

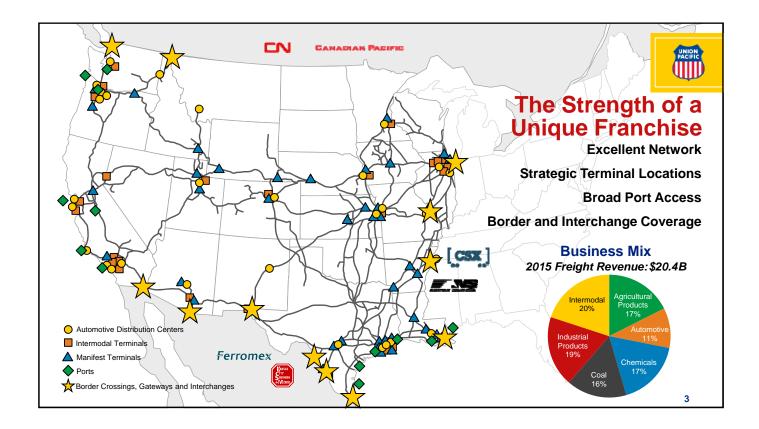
Cautionary Information

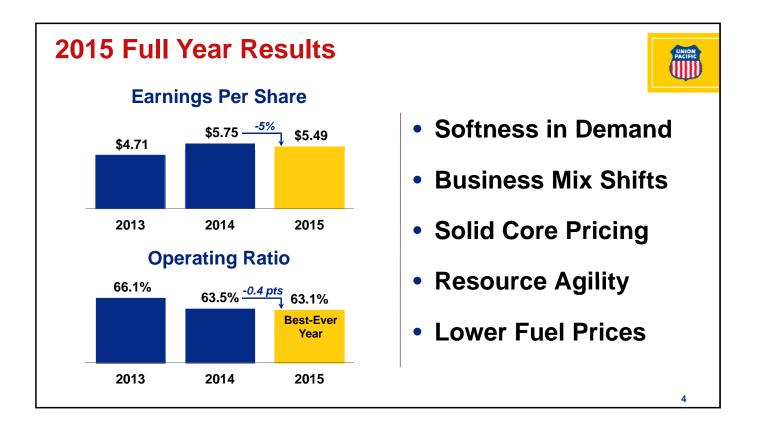


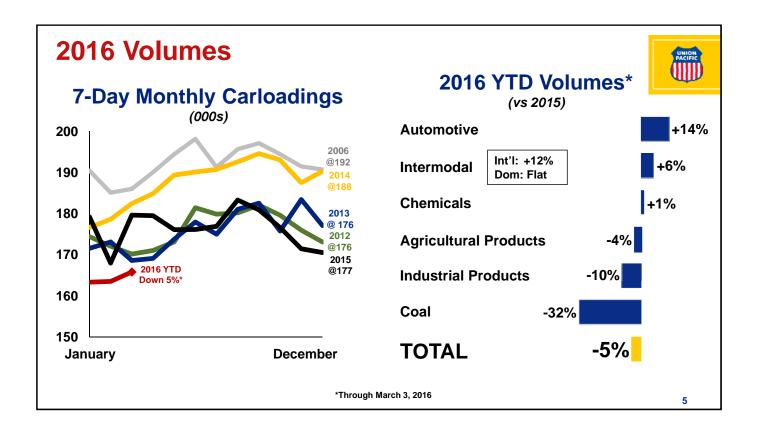
This presentation and related materials contain statements about the Company's future that are not statements of historical fact, including specifically the statements regarding the Company's expectations with respect to economic conditions and demand levels; and its ability to generate financial returns, improve network performance and cost efficiency, and provide returns to its shareholders. These statements are, or will be, forward-looking statements also defined by the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements also generally include, without limitation, information or statements regarding: projections, predictions, expectations, estimates or forecasts as to the Company's and its subsidiaries' business, financial, and operational results, and future economic performance; and management's beliefs, expectations, goals, and objectives and other similar expressions concerning matters that are not historical facts.

