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UNION PACIFIC RAILROAD COMPANY

ROY SCHROER
Assistant Vice President
Employee Benefits

1416 Dodge Street - WT10N
Omaha, Nebraska 68179
(402) 997-4048



December 5, 2000

U.S. DEPT. OF LABOR
FINANCIAL/PUBLIC DISCLOSURE
00 DEC 13 PM 2:15

Top Hat Plan Exemption
Pension and Welfare Administration, Room N-5644
U. S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

To whom it may concern:

Union Pacific Corporation, 1416 Dodge Street, Omaha, Nebraska, 68179, EIN 13-2626465, will implement the Union Pacific Supplemental Agreement Program for James A. Shattuck on January 1, 2001. This Plan is maintained primarily for the purpose of providing a pension benefit that includes a discretionary executive bonus in the equation pursuant to the arrangements between UPC and J. A. Shattuck.

Sincerely,

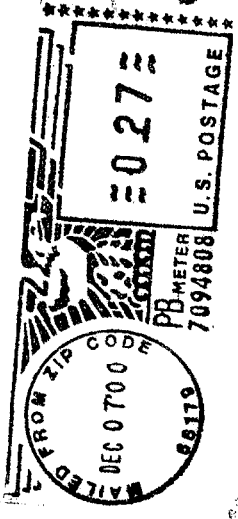
A handwritten signature in cursive script, appearing to read "Elroy J. Schroer".

Elroy J. Schroer
Assistant Vice President - Benefits

**UNION PACIFIC
RAILROAD**

BENEFITS CENTER
1700 FARNAM ST 10TH FL NO
OMAHA NE 68102

Benefits
PRESORTED
FIRST CLASS



TOP HAT EXEMPTION
PENSION AND WELFARE ADMIN
RM N-5644
US DEPT OF LABOR
200 CONSTITUTION AVE NW
WASHINGTON DC 20210

AUG 20 2010

