UNION PACIFIC RAILROAD COMPANY and CONSOLIDATED SUBSIDIARY COMPANIES

Consolidated Financial Statements as of December 31, 2013 and 2012 and for each of the Three Years in the Period Ended December 31, 2013, and Independent Auditors' Report

UNION PACIFIC RAILROAD COMPANY and
CONSOLIDATED SUBSIDIARY COMPANIES

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Union Pacific Railroad Company:

We have audited the accompanying consolidated financial statements of Union Pacific Railroad Company (an indirect wholly owned subsidiary of Union Pacific Corporation) and Consolidated Subsidiary Companies (the Company), which comprise the consolidated statement of financial position as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in common shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2013, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Union Pacific Railroad Company and Consolidated Subsidiary Companies as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

Omaha, Nebraska
March 11, 2014

CONSOLIDATED STATEMENTS OF INCOME

Union Pacific Railroad Company and Consolidated Subsidiary Companies

Millions, for the Years Ended December 31,	***2013***	*2012*	*2011*
Operating revenues:			
Freight revenues	**$ 20,684**	$ 19,686	$ 18,508
Other revenues	**1,251**	1,212	1,021
Total operating revenues	**21,935**	20,898	19,529
Operating expenses:			
Compensation and benefits	**4,738**	4,615	4,625
Fuel	**3,534**	3,608	3,581
Purchased services and materials	**2,303**	2,120	1,984
Depreciation	**1,777**	1,760	1,617
Equipment and other rents	**1,235**	1,195	1,165
Other	**906**	856	839
Total operating expenses	**14,493**	14,154	13,811
Operating income	**7,442**	6,744	5,718
Other income/(expense), net (Note 6)	**126**	50	(55)
Interest expense	**(106)**	(125)	(146)
Income before income taxes	**7,462**	6,669	5,517
Income taxes (Note 7)	**(2,822)**	(2,514)	(2,070)
Net income	**$ 4,640**	$ 4,155	$ 3,447

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Union Pacific Railroad Company and Consolidated Subsidiary Companies

Millions, *for the Years Ended December 31,*	***2013***	*2012*	*2011*
Net income	**$ 4,640**	$ 4,155	$ 3,447
Other comprehensive income/(loss):			
Defined benefit plans	**436**	(145)	(301)
Foreign currency translation	**(1)**	12	(20)
Derivatives	**1**	1	1
Total other comprehensive income/(loss) [a]	**436**	(132)	(320)
Comprehensive income	**$ 5,076**	$ 4,023	$ 3,127

[a] Net of deferred taxes of ($264) million, $82 million, and $199 million during 2013, 2012, and 2011, respectively.

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Union Pacific Railroad Company and Consolidated Subsidiary Companies

Millions, Except Share and Per Share Amounts as of December 31,	***2013***	*2012*
Assets		
Current assets:		
Cash and cash equivalents	**$ 597**	$ 315
Accounts receivable, net (Note 10)	**1,401**	1,315
Materials and supplies	**653**	660
Current deferred income taxes (Note 7)	**246**	250
Other current assets	**205**	238
Total current assets	**3,102**	2,778
Intercompany lendings to UPC (Note 13)	**1,645**	264
Investments	**1,320**	1,232
Net properties (Note 11)	**43,737**	41,983
Other assets	**609**	228
Total assets	**$ 50,413**	$ 46,485
Liabilities and Common Shareholders' Equity		
Current liabilities:		
Accounts payable and other current liabilities (Note 12)	**$ 2,647**	$ 2,560
Third-party debt due within one year (Note 15)	**198**	196
Total current liabilities	**2,845**	2,756
Third-party debt due after one year (Note 15)	**1,695**	1,957
Deferred income taxes (Note 7)	**14,021**	13,048
Other long-term liabilities	**1,632**	2,204
Commitments and contingencies (Notes 17 and 18)	**-**	-
Total liabilities	**20,193**	19,965
Common shareholders' equity:		
Common shares, $10.00 par value, 9,200 authorized; 4,465 outstanding	**-**	-
Class A shares, $10.00 par value, 800 authorized; 388 outstanding	**-**	-
Paid-in-surplus	**4,782**	4,782
Retained earnings	**26,188**	22,924
Accumulated other comprehensive loss (Note 9)	**(750)**	(1,186)
Total common shareholders' equity	**30,220**	26,520
Total liabilities and common shareholders' equity	**$ 50,413**	$ 46,485

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Union Pacific Railroad Company and Consolidated Subsidiary Companies

Millions, for the Years Ended December 31,	***2013***	*2012*	*2011*
Operating Activities			
Net income	**$ 4,640**	$ 4,155	$ 3,447
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	**1,777**	1,760	1,617
Deferred income taxes and unrecognized tax benefits	**607**	902	966
Other operating activities, net	**(283)**	(345)	(345)
Changes in current assets and liabilities:			
Accounts receivable, net	**(86)**	27	(226)
Materials and supplies	**7**	(46)	(80)
Other current assets	**33**	(74)	162
Accounts payable and other current liabilities	**87**	(136)	373
Cash provided by operating activities	**6,782**	6,243	5,914
Investing Activities			
Capital investments	**(3,496)**	(3,738)	(3,176)
Proceeds from asset sales	**98**	80	108
Acquisition of equipment pending financing	**-**	(274)	(85)
Proceeds from sale of assets financed	**-**	274	85
Other investing activities, net	**(34)**	10	(43)
Cash used in investing activities	**(3,432)**	(3,648)	(3,111)
Financing Activities			
Intercompany payments, net	**(1,381)**	(1,209)	(1,663)
Dividends paid to UPC	**(1,376)**	(1,180)	(942)
Debt repaid	**(600)**	(209)	(205)
Debt issued	**300**	-	-
Other financing activities, net	**(11)**	(41)	(2)
Cash used in financing activities	**(3,068)**	(2,639)	(2,812)
Net change in cash and cash equivalents	**282**	(44)	(9)
Cash and cash equivalents at beginning of year	**315**	359	368
Cash and cash equivalents at end of year	**$ 597**	$ 315	$ 359
Supplemental Cash Flow Information			
Non-cash investing and financing activities:			
Capital investments accrued but not yet paid	**$ 133**	$ 136	$ 147
Capital lease financings	**39**	290	154
Cash paid during the year for:			
Interest, net of amounts capitalized	**$ (121)**	$ (144)	$ (147)
Income taxes, net of refunds	**(1,973)**	(1,719)	(789)

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDERS' EQUITY

Union Pacific Railroad Company and Consolidated Subsidiary Companies

Millions	*Common Shares*	*Class A Shares*	*Common Shares*	*Paid-in-Surplus*	*Retained Earnings*	*AOCI [a]*	*Total*
Balance at January 1, 2011	4,465	388	$ -	$ 4,782	$ 17,444	$ (734)	$ 21,492
Net income	-	-	-	-	3,447	-	3,447
Other comp. loss	-	-	-	-	-	(320)	(320)
Cash dividends declared	-	-	-	-	(942)	-	(942)
Balance at December 31, 2011	4,465	388	$ -	$ 4,782	$ 19,949	$ (1,054)	$ 23,677
Net income	-	-	-	-	4,155	-	4,155
Other comp. loss	-	-	-	-	-	(132)	(132)
Cash dividends declared	-	-	-	-	(1,180)	-	(1,180)
Balance at December 31, 2012	4,465	388	$ -	$ 4,782	$ 22,924	$ (1,186)	$ 26,520
Net income	-	-	-	-	4,640	-	4,640
Other comp. income	-	-	-	-	-	436	436
Cash dividends declared	-	-	-	-	(1,376)	-	(1,376)
Balance at December 31, 2013	**4,465**	**388**	**$ -**	**$ 4,782**	**$ 26,188**	**$ (750)**	**$ 30,220**

[a] AOCI = Accumulated Other Comprehensive Income/(Loss) (Note 9)

The accompanying notes are an integral part of these Consolidated Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Union Pacific Railroad Company and Consolidated Subsidiary Companies

For purposes of this report, unless the context otherwise requires, all references herein to the "Company", "we", "us", and "our" mean Union Pacific Railroad Company and Consolidated Subsidiary Companies. Union Pacific Railroad Company, together with our wholly-owned and majority-owned subsidiaries, is an indirect wholly-owned subsidiary of Union Pacific Corporation, herein "the Corporation" or "UPC".

1. Nature of Operations

Operations and Segmentation – We are a Class I railroad operating in the U.S. Our network includes 31,838 route miles, linking Pacific Coast and Gulf Coast ports with the Midwest and eastern U.S. gateways and providing several corridors to key Mexican gateways. We own 26,009 miles and operate on the remainder pursuant to trackage rights or leases. We serve the western two-thirds of the country and maintain coordinated schedules with other rail carriers for the handling of freight to and from the Atlantic Coast, the Pacific Coast, the Southeast, the Southwest, Canada, and Mexico. Export and import traffic is moved through Gulf Coast and Pacific Coast ports and across the Mexican and Canadian borders.

We have one reportable operating segment. Although revenues are analyzed by commodity group, we analyze the net financial results as one segment due to the integrated nature of our rail network. The following table provides freight revenue by commodity group:

Millions	***2013***	*2012*	*2011*
Agricultural	**$ 3,276**	$ 3,280	$ 3,324
Automotive	**2,077**	1,807	1,510
Chemicals	**3,501**	3,238	2,815
Coal	**3,978**	3,912	4,084
Industrial Products	**3,822**	3,494	3,166
Intermodal	**4,030**	3,955	3,609
Total freight revenues	**$ 20,684**	$ 19,686	$ 18,508
Other revenues	**1,251**	1,212	1,021
Total operating revenues	**$ 21,935**	$ 20,898	$ 19,529

Although our revenues are principally derived from customers domiciled in the U.S., the ultimate points of origination or destination for some products transported by us are outside the U.S. Each of our commodity groups includes revenue from shipments to and from Mexico. Included in the above table are revenues from our Mexico business which amounted to $2.1 billion in 2013, $1.9 billion in 2012, and $1.8 billion in 2011.