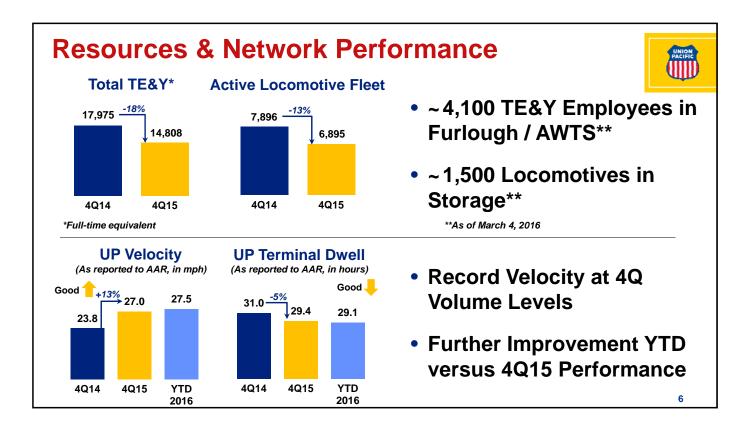
Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times that, or by which, such performance or results will be achieved. Forward-looking information, including expectations regarding operational and financial improvements and the Company's future performance or results are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statement. Important factors, including risk factors, could affect the Company's and its subsidiaries' future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements. Information regarding risk factors and other cautionary information are available in the Company's Annual Report on Form 10-K for 2015, which was filed with the SEC on February 5, 2016. The Company updates information regarding risk factors on Form 10-W (or such other reports that may be filed with the SEC).

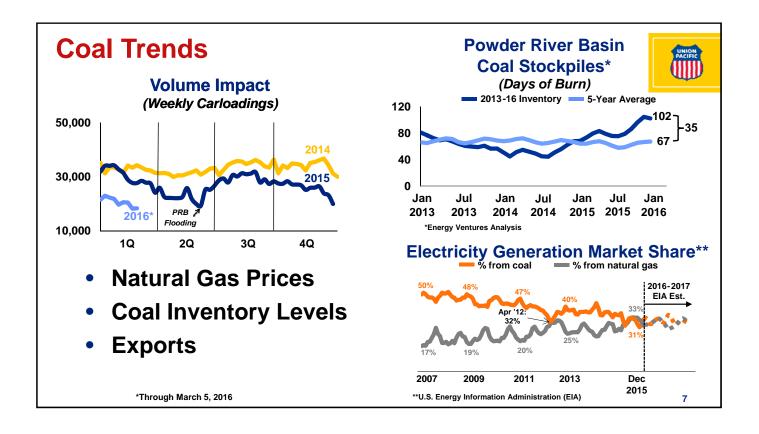
Forward-looking statements speak only as of, and are based only upon information available on, the date the statements were made. The Company assumes no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements. References to our website are provided for convenience and, therefore, information on or available through the website is not, and should not be deemed to be, incorporated by reference herein.





