

No. 18243	Idaho Corporation Annual Report Form	2. Registered Agent and Office
	<i>Due No Later Than November 1, 1989</i>	C.T. CORPORATION SYSTEM
Return To:	1. Mailing Address — <i>Please Correct</i> 18243	300 NORTH 6TH ST.
SECRETARY OF STATE Room 203, Statehouse Boise, ID 83720	UNION PACIFIC RAILROAD COMPANY	BOISE ID 83701
39 NOV 6 AM 10 28 NO FEE REQUIRED	C/O MANAGER - TAXES 1416 DODGE STREET	3. Incorporated Under The Laws of UTAH
	OMAHA NE 68179	NO: 18243

4. Names and Addresses of Officers and Directors

	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President:	M. H. Walsh	1416 Dodge Street	Omaha	NE	68179
Secretary:	C. N. Olsen	1170 Eighth Avenue	Bethlehem	PA	18018
Directors:	See Attachment				

5. Nature of Business

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

Name
(Typed or Printed)

K. D. PETERSON

Date

11/2/89
Title ASST. SECRETARY

UNION PACIFIC RAILROAD COMPANY

O F F I C E R S

M. H. Walsh	Chairman of the Board and Chief Executive Officer	Omaha
Drew Lewis	Chairman of the Executive Committee	Bethlehem
C. E. Billingsley	Chief Accounting Officer	Bethlehem
L. W. Matthews, III	Chief Financial Officer	Bethlehem
R. K. Davidson	Executive Vice President-Operation	Omaha
F. B. Henderson	Executive Vice President-Marketing and Sales	Omaha
R. A. Ames	Vice President-Finance	Omaha
W. A. Bales	Vice President-Supply	Omaha
J. R. Colvin, Jr.	Vice President-Marketing	Omaha
J. V. Dolan	Vice President-Law	Omaha
J. E. Dowling	Vice President-Financial Administration	Bethlehem
J. P. Halan	Vice President-Employee Relations	Bethlehem
W. F. Hillebrandt	Vice President-Customer Service	Omaha
M. F. Kelly	Vice President-Transportation Services	Omaha
J. M. Kyle, III	Vice President	Baton Rouge, LA
S. J. McLaughlin	Vice President-Engineering Services	Omaha
J. R. Mendenhall	Vice President-Taxes	Bethlehem
K. Morrill	Vice President-Sales	St. Louis
J. H. Rebensdorf	Vice President-Strategic Planning	Omaha
A. L. Shoener	Vice President-Field Operations	Omaha
G. S. Sines	Vice President-Information and Communication Systems	Omaha
T. L. Watts	Vice President-Labor Relations and Personnel	Omaha
C. W. von Bernuth	Vice President and General Counsel	Bethlehem
C. N. Olsen	Secretary	Bethlehem
G. M. Stuart	Treasurer	Bethlehem
W. T. Higginbotham	Senior Assistant Vice President-Sales Special Projects	Omaha
C. Aadnesen	Assistant Vice President-Administration and Personnel Services	Omaha
H. L. Arms	Assistant Vice President-Energy	Omaha
J. R. Bateman	Assistant Vice President-Government Affairs	Omaha
P. A. Conley, Jr.	Assistant Vice President-Law	Omaha
C. E. Dettmann	Assistant Vice President-Service Design	Omaha
C. R. Eisele	Assistant Vice President-Finance	Omaha
A. C. Getz	Assistant Vice President-Controller	Omaha
D. J. Glass	Assistant Vice President-Autos	Omaha
G. T. Graham	Assistant Vice President-Support Services	Omaha
J. J. Habraken	Assistant Vice President-Intermodal and Refrigeration Services	Omaha
C. P. Hughes	Assistant Vice President-Administration, Budgets, & Training	Omaha
J. Koraleski	Assistant Vice President-Financial Analysis	Omaha

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Union Pacific Officers (continued)