Basis of Presentation – The Consolidated Financial Statements are presented in accordance with accounting principles generally accepted in the U.S. (GAAP) as codified in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

Subsequent Events Evaluation – We evaluated the effects of all subsequent events through March 11, 2014, the report issuance date.

2. Significant Accounting Policies

Principles of Consolidation – The Consolidated Financial Statements include the accounts of Union Pacific Railroad Company and all of its subsidiaries. Investments in affiliated companies (20% to 50% owned) are accounted for using the equity method of accounting. All intercompany transactions are eliminated. We currently have no less than majority-owned investments that require consolidation under variable interest entity requirements.

Cash and Cash Equivalents – Cash equivalents consist of investments with original maturities of three months or less.

Accounts Receivable – Accounts receivable includes receivables reduced by an allowance for doubtful accounts. The allowance is based upon historical losses, credit worthiness of customers, and current economic conditions. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Consolidated Statements of Financial Position.

Investments – Investments represent our investments in affiliated companies (20% to 50% owned) that are accounted for under the equity method of accounting and investments in companies (less than 20% owned) accounted for under the cost method of accounting.

Materials and Supplies – Materials and supplies are carried at the lower of average cost or market.

Property and Depreciation – Properties and equipment are carried at cost and are depreciated on a straight-line basis over their estimated service lives, which are measured in years, except for rail in high-density traffic corridors (i.e., all rail lines except for those subject to abandonment, yard and switching tracks, and electronic yards), for which lives are measured in millions of gross tons per mile of track. We use the group method of depreciation in which all items with similar characteristics, use, and expected lives are grouped together in asset classes, and are depreciated using composite depreciation rates. The group method of depreciation treats each asset class as a pool of resources, not as singular items. We determine the estimated service lives of depreciable railroad assets by means of depreciation studies. Under the group method of depreciation, no gain or loss is recognized when depreciable property is retired or replaced in the ordinary course of business.

Impairment of Long-lived Assets – We review long-lived assets, including identifiable intangibles, for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the long-lived assets, the carrying value is reduced to the estimated fair value as measured by the discounted cash flows.

Revenue Recognition – We recognize freight revenues as freight moves from origin to destination. The allocation of revenue between reporting periods is based on the relative transit time in each reporting period with expenses recognized as incurred. Other revenues, which include revenues earned by our subsidiaries, revenues from our commuter rail operations, and accessorial revenue, are recognized as service is performed or contractual obligations are met. Customer incentives, which are primarily provided for shipping a specified cumulative volume or shipping to/from specific locations, are recorded as a reduction to operating revenues based on actual or projected future customer shipments.

Translation of Foreign Currency – Our portion of the assets and liabilities related to foreign investments are translated into U.S. dollars at the exchange rates in effect at the balance sheet date. Revenue and expenses are translated at the average rates of exchange prevailing during the year. Unrealized gains or losses are reflected within common shareholders' equity as accumulated other comprehensive income or loss.

Fair Value Measurements – We use a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. These levels include:

Level 1: Quoted market prices in active markets for identical assets or liabilities.
Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
Level 3: Unobservable inputs that are not corroborated by market data.

We have applied fair value measurements to our pension plan assets and short- and long-term debt.

Stock-Based Compensation – We participate in the Corporation's stock-based incentive programs. The Corporation has several stock-based compensation plans under which our employees receive stock options, nonvested retention shares, and nonvested stock units. We refer to the nonvested shares and stock units collectively as "retention awards". The Corporation has elected to issue treasury shares to cover option exercises and stock unit vestings, while new shares are issued when retention shares are granted.

The Corporation measures and recognizes compensation expense for all stock-based awards made to employees. We reimburse the Corporation for the portion of expense associated with our employees. Compensation expense is based on the calculated fair value of the awards as measured at the grant date and is expensed ratably over the service period of the awards (generally the vesting period). The fair value of retention awards is the closing stock price on the date of grant, while the fair value of stock options is determined by using the Black-Scholes option pricing model.

Income Taxes – We account for income taxes by recording taxes payable or refundable for the current year and deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. These expected future tax consequences are measured based on current tax law; the effects of future tax legislation are not anticipated. Future tax legislation, such as a change in the corporate tax rate, could have a material impact on our financial condition, results of operations, or liquidity.

When appropriate, we record a valuation allowance against deferred tax assets to reflect that these tax assets may not be realized. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized, based on management's judgments using available evidence for purposes of estimating whether future taxable income will be sufficient to realize a deferred tax asset.

We recognize tax benefits that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in our tax returns that do not meet these recognition and measurement standards.

Pension and Postretirement Benefits – We incur certain employment-related expenses associated with pensions and postretirement health benefits. In order to measure the expense associated with these benefits, we must make various assumptions including discount rates used to value certain liabilities, expected return on plan assets used to fund these expenses, compensation increases, employee turnover rates, anticipated mortality rates, and expected future health care costs. The assumptions used by us are based on our historical experience as well as current facts and circumstances. We use an actuarial analysis to measure the expense and liability associated with these benefits.

Personal Injury – The cost of injuries to employees and others on our property is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability. Our personal injury liability is not discounted to present value. Legal fees and incidental costs are expensed as incurred.

Asbestos – We estimate a liability for asserted and unasserted asbestos-related claims based on an assessment of the number and value of those claims. We use a statistical analysis to assist us in properly measuring our potential liability. Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Legal fees and incidental costs are expensed as incurred.

Environmental – When environmental issues have been identified with respect to property currently or formerly owned, leased, or otherwise used in the conduct of our business, we perform, with the assistance of our consultants, environmental assessments on such property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. We do not discount our environmental liabilities when the timing of the anticipated cash payments is not fixed or readily determinable. Legal fees and incidental costs are expensed as incurred.

Use of Estimates – Our Consolidated Financial Statements include estimates and assumptions regarding certain assets, liabilities, revenue, and expenses and the disclosure of certain contingent assets and liabilities. Actual future results may differ from such estimates.

3. Accounting Pronouncements

On February 5, 2013, the FASB issued Accounting Standards Update 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02),* which adds additional disclosure requirements for items reclassified out of accumulated other comprehensive income. We adopted this ASU during the three months ended March 31, 2013.

4. Stock Options and Other Stock Plans

We participate in the Corporation's Stock incentive programs. The Union Pacific Corporation 2001 Stock Incentive Plan (2001 Plan) was approved by the shareholders in April 2001. The 2001 Plan reserved 24,000,000 shares of UPC common stock for issuance to eligible employees of the Corporation and its subsidiaries in the form of non-qualified options, incentive stock options, retention shares, stock units, and incentive bonus awards. As of December 31, 2013, 6,804 options were outstanding under the 2001 Plan. The Corporation no longer grants any stock options or other stock or unit awards under this plan.

The Union Pacific Corporation 2004 Stock Incentive Plan (2004 Plan) was approved by shareholders in April 2004. The 2004 Plan reserved 42,000,000 shares of UPC common stock for issuance, plus any shares subject to awards made under previous plans that were outstanding on April 16, 2004, and became available for regrant pursuant to the terms of the 2004 Plan. Under the 2004 Plan, non-qualified options, stock appreciation rights, retention shares, stock units, and incentive bonus awards may be granted to eligible employees of the Corporation and its subsidiaries. As of December 31, 2013, 3,633,693 options and 2,799,030 retention shares and stock units were outstanding under the 2004 Plan. The Corporation no longer grants any stock options or other stock or unit awards under this plan.

The Union Pacific Corporation 2013 Stock Incentive Plan (2013 Plan) was approved by shareholders in May 2013. The 2013 Plan reserved 39,000,000 shares of UPC common stock for issuance, plus any shares subject to awards made under previous plans as of February 28, 2013, that are subsequently cancelled, expired, forfeited or otherwise not issued under previous plans. Under the 2013 Plan, non-qualified options, incentive stock options, retention shares, stock units, and incentive bonus awards may be granted to eligible employees of the Corporation and its subsidiaries. As of December 31, 2013, only 1,064 retention shares and stock units were outstanding under the 2013 Plan.

Pursuant to the above plans 39,787,448; 32,168,520; and 32,374,343 shares of the Corporation's common stock were authorized and available for grant at December 31, 2013, 2012, and 2011, respectively.

Stock-Based Compensation – The Corporation has several stock-based compensation plans under which employees receive stock options, nonvested retention shares, and nonvested stock units. We refer to the nonvested shares and stock units collectively as "retention awards". New shares are issued by UPC when retention shares are granted.

Information regarding stock-based compensation appears in the table below:

Millions	***2013***	*2012*	*2011*
Stock-based compensation, before tax:			
Stock options	**$ 11**	$ 10	$ 11
Retention awards	**62**	57	49
Total stock-based compensation, before tax	**$ 73**	$ 67	$ 60

Stock Options – The fair value of UPC's stock option awards is estimated using the Black-Scholes option pricing model. The table below shows the annual weighted-average assumptions used for valuation purposes:

Weighted-Average Assumptions	***2013***	*2012*	*2011*
Risk-free interest rate	**0.8%**	0.8%	2.3%
Dividend yield	**2.1%**	2.1%	1.6%
Expected life (years)	**5.0**	5.3	5.3
Volatility	**36.2%**	36.8%	35.9%
Weighted-average grant-date fair value of options granted	**$ 34.98**	$ 31.29	$ 28.45

The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant; the dividend yield is calculated as the ratio of dividends paid per share of UPC's common stock to UPC's stock price on the date of grant; the expected life is based on historical and expected exercise behavior; and volatility is based on the historical volatility of UPC's stock price over the expected life of the option.

