

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-6075

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

Utah

(State or other jurisdiction of incorporation or organization)

13-2626465

(I.R.S. Employer Identification No.)

1400 Douglas Street, Omaha, Nebraska

(Address of principal executive offices)

68179

(Zip Code)

(402) 544-5000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each Class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock (Par Value \$2.50 per share)	UNP	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/> Accelerated Filer	<input type="checkbox"/> Non-Accelerated Filer	<input type="checkbox"/>
Smaller Reporting Company	<input type="checkbox"/> Emerging Growth Company	<input type="checkbox"/>	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of October 13, 2023, there were 609,597,495 shares of the Registrant's Common Stock outstanding.

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AND SUBSIDIARY COMPANIES**

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

Condensed Consolidated Statements of Income (Unaudited)

Union Pacific Corporation and Subsidiary Companies

<i>Millions, Except Per Share Amounts, for the Three Months Ended September 30,</i>	2023	2022
Operating revenues:		
Freight revenues	\$ 5,545	\$ 6,109
Other revenues	396	457
Total operating revenues	5,941	6,566
Operating expenses:		
Compensation and benefits	1,201	1,278
Fuel	702	932
Purchased services and materials	668	626
Depreciation	580	563
Equipment and other rents	235	215
Other	378	319
Total operating expenses	3,764	3,933
Operating income	2,177	2,633
Other income, net (Note 5)	106	124
Interest expense	(334)	(315)
Income before income taxes	1,949	2,442
Income tax expense (Note 6)	(421)	(547)
Net income	\$ 1,528	\$ 1,895
Share and Per Share (Note 7):		
Earnings per share - basic	\$ 2.51	\$ 3.05
Earnings per share - diluted	\$ 2.51	\$ 3.05
Weighted average number of shares - basic	608.7	620.4
Weighted average number of shares - diluted	609.8	621.5

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

Union Pacific Corporation and Subsidiary Companies

<i>Millions, for the Three Months Ended September 30,</i>	2023	2022
Net income	\$ 1,528	\$ 1,895
Other comprehensive income/(loss):		
Defined benefit plans	(2)	15
Foreign currency translation	22	(6)
Unrealized gain on derivative instruments	-	-
Total other comprehensive income/(loss) [a]	20	9
Comprehensive income	\$ 1,548	\$ 1,904

[a] Net of deferred taxes of (\$1) million and (\$6) million during the three months ended September 30, 2023 and 2022, respectively.

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

Condensed Consolidated Statements of Income (Unaudited)

Union Pacific Corporation and Subsidiary Companies

<i>Millions, Except Per Share Amounts, for the Nine Months Ended September 30,</i>	2023	2022
Operating revenues:		
Freight revenues	\$ 16,770	\$ 17,391
Other revenues	1,190	1,304
Total operating revenues	17,960	18,695
Operating expenses:		
Compensation and benefits	3,649	3,471
Fuel	2,132	2,586
Purchased services and materials	1,971	1,809
Depreciation	1,729	1,677
Equipment and other rents	718	660
Other	1,086	987
Total operating expenses	11,285	11,190
Operating income	6,675	7,505
Other income, net (Note 5)	383	334
Interest expense	(1,009)	(938)
Income before income taxes	6,049	6,901
Income tax expense (Note 6)	(1,322)	(1,541)
Net income	\$ 4,727	\$ 5,360
Share and Per Share (Note 7):		
Earnings per share - basic	\$ 7.76	\$ 8.56
Earnings per share - diluted	\$ 7.75	\$ 8.54
Weighted average number of shares - basic	609.3	626.1
Weighted average number of shares - diluted	610.3	627.4

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

Union Pacific Corporation and Subsidiary Companies

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Net income	\$ 4,727	\$ 5,360
Other comprehensive income/(loss):		
Defined benefit plans	3	44
Foreign currency translation	66	38
Unrealized gain on derivative instruments	16	-
Total other comprehensive income/(loss) [a]	85	82
Comprehensive income	\$ 4,812	\$ 5,442

[a] Net of deferred taxes of (\$4) million and (\$17) million during the nine months ended September 30, 2023 and 2022, respectively.

