

No. C125458	Annual Report Form Due No Later Than November 30, 1999		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 <div style="text-align: right;">738</div> 1416 DODGE STREET ROOM 909 OMAHA NE 68179 0000		CT CORPORATION SYSTEM 300 N 6TH STREET BOISE ID 83702 C 3. Organized Under the Laws of: DE C125458													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><u>Office held</u></td> <td style="text-align: center;"><u>Name</u></td> <td style="text-align: center;"><u>Street or P.O. Address</u></td> <td style="text-align: center;"><u>City</u></td> <td style="text-align: center;"><u>State</u></td> <td style="text-align: center;"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align: center; padding-top: 20px;">See attached list.</td> </tr> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	See attached list.					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
See attached list.																
5. <u>New</u> Registered Agent Signature		6. Signature <u><i>C. W. Saylor</i></u> Date <u>10/30/99</u> Name <small>(Typed or Printed)</small> <u>CHARLES W. SAYLORS</u> Title <u>ASSIST SECRETARY</u>														

ISSUED: 10-01-1999

2068

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

PRINCIPAL PLACE OF BUSINESS -

1416 Dodge Street
Omaha, NE 68179

DIRECTORS (14)

P. F. Anschutz	Denver
R. P. Bauman	London
R. B. Cheney	Washington
E. V. Conway	New York
R. K. Davidson	Omaha
T. J. Donohue	Washington DC
I. J. Evans	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
J. A. Shattuck	Omaha
R. D. Simmons	Washington

OFFICERS (52)

R. K. Davidson	Chairman of the Board and Chief Executive Officer	Omaha
J. A. Shattuck	Vice Chairman of the Board	Omaha
I. J. Evans	President and Chief Operating Officer	Omaha
G. M. Stuart	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-Information Technologies	Omaha
A. W. Peters	Senior Vice President-Marketing & Sales	Omaha
B. W. Schaefer	Senior Vice President-Human Resources	Omaha
R. F. Starzel	Senior Vice President-Corporate Relations	San Francisco
J. R. Young	Senior Vice President-Finance	Omaha
H. L. Arms	Vice President-Energy	Omaha
S. R. Barkley	Regional Vice President-South	Spring
R. S. Blackburn	Vice President and General Manager-Intermodal	Omaha
E. L. Butler	Vice President-Planning & Analysis	Omaha
D. R. Collier	Vice President-Manifest Services	Omaha
J. W. Holm, Jr.	Vice President-Premium Services	Omaha
M. J. Cronin	Vice President-Supply	Omaha
D. H. Jacobson	Vice President-Harriman Dispatching Center and Crew Management Services	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
A. K. Kummant	Vice President and General Manager Industrial Products	Omaha
B. R. Gutchewski	Vice President and General Tax Counsel	Omaha
M. F. Kelly	Regional Vice President-Northern Region	Omaha
R. M. Knight, Jr.	Vice President and General Manager- Energy	Omaha
J. T. Gray, II	Vice President and general Manager- Business Development	Omaha
D. D. Knutson	Vice President and General Manager- Agricultural Products	Omaha
J. H. Koch	Vice President-Field Operations	Omaha
J. M. Kyle, III	Vice President	Baton Rouge
J. W. Leppert, III	Vice President and General Manager- Automotive	Omaha
J. J. Marchant	Vice President-Labor Relations	Omaha
S. J. McLaughlin	Vice President-Quality and Process Improvement	Omaha
J. E. O'Connor, Jr.	Vice President-Bulk Services	Omaha
J. H. Rebensdorf	Vice President-Network and Service Planning	Omaha
J. E. Sims	Vice President & General Manager- Chemicals	Omaha
W. R. Turner	Vice President-National Customer Service Center	St. Louis
C. W. von Bernuth	Vice President, General Counsel and Secretary	Omaha
W. E. Wimmer	Vice President-Engineering	Omaha
J. M. Wrenn	Vice President-Information Technologies & Chief Information Officer	Omaha
M. S. Jones	Treasurer	Omaha
R. J. Putz	Controller	Omaha
C. E. Ethington	Assistant Secretary	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
C. W. Saylor	Assistant Secretary	Omaha
T. E. Whitaker	Assistant Secretary	Omaha
S. J. Oiness	Assistant Treasurer	Omaha
J. B. Heekin	Assistant Treasurer	Omaha
J. B. Larsen	Assistant Treasurer	Omaha