

Clerk of the House of Representatives Legislative Resource Center B-106 Cannon Building Washington, DC 20515	Secretary of the Senate Office of Public Records 232 Hart Building Washington, DC 20510
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SECRETARY!
05 FEB 25

LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) - All Filers Are Required to Complete This Page

1. Registrant name			
Organization	Union Pacific Corporation		
2. Address <input type="checkbox"/> Check if different than previously reported			
600 Thirteenth Street, N.W.		Suite 340	
City	Washington	State	DC
Zip Code	20005	Country	US
3. Principal place of business (if different than line 2)			
City	State	Zip Code	Country
4a. Contact Name		b. Telephone number	c. E-mail
Prefix	Full Name		
Ms.	Mary E. McAuliffe	202-662-0110	marymcauliffe@up.com
7. Client Name <input checked="" type="checkbox"/> Self			5. Senate ID #
Union Pacific Corporation			38995-1
			6. House ID #
			3201700

TYPE OF REPORT 8. Year 2004 Midyear (January 1-June 30) OR Year End (July 1-December)

9. Check if this filing amends a previously filed version of this report

10. Check if this is a Termination Report ⇒ Termination Date _____ 11. No Lobbying Acti

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13

<p align="center">12. Lobbying Firms</p> <p>INCOME relating to lobbying activities for this reporting period was:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇒ \$ _____</p> <p>Provide a good faith estimate, rounded to the nearest \$20,000, of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).</p>	<p align="center">13. Organizations</p> <p>EXPENSES relating to lobbying activities for this reporting period were:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input checked="" type="checkbox"/> ⇒ \$ <u>2,090,808</u></p> <p>14. REPORTING METHOD. Check box to indicate expense accounting method. See instructions for description of options.</p> <p><input type="checkbox"/> Method A. Reporting amounts using LDA definitions of lobbying</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6033(b)(8) Internal Revenue Code</p> <p><input checked="" type="checkbox"/> Method C. Reporting amounts under section 162(e) of Internal Revenue Code</p>
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Form CD

Printed Name and Title Mary E. McAuliffe, Vice President - External Relations

Registrant Name Union Pacific Corporation

Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code ENV - Environmental/Superfund (one per page)

16. Specific lobbying issues

Add page to continue specific issue description in the report

S.1125 - FAIR Act of 2003 (support)
FAIR Act of 2005 (monitor)

17. House(s) of Congress and Federal agencies contacted Check if None

United States Senate
U.S. House of Representatives

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue adding lobbyists to t*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Prentiss W.	Bolin	Jr.	
Michael A.	Rock		

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code ENG - Energy/Nuclear (one per page)

16. Specific lobbying issues

Add page to continue specific issue description in this area

S.14 - Energy Policy Act of 2003 (support); HR 6/HR 1531/S.597 - Energy bills (support), including: Gas Tax Repeal; Extend Price Anderson; Locomotive Emission Support; Clean Coal Technology; S.2095 - Senate Energy Bill (support 4.3 cents gas tax repeal); Conference report to HR 6/S.2095 - Comprehensive Energy Strategy (support); HR 4503 - Energy Policy Act of 2004 (support); Yucca Mountain Nuclear Waste Facility Issues (monitor); HR 6/S.2095 - Energy Policy Act of 2003 (monitor)

17. House(s) of Congress and Federal agencies contacted Check if None

United States Senate
U.S. House of Representatives
Department of Energy

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue listing lobbyists to*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Michael A.	Rock		
Prentiss W.	Bolin	Jr.	
Susan Auther	Andres		
Katherine W.	Maness		

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code TAX - Taxation/Internal Revenue Code (one per page)

16. Specific lobbying issues

Add page to continue with issues associated with this issue

HR 578/S.251 - Transportation Tax Equity Fairness Act (support 4.3 cents gas tax repeal)
HR 3108 - Pension Funding Equity Act (support)
S.1637/HR 4520 - Foreign Sales Corp/Extra Territorial Income (support)
HR 4520/S.1637 - American Jobs Creation Act of 2004 (support 4.3 cents gas tax repeal)

17. House(s) of Congress and Federal agencies contacted Check if None

U.S. House of Representatives
United States Senate
Department of Treasury
Department of Transportation

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue with lobbyist information*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Michael A.	Rock		
Prentiss W.	Bolin	Jr.	