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

Condensed Consolidated Statements of Financial Position (Unaudited)*Union Pacific Corporation and Subsidiary Companies*

<i>Millions, Except Share and Per Share Amounts</i>	Sep. 30, 2023	Dec. 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 750	\$ 973
Short-term investments (Note 12)	16	46
Accounts receivable, net (Note 9)	1,934	1,891
Materials and supplies	770	741
Other current assets	343	301
Total current assets	3,813	3,952
Investments	2,580	2,375
Properties, net (Note 10)	57,010	56,038
Operating lease assets	1,670	1,672
Other assets	1,467	1,412
Total assets	\$ 66,540	\$ 65,449
Liabilities and Common Shareholders' Equity		
Current liabilities:		
Accounts payable and other current liabilities (Note 11)	\$ 3,580	\$ 3,842
Debt due within one year (Note 13)	1,724	1,678
Total current liabilities	5,304	5,520
Debt due after one year (Note 13)	31,153	31,648
Operating lease liabilities	1,244	1,300
Deferred income taxes	13,095	13,033
Other long-term liabilities	1,740	1,785
Commitments and contingencies (Note 14)		
Total liabilities	52,536	53,286
Common shareholders' equity:		
Common shares, \$2.50 par value, 1,400,000,000 authorized; 1,112,868,076 and 1,112,623,886 issued; 609,563,088 and 612,393,321 outstanding, respectively	2,782	2,782
Paid-in-surplus	5,166	5,080
Retained earnings	61,235	58,887
Treasury stock	(54,682)	(54,004)
Accumulated other comprehensive loss (Note 8)	(497)	(582)
Total common shareholders' equity	14,004	12,163
Total liabilities and common shareholders' equity	\$ 66,540	\$ 65,449

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

Condensed Consolidated Statements of Cash Flows (Unaudited)
Union Pacific Corporation and Subsidiary Companies

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Operating Activities		
Net income	\$ 4,727	\$ 5,360
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	1,729	1,677
Deferred and other income taxes	59	180
Other operating activities, net	(121)	(93)
Changes in current assets and liabilities:		
Accounts receivable, net	(38)	(330)
Materials and supplies	(29)	(173)
Other current assets	(73)	(9)
Accounts payable and other current liabilities	(381)	433
Income and other taxes	111	25
Cash provided by operating activities	5,984	7,070
Investing Activities		
Capital investments	(2,582)	(2,690)
Other investing activities, net	(68)	131
Cash used in investing activities	(2,650)	(2,559)
Financing Activities		
Dividends paid	(2,380)	(2,362)
Debt repaid	(2,179)	(2,185)
Debt issued (Note 13)	1,599	6,080
Share repurchase programs (Note 15)	(705)	(5,497)
Other financing activities, net	125	(246)
Cash used in financing activities	(3,540)	(4,210)
Net change in cash, cash equivalents, and restricted cash	(206)	301
Cash, cash equivalents, and restricted cash at beginning of year	987	983
Cash, cash equivalents, and restricted cash at end of period	\$ 781	\$ 1,284
Supplemental Cash Flow Information		
Non-cash investing and financing activities:		
Capital investments accrued but not yet paid	\$ 187	\$ 172
Common shares repurchased but not yet paid	6	80
Cash (paid for)/received from:		
Income taxes, net of refunds	\$ (1,155)	\$ (1,473)
Interest, net of amounts capitalized	(1,113)	(980)
Reconciliation of cash, cash equivalents, and restricted cash to the Condensed Consolidated Statement of Financial Position:		
Cash and cash equivalents	\$ 750	\$ 1,267
Restricted cash equivalents in other current assets	22	13
Restricted cash equivalents in other assets	9	4
Total cash, cash equivalents and restricted cash equivalents per above	\$ 781	\$ 1,284

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

Condensed Consolidated Statements of Changes in Common Shareholders' Equity (Unaudited)
Union Pacific Corporation and Subsidiary Companies

