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LOBBYING REPORT

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

1. Registrant Name Union Pacific Corporation			
2. Address <input type="checkbox"/> Check if different than previously reported 600 Thirteenth Street, N.W., Suite 340, Washington, D.C. 20005			
3. Principal Place of Business (if different from line 2) City: _____ State/Zip (or Country) _____			
4. Contact Name Mary E. McAuliffe	Telephone 202-662-0110	E-mail (optional)	5. Senate ID # 38995-12
7. Client Name <input checked="" type="checkbox"/> Self			6. House ID # 32017000

TYPE OF REPORT 8. Year 2000 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 Activity

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13	
<p>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"/> ⇒ \$ _____ <small>Income (nearest \$20,000)</small></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>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>1,775,000.00</u> <small>Expenses (nearest \$20,000)</small></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 only</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6033(b)(8) of the Internal Revenue Code</p> <p><input checked="" type="checkbox"/> Method C. Reporting amounts under section 162(e) of the Internal Revenue Code</p>

Signature Mary E. McAuliffe

Printed Name and Title Mary E. McAuliffe, V.P. - External Relations

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

S.1090 - Boehlert's Superfund Bill (support)
Lobbied to include rail provisions

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

U.S. House of Representatives
U.S. Senate

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

Name	Covered Official Position (if applicable)	New
<u>Mary E. McAuliffe</u>		<input type="checkbox"/>
<u>Sean B. O'Hollaren</u>		<input type="checkbox"/>
<u>Mike Rock</u>		<input type="checkbox"/>
<u>Susan Auther Andrea</u>		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

S.300/S.326/S.1344/S.6/S.240/HR 448/HR 2095/HR 358 - Patients Bill of Rights (no position)
S.374/S.881/S.573/S.578/HR 1941/HR 2470/HR 1057 - Confidentiality of Health Records
(support) - lobbied to include rail provisions

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

U.S. House of Representatives
U.S. Senate

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

- HR 1001/S.820 - Transportation and Tax Equity Fairness Act (support)
- HR 2060 - Railway Safety & Funding Equity Act of 1999 (oppose)
- HR 4844 - Railroad Retirement Benefits & Survivors Improvement Act (support)
- S.2285 - To amend the internal revenue code to institute a federal fuels tax holiday (monitor)
- HR 4776 - Fuel Excise Tax Relief Act (monitor)
- S.1900 - To amend the internal revenue code to allow a credit to holders of Amtrak bonds (monitor)
- S.2262 - To amend the internal revenue code to institute a federal fuel tax holiday (monitor)

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

U.S. House of Representatives
U.S. Senate

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

- HR 1260 - Harbor Investment Program Act (support)
- HR 1947 - Harbor Services Fund Act of 1999 (oppose)
- S.747 - Surface Transportation Board Reauthorization & Improvement Act of 1999 (oppose)
- S.98 - Surface Transportation Board Reauthorization Act of 1999 (support)
- HR 1667 - Safe & Efficient Transportation Act (oppose)

General Issues relating to the transportation of agriculture commodities
General issues relating to labor contracts and agreements as they relate to merger integration

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

- U.S. House of Representatives
- U.S. Senate
- U.S. Department of Transportation

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

- HR 2784 - Railroad Competitions & Service Improvement Act (oppose)
- HR 3163 - Surface Transportation Board Reauthorization Act (oppose)
- HR 3446 - Surface Transportation Board Reform Act of 1999 (oppose)
- S.1590 - Surface Transportation Board Improvement Act of 1999 (oppose)
- HR 444/S.2277 - most favored nation trading status for China (support)
- HR 3398 - Surface Transportation Modernization Act (oppose)
- HR 4086 - to amend the National Trails System Act (monitor)

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

- U.S. House of Representatives
- U.S. Senate
- U.S. Department of Transportation

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

Name	Covered Official Position (if applicable)	Yes
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues .

