

| FOR STB USE ONLY | | | | | FORM CBS | QUARTER | | | | YEAR 2012 | SURFACE TRANSPORTATION BOARD QUARTERLY CONDENSED BALANCE SHEET RAILROADS | | | | |
|--|--|--|--|--|-------------------------|---------------------------|------------|------------------|------------------------|---|--|------------|--|--|--|
| | | | | | | 1 | 2 | 3 | 4 | | | | | | |
| | | | | | | | | | | X | | | | | |
| FULL NAME AND ADDRESS OF REPORTING RAILROAD (If a system report, name of all operating roads included should be shown under (REMARKS)) | | | | | | | | | | Approved by OMS 3120-0063 Expires 8/31/95 | | | | | |
| UNION PACIFIC RAILROAD COMPANY 1400 DOUGLAS STREET OMAHA, NEBRASKA 68179 | | | | | | | | | | AMENDED: YES | | | | | |
| REVISED DESCRIPTIONS (a) | | | | | CODE NO. | BALANCE AT END OF QUARTER | | | | | | | | | |
| | | | | | | THIS YEAR (b) | | LAST YEAR (c) | | | | | | | |
| ASSETS | | | | | | | | | | | | | | | |
| Cash (Account 701) | | | | | 1 | | \$273,971 | | | | | \$293,985 | | | |
| Temporary cash investments and Special Deposits (Accounts 702 & 703) | | | | | 2 | | 45,471 | | | | | 66,646 | | | |
| Accounts Receivable (Accounts 704-709.5) | | | | | 3 | | 1,482,128 | | | | | 1,490,032 | | | |
| Prepayments and working funds (Accounts 710, 711 and 714) | | | | | 4 | | 295,690 | | | | | 335,484 | | | |
| Materials and supplies (Account 712) | | | | | 5 | | 659,781 | | | | | 614,688 | | | |
| Other Current assets (Account 713) | | | | | 6 | | 57,650 | | | | | 6,031 | | | |
| Total Current Assets | | | | | 7 | | 2,814,691 | | | | | 2,806,866 | | | |
| Special funds and other investments and advances (Accounts 715-717 & 722-724) | | | | | 8 | | 5,364 | | | | | 5,688 | | | |
| Investments and advances; affiliated companies (Accounts 721, 721.5) | | | | | 9 | | 1,486,714 | | | | | 1,124,545 | | | |
| Transportation property - net (Accounts 731-736) | | | | | 10 | | 40,089,792 | | | | | 38,380,245 | | | |
| Property used in other than carrier operations (Accounts 737 and 738) | | | | | 11 | | 372,581 | | | | | 182,022 | | | |
| Other assets and deferred debits (Accounts 739, 741, 743 and 744) | | | | | 12 | | 227,136 | | | | | 203,463 | | | |
| Total Assets | | | | | 13 | | 44,996,278 | | | | | 42,702,829 | | | |
| LIABILITIES | | | | | | | | | | | | | | | |
| Current liabilities (Accounts 751-761.5, 762, 763 and 764) | | | | | 14 | | 2,792,412 | | | | | 2,938,520 | | | |
| Long term debt due after one year (Accounts 765-770.2) | | | | | 15 | | 1,956,541 | | | | | 2,963,438 | | | |
| Deferred revenues - Transfers from governmental authorities (Account 783) | | | | | 16 | | 0 | | | | | 0 | | | |
| Accumulated deferred income tax credits (Account 786) | | | | | 17 | | 12,474,139 | | | | | 11,789,873 | | | |
| Other liabilities and deferred credits (Accounts 771, 772, 774, 775, 781, 782, & 784) | | | | | 18 | | 2,188,413 | | | | | 2,169,493 | | | |
| Total Liabilities | | | | | 19 | | 19,411,505 | | | | | 19,861,324 | | | |
| SHAREHOLDERS EQUITY | | | | | | | | | | | | | | | |
| Capital stock (Accounts 791-793) | | | | | 20 | | 126 | | | | | 200 | | | |
| Additional capital (Accounts 794 and 795) | | | | | 21 | | 4,781,906 | | | | | 4,781,906 | | | |
| Retained earnings (Accounts 797, 798 and 798.1) | | | | | 22 | | 19,897,289 | | | | | 17,242,096 | | | |
| Less: Treasury stock (Account 798.5) | | | | | 23 | | 0 | | | | | 0 | | | |
| Equity in undistributed earnings (losses) of affiliated companies | | | | | 24 | | 905,452 | | | | | 817,303 | | | |
| Total Shareholders Equity | | | | | 25 | | 25,584,773 | | | | | 22,841,505 | | | |
| Total Liabilities and Shareholders Equity | | | | | 26 | | 44,996,278 | | | | | 42,702,829 | | | |
| GROSS EXPENDITURES FOR ADDITIONS AND BETTERMENTS (Accounts 731 and 732) | | | | | FIGURES FOR THE QUARTER | | | | CUMULATIVE FIGURES | | | | | | |
| | | | | | THIS YEAR | | LAST YEAR | | THIS YEAR | | LAST YEAR | | | | |
| | | | | | (a) | | (b) | | (c) | | (c) | | | | |
| Road | | | | | 685,881 | | 698,112 | | 2,405,632 | | 2,161,309 | | | | |
| Equipment | | | | | 220,319 | | 285,517 | | 1,374,013 | | 1,054,854 | | | | |
| Total | | | | | 906,200 | | 983,629 | | 3,779,645 | | 3,216,163 | | | | |
| | | | | | | | | | FIGURES FOR QUARTER | | FIGURES FOR QUARTER | | | | |
| No. of Revenue Tons Carried | | | | | | | | | 136,915,000 | | 146,239,000 | | | | |
| No. of Revenue Tons Carried One Mile (thousands) | | | | | | | | | 128,469,000 | | 139,424,000 | | | | |