<i>Millions</i>	<i>Common Shares</i>	<i>Treasury Shares</i>	<i>Common Shares</i>	<i>Paid-in-Surplus</i>	<i>Retained Earnings</i>	<i>Treasury Stock</i>	<i>AOCI [a]</i>	<i>Total</i>
Balance at July 1, 2022	1,112.6	(487.5)	\$ 2,781	\$ 5,030	\$ 56,958	\$(51,218)	\$ (841)	\$ 12,710
Net income			-	-	1,895	-	-	1,895
Other comprehensive income/(loss)			-	-	-	-	9	9
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	-	0.2	1	25	-	11	-	37
Share repurchase programs (Note 15)	-	(9.5)	-	-	-	(2,102)	-	(2,102)
Dividends declared (\$1.30 per share)	-	-	-	-	(806)	-	-	(806)
Balance at September 30, 2022	1,112.6	(496.8)	\$ 2,782	\$ 5,055	\$ 58,047	\$(53,309)	\$ (832)	\$ 11,743
Balance at July 1, 2023	1,112.9	(503.5)	\$ 2,782	\$ 5,128	\$ 60,500	\$(54,699)	\$ (517)	\$ 13,194
Net income			-	-	1,528	-	-	1,528
Other comprehensive income/(loss)			-	-	-	-	20	20
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	-	0.2	-	38	-	17	-	55
Share repurchase programs (Note 15)	-	-	-	-	-	-	-	-
Dividends declared (\$1.30 per share)	-	-	-	-	(793)	-	-	(793)
Balance at September 30, 2023	1,112.9	(503.3)	\$ 2,782	\$ 5,166	\$ 61,235	\$(54,682)	\$ (497)	\$ 14,004

<i>Millions</i>	<i>Common Shares</i>	<i>Treasury Shares</i>	<i>Common Shares</i>	<i>Paid-in-Surplus</i>	<i>Retained Earnings</i>	<i>Treasury Stock</i>	<i>AOCI [a]</i>	<i>Total</i>
Balance at January 1, 2022	1,112.4	(473.6)	\$ 2,781	\$ 4,979	\$ 55,049	\$(47,734)	\$ (914)	\$ 14,161
Net income			-	-	5,360	-	-	5,360
Other comprehensive income/(loss)			-	-	-	-	82	82
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	0.2	0.4	1	88	-	(10)	-	79
Share repurchase programs (Note 15)	-	(23.6)	-	(12)	-	(5,565)	-	(5,577)
Dividends declared (\$3.78 per share)	-	-	-	-	(2,362)	-	-	(2,362)
Balance at September 30, 2022	1,112.6	(496.8)	\$ 2,782	\$ 5,055	\$ 58,047	\$(53,309)	\$ (832)	\$ 11,743
Balance at January 1, 2023	1,112.6	(500.2)	\$ 2,782	\$ 5,080	\$ 58,887	\$(54,004)	\$ (582)	\$ 12,163
Net income			-	-	4,727	-	-	4,727
Other comprehensive income/(loss)			-	-	-	-	85	85
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	0.3	0.4	-	86	-	34	-	120
Share repurchase programs (Note 15)	-	(3.5)	-	-	-	(712)	-	(712)
Dividends declared (\$3.90 per share)	-	-	-	-	(2,379)	-	-	(2,379)
Balance at September 30, 2023	1,112.9	(503.3)	\$ 2,782	\$ 5,166	\$ 61,235	\$(54,682)	\$ (497)	\$ 14,004

[a] AOCI = accumulated other comprehensive income/loss (Note 8)

[b] ESPP = employee stock purchase plan

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

UNION PACIFIC CORPORATION AND SUBSIDIARY COMPANIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

For purposes of this report, unless the context otherwise requires, all references herein to "Union Pacific", "Corporation", "Company", "UPC", "we", "us", and "our" mean Union Pacific Corporation and its subsidiaries, including Union Pacific Railroad Company, which will be separately referred to herein as "UPRR" or the "Railroad".