Stock options are granted at the closing price on the date of grant, have ten-year contractual terms, and vest no later than three years from the date of grant. None of the stock options outstanding at December 31, 2013 are subject to performance or market-based vesting conditions.

At December 31, 2013, there was $11 million of unrecognized compensation expense related to nonvested stock options, which is expected to be recognized over a weighted-average period of 1 year. Additional information regarding stock option exercises appears in the table below:

Millions	***2013***	*2012*	*2011*
Intrinsic value of stock options exercised	**$ 70**	$ 115	$ 85
UPC's tax benefit realized from option exercises	**27**	44	33
Aggregate grant-date fair value of stock options vested	**9**	8	11

Retention Awards – The fair value of retention awards is based on the closing price of UPC's stock on the grant date. Dividends and dividend equivalents are paid to participants during the vesting periods.

Retention awards are granted at no cost to the employee and vest over periods lasting up to four years. At December 31, 2013, there was $60 million of total unrecognized compensation expense related to nonvested retention awards, which is expected to be recognized over a weighted-average period of 1.5 years.

Performance Retention Awards – In February 2013, UPC's Board of Directors approved performance stock unit grants. Other than different performance targets, the basic terms of these performance stock units are identical to those granted in February 2011 and February 2012, including using annual return on invested capital (ROIC) of the Corporation as the performance measure. The Corporation defines ROIC as net operating profit adjusted for interest expense (including interest on the present value of operating leases) and taxes on interest divided by average invested capital adjusted for the present value of operating leases.

Stock units awarded to selected employees under these grants are subject to continued employment for 37 months and the attainment of certain levels of ROIC. We expense the fair value of the units that are probable of being earned based on the Corporation's forecasted ROIC over the 3-year performance period. We measure the fair value of these performance stock units based upon the closing price of the underlying UPC common stock as of the date of grant, reduced by the present value of estimated future dividends. Dividend equivalents are paid to participants only after the units are earned.

The assumptions used to calculate the present value of estimated future dividends related to the February 2013 grant were as follows:

	2013
UPC's dividend per share per quarter	$ 0.69
Risk-free interest rate at date of grant	0.4%

At December 31, 2013, there was $27 million of total unrecognized compensation expense related to nonvested performance retention awards, which is expected to be recognized over a weighted-average period of 1.1 years. This expense is subject to achievement of the ROIC levels established for the performance stock unit grants.

5. Retirement Plans

Pension and Other Postretirement Benefits

Pension Plans – We provide defined benefit retirement income to eligible non-union employees through the Corporation's qualified and non-qualified (supplemental) pension plans. Qualified and non-qualified pension benefits are based on years of service and the highest compensation during the latest years of employment, with specific reductions made for early retirements.

Other Postretirement Benefits (OPEB) – We provide medical and life insurance benefits for eligible retirees through the Corporation's programs. These benefits are funded as medical claims and life insurance premiums are paid.

Funded Status

We are required by GAAP to separately recognize the overfunded or underfunded status of our pension and OPEB plans as an asset or liability. The funded status represents the difference between the projected benefit obligation (PBO) and the fair value of the plan assets. Our non-qualified (supplemental) pension plan is unfunded by design. The PBO of the pension plans is the present value of benefits earned to date by plan participants, including the effect of assumed future compensation increases. The PBO of the OPEB plan is equal to the accumulated benefit obligation, as the present value of the OPEB liabilities is not affected by compensation increases. Plan assets are measured at fair value. We use a December 31 measurement date for plan assets and obligations for all our retirement plans.

Changes in our PBO and plan assets were as follows for the years ended December 31:

Funded Status	*Pension*		*OPEB*	
Millions	***2013***	*2012*	***2013***	*2012*
Projected Benefit Obligation				
Projected benefit obligation at beginning of year	**$ 3,591**	$ 3,165	**$ 372**	$ 336
Service cost	**72**	54	**3**	3
Interest cost	**134**	141	**12**	15
Actuarial loss/(gain)	**(257)**	391	**(34)**	42
Gross benefits paid	**(168)**	(160)	**(23)**	(24)
Projected benefit obligation at end of year	**$ 3,372**	$ 3,591	**$ 330**	$ 372
Plan Assets				
Fair value of plan assets at beginning of year	**$ 2,875**	$ 2,505	**$ -**	$ -
Actual return on plan assets	**506**	315	**-**	-
Voluntary funded pension plan contributions	**200**	200	**-**	-
Non-qualified plan benefit contributions	**16**	15	**23**	24
Gross benefits paid	**(168)**	(160)	**(23)**	(24)
Fair value of plan assets at end of year	**$ 3,429**	$ 2,875	**$ -**	$ -
Funded status at end of year	**$ 57**	$ (716)	**$ (330)**	$ (372)

Amounts recognized in the statement of financial position as of December 31, 2013 and 2012 consist of:

	Pension		OPEB	
Millions	***2013***	*2012*	***2013***	*2012*
Noncurrent assets	**$ 364**	$ 1	**$ -**	$ -
Current liabilities	**(16)**	(16)	**(25)**	(27)
Noncurrent liabilities	**(291)**	(701)	**(305)**	(345)
Net amounts recognized at end of year	**$ 57**	$ (716)	**$ (330)**	$ (372)

Pre-tax amounts recognized in accumulated other comprehensive income/(loss) as of December 31, 2013 and 2012 consist of:

	2013			*2012*		
Millions	***Pension***	***OPEB***	***Total***	*Pension*	*OPEB*	*Total*
Prior service (cost)/credit	**$ -**	**$ 28**	**$ 28**	$ -	$ 45	$ 45
Net actuarial loss	**(1,018)**	**(125)**	**(1,143)**	(1,685)	(175)	(1,860)
Total	**$ (1,018)**	**$ (97)**	**$ (1,115)**	$ (1,685)	$ (130)	$ (1,815)

Pre-tax changes recognized in other comprehensive income/(loss) during 2013, 2012 and 2011 were as follows:

	Pension			OPEB		
Millions	***2013***	*2012*	*2011*	***2013***	*2012*	*2011*
Prior service cost/(credit)	**$ -**	$ -	$ -	**$ -**	$ -	$ 10
Net actuarial loss/(gain)	**(561)**	265	515	**(34)**	42	14
Amortization of:						
Prior service cost/(credit)	**-**	(1)	(2)	**16**	18	34
Actuarial loss	**(106)**	(83)	(71)	**(15)**	(13)	(11)
Total	**$ (667)**	$ 181	$ 442	**$ (33)**	$ 47	$ 47

Amounts included in accumulated other comprehensive income/(loss) expected to be amortized into net periodic cost (benefit) during 2014:

Millions	*Pension*	*OPEB*	*Total*
Prior service benefit	$ -	$ (11)	$ (11)
Net actuarial loss	69	10	79
Total	$ 69	$ (1)	$ 68

Underfunded Accumulated Benefit Obligation – The accumulated benefit obligation (ABO) is the present value of benefits earned to date, assuming no future compensation growth. The underfunded accumulated benefit obligation represents the difference between the ABO and the fair value of plan assets. At December 31, 2013 and 2012, the non-qualified (supplemental) plan ABO was $302 million and $331 million, respectively. The following table discloses only the PBO, ABO, and fair value of plan assets for pension plans where the accumulated benefit obligation is in excess of the fair value of the plan assets as of December 31:

Underfunded Accumulated Benefit Obligation *Millions*		***2013***		*2012*
Projected benefit obligation	**$**	**308**	$	3,574
Accumulated benefit obligation	**$**	**302**	$	3,440
Fair value of plan assets		**-**		2,857
Underfunded accumulated benefit obligation	**$**	**(302)**	$	(583)

The ABO for all defined benefit pension plans was $3.2 billion and $3.4 billion at December 31, 2013 and 2012, respectively.

Assumptions – The weighted-average actuarial assumptions used to determine benefit obligations at December 31:

	Pension		*OPEB*	
Percentages	***2013***	*2012*	***2013***	*2012*
Discount rate	**4.72%**	3.78%	**4.47%**	3.48%
Compensation increase	**4.00%**	3.76%	**N/A**	N/A
Health care cost trend rate (employees under 65)	**N/A**	N/A	**6.49%**	6.64%
Ultimate health care cost trend rate	**N/A**	N/A	**4.50%**	4.50%
Year ultimate trend rate reached	**N/A**	N/A	**2028**	2028

Expense

Both pension and OPEB expense are determined based upon the annual service cost of benefits (the actuarial cost of benefits earned during a period) and the interest cost on those liabilities, less the expected return on plan assets. The expected long-term rate of return on plan assets is applied to a calculated value of plan assets that recognizes changes in fair value over a five-year period. This practice is intended to reduce year-to-year volatility in pension expense, but it can have the effect of delaying the recognition of differences between actual returns on assets and expected returns based on long-term rate of return assumptions. Differences in actual experience in relation to assumptions are not recognized in net income immediately, but are deferred in accumulated other comprehensive income and, if necessary, amortized as pension or OPEB expense.

