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LOBBYING REPORT

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

1. Registrant Name

Covington & Burling

2. Address ☐ Check if different than previously reported.

1201 Pennsylvania Avenue, N.W.

Washington, DC 20004-2401

3. Principal Place of Business (if different from line 2)

City: **N/A**

State/Zip (or Country)

4. Contact Name

Jack Schenendorf

Telephone

202-662-5321

Email (optional)

jschenendorf@cov.com

5. Senate ID #

11195-811

7. Client Name ☐ Self

Union Pacific

6. House ID #

31827074

TYPE OF REPORT 8. Year 2003 Midyear (January 1-June 30) ☐ OR Year End (July 1-December 31) ☐

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 Act ☐

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13

12. Lobbying Firms

INCOME relating to lobbying activities for this reporting period was:

Less than \$10,000 ☐

\$10,000 or more ☒ ⇒ \$ 100,000
Income (nearest \$20,000)

Provide a good faith estimate, rounded to the nearest \$20,000, of all lobbying related income for the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client.)

13. Organizations

EXPENSES relating to lobbying activities for reporting period were:

Less than \$10,000 ☐

\$10,000 or more ☐ ⇒ \$ _____
Expenses (nearest \$20,000)

14. REPORTING METHOD. Check box to indicate reporting method. See instructions for description of options.

☒ **Method A.** Reporting amounts using LDC definitions only

☐ **Method B.** Reporting amounts under section 6033(b)(8) of the Internal Revenue Code

☐ **Method C.** Reporting amounts under section 162 of the Internal Revenue Code

Signature _____ Date February 9, 2004
Printed Name and Title Jack Schenendorf

DC: 1229316-1

Registrant Name Covington & BurlingClient Name Union Pacific

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

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

16. Specific lobbying issues

Personnel
General Rail Policy
TEA 21 Reauthorization

17. House(s) of Congress and Federal agencies contacted

☐ Check if None

US House of Representatives
US Department of Transportation

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

Name

Covered Official Position (if applicable)

Jack Schenendorf

19. Interest of each foreign entity in the specific issues listed on line 16 above

☒ Check if None

Signature _____ Date February 9, 2004
Printed Name and Title Jack Schenendorf

Registrant Name

Covington & Burling

Client Name

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

20. Client new address

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

City

State/Zip (or Country)

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

LOBBYIST UPDATE23. Name of each previously reported individual who is **no longer** expected to act as a lobbyist for the cli**ISSUE UPDATE**24. General lobbying issues previously reported that **no longer** pertain**AFFILIATED ORGANIZATIONS**

25. Add the following affiliated organization(s)

Name	Address	Principal Place of Business (city and state or country)

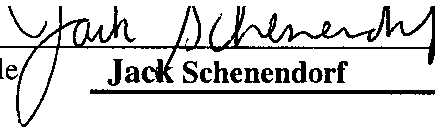
26. Name of each previously reported organization that is **no longer** affiliated with the registrant or client**FOREIGN ENTITIES**

27. Add the following foreign entities

Name	Address	Principal place of business (city and state or country)	Amount of contribution for lobbying activities	Ownership percentage

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

Signature



Date

February 9, 2004

Printed Name and Title

Jack Schenendorf