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code TRA - Transportation (one per page)

16. Specific lobbying issues

HR 906 - Surface Transportation Safety Act (support grade crossings); HR 2192 - Surface Transportation Reform Act (oppose Oberstar safety bill); HR 1527 - NTSB Reauthorization (monitor); HR 2088/S.1072 - Safe, Accountable, Flexible and Efficient Transportation Equity Act (eliminate SEC 130 Grade Crossing Program - oppose); HR 2180/S.1140 - Safe Highways & Infrastructure Preservation Act (support truck size and weight); HR 4361 - Security for Public Transportation Systems (monitor); Surface Transportation Board rate case procedures (monitor); S.1389 - Reauthorization of STB (support);

17. House(s) of Congress and Federal agencies contacted Check if None

United States Senate
U.S. House of Representatives
Surface Transportation Board

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue a listing if necessary for t*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Michael A.	Rock		
Prentiss W.	Bolin	Jr.	
Susan Auther	Andres		

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific CorporationClient Name Union Pacific Corporation**ADDENDUM for General Lobbying Issue Area** TRA

16. Specific lobbying issues (continued from previous page)

HR 3550 - Transportation Equity Act of a Legacy of Users (support)
HR 4008 - Anti-Terrorism Protection of Mass Transportation & Railroad Carriers Act of 2004 (monitor)
S.1608 - Increase penalties for terrorism against mass transit and railroads (support)
HR 2863/S.1776 - Intermodal Equipment Compliance Act (oppose)
S.579 - Reauthorize NTSB (monitor)
S.1978 - Highway safety, motor carrier safety, hazardous materials safety (monitor)
Proposals to force rerouting of hazardous materials transported by rail (oppose)
HR 5025/S.2806 - DOT/Treasury Appropriations bill (monitor)
HR 5163 - DOT Reorganization (monitor)
HR 4818 - Consolidated Appropriations Act (monitor)
HR 10/S.2845 - 9/11 Implementation Act (monitor); Nadler amendments on transportation of hazardous ma
(oppose)
HR 4824 - Extremely Hazardous Materials Transportation Security Act of 204 (oppose)
HR 578/S.251 - Transportation Tax Equity and Fairness Act (support)

Registrant Name Union Pacific Corporation Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each code** information as requested. Attach additional page(s) as needed.

15. General issue area code RRR - Railroads (one per page)

16. Specific lobbying issues

HR 5119 - Prohibit Remote Controlled Locomotives to carry hazardous materials (oppose)
 General Rail Service Issues (monitor); General Grade Crossing Safety Issues (monitor); General Rail Safety Issues (monitor); Bayport Terminal Agreement (monitor);
 HR 876 - Local Railroad Rehabilitation and Investment Act (support shortlines);
 HR 919 - Railroad Competition Act of 2003 (oppose)

17. House(s) of Congress and Federal agencies contacted Check if None

U.S. House of Representatives
 United States Senate
 Department of Transportation; Federal Railroad Administration; Surface Transportation Board

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue listing lobbyists for t*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Michael A.	Rock		
Prentiss W.	Bolin	Jr.	
Katherine W.	Maness		
Susan Auther	Andres		
Joseph R.	Bateman	Jr.	

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation

Client Name Union Pacific Corporation

ADDENDUM for General Lobbying Issue Area RRR

16. Specific lobbying issues (continued from previous page)

HR 2378 - Railroad Safety Reform Act (oppose)
 HR 1617 - National Rail Infrastructure Program Act (oppose rail trust fund)
 HR 2571 - Rail Infrastructure Development & Expansion Act (monitor)
 HR 2572 - Amtrak Reauthorization Act (monitor)
 Locomotive Remote Control Technology (support)
 S.1703 - Local Railroad Rehabilitation & Investment Act (support)
 Amtrak Reform Efforts (monitor)
 Bayport Build-In (monitor)
 S.1329 - Local rail line relocation act (support)
 Reauthorization fo TEA 21, including: SEC 130 grade crossing program (support); Chicago Project (support); increased truck size & weight (oppose); various projects (monitor); Senate Commerce Committee TEA 21 submission (monitor)
 HR 2924 - Railroad Competition Act of 2003 (oppose)
 S.1402 - Reauthorization of FRA (monitor)
 S.1961 - American Railroad Revitalization Investment & Enhancement Act (monitor)
 S.1505 - American Rail Equity Act of 2003 (oppose)
 HR 4604/S.2273 - A measure to improve rail security (support)
 Rail economic regulatory issues (monitor)
 S.2216 - To provide increased rail transportation security (monitor)
 S.1501 - Stable, productive, efficient passenger service (monitor)
 S.2306 - Ability to reauthorize and restructure intercity passenger rail (monitor)