The components of our net periodic pension and OPEB cost/(benefit) were as follows for the years ended December 31:

	Pension						*OPEB*					
Millions		***2013***		*2012*		*2011*		***2013***		*2012*		*2011*
Net Periodic Benefit Cost:												
Service cost	**$**	**72**	$	54	$	40	**$**	**3**	$	3	$	2
Interest cost		**134**		141		145		**12**		15		15
Expected return on plan assets		**(202)**		(190)		(180)		**-**		-		-
Amortization of:												
Prior service cost/(credit)		**-**		1		2		**(16)**		(18)		(34)
Actuarial loss		**106**		83		71		**15**		13		11
Net periodic benefit cost/(benefit)	**$**	**110**	$	89	$	78	**$**	**14**	$	13	$	(6)

Assumptions – The weighted-average actuarial assumptions used to determine expense were as follows for the years ended December 31:

	Pension			*OPEB*		
Percentages	***2013***	*2012*	*2011*	***2013***	*2012*	*2011*
Discount rate	**3.78%**	4.54%	5.35%	**3.48%**	4.36%	5.01%
Expected return on plan assets	**7.50%**	7.50%	7.50%	**N/A**	N/A	N/A
Compensation increase	**3.43%**	3.69%	4.48%	**N/A**	N/A	N/A
Health care cost trend rate (employees under 65)	**N/A**	N/A	N/A	**6.64%**	6.91%	7.07%
Ultimate health care cost trend rate	**N/A**	N/A	N/A	**4.50%**	4.50%	4.50%
Year ultimate trend reached	**N/A**	N/A	N/A	**2028**	2028	2028

The discount rate was based on a yield curve of high quality corporate bonds with cash flows matching our plans' expected benefit payments. The expected return on plan assets is based on our asset allocation mix and our historical return, taking into account current and expected market conditions. The actual return on pension plan assets, net of fees, was approximately 17% in 2013, 13% in 2012, and 2% in 2011.

Assumed health care cost trend rates have an effect on the expense and liabilities reported for health care plans. The assumed health care cost trend rate is based on historical rates and expected market conditions. The 2014 assumed health care cost trend rate for employees under 65 is 6.64%. It is assumed the rate will decrease gradually to an ultimate rate of 4.5% in 2028 and will remain at that level. A one-percentage point change in the assumed health care cost trend rates would have the following effects on OPEB:

Millions	*One % pt. Increase*	*One % pt. Decrease*
Effect on total service and interest cost components	$ 1	$ (1)
Effect on accumulated benefit obligation	15	(13)

Cash Contributions

The following table details UPC's cash contributions for the qualified pension plans and the benefit payments for the non-qualified (supplemental) pension and OPEB plans:

	Pension		
Millions	*Qualified*	*Non-qualified*	*OPEB*
2012	$ 200	15	24
2013	200	16	23

UPC's policy with respect to funding the qualified plans is to fund at least the minimum required by law and not more than the maximum amount deductible for tax purposes. All contributions made to the qualified pension plans in 2013 were voluntary and were made with cash generated from operations.

The non-qualified pension and OPEB plans are not funded and are not subject to any minimum regulatory funding requirements. Benefit payments for each year represent supplemental pension payments and claims paid for medical and life insurance. We anticipate our 2014 supplemental pension and OPEB payments will be made from cash generated from operations.

Benefit Payments

The following table details expected benefit payments for the years 2014 through 2023:

Millions	*Pension*	*OPEB*
2014	$ 171	$ 25
2015	176	25
2016	181	25
2017	185	25
2018	191	25
Years 2019 - 2023	1,019	114

Asset Allocation Strategy

UPC's pension plan asset allocation at December 31, 2013 and 2012, and target allocation for 2014, are as follows:

	Target Allocation 2014	*Percentage of Plan Assets December 31,*	
		2013	*2012*
Equity securities	60% to 70%	**70%**	65%
Debt securities	20% to 30%	**21**	25
Real estate	2% to 8%	**4**	5
Commodities	4% to 6%	**5**	5
Total		**100%**	100%

The investment strategy for pension plan assets is to maintain a broadly diversified portfolio designed to achieve our target average long-term rate of return of 7.5%. While we believe we can achieve a long-term average rate of return of 7.5%, we cannot be certain that the portfolio will perform to our expectations. Assets are strategically allocated among equity, debt, and other investments in order to achieve a diversification level that reduces fluctuations in investment returns. Asset allocation target ranges for equity, debt, and other portfolios are evaluated at least every three years with the assistance of an independent consulting firm. Actual asset allocations are monitored monthly, and rebalancing actions are executed at least quarterly, if needed.

The pension plan investments are held in a Master Trust. The majority of pension plan assets are invested in equity securities because equity portfolios have historically provided higher returns than debt and other asset classes over extended time horizons and are expected to do so in the future. Correspondingly, equity investments also entail greater risks than other investments. Equity risks are balanced by investing a significant portion of the plans' assets in high quality debt securities. The average credit rating of the debt portfolio exceeded A+ as of December 31, 2013 and 2012. The debt portfolio is also broadly diversified and invested primarily in U.S. Treasury, mortgage, and corporate securities. The weighted-average maturity of the debt portfolio was 12 years at both December 31, 2013 and 2012.

The investment of pension plan assets in securities issued by UPC is explicitly prohibited by the plan for both the equity and debt portfolios, other than through index fund holdings.

Fair Value Measurements

The pension plan assets are valued at fair value. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Temporary Cash Investments – These investments consist of U.S. dollars and foreign currencies held in master trust accounts at The Northern Trust Company. Foreign currencies held are reported in terms of U.S. dollars based on currency exchange rates readily available in active markets. These temporary cash investments are classified as Level 1 investments.

Registered Investment Companies – Registered Investment Companies are real estate investments, non-U.S. stock investments, and bond investments registered with the Securities and Exchange Commission. The real estate investments and non-U.S. stock investments are traded actively on public exchanges. The share prices for these investments are published at the close of each business day. Holdings of real estate investments and non-U.S. stock investments are classified as Level 1 investments. The bond investments are not traded publicly, but the underlying assets (stocks and bonds) held in these funds are traded on active markets and the prices for these assets are readily observable. Holdings in bond investments are classified as Level 2 investments.

U.S. Government Securities – Federal Government Securities consist of bills, notes, bonds, and other fixed income securities issued directly by the U.S. Treasury or by government-sponsored enterprises. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Federal Government Securities are classified as Level 2 investments.

Corporate Bonds & Debentures – Bonds and debentures consist of fixed income securities issued by U.S. and non-U.S. corporations as well as state and local governments. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Corporate, state, and municipal bonds and debentures are classified as Level 2 investments.

Corporate Stock – This investment category consists of common and preferred stock issued by U.S. and non-U.S. corporations. Most common shares are traded actively on exchanges and price quotes for these shares are readily available. Common stock is classified as a Level 1 investment. Preferred shares included in this category are valued using a bid evaluation process with bid data provided by independent pricing sources. Preferred stock is classified as a Level 2 investment.

Venture Capital and Buyout Partnerships – This investment category is comprised of interests in limited partnerships that invest primarily in privately-held companies. Due to the private nature of the partnership investments, pricing inputs are not readily observable. Asset valuations are developed by the general partners that manage the partnerships. These valuations are based on the application of public market multiples to private company cash flows, market transactions that provide valuation information for comparable companies, and other methods. Holdings of limited partnership interests are classified as Level 3 investments.

Real Estate Partnerships – Most of the real estate investments are partnership interests similar to those described in the Venture Capital and Buyout Partnerships category. This category also includes real estate investments held in less commonly used structures such as private real estate investment trusts and pooled separate accounts. Valuations for the holdings in this category are not based on readily observable inputs and are primarily derived from property appraisals. Interests in private real estate partnerships, investment trusts and pooled separate accounts are classified as Level 3 investments.

Common Trust and Other Funds – Common trust funds are comprised of shares or units in commingled funds that are not publicly traded. The underlying assets in these funds (U.S. stock funds, non-U.S. stock funds, commodity funds, and short term investment funds) are publicly traded on exchanges and price quotes for the assets held by these funds are readily available. Holdings of common trust funds are classified as Level 2 investments.

This category also includes investments in limited liability companies that invest in publicly-traded convertible securities, commodities, and other assets. The limited liability company investments are funds that invest in both long and short positions in convertible securities, stocks, commodities, and fixed income securities. The underlying securities held by the funds are traded actively on exchanges and price quotes for these investments are readily available. Interests in the limited liability companies are classified as a Level 2 investments.

Other Investments – This category includes several miscellaneous assets such as commodity hedge fund investments and derivative securities. These investments have valuations that are based on observable inputs and are classified as Level 2 investments.

As of December 31, 2013, the pension plan assets measured at fair value on a recurring basis were as follows:

Millions	*Quoted Prices in Active Markets for Identical Inputs (Level 1)*	*Significant Other Observable Inputs (Level 2)*	*Significant Unobservable Inputs (Level 3)*	*Total*
Plan assets:				
Temporary cash investments	$ 16	$ -	$ -	$ 16
Registered investment companies	11	253	-	264
U.S. government securities	-	126	-	126
Corporate bonds & debentures	-	310	-	310
Corporate stock	983	16	-	999
Venture capital and buyout partnerships	-	-	213	213
Real estate partnerships	-	-	139	139
Common trust and other funds	-	1,357	-	1,357
Other investments	-	-	-	-
Total plan assets at fair value	$ 1,010	$ 2,062	$ 352	3,424
Other assets [a]				5
Total plan assets				$ 3,429

[a] Other assets include accrued receivables and pending broker settlements.

