

OMB Control No. 2140-0014
Expires January 31, 2014

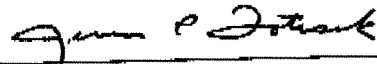
**UNION PACIFIC RAILROAD
QUARTERLY REPORT OF
FUEL COST, CONSUMPTION, AND SURCHARGE REVENUE**

FOR THE QUARTER ENDING SEPTEMBER 30, 2011

Instructions: The report shall contain data for the reported quarter. Cost and revenue are defined as accrued or earned that quarter. The report shall be filed with the Surface Transportation Board on or before 30 days after the end of that quarter.

| LINE NO | DATA (a) | AMOUNT (in thousands) (b) |
|---------|---|---------------------------------|
| 1 | Total fuel cost ¹ | \$915,709 |
| 2 | Total gallons of fuel consumed ¹ | 289,482 |
| 3 | Total increase or (decrease) in cost of fuel ² | \$11,369 |
| 4 | Total revenue from fuel surcharges ³ | \$636,625 |
| 5 | Revenue from fuel surcharges on regulated traffic | \$76,717 |

I, the undersigned, Jeffrey P. Totusek, VP Controller and Chief Accounting Officer, state that this report was prepared by me or under my supervision and that I have carefully examined it and on the basis of my knowledge, belief, and verification declare it to be full, true, and correct.



Jeffrey P. Totusek
VP Controller and Chief Accounting Officer
October 27, 2011

¹ Include fuel for freight, yard, and work train locomotives. Include fuel charged to train and yard service (function 67 - Locomotive Fuels). Include all other fuel used for railroad operations and maintenance, including motor vehicles and power equipment not charged to function 67 - Locomotive Fuels.

² Show the total increase or decrease in fuel cost over previous quarter.

³ Show fuel surcharges billed for all traffic (line 4) and for only regulated traffic (line 5).