1. Basis of Presentation

Our Condensed Consolidated Financial Statements are unaudited and reflect all adjustments (consisting of normal and recurring adjustments) that are, in the opinion of management, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America (GAAP). Pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, this Quarterly Report on Form 10-Q should be read in conjunction with our Consolidated Financial Statements and notes thereto contained in our 2022 Annual Report on Form 10-K. Our Consolidated Statement of Financial Position at December 31, 2022, is derived from audited financial statements. The results of operations for the nine months ended September 30, 2023, are not necessarily indicative of the results for the entire year ending December 31, 2023.

The Condensed Consolidated Financial Statements are presented in accordance with GAAP as codified in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Certain prior period amounts have been reclassified to conform to the current period financial statement presentation.

2. Operations and Segmentation

The Railroad, along with its subsidiaries and rail affiliates, is our one reportable operating segment. Although we provide and analyze revenues by commodity group, we treat the financial results of the Railroad as one segment due to the integrated nature of our rail network. Our operating revenues are primarily derived from contracts with customers for the transportation of freight from origin to destination.

The following table represents a disaggregation of our freight and other revenues:

<i>Millions</i>	<i>Three Months Ended</i>		<i>Nine Months Ended</i>	
	<i>September 30,</i>		<i>September 30,</i>	
	2023	2022	2023	2022
Bulk	\$ 1,766	\$ 1,959	\$ 5,420	\$ 5,604
Industrial	2,057	2,194	6,160	6,206
Premium	1,722	1,956	5,190	5,581
Total freight revenues	\$ 5,545	\$ 6,109	\$ 16,770	\$ 17,391
Other subsidiary revenues	226	231	681	669
Accessorial revenues	142	212	442	596
Other	28	14	67	39
Total operating revenues	\$ 5,941	\$ 6,566	\$ 17,960	\$ 18,695

Although our revenues are principally derived from customers domiciled in the U.S., the ultimate points of origination or destination for some products we transport are outside the U.S. Each of our commodity groups includes revenues from shipments to and from Mexico. Included in the above table are revenues from our Mexico business, which amounted to \$673 million and \$708 million for the three months ended September 30, 2023 and 2022, respectively, and \$2.1 billion and \$2.0 billion for the nine months ended September 30, 2023 and 2022, respectively.

3. Stock-Based Compensation

We have several stock-based compensation plans where employees receive nonvested stock options, nonvested retention shares, and nonvested stock units. We refer to the nonvested shares and stock units collectively as “retention awards”. Employees also are able to participate in our employee stock purchase plan (ESPP).

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

<i>Millions</i>	<i>Three Months Ended September 30,</i>		<i>Nine Months Ended September 30,</i>	
	2023	2022	2023	2022
Stock-based compensation, before tax:				
Stock options	\$ 4	\$ 4	\$ 12	\$ 11
Retention awards	24	13	57	54
ESPP	4	4	15	12
Total stock-based compensation, before tax	\$ 32	\$ 21	\$ 84	\$ 77
Excess income tax benefits from equity compensation plans	\$ 2	\$ 2	\$ 9	\$ 20

Stock Options – Stock options are granted at the closing price on the date of grant, have 10-year contractual terms, and vest no later than 3 years from the date of grant. None of the stock options outstanding at September 30, 2023, are subject to performance or market-based vesting conditions.

The table below shows the annual weighted-average assumptions used for Black-Scholes valuation purposes:

<i>Weighted-Average Assumptions</i>	2023	2022
Risk-free interest rate	3.9%	1.6%
Dividend yield	2.6%	1.9%
Expected life (years)	4.5	4.4
Volatility	29.3%	28.7%
Weighted-average grant-date fair value of options granted	\$ 48.31	\$ 51.92

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

A summary of stock option activity during the nine months ended September 30, 2023, is presented below:

	<i>Options (thous.)</i>	<i>Weighted- Average Exercise Price</i>	<i>Weighted-Average Remaining Contractual Term (in years)</i>	<i>Aggregate Intrinsic Value (millions)</i>
Outstanding at January 1, 2023	1,974	\$ 169.64	6.0	\$ 86
Granted	351	202.81	N/A	N/A
Exercised	(165)	113.97	N/A	N/A
Forfeited or expired	(12)	219.18	N/A	N/A
Outstanding at September 30, 2023	2,148	\$ 179.06	6.1	\$ 66
Vested or expected to vest at September 30, 2023	2,128	\$ 178.73	6.1	\$ 66
Options exercisable at September 30, 2023	1,492	\$ 162.93	5.0	\$ 65