As of December 31, 2012, the pension plan assets measured at fair value on a recurring basis were as follows:

Millions	*Quoted Prices in Active Markets for Identical Inputs (Level 1)*	*Significant Other Observable Inputs (Level 2)*	*Significant Unobservable Inputs (Level 3)*	*Total*
Plan assets:				
Temporary cash investments	$ 14	$ -	$ -	$ 14
Registered investment companies	10	258	-	268
U.S. government securities	-	125	-	125
Corporate bonds & debentures	-	326	-	326
Corporate stock	758	12	-	770
Venture capital and buyout partnerships	-	-	179	179
Real estate partnerships	-	-	143	143
Common trust and other funds	-	1,018	-	1,018
Other investments	-	27	-	27
Total plan assets at fair value	$ 782	$ 1,766	$ 322	2,870
Other assets [a]				5
Total plan assets				$ 2,875

[a] Other assets include accrued receivables and pending broker settlements.

For the years ended December 31, 2013 and 2012, there were no significant transfers in or out of Levels 1, 2, or 3.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2013:

Millions	*Venture Capital and Buyout Partnerships*	*Real Estate Partnerships*	*Total*
Beginning balance - January 1, 2013	$ 179	$ 143	$ 322
Realized gain	7	8	15
Unrealized gain	24	3	27
Purchases	43	23	66
Sales	(40)	(38)	(78)
Ending balance - December 31, 2013	$ 213	$ 139	$ 352

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2012:

Millions	*Venture Capital and Buyout Partnerships*	*Real Estate Partnerships*	*Total*
Beginning balance - January 1, 2012	$ 184	$ 126	$ 310
Realized gain	11	3	14
Unrealized gain	1	-	1
Purchases	18	23	41
Sales	(35)	(9)	(44)
Ending balance - December 31, 2012	$ 179	$ 143	$ 322

Other Retirement Programs

401(k)/Thrift Plan – The Corporation provides a defined contribution plan (401(k)/thrift plan) to eligible non-union and union employees for whom we make matching contributions. We match 50 cents for each dollar contributed by employees up to the first six percent of compensation contributed. Our plan contributions were $18 million in 2013, $15 million in 2012 and $14 million in 2011.

Railroad Retirement System – All Railroad employees are covered by the Railroad Retirement System (the System). Contributions made to the System are expensed as incurred and amounted to approximately $670 million in 2013, $644 million in 2012, and $600 million in 2011.

Collective Bargaining Agreements – Under collective bargaining agreements, we participate in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Premiums paid under these plans are expensed as incurred and amounted to $57 million in 2013, $62 million in 2012, and $66 million in 2011.

6. Other Income/(Expense), net

Other income/(expense), net included the following for the years ended December 31:

Millions	***2013 [a]***	*2012*	*2011*
Rental income	**$ 105**	$ 83	$ 79
Intercompany interest income/(expense), net [b]	**(1)**	(60)	(167)
Net gain on non-operating asset dispositions	**32**	29	43
Non-operating environmental costs and other	**(10)**	(2)	(10)
Total	**$ 126**	$ 50	$ (55)

[a] *Rental income includes $17 million related to a land lease contract settlement.*

[b] *Beginning in the second quarter of 2013, the Company revised its presentation of intercompany interest income and intercompany interest expense to present the amounts net. The years ended December 31, 2012 and 2011 have been revised to conform to the current period presentation.*

7. Income Taxes

We are included in the consolidated income tax return of UPC. The consolidated income tax liability of UPC is allocated among the parent and its subsidiaries on the basis of the separate contributions to the consolidated income tax liability, with benefits of tax losses and credits utilized in consolidation allocated to the companies generating such losses and credits.

Components of income tax expense were as follows for the years ended December 31:

Millions	***2013***	*2012*	*2011*
Current tax expense:			
Federal	**$ 1,980**	$ 1,440	$ 954
State	**235**	172	150
Total current tax expense	**2,215**	1,612	1,104
Deferred tax expense:			
Federal	**596**	764	839
State	**109**	120	62
Total deferred tax expense	**705**	884	901
Unrecognized tax benefits:			
Federal	**(96)**	15	54
State	**(2)**	3	11
Total unrecognized tax benefits expense/(benefits)	**(98)**	18	65
Total income tax expense	**$ 2,822**	$ 2,514	$ 2,070

For the years ended December 31, reconciliations between statutory and effective tax rates are as follows:

Tax Rate Percentages	***2013***	*2012*	*2011*
Federal statutory tax rate	**35.0 %**	35.0 %	35.0 %
State statutory rates, net of federal benefits	**3.1**	3.1	3.1
Deferred tax adjustments	**(0.1)**	(0.1)	(0.5)
Tax credits	**(0.2)**	(0.5)	(0.5)
Other	**-**	0.2	0.4
Effective tax rate	**37.8 %**	37.7 %	37.5 %

In February of 2011, Arizona enacted legislation that will decrease the state's corporate tax rate. This reduced our deferred tax expense by $14 million in the first quarter of 2011.

Deferred tax assets and liabilities are recorded for the expected future tax consequences of events that are reported in different periods for financial reporting and income tax purposes. The majority of our deferred tax assets relate to deductions that already have been claimed for financial reporting purposes but not for tax purposes. The majority of our deferred tax liabilities relate to differences between the tax bases and financial reporting amounts of our land and depreciable property, due to accelerated tax depreciation (including bonus depreciation), revaluation of assets in purchase accounting transactions, and differences in capitalization methods.

Deferred income tax (liabilities)/assets were comprised of the following at December 31:

Millions	***2013***	*2012*
Deferred income tax liabilities:		
Property	**$ (14,459)**	$ (13,872)
Other	**(258)**	(233)
Total deferred income tax liabilities	**(14,717)**	(14,105)
Deferred income tax assets:		
Accrued wages	**71**	69
Accrued casualty costs	**219**	238
Accrued stock compensation	**53**	47
Debt and leases	**184**	243
Retiree benefits	**100**	365
Credits	**182**	200
Other	**133**	145
Total deferred income tax assets	**$ 942**	$ 1,307
Net deferred income tax liability	**$ (13,775)**	$ (12,798)
Current portion of deferred taxes	**$ 246**	$ 250
Non-current portion of deferred taxes	**(14,021)**	(13,048)
Net deferred income tax liability	**$ (13,775)**	$ (12,798)

When appropriate, we record a valuation allowance against deferred tax assets to reflect that these tax assets may not be realized. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized based on management's judgments using available evidence for purposes of estimating whether future taxable income will be sufficient to realize a deferred tax asset. In 2013 and 2012, there were no valuation allowances.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. Unrecognized tax benefits are tax benefits claimed in our tax returns that do not meet these recognition and measurement standards.

A reconciliation of changes in unrecognized tax benefits liabilities/(assets) from the beginning to the end of the reporting period is as follows:

Millions	***2013***	*2012*	*2011*
Unrecognized tax benefits at January 1	**$ 286**	$ 268	$ 204
Increases for positions taken in current year	**24**	26	7
Increases for positions taken in prior years	**15**	4	78
Decreases for positions taken in prior years	**(27)**	(17)	(31)
Refunds from, (payments to) and settlements of audits, net	**(99)**	2	-
Increases/(decreases) for interest and penalties	**(9)**	4	12
Lapse of statutes of limitations	**(2)**	(1)	(2)
Unrecognized tax benefits at December 31	**$ 188**	$ 286	$ 268

We recognize interest and penalties as part of income tax expense. Total accrued liabilities for interest and penalties were $32 million and $42 million at December 31, 2013 and 2012. Total interest and penalties recognized as part of income tax expense were $0.1 million for 2013, $5 million for 2012, and $12 million for 2011.

Internal Revenue Service (IRS) examinations have been completed and settled for all years prior to 2005, and the statute of limitations bars any additional tax assessments. The IRS has completed their examinations and issued notices of deficiency for tax years 2005 through 2010. UPC disagrees with many of their proposed adjustments, and is at IRS Appeals for those years. Additionally, several state tax authorities are examining the Corporation's state income tax returns for years 2006 through 2010.

In the fourth quarter of 2013, UPC reached an agreement in principle with the IRS to resolve all of the issues related to tax years 2005 through 2008, except for calculations of interest. UPC anticipates signing a closing agreement with the IRS within the next 12 months. Once formalized, this agreement should have an immaterial effect on our income tax expense. Based on this agreement in principle, UPC made a payment of $80 million, consisting of $68 million of tax and $12 million of interest. We expect to pay the Corporation $135 million for our allocated share of the settlement.

In 2012, Union Pacific Corporation and the IRS signed a closing agreement resolving all tax matters for tax years 1999-2004. The settlement had an immaterial effect on our income tax expense. In connection with the settlement, UPC received refunds of $8 million in 2013. We paid the Corporation $106 million for our allocated share of the settlement.

We expect our unrecognized tax benefits to decrease in the next 12 months. At December 31, 2013, we had a net unrecognized tax benefit liability of $188 million. Of that amount, $135 million is classified as a current liability in the Consolidated Statement of Financial Position.

The portion of our unrecognized tax benefits that relates to permanent changes in tax and interest would reduce our effective tax rate, if recognized. The remaining unrecognized tax benefits relate to tax positions for which only the timing of the benefit is uncertain. Recognition of the tax benefits with uncertain timing would reduce our effective tax rate only through a reduction of accrued interest and penalties. The unrecognized tax benefits that would reduce our effective tax rate are as follows:

Millions	***2013***	*2012*	*2011*
Unrecognized tax benefits that would reduce the effective tax rate	**$ 57**	$ 117	$ 105
Unrecognized tax benefits that would not reduce the effective tax rate	**131**	169	163
Total unrecognized tax benefits	**$ 188**	$ 286	$ 268

8. Capital Stock and Dividend Restrictions

Our Board of Directors has restricted the availability of retained earnings for payment of dividends by $131 million. This represents (a) the amount by which the estimated fair value of our investment in certain subsidiaries, as determined by our Board of Directors, exceeded the net book value of such investment that was transferred to the Corporation by means of a dividend in June 1971 ($110 million) and (b) the amount by which the fair market value exceeded the book value of certain investment securities that were transferred to the Corporation by means of a dividend in November 1972 ($21 million).