- Under order of the Board, Class I railroads, excluding switching and terminal companies, are required to file quarterly reports of balance sheet items, Form CBS, in duplicate, in the Office of Economics, Surface Transportation Board, Washington, D.C., 20423, within 30 days after the close of each quarter. Reports should be prepared on a calendar quarter basis beginning with the first day of January, April, July and October.
- The items reported on Form CBS should be taken from and agree with the accounts kept in conformity with current Uniform

System of Accounts for Railroad Companies prescribed by the Surface Transportation Board. Report undistributed earnings from certain investments in Account 721, in accordance with Docket No. 35949. The Equity Method of Accounting for Certain Long-Term Investments in Common Stocks. The account numbers refer to the accounts in the Uniform System of Accounts. Reverse items should be shown in parentheses. Dollar amounts should be shown in thousands.

3. Unusual transactions or items which reflect an important change in the financial condition of the carrier should be identified and explained in a footnote under "Remarks".
4. The certification must be accompanied by an officer of the carrier.

It is estimated that an average of 6 burden hours per response are required to complete this collection of information. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments concerning the accuracy of this burden estimate or suggestions for reducing this burden should be directed to the Section of Administrative Services, Surface Transportation Board and the Office of Information and Regulatory Affairs, Office of Management and Budget.

REMARKS

I, the undersigned, Heidi J. Brammer, Sr. Manager - Fin. Reporting of UNION PACIFIC RAILROAD COMPANY
(Name and Title of officer in charge of account) *(Full name of reporting company)*

state that this report was prepared by me or under my supervision; that I have carefully examined it; and on the basis of my knowledge, belief and verification (where necessary) declare it to be a full, true and correct statement of the balance sheet accounts named, and that the various items here reported were determined in accordance with effective rules promulgated by the Surface Transportation Board.

Date: March 28, 2013

Signature:

Heidi Brammer

Telephone No.

(402)

(Area Code)

544-4887

(Number)