

APPENDIX C

Union Pacific Railroad Company Anti-Bribery & Anti-Corruption Representative Compliance Certification

I am the _____ of _____ a non-U.S. entity doing business with Union Pacific in _____ ("Representative").

By signing below, I confirm that I have read and understand the following document provided to me: Union Pacific Anti-Bribery and Anti-Corruption Policy.

By initialing each statement below, I certify that:

1. To the best of my knowledge, no payments have been offered, promised, authorized, or made on behalf of Union Pacific that are in violation of U.S. laws or the laws of the countries in which Union Pacific conducts business, including, in particular, the United States Foreign Corrupt Practices Act ("FCPA") and The National Anti-Corruption System in Mexico. ____ Initial
2. I have not and will not, directly or indirectly, offer, promise, pay, or authorize any bribes or kickbacks to anyone on behalf of or for the benefit of Union Pacific. To the best of my knowledge, no such bribes or kickbacks have been offered, promised, or paid by employees, agents, or consultants of Representative. ____ Initial
3. I have not and will not offer, promise, pay, or authorize the giving of any money or other item of value for purposes of inducing the recipient to misuse their authority, improperly utilize the influence of their position, or act in violation of their lawful duty. To the best of my knowledge, no employee, agent, or consultant of Representative has offered, promised, made, or authorized payment of any money or other item of value for purposes of inducing the recipient to misuse their authority, improperly utilize the influence of their position, or act in violation of their lawful duty. ____ Initial
4. I have not and will not pay or authorize any political contributions related in any way whatsoever to Union Pacific business. To the best of my knowledge no employee, agent, or consultant of Representative has made or authorized any political contributions related in any way whatsoever to Union Pacific business. ____ Initial
5. I understand that in certain limited circumstances the law permits Union Pacific to pay the reasonable expenses of a foreign official, such as travel expenses, that relate to the demonstration of its products, or that arise in connection with the execution or performance of a contract. Except as specifically authorized in writing, neither I nor my company has made or will make any payments to or on behalf of government officials or any other persons for any such expenses. ____ Initial

6. I do not know of cash funds, bank accounts, or other property that either belong to Union Pacific or that might be used, expressly or implicitly, in conjunction with Union Pacific business, that are not deposited or recorded in Union Pacific's name and recorded on Union Pacific books. I have kept and will keep complete and accurate records of all transactions and expenses relating to Union Pacific business that provide in reasonable detail the nature of the expense. _____ Initial

7. I understand that Union Pacific may suffer serious legal consequences if I do not abide by the FCPA, The National Anti-Corruption System in Mexico, and all other applicable anti-bribery and anti-corruption laws. I understand that Union Pacific may take legal action against me, including voiding my or my company's contract, if I violate the rules and procedures that have been provided to me regarding anti-bribery and anti-corruption laws, or if I fail to answer this certification honestly. ____ Initial

8. Representative will hereby notify Union Pacific promptly if Representative becomes aware of facts or circumstances that will make any of the information previously submitted inaccurate.

Signed: _____

Name: _____

Title: _____

Date: _____