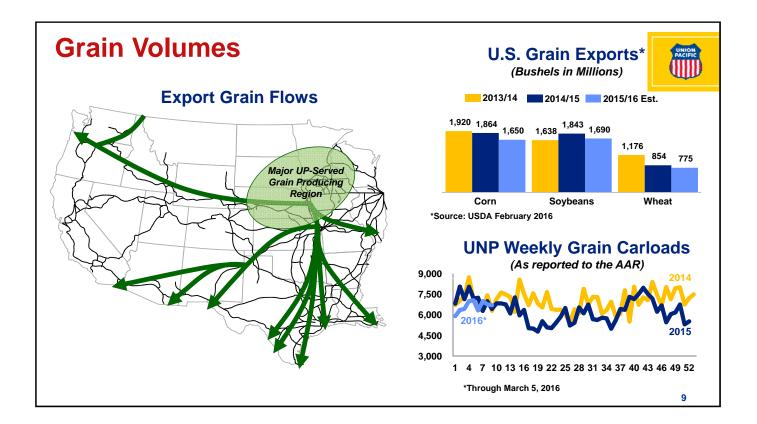


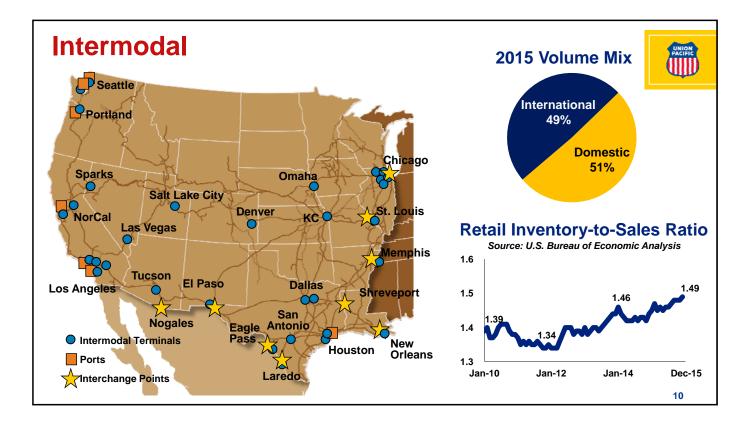


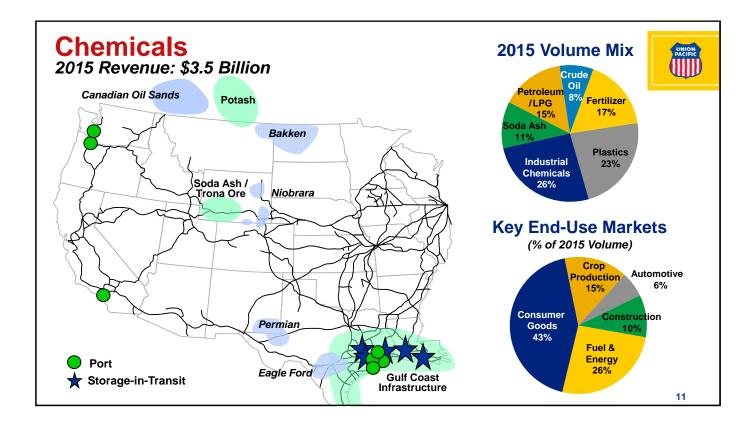


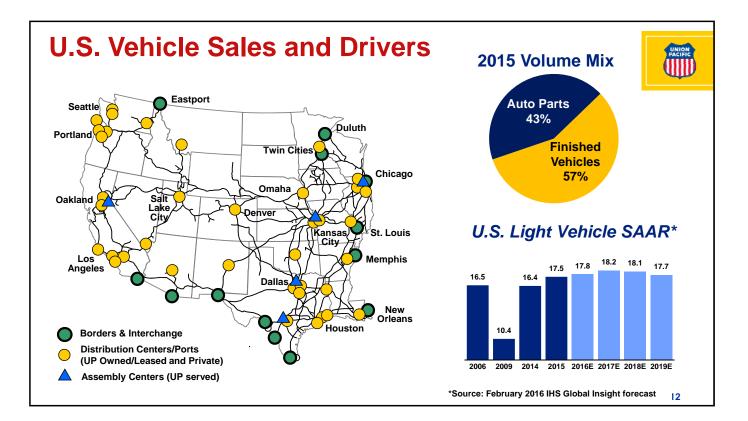
Shale-Related Volumes 3.2% of 2015 Total Volume