- HR 45 - Interim Storage of Nuclear Waste (monitored)
- S.608 - Nuclear Waste Policy Amendments Act of 1999 (monitored)
- S.621 - Railroad Competition & Service Improvement Act of 1999 (oppose)
- S.712 - Look, Listen, and Live Stamp Act (support)
- HR 4746 - Small Railroad Preservation Act (oppose)
- S.461/S.96/HR 775 - Year 2000 Fairness & Responsibility Act (support)
- HR 833 - Bankruptcy Reform Act (railroading stock) (support)
- HR 4507 - Transit Rail Access Improvements Needs Act (oppose)
- HR 4514/S.2604 - Rail Merger Reform & Customer Protection Act (oppose)

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

- U.S. House of Representatives
- U.S. Senate
- U.S. Department of Transportation

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

Name	Current Official Position (if applicable)	New
<u>Mary E. McAuliffe</u>		<input type="checkbox"/>
<u>Michael A. Rock</u>		<input type="checkbox"/>
<u>Sean B. O'Hollaren</u>		<input type="checkbox"/>
<u>Joseph R. Bateman, Jr.</u>		<input type="checkbox"/>
<u>Susan Auther Andree</u>		<input type="checkbox"/>
<u>Katherine W. Maness</u>		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

- HR 1947 - Harbor Services User Fee (oppose)
- HR 1260 - Harbor Investment Program Act (support)
- HR 2450 - Railroad Safety Reform Act of 1999 (oppose)
- HR 3091 - A bill to amend the hours of service act (oppose)
- HR 2681 - Rail Passenger Disaster Family Assistance Act of 1999 (monitor)
- HR 2683 - Federal Railroad Safety Enhancement Act of 1999 (oppose)
- HR 2910 - National Transportation Safety Board Amendments Act of 1999 (monitor)

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

- U.S. House of Representatives
- U.S. Senate
- U.S. Department of Transportation

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Joseph R. Bateman, Jr.		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
Katherine W. Maness		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

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1. Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

Opposition to the BNSF/CN rail merger
New merger rules for rail mergers
Whistle blowing rules for railroads at crossings

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

U.S. House of Representatives
U.S. Senate
U.S. Department of Transportation
U.S. Department of Agriculture

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Joseph R. Bateman, Jr.		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
Katherine W. Mauss		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

- HR 2084/S 1143 - Department of Transportation Appropriations bill (monitor)
Section on FRA - supported earmarking funding for peer training
- Labor, HHS, & Education Appropriations bill (no number) - support additional funding for the National Mediation Board
- HR 4578 - Interior Appropriations bill - mining and coal issues (support)
- HR 4475 - Transportation Appropriations bill - CAFE and rail, STB funding (support)
- HR 4516 - Treasury Appropriation bill - US Customs funding (support)
- HR 4474 - Transportation Appropriations bill - CAO study re: rail rates and changes to existing fuel economy standards (opposed)

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

U.S. House of Representatives
U.S. Senate

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

S. 2720 - Appropriations bill for DOT - monitored language requiring the STB to report on merger hearings. Opposed changes to existing fuel economy standards. Opposed language requiring the National Academy of Sciences to do a study on locomotive idling.

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

U.S. House of Representatives
U.S. Senate

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

Name	Covered Official Position (if applicable)	New
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Sean B. O'Hollaren		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date _____

Printed Name and Title _____

1. Registrant Name Union Pacific Corporation Client Name Self

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 for each code, provide information as requested. Attach additional page(s) as needed.

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

16. Specific lobbying issues

General issues to promote press releases and oversight hearings in the House and Senate regarding Teamster violence against Overnite Transportation Company.
General issues regarding oversight of the National Labor Relations Board.

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

U.S. House of Representatives
U.S. Senate
U.S. Department of Justice

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

Name	Covered Official Position (if applicable)	Yes
Mary E. McAuliffe		<input type="checkbox"/>
Michael A. Rock		<input type="checkbox"/>
Susan Auther Andres		<input type="checkbox"/>
Mark E. Goodwin		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature _____ Date 8/10/00

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