J. J. Marchant	Assistant Vice President-Labor Relations	Omaha
E. C. May	Assistant Vice President-Support Services	Omaha
J. D. Merrick	Assistant Vice President-Communication Systems	Omaha
D. Collier	Assistant Vice President-Grain and Grain Grain Products	Omaha
L. P. Prier	Assistant Vice President-Casualty Management	Omaha
S. W. Read, III	Assistant Vice President-Litigation	Omaha
J. W. Rettie	Assistant Vice President-Operations Research	Omaha
D. H. Rettinger	Assistant Vice President-Purchasing	Omaha
H. W. Ritter	Assistant Vice President-Safety Services and Operations Practices	Omaha
W. J. Rody	Assistant Vice President-Sales	Omaha
B. R. Schuman	Assistant Vice President-Human Resources	Omaha
J. E. Sims	Assistant Vice President-Chemicals	Omaha
J. C. Sirois	Assistant Vice President-Market Planning and Support	Omaha
D. W. Veidt	Assistant Vice President-Forest Products	Omaha
L. B. Williams	Assistant Vice President-Information Systems	Omaha
R. B. Schoultz	Executive Assistant	Omaha
J. D. Douglas	Assistant Controller	Bethlehem
J. Edwards	Assistant Treasurer	Bethlehem
J. B. Larsen	Assistant Treasurer	Bethlehem
J. W. Leahy	Assistant Treasurer	Bethlehem
A. L. Roth	Assistant Treasurer	Omaha
E. A. Willis	Assistant Treasurer	Bethlehem
J. J. Adams	Assistant Secretary	Omaha
J. M. McCullough	Assistant Secretary	Salt Lake City
K. D. Petersen	Assistant Secretary	Omaha
T. F. Poatsy, Jr.	Assistant Secretary	Bethlehem
C. W. Saylor	Assistant Secretary	Omaha
J. L. Swantak	Assistant Secretary	Bethlehem
T. E. Whitaker	Assistant Secretary	Bethlehem
K. T. Borman	General Solicitor	Kansas City, MO
S. A. Goodsell	General Solicitor	Salt Lake City
R. J. Ressler	Assistant General Counsel	Bethlehem
R. M. White	Assistant General Counsel	Los Angeles
R. A. Bevil	Associate General Tax Counsel	Bethlehem
J. E. Bromley	Manager Media Relations-Public Relations	Omaha
E. L. Butler	General Director, Security and Special Service	Omaha

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OFFICERS/UP

UNION PACIFIC RAILROAD COMPANY
D I R E C T O R S

R. P. Bauman	Beecham House Brentford	Middlesex PW8 9BD England
E. V. Conway	30 Wall Street	New York, NY 10022
S. F. Eccles	P.O. Box 30006	Salt Lake City, UT 84111
J. B. Fery	One Jefferson Square	Boise, ID 83702
E. T. Gerry, Jr.	59 Wall Street	New York, NY 10005
J. R. Hope	1050 Connecticut Avenue NW 12th Floor	Washington, DC 20036
L. M. Jones		New York, NY
H. A. Kissinger	350 Park Avenue	New York, NY 10022
Drew Lewis	1170 Eighth Avenue	Bethlehem, PA 18018
J. R. Meyer	Center for Business & Government Harvard University 79 Kennedy Street	Cambridge, MA 02138
H. B. Mitchell	299 Park Avenue	New York, NY 10017
E. L. Palmer	399 Park Avenue	New York, NY 10022
T. A. Reynolds, Jr.		Chicago, IL
J. D. Robinson, III		New York, NY
R. W. Roth	411 NE 19th Avenue	Portland, OR 97232
W. M. Shapleigh	Suite 3110 - Ralston Purina One Mercantile Center	St. Louis, MO 63101
R. D. Simmons	1150 15th Street NW	Washington, DC 20071
M. H. Walsh	1416 Dodge Street	Omaha, NE 68179

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DIRECTORS/UP