Registrant Name Union Pacific Corporation

Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code LBR - Labor Issues/Antitrust/Workplace (one per page)

16. Specific lobbying issues

Add page to continue reporting specific lobbying issues

HR 1776 - Pension Preservation & Savings Expansion Act (monitor)
HR 3108/S.2005 - Pension Safety Bill (monitor)
Regulations governing non-qualified stock options and deferred compensation (monitor)

17. House(s) of Congress and Federal agencies contacted Check if None

U.S. House of Representatives
United States Senate
Department of Labor

18. Name of each individual who acted as a lobbyist in this issue area

Add a page to continue a listing of lobbyists

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Susan Auther	Andres		
Prentiss W.	Bolin	Jr.	

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation

Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each cod information as requested. Attach additional page(s) as needed.

15. General issue area code TOR - Torts (one per page)

16. Specific lobbying issues

Add page to continue specific issues description if this space is full

HR 1115 - Class Action (monitor)
S.2062 - Reform (monitor)
S.1125 - Fairness in Asbestos Injury Resolutions Act of 2003 (monitor)

17. House(s) of Congress and Federal agencies contacted Check if None

U.S. House of Representatives
United States Senate

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue adding lobbyists for t*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Michael A.	Rock		
Prentiss W.	Bolin	Jr.	

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation

Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code INS - Insurance (one per page)

16. Specific lobbying issues

Add page to continue specific issues description for this issue

HR 4634 - Extend terrorism risk insurance program (monitor)

17. House(s) of Congress and Federal agencies contacted Check if None

U.S. House of Representatives

18. Name of each individual who acted as a lobbyist in this issue area

Add a page to continue listing lobbyists for

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Michael A.	Rock		

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Registrant Name Union Pacific Corporation

Client Name Union Pacific Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. **Using a separate page for each cod** information as requested. Attach additional page(s) as needed.

15. General issue area code HOM - Homeland Security (one per page)

16. Specific lobbying issues

Add page to continue specific issues description for this issue

HR 4567/S.2537 - Homeland Security Appropriations Bill (monitor)

17. House(s) of Congress and Federal agencies contacted Check if None

U.S. House of Representatives
United States Senate

18. Name of each individual who acted as a lobbyist in this issue area *Add a page to continue identifying lobbyists for t*

First Name	Name Last Name	Suffix	Covered Official Position (if applicable)
Mary E.	McAuliffe		
Prentiss W.	Bolin	Jr.	

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Add a page to continue

Registrant Name Union Pacific Corporation Client Name Union Pacific Corporation

Information Update Page - Complete ONLY where registration information has changed.

20. Client new address

Address

City State Zip Code Country

21. Client new principal place of business (if different than line 20)

City State Zip Code Country

22. New general description of client's business or activities

LOBBYIST UPDATE

23. Name of each previously reported individual who is **no longer** expected to act as a lobbyist for the client

First Name	Last Name	Suffix	First Name	Last Name	Su
<input type="checkbox"/>			<input type="checkbox"/>		
<input type="checkbox"/>			<input type="checkbox"/>		

ISSUE UPDATE

Find the code to select below.

24. General lobbying issues that **no longer** pertain

AFFILIATED ORGANIZATIONS

25. Add the following affiliated organization(s)

Name	Address	Principal place of Business (city and state or country)
	Address C/S/Z	City State Country
	Address C/S/Z	City State

26. Name of each previously reported organization that is **no longer** affiliated with the registrant or client

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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FOREIGN ENTITIES

27. Add the following foreign entities

Name	Address	Principal place of business (city and state or country)	Amount of contribution for lobbying activities	Own per cent
	Street Address City State/Province Country	City State Country		

28. Name of each previously reported foreign entity that **no longer** owns, **or** controls, **or** is affiliated with the registrant, affiliated organization

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

App. in part for m...

Joseph. Behuliffa

2/14/05