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Barbara W. Schaefer  
Senior Vice President - Human Resources  
and Corporate Secretary

EBSA/PUBLIC DISCLOSURE

2010 FEB 16 AM 8:57

January 29, 2010

**VIA CERTIFIED MAIL-RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-1513  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, DC 20210

RE: Union Pacific Railroad Company-Incremental Benefit Plan

Dear Sir or Madam:

The following statement is filed pursuant to DOL Reg. Section 2520.104-23, which makes available to certain employee pension benefit plans an alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended:

Union Pacific Railroad Company, 1400 Douglas Street, STOP 0320, Omaha, NE 68179-0320, (EIN 94-6001323) has adopted and maintains the above-referenced unfunded plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. There is one employee in such plan.

Sincerely,

A handwritten signature in cursive script, appearing to read "Barbara W. Schaefer".

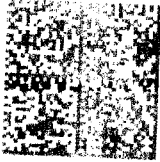


UNION PACIFIC RAILROAD  
 Tax Department  
 1400 Douglas Street, Stop 1650, Omaha, NE 68179-1650

**REGISTERED MAIL**



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