Our capital structure consists of Class A Stock, Common Stock, and Mandatorily Redeemable Preference Shares (Series A). The Class A Stock is entitled to a cash dividend whenever a dividend is declared on the Common Stock, in an amount which equals 8 percent of the sum of the dividends on both the Class A Stock and the Common Stock. All of our Common Stock and our Class A Stock, which constitutes all of the voting capital stock, is owned by the Corporation or a wholly-owned subsidiary of the Corporation, and all of the Mandatorily Redeemable Preference Shares, which are non-voting stock, are owned by the Federal Railroad Administration. Accordingly, there is no market for our capital stock.

The number of shares shown in the Statements of Changes in Common Shareholders' Equity in the Consolidated Financial Statements, excludes 2,665 shares of Common Stock and 232 shares of Class A Stock owned by Southern Pacific Rail Corporation, whose results are included in the Consolidated Financial Statements.

9. Accumulated Other Comprehensive Income/(Loss)

Reclassifications out of accumulated other comprehensive income/(loss) were as follows (net of tax):

Millions		*Defined benefit plans*		*Foreign currency translation*		*Derivatives*		*Total*
Balance at January 1, 2013	$	(1,149)	$	(36)	$	(1)	$	(1,186)
Other comprehensive income/(loss) before reclassifications		(1)		(1)		1		(1)
Amounts reclassified from accumulated other comprehensive income/(loss) [a]		437		-		-		437
Net year-to-date other comprehensive income/(loss), net of taxes of ($264) million		436		(1)		1		436
Balance at December 31, 2013	$	(713)	$	(37)	$	-	$	(750)
Balance at January 1, 2012	$	(1,004)	$	(48)	$	(2)	$	(1,054)
Other comprehensive income/(loss) before reclassifications		(6)		12		1		7
Amounts reclassified from accumulated other comprehensive income/(loss) [a]		(139)		-		-		(139)
Net year-to-date other comprehensive income/(loss), net of taxes of $82 million		(145)		12		1		(132)
Balance at December 31, 2012	$	(1,149)	$	(36)	$	(1)	$	(1,186)

[a] The accumulated other comprehensive income/(loss) reclassification components are 1) prior service cost/(benefit) and 2) net actuarial loss which are both included in the computation of net periodic pension cost. See Note 5 Retirement Plans for additional details.

10. Accounts Receivable

Accounts receivable includes freight and other receivables reduced by an allowance for doubtful accounts. The allowance is based upon historical losses, credit worthiness of customers, and current economic conditions. At December 31, 2013, and 2012, our accounts receivable were reduced by $1 million and $4 million, respectively. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Consolidated Statements of Financial Position. At December 31, 2013, and 2012, receivables classified as other assets were reduced by allowances of $22 million and $33 million, respectively.

Receivables Securitization Facility – We maintain a $600 million, 364-day receivables securitization facility under which we sell most of its eligible third-party receivables to Union Pacific Receivables, Inc. (UPRI), a wholly-owned, bankruptcy-remote subsidiary that may subsequently transfer, without recourse an undivided interest in accounts receivable to investors. The investors have no recourse to our other assets except for customary warranty and indemnity claims. Our creditors do not have recourse to the assets of UPRI.

The amount outstanding under the facility was $0 and $100 million at December 31, 2013, and December 31, 2012, respectively. The facility was supported by $1.1 billion of accounts receivable as collateral at both December 31, 2013, and December 31, 2012, which, as a retained interest, is included in accounts receivable, net in our Consolidated Statements of Financial Position.

The outstanding amounts we are allowed to maintain under the facility, with a maximum of $600 million, may fluctuate based on the availability of eligible receivables and is directly affected by business volumes and credit risks, including receivables payment quality measures such as default and dilution ratios. If default or dilution ratios increase one percent, the allowable outstanding amount under the facility would not materially change.

The costs of the receivables securitization facility include interest, which will vary based on prevailing commercial paper rates, program fees paid to banks, commercial paper issuing costs, and fees for unused commitment availability. The costs of the receivables securitization facility are included in interest expense and were $5 million, $3 million and $4 million for 2013, 2012, and 2011, respectively.

In July 2013, the $600 million receivables securitization facility was renewed for an additional 364-day period at comparable terms and conditions.

11. Properties

The following tables list the major categories of property and equipment, as well as the weighted-average estimated useful life for each category (in years):

Millions, Except Estimated Useful Life As of December 31, 2013	*Cost*	*Accumulated Depreciation*	*Net Book Value*	*Estimated Useful Life*
Land	$ 5,117	$ N/A	$ 5,117	N/A
Road:				
Rail and other track material	13,861	4,970	8,891	35
Ties	8,785	2,310	6,475	33
Ballast	4,621	1,171	3,450	34
Other roadway [a]	15,596	2,726	12,870	48
Total road	42,863	11,177	31,686	N/A
Equipment:				
Locomotives	7,518	3,481	4,037	20
Freight cars	2,085	1,000	1,085	25
Work equipment and other	561	119	442	18
Total equipment	10,164	4,600	5,564	N/A
Technology and other	694	278	416	10
Construction in progress	954	-	954	N/A
Total	$ 59,792	$ 16,055	$ 43,737	N/A

[a] Other roadway includes grading, bridges and tunnels, signals, buildings, and other road assets.

Millions, Except Estimated Useful Life *As of December 31, 2012*	*Cost*	*Accumulated Depreciation*	*Net Book Value*	*Estimated Useful Life*
Land	$ 5,102	$ N/A	$ 5,102	N/A
Road:				
Rail and other track material	13,220	4,756	8,464	33
Ties	8,404	2,157	6,247	33
Ballast	4,399	1,085	3,314	34
Other roadway [a]	14,806	2,583	12,223	49
Total road	40,829	10,581	30,248	N/A
Equipment:				
Locomotives	7,297	3,321	3,976	19
Freight cars	1,991	1,018	973	23
Work equipment and other	535	89	446	17
Total equipment	9,823	4,428	5,395	N/A
Technology and other	617	268	349	11
Construction in progress	889	-	889	N/A
Total	$ 57,260	$ 15,277	$ 41,983	N/A

[a] Other roadway includes grading, bridges and tunnels, signals, buildings, and other road assets.

Property and Depreciation – Our railroad operations are highly capital intensive, and our large base of homogeneous, network-type assets turns over on a continuous basis. Each year we develop a capital program for the replacement of assets and for the acquisition or construction of assets that enable us to enhance our operations or provide new service offerings to customers. Assets purchased or constructed throughout the year are capitalized if they meet applicable minimum units of property criteria. Properties and equipment are carried at cost and are depreciated on a straight-line basis over their estimated service lives, which are measured in years, except for rail in high-density traffic corridors (i.e., all rail lines except for those subject to abandonment, yard and switching tracks, and electronic yards) for which lives are measured in millions of gross tons per mile of track. We use the group method of depreciation in which all items with similar characteristics, use, and expected lives are grouped together in asset classes, and are depreciated using composite depreciation rates. The group method of depreciation treats each asset class as a pool of resources, not as singular items. We currently have more than 60 depreciable asset classes, and we may increase or decrease the number of asset classes due to changes in technology, asset strategies, or other factors.

We determine the estimated service lives of depreciable railroad assets by means of depreciation studies. We perform depreciation studies at least every three years for equipment and every six years for track assets (i.e., rail and other track material, ties, and ballast) and other road property. Our depreciation studies take into account the following factors:

- Statistical analysis of historical patterns of use and retirements of each of our asset classes;
- Evaluation of any expected changes in current operations and the outlook for continued use of the assets;
- Evaluation of technological advances and changes to maintenance practices; and
- Expected salvage to be received upon retirement.

For rail in high-density traffic corridors, we measure estimated service lives in millions of gross tons per mile of track. It has been our experience that the lives of rail in high-density traffic corridors are closely correlated to usage (i.e., the amount of weight carried over the rail). The service lives also vary based on rail weight, rail condition (e.g., new or secondhand), and rail type (e.g., straight or curve). Our depreciation studies for rail in high density traffic corridors consider each of these factors in determining the estimated service lives. For rail in high-density traffic corridors, we calculate depreciation rates annually by dividing the number of gross ton-miles carried over the rail (i.e., the weight of loaded and empty freight cars, locomotives and maintenance of way equipment transported over the rail) by the estimated service lives of the rail measured in millions of gross tons per mile. For all other depreciable assets, we compute depreciation based on the estimated service lives of our assets as determined from the analysis of our depreciation studies. Changes in the estimated service lives of our assets and their related depreciation rates are implemented prospectively.

Under group depreciation, the historical cost (net of salvage) of depreciable property that is retired or replaced in the ordinary course of business is charged to accumulated depreciation and no gain or loss is recognized. The historical cost of certain track assets is estimated using (i) inflation indices published by the Bureau of Labor Statistics and (ii) the estimated useful lives of the assets as determined by our depreciation studies. The indices were selected because they closely correlate with the major costs of the properties comprising the applicable track asset classes. Because of the number of estimates inherent in the depreciation and retirement processes and because it is impossible to precisely estimate each of these variables until a group of property is completely retired, we continually monitor the estimated service lives of our assets and the accumulated depreciation associated with each asset class to ensure our depreciation rates are appropriate. In addition, we determine if the recorded amount of accumulated depreciation is deficient (or in excess) of the amount indicated by our depreciation studies. Any deficiency (or excess) is amortized as a component of depreciation expense over the remaining service lives of the applicable classes of assets.

