

**Statement of Shareholder
Receiving a Distribution of
Union Pacific Resources Group Inc. Common Stock**

**To Be Filed with Your 1996 Federal Income Tax Return
Pursuant to Treasury Regulations Section 1.355-5(b)**

1. The undersigned, a shareholder owning common stock of Union Pacific Corporation as of September 26, 1996, the record date, received a distribution on October 15, 1996, from Union Pacific Corporation of shares of common stock of Union Pacific Resources Group Inc., a corporation controlled by Union Pacific Corporation, to which section 355 of the Internal Revenue Code of 1986, as amended (the "Code") applies.
2. The names and addresses of the corporations involved are:
 - (a) Union Pacific Corporation
1416 Dodge Street
Omaha, NE 68179
 - (b) Union Pacific Resources Group, Inc.
801 Cherry Street
Fort Worth, TX 76102
3. The undersigned surrendered no stock or securities in Union Pacific Corporation in connection with the distribution.
4. The undersigned received _____ shares of common stock of Union Pacific Resources Group Inc. in the distribution.
5. Union Pacific Corporation has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of Union Pacific Resources Group Inc. common stock qualifies as a tax-free distribution under section 355 of the Code.

Shareholder Signature

Social Security Number or
Employer Identification Number