

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										<b>AMENDED: NO</b>				
REVISED DESCRIPTIONS (a)						CODE NO.	BALANCE AT END OF QUARTER							
							THIS YEAR (b)		LAST YEAR (c)					
<b>ASSETS</b>														
Cash (Account 701)						1	\$164,541				\$184,578			
Temporary cash investments and Special Deposits (Accounts 702 & 703)						2	225,227				218,960			
Accounts Receivable (Accounts 704-709.5)						3	1,601,175				1,514,142			
Prepayments and working funds (Accounts 710, 711 and 714)						4	395,780				361,130			
Materials and supplies (Account 712)						5	645,817				629,627			
Other Current assets (Account 713)						6	8,277				9,270			
Total Current Assets						7	3,040,817				2,917,707			
Special funds and other investments and advances (Accounts 715-717 & 722-724)						8	5,533				6,221			
Investments and advances; affiliated companies (Accounts 721, 721.5)						9	1,153,720				1,130,159			
Transportation property - net (Accounts 731-736)						10	39,300,401				37,484,170			
Property used in other than carrier operations (Accounts 737 and 738)						11	187,655				131,105			
Other assets and deferred debits (Accounts 735, 741, 743 and 744)						12	213,115				192,489			
Total Assets						13	43,901,241				41,861,851			
<b>LIABILITIES</b>														
Current liabilities (Accounts 751-761.5, 762, 763 and 764)						14	3,031,412				2,831,212			
Long term debt due after one year (Accounts 765-770.2)						15	2,543,701				3,954,347			
Deferred revenues - Transfers from governmental authorities (Account 783)						16	0				0			
Accumulated deferred income tax credits (Account 786)						17	12,042,483				11,459,650			
Other liabilities and deferred credits (Accounts 771, 772, 774, 775, 781, 782, & 784)						18	2,099,978				1,829,212			
Total Liabilities						19	19,717,574				20,074,421			
<b>SHAREHOLDERS EQUITY</b>														
Capital stock (Accounts 791-793)						20	125				199			
Additional capital (Accounts 794 and 795)						21	4,781,906				4,781,906			
Retained earnings (Accounts 797, 798 and 798.1)						22	18,561,053				16,171,016			
Less: Treasury stock (Account 798.5)						23	0				0			
Equity in undistributed earnings (losses) of affiliated companies						24	840,583				834,309			
Total Shareholders Equity						25	24,183,667				21,787,430			
Total Liabilities and Shareholders Equity						26	43,901,241				41,861,851			
GROSS EXPENDITURES FOR ADDITIONS AND BETTERMENTS (Accounts 731 and 732)						FIGURES FOR THE QUARTER				CUMULATIVE FIGURES				
						THIS YEAR (a)		LAST YEAR (b)		THIS YEAR (c)		THIS YEAR (c)		
Road						27	624,390	492,808		1,007,620	925,679			
Equipment						28	396,569	281,511		794,860	475,179			
Total						29	1,020,959	774,319		1,802,480	1,400,858			
No. of Revenue Tons Carried						FIGURES FOR QUARTER		FIGURES FOR QUARTER						
						30		31		134,909,000		140,086,000		
No. of Revenue Tons Carried One Mile (thousands)						30		31		126,629,000		132,163,000		

- 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.

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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: July 31, 2012

Signature:

Heidi Brammer

Telephone No.

(402)

*(Area Code)*

544-4887

*(Number)*