For retirements of depreciable railroad properties that do not occur in the normal course of business, a gain or loss may be recognized if the retirement meets each of the following three conditions: (i) is unusual, (ii) is material in amount, and (iii) varies significantly from the retirement profile identified through our depreciation studies. A gain or loss is recognized in other income when we sell land or dispose of assets that are not part of our railroad operations.

When we purchase an asset, we capitalize all costs necessary to make the asset ready for its intended use. However, many of our assets are self-constructed. A large portion of our capital expenditures is for replacement of existing track assets and other road properties, which is typically performed by our employees, and for track line expansion and other capacity projects. Costs that are directly attributable to capital projects (including overhead costs) are capitalized. Direct costs that are capitalized as part of self-constructed assets include material, labor, and work equipment. Indirect costs are capitalized if they clearly relate to the construction of the asset.

General and administrative expenditures are expensed as incurred. Normal repairs and maintenance are also expensed as incurred, while costs incurred that extend the useful life of an asset, improve the safety of our operations or improve operating efficiency are capitalized. These costs are allocated using appropriate statistical bases. Total expense for repairs and maintenance incurred was $2.3 billion for 2013, $2.1 billion for 2012, and $2.2 billion for 2011.

Assets held under capital leases are recorded at the lower of the net present value of the minimum lease payments or the fair value of the leased asset at the inception of the lease. Amortization expense is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the period of the related lease.

12. Accounts Payable and Other Current Liabilities

Millions	***Dec. 31, 2013***	*Dec. 31, 2012*
Accounts payable	**$ 799**	$ 822
Income and other taxes payable	**635**	540
Accrued wages and vacation	**384**	374
Accrued casualty costs	**184**	193
Equipment rents payable	**96**	95
Interest payable	**43**	46
Other	**506**	490
Total accounts payable and other current liabilities	**$ 2,647**	$ 2,560

13. Transactions with Affiliates

At December 31, 2013, we had a $257 million working capital surplus. At December 31, 2012, we had a $22 million working capital surplus. Our working capital relates to UPC's management of our cash position. As part of UPC's cash management activities, we advance excess cash (cash available after satisfying all of our obligations and paying dividends to UPC) to UPC. We declare and pay dividends to UPC that typically approximate the dividends UPC declares to its shareholders; however, there is no formal requirement to do so. The dividend declaration between us and UPC is determined solely by our Board of Directors. To the extent we require additional cash for use in our operations, UPC makes such funds available to us for borrowing. We treat these transactions as intercompany borrowings in the Consolidated Statements of Financial Position.

In December of 2008, UPC established a borrowing limit based on our borrowing capacity and UPC implemented a market based interest rate. Currently, the annual rate is 3.5%. The annual rate was 2.9% from July 2012 through June 2013 and 4.6% from July 2011 through June 2012. Interest accrues quarterly and is payable on demand. We do not expect a payment from UPC within 12 months, or in the event of borrowing from UPC, we do not expect to be required by UPC to pay back the intercompany borrowings within the next 12 months. Intercompany borrowings are unsecured and rank equally with all of our other unsecured indebtedness. At December 31, 2013 and December 31, 2012, intercompany borrowings to UPC were $1,645 and $264 million, respectively.

Pursuant to a services agreement, UPC provides us with various services, including strategic planning, legal, treasury, accounting, auditing, insurance, human resources, and corporate affairs. We pay our share of the costs as determined by an independent review. Billings for these services were $70 million, $79 million, and $70 million for the years ended December 31, 2013, 2012, and 2011, respectively.

14. Financial Instruments

Strategy and Risk – We may use derivative financial instruments in limited instances for other than trading purposes to assist in managing our overall exposure to fluctuations in interest rates and fuel prices. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. We formally document the nature and relationships between the hedging instruments and hedged items at inception, as well as our risk-management objectives, strategies for undertaking the various hedge transactions, and method of assessing hedge effectiveness. Changes in the fair market value of derivative financial instruments that do not qualify for hedge accounting are charged to earnings. We may use swaps, collars, futures, and/or forward contracts to mitigate the risk of adverse movements in interest rates and fuel prices; however, the use of these derivative financial instruments may limit future benefits from favorable interest rate and fuel price movements.

Market and Credit Risk – We address market risk related to derivative financial instruments by selecting instruments with value fluctuations that highly correlate with the underlying hedged item. We manage credit risk related to derivative financial instruments, which is minimal, by requiring high credit standards for counterparties and periodic settlements. At December 31, 2013, and 2012, we were not required to provide collateral, nor had we received collateral, relating to our hedging activities.

Interest Rate Cash Flow Hedges – We report changes in the fair value of cash flow hedges in accumulated other comprehensive loss until the hedged item affects earnings. At both December 31, 2013, and 2012, we had reductions of $1 million recorded as an accumulated other comprehensive loss that is being amortized on a straight-line basis through September 30, 2014. As of December 31, 2013, and 2012, we had no interest rate cash flow hedges outstanding.

Fair Value of Financial Instruments – The fair value of our short- and long-term debt was estimated using a market value price model, which utilizes applicable U.S. Treasury rates along with current market quotes on comparable debt securities. All of the inputs used to determine the fair market value of the Company's long-term debt are Level 2 inputs and obtained from an independent source. At December 31, 2013, the fair value of total debt was $2.1 billion, approximately $239 million more than the carrying value. At December 31, 2012, the fair value of total debt was $2.7 billion, approximately $585 million more than the carrying value. The fair value of the Company's debt is a measure of its current value under present market conditions. It does not impact the financial statements under current accounting rules. At both December 31, 2013, and 2012, approximately $163 million of debt securities contained call provisions that allow us to retire the debt instruments prior to final maturity, with the payment of fixed call premiums, or in certain cases, at par. The fair value of intercompany lendings to UPC approximates carrying value.

The fair value of our cash equivalents approximates their carrying value due to the short-term maturities of these instruments.

15. Debt

Total debt as of December 31, 2013, and 2012, net of interest rate swaps designated as fair value hedges, is summarized below:

Millions	***2013***	*2012*
Capitalized leases, 3.1% to 8.4% due through 2028	**$ 1,702**	$ 1,849
Equipment obligations, 6.2% to 6.7% due through 2031	**110**	119
Notes and debentures, 3.0% to 5.0% due through 2054	**108**	109
Mortgage bonds, 4.8% due through 2030	**57**	57
Tax-exempt financings, 1.9% to 5.1% due through 2015	**12**	16
Receivables Securitization (Note 10)	**-**	100
Unamortized discount	**(96)**	(97)
Total debt	**1,893**	2,153
Less: current portion	**(198)**	(196)
Total long-term debt	**$ 1,695**	$ 1,957

Debt Maturities – The following table presents aggregate debt maturities as of December 31, 2013, excluding market value adjustments:

Millions	
2014	$ 198
2015	198
2016	179
2017	198
2018	182
Thereafter	938
Total debt	$ 1,893

As of December 31, 2013, and December 31, 2012, we have reclassified as long-term debt $0 and $100 million, respectively, of debt due within one year that we intend to refinance. This reclassification reflects our ability and intent to refinance any short-term borrowings and certain current maturities of long-term debt on a long-term basis.

Equipment Encumbrances – Equipment with a carrying value of approximately $2.9 billion at both December 31, 2013, and 2012 served as collateral for capital leases and other types of equipment obligations in accordance with the secured financing arrangements utilized to acquire such railroad equipment.

As a result of the merger of Missouri Pacific Railroad Company (MPRR) with and into the Company on January 1, 1997, and pursuant to the underlying indentures for the MPRR mortgage bonds, we must maintain the same value of assets after the merger in order to comply with the security requirements of the mortgage bonds. As of the merger date, the value of the MPRR assets that secured the mortgage bonds was approximately $6.0 billion. In accordance with the terms of the indentures, this collateral value must be maintained during the entire term of the mortgage bonds irrespective of the outstanding balance of such bonds.

Bonds and Debentures – We have certain debt instruments that contain provisions that limit the payment of interest, require sinking fund installments, and impose certain restrictions in the event that all interest is not paid based upon available income levels. Some of these debt instruments also contain provisions that may impose restrictions on our ability to declare dividends on certain classes of capital stock. (See further discussion of dividend restrictions in Note 8).

Receivables Securitization Facility – As of December 31, 2013 and 2012, we recorded $0 and $100 million, respectively, as secured debt under our receivables securitization facility. (See further discussion of our receivables securitization facility in Note 10).

16. Variable Interest Entities

We have entered into various lease transactions in which the structure of the leases contain variable interest entities (VIEs). These VIEs were created solely for the purpose of doing lease transactions (principally involving railroad equipment and facilities, including our headquarters building) and have no other activities, assets or liabilities outside of the lease transactions. Within these lease arrangements, we have the right to purchase some or all of the assets at fixed prices. Depending on market conditions, fixed-price purchase options available in the leases could potentially provide benefits to us; however, these benefits are not expected to be significant.

We maintain and operate the assets based on contractual obligations within the lease arrangements, which set specific guidelines consistent within the railroad industry. As such, we have no control over activities that could materially impact the fair value of the leased assets. We do not hold the power to direct the activities of the VIEs and, therefore, do not control the ongoing activities that have a significant impact on the economic performance of the VIEs. Additionally, we do not have the obligation to absorb losses of the VIEs or the right to receive benefits of the VIEs that could potentially be significant to the VIEs.

