCIATION  
OF  
UNION PACIFIC RAILROAD COMPANY

Pursuant to the provisions of Section 16-10-57 of the Utah Business Corporation Act, as amended (Title 16, Chapter 10, Section 57, Utah Code Annotated, 1953, as amended by Senate Bill No. 91, 39th Legislature, effective May 11, 1971), Union Pacific Railroad Company, a corporation of the State of Utah, hereby adopts the following Articles of Amendment to its Restated Articles of Association:

(a) The name of the corporation is Union Pacific Railroad Company.

(b) The following amendments to its Restated Articles of Association were adopted by the shareholders of the corporation in the manner provided by the Utah Business Corporation Act.

Amendment (1)

ARTICLE 2 is restated in its entirety to read:

"ARTICLE 2. Said corporation shall have perpetual existence."

Amendment (2)

A new article numbered 11 is added, to read:

"ARTICLE 11. Any stockholder of the corporation who shall have followed the procedures specified in section 16-10-76 of the Utah Business Corporation Act in connection with the stockholders meeting held to approve an Agreement of Merger and Plan of Reorganization dated May 11, 1971 among the corporation, UPCO Corporation, a Utah corporation, and Union Pacific Corporation, a Utah corporation, shall be entitled to exercise the rights specified in said section notwithstanding that this Article 11 shall not have been in effect prior to such stockholders meeting."

(c) The date of the adoption of said amendments by the shareholders of the corporation was June 24, 1971.

(d) The number of shares of the corporation outstanding at the time of such adoption was 29,929,235; and the number of shares entitled to vote thereon was 29,929,235.

(e) The number of shares voted for such amendments was 28,994,478; and the number of shares voted against such amendments was 54,602.

Dated June 24, 1971.

UNION PACIFIC RAILROAD COMPANY

By *James H. Anderson*  
Vice President

By *J. J. Spreen*  
Assistant Secretary

STATE OF UTAH                    )  
                                      :    ss.  
COUNTY OF SALT LAKE        )

I, RALPH H. MILLER, a notary public do hereby certify that on this 24th day of June, 1971, personally appeared before me JAMES H. ANDERSON, who being by me first duly sworn, declared that he is a Vice-President of Union Pacific Railroad Company; that he signed the foregoing document as Vice-President of the corporation; and that the statements contained therein are true.

*Ralph H. Miller*  
Notary Public

Residing at: *Salt Lake County, Utah*

My Commission Expires:

*March 22, 1972*