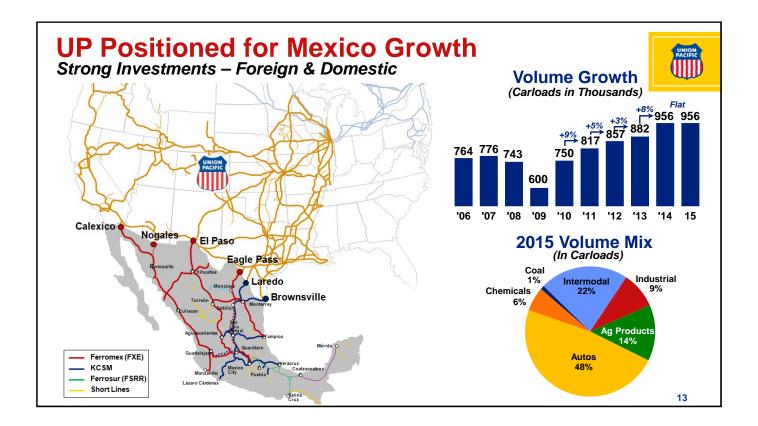
2015	Volume (000s)	% Incr (vs 2014)	% of Total UP Volume	 Frac Sand Drivers Lower Energy Prices / Lower Rig Counts Enhanced Fracking Technology Crude Oil By Rail Market Drivers Lower Crude Oil Prices
Frac Sand*	177	-30%	2.0%	
Crude Oil	90	-37%	1.0%	
Pipe	19	-43%	0.2%	
Total Shale	286	-33%	3.2%	Unfavorable Price Spreads
V. 2,500 V. 2,000 1,500 V. 2,000 1,500 1,000 500 0 Jan-1		y-14 s	•	30,000 20,000 20,000 10,000 0 0 0 0 0 0 0 0 0 0 0 0

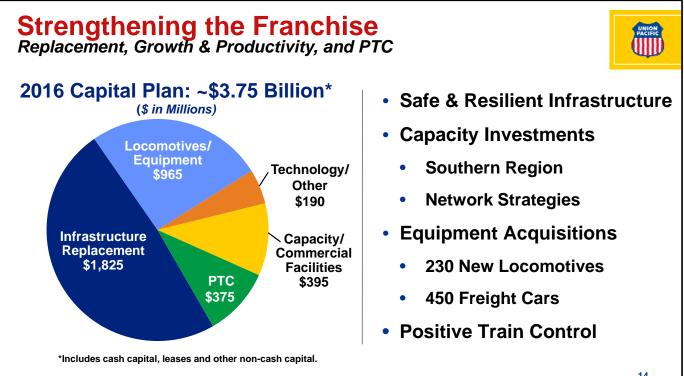


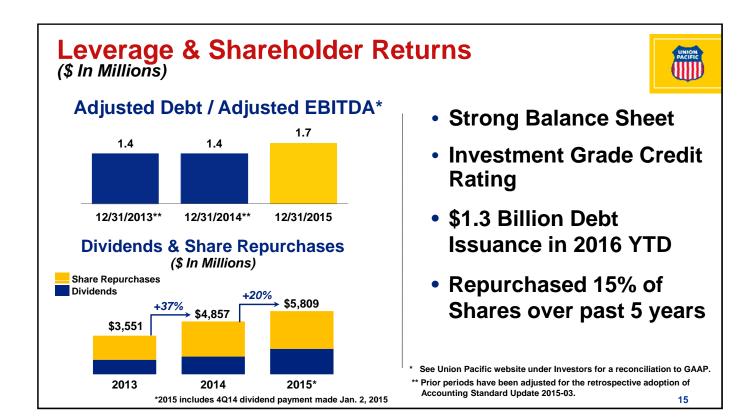












Summary of 2016 Key Guidance

First Quarter

- Coal Volume Down ~30%
- Total Volume Down Mid-Single Digits

Full Year

- Total Volume Down Slightly
- Fuel & Mix Pressure
- Record Productivity
- Improved Operating Ratio
- Capital Plan of ~\$3.75 Billion



Aspiring to New Levels: "G55 + 0" Kicked off Fall 2015

- 15 Focused Teams
 - Turbocharge Productivity All Areas
 - New Capital Efficiency Approaches
 - Improve the Customer Experience
 - New Business Development
 - Continue Pricing to Service & Value
- \$ Billions of Ideas Launch in 2016

6

"G55 + 0" Key Initiatives Initiatives: Relative Operating Expense + Capital Savings Engineering 45+ Fuel **Projects** Support **Frontline** Locomotive Sourcing Car Increased Corridor Annual Terminal **Productivity All Other Projects** 18