We are not considered to be the primary beneficiary and do not consolidate these VIEs because our actions and decisions do not have the most significant effect on the VIE's performance and our fixed-price purchase price options are not considered to be potentially significant to the VIEs. The future minimum lease payments associated with the VIE leases totaled $3.3 billion as of December 31, 2013.

17. Leases

We lease certain locomotives, freight cars, and other property. The Consolidated Statements of Financial Position as of December 31, 2013 and 2012 included $2,486 million, net of $1,092 million of accumulated depreciation, and $2,467 million, net of $966 million of accumulated depreciation, respectively, for properties held under capital leases. A charge to income resulting from the depreciation for assets held under capital leases is included within depreciation expense in our Consolidated Statements of Income. Future minimum lease payments for operating and capital leases with initial or remaining non-cancelable lease terms in excess of one year as of December 31, 2013, were as follows:

Millions	*Operating Leases*	*Capital Leases*
2014	$ 511	$ 272
2015	477	260
2016	437	239
2017	399	247
2018	331	225
Later years	1,904	957
Total minimum lease payments	$ 4,059	$ 2,200
Amount representing interest	N/A	(498)
Present value of minimum lease payments	N/A	$ 1,702

Approximately 94% of capital lease payments relate to locomotives. Rent expense for operating leases with terms exceeding one month was $617 million in 2013, $629 million in 2012, and $635 million in 2011. When cash rental payments are not made on a straight-line basis, we recognize variable rental expense on a straight-line basis over the lease term. Contingent rentals and sub-rentals are not significant.

18. Commitments and Contingencies

Asserted and Unasserted Claims – Various claims and lawsuits are pending against us and certain of our subsidiaries. We cannot fully determine the effect of all asserted and unasserted claims on our consolidated results of operations, financial condition, or liquidity; however, to the extent possible, where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated, we have recorded a liability. We do not expect that any known lawsuits, claims, environmental costs, commitments, contingent liabilities, or guarantees will have a material adverse effect on our consolidated results of operations, financial condition, or liquidity after taking into account liabilities and insurance recoveries previously recorded for these matters.

Personal Injury – The cost of personal injuries to employees and others related to our activities is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability, including unasserted claims. The Federal Employers' Liability Act (FELA) governs compensation for work-related accidents. Under FELA, damages are assessed based on a finding of fault through litigation or out-of-court settlements. We offer a comprehensive variety of services and rehabilitation programs for employees who are injured at work.

Our personal injury liability is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 92% of the recorded liability is related to asserted claims and approximately 8% is related to unasserted claims at December 31, 2013. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle these claims may range from approximately $293 million to $322 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other. Estimates can vary over time due to evolving trends in litigation.

Our personal injury liability activity was as follows:

Millions	***2013***	*2012*	*2011*
Beginning balance	**$ 333**	$ 367	$ 425
Current year accruals	**87**	121	118
Changes in estimates for prior years	**(38)**	(58)	(71)
Payments	**(89)**	(97)	(105)
Ending balance at December 31	**$ 293**	$ 333	$ 367
Current portion, ending balance at December 31	**$ 82**	$ 95	$ 103

Asbestos – We are a defendant in a number of lawsuits in which current and former employees and other parties allege exposure to asbestos. We assess our potential liability using a statistical analysis of resolution costs for asbestos-related claims. This liability is updated annually and excludes future defense and processing costs. The liability for resolving both asserted and unasserted claims was based on the following assumptions:

- The ratio of future claims by alleged disease would be consistent with historical averages adjusted for inflation.
- The number of claims filed against us will decline each year.
- The average settlement values for asserted and unasserted claims will be equivalent to historical averages.
- The percentage of claims dismissed in the future will be equivalent to historical averages.

Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 18% of the recorded liability related to asserted claims and approximately 82% related to unasserted claims at December 31, 2013. Because of the uncertainty surrounding the ultimate outcome of asbestos-related claims, it is reasonably possible that future costs to settle these claims may range from approximately $131 million to $141 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other.

Our asbestos-related liability activity was as follows:

Millions	***2013***	*2012*	*2011*
Beginning balance	**$ 139**	$ 147	$ 162
Accruals/(Credits)	**2**	(2)	(5)
Payments	**(10)**	(6)	(10)
Ending balance at December 31	**$ 131**	$ 139	$ 147
Current portion, ending balance at December 31	**$ 9**	$ 8	$ 8

In conjunction with the liability update performed in 2013, we also reassessed estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2013, and 2012. The amounts recorded for asbestos-related liabilities and related insurance recoveries were based on currently known facts. However, future events, such as the number of new claims filed each year, average settlement costs, and insurance coverage issues, could cause the actual costs and insurance recoveries to be higher or lower than the projected amounts. Estimates also may vary in the future if strategies, activities, and outcomes of asbestos litigation materially change; federal and state laws governing asbestos litigation increase or decrease the probability or amount of compensation of claimants; and there are material changes with respect to payments made to claimants by other defendants.

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 268 sites at which we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 33 sites that are the subject of actions taken by the U.S. government, 17 of which are currently on the Superfund National Priorities List. Certain federal legislation imposes joint and several liability for the remediation of identified sites; consequently, our ultimate environmental liability may include costs relating to activities of other parties, in addition to costs relating to our own activities at each site.

When we identify an environmental issue with respect to property owned, leased, or otherwise used in our business, we perform, with assistance of our consultants, environmental assessments on the property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. We do not discount our environmental liabilities when the timing of the anticipated cash payments is not fixed or readily determinable. At December 31, 2013, and 2012, none of our environmental liability was discounted, while less than 1% of our environmental liability was discounted at 2.0% at December 31, 2011.

Our environmental liability activity was as follows:

Millions	***2013***	*2012*	*2011 [a]*
Beginning balance	**$ 170**	$ 172	$ 213
Accruals	**58**	48	29
Payments	**(57)**	(50)	(70)
Ending balance at December 31	**$ 171**	$ 170	$ 172
Current portion, ending balance at December 31	**$ 53**	$ 50	$ 50

[a] Payments include $25 million to resolve the Omaha Lead Site liability.

The environmental liability includes future costs for remediation and restoration of sites, as well as ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each site, financial viability of other potentially responsible parties, and existing technology, laws, and regulations. The ultimate liability for remediation is difficult to determine because of the number of potentially responsible parties, site-specific cost sharing arrangements with other potentially responsible parties, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs. Estimates of liability may vary over time due to changes in federal, state, and local laws governing environmental remediation. Current obligations are not expected to have a material adverse effect on our consolidated results of operations, financial condition, or liquidity.

Insurance – The Corporation has a consolidated, wholly-owned captive insurance subsidiary (the captive), that provides insurance coverage for certain risks including FELA claims and property coverage which are subject to reinsurance. The captive entered into annual reinsurance treaty agreements that insure workers compensation, general liability, auto liability and FELA risk. The captive cedes a portion of its FELA exposure through the treaty and assumes a proportionate share of the entire risk. The captive receives direct premiums, which are netted against the Company's premium costs in other expenses in the Consolidated Statements of Income. The treaty agreements provide for certain protections against the risk of treaty participants' non-performance, and we do not believe our exposure to treaty participants' non-performance is material at this time. In the event the Company leaves the reinsurance program, the Company is not relieved of its primary obligation to the policyholders for activity prior to the termination of the treaty agreements. We record both liabilities and reinsurance receivables using an actuarial analysis based on historical experience in our Consolidated Statements of Financial Position.

Guarantees – At December 31, 2013, and 2012, we were contingently liable for $299 million and $307 million in guarantees. We have recorded a liability of $1 million and $2 million for the fair value of these obligations as of December 31, 2013, and 2012, respectively. We entered into these contingent guarantees in the normal course of business, and they include guaranteed obligations related to our headquarters building, equipment financings, and affiliated operations. The final guarantee expires in 2022. We are not aware of any existing event of default that would require us to satisfy these guarantees. We do not expect that these guarantees will have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

Indemnities – Our maximum potential exposure under indemnification arrangements, including certain tax indemnifications, can range from a specified dollar amount to an unlimited amount, depending on the nature of the transactions and the agreements. Due to uncertainty as to whether claims will be made or how they will be resolved, we cannot reasonably determine the probability of an adverse claim or reasonably estimate any adverse liability or the total maximum exposure under these indemnification arrangements. We do not have any reason to believe that we will be required to make any material payments under these indemnity provisions.

Gain Contingency – The Company and Santa Fe Pacific Pipelines (SFPP, a subsidiary of Kinder Morgan Energy Partners, L.P.) currently are engaged in a proceeding to resolve the fair market rent payable to us under a 10-year agreement commencing on January 1, 2004, for pipeline easements on our rights-of-way (*Union Pacific Railroad Company vs. Santa Fe Pacific Pipelines, Inc., SFPP, L.P., Kinder Morgan Operating L.P. "D" Kinder Morgan G.P., Inc., et al., Superior Court of the State of California for the County of Los Angeles, filed July 28, 2004*). In February 2007, a trial began to resolve this issue, and, on September 28, 2011, the judge issued a tentative Statement of Decision, which concluded that SFPP owes back rent to us for the years 2004 through 2011. On May 29, 2012, the court entered judgment, awarding us back rent and prejudgment interest. SFPP is appealing the final judgment. A favorable final judgment may materially affect our results of operations in the period of any monetary recoveries; however, due to the uncertainty regarding the amount and timing of any recovery, including the outcome of SFPP's appeal of this judgment or any subsequent proceeding, we consider this a gain contingency and do not reflect any amounts in the Consolidated Financial Statements as of December 31, 2013.