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At September 30, 2023, there was \$20 million of unrecognized compensation expense related to nonvested stock options, which is expected to be recognized over a weighted-average period of 1.3 years. Additional information regarding stock option exercises appears in the following table:

<i>Millions</i>	<i>Three Months Ended</i> <i>September 30,</i>		<i>Nine Months Ended</i> <i>September 30,</i>	
	2023	<i>2022</i>	2023	<i>2022</i>
Intrinsic value of stock options exercised	\$ 10	\$ 7	\$ 17	\$ 51
Cash received from option exercises	9	7	17	24
Treasury shares repurchased for employee payroll taxes	(1)	(2)	(3)	(7)
Income tax benefit realized from option exercises	2	1	4	7
Aggregate grant-date fair value of stock options vested	-	-	14	13

Retention Awards – Retention awards are granted at no cost to the employee, vest over periods lasting up to 4 years, and dividends and dividend equivalents are paid to participants during the vesting periods.

Changes in our retention awards during the nine months ended September 30, 2023, were as follows:

	<i>Shares</i> <i>(thous.)</i>	<i>Weighted-Average Grant- Date Fair Value</i>
Nonvested at January 1, 2023	1,069	\$ 196.47
Granted	296	202.83
Vested	(305)	163.27
Forfeited	(39)	205.35
Nonvested at September 30, 2023	1,021	\$ 207.89

At September 30, 2023, there was \$98 million of total unrecognized compensation expense related to nonvested retention awards, which is expected to be recognized over a weighted-average period of 1.6 years.

Performance Retention Awards – In February 2023, our Board of Directors approved performance stock unit grants. The basic terms of these performance stock units are identical to those granted in February 2022, including the annual return on invested capital (ROIC) and operating income growth (OIG) performance targets. The OIG performance targets compare to companies in the S&P 100 Industrials Index plus the Class I railroads. We define ROIC as net operating profit adjusted for interest expense (including interest on average operating lease liabilities) and taxes on interest divided by average invested capital adjusted for average operating lease liabilities.

The February 2023 stock units awarded to selected employees are subject to continued employment for 37 months, the attainment of certain levels of ROIC, and the relative three-year OIG. We expense two-thirds of the fair value of the units that are probable of being earned based on our forecasted ROIC over the three-year performance period, and with respect to the third year of the plan, the remaining one-third of the fair value is subject to the relative three-year OIG. We measure the fair value of performance stock units based upon the closing price of the underlying common stock as of the date of grant. Dividend equivalents are accumulated during the service period and paid to participants only after the units are earned.

Changes in our performance retention awards during the nine months ended September 30, 2023, were as follows:

	<i>Shares</i> <i>(thous.)</i>	<i>Weighted-Average Grant- Date Fair Value</i>
Nonvested at January 1, 2023	594	\$ 199.82
Granted	251	202.81
Vested	(78)	189.24
Unearned	(127)	186.11
Forfeited	(13)	220.23
Nonvested at September 30, 2023	627	\$ 204.69

At September 30, 2023, there was \$16 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 performance measures established for the performance stock unit grants.

4. Retirement Plans

We provide defined benefit retirement income to eligible non-union employees through 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. Non-union employees hired on or after January 1, 2018, are no longer eligible for pension benefits, but are eligible for an enhanced 401(k) plan.

Expense

Pension expense is 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 5-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/loss and, if necessary, amortized as pension expense.

The components of our net periodic pension benefit/cost were as follows:

<i>Millions</i>	<i>Three Months Ended September 30,</i>		<i>Nine Months Ended September 30,</i>	
	2023	2022	2023	2022
Service cost	\$ 13	\$ 21	\$ 38	\$ 73
Interest cost	48	31	140	93
Expected return on plan assets	(62)	(74)	(186)	(220)
Amortization of actuarial loss	2	21	6	64
Net periodic pension (benefit)/cost	\$ 1	\$ (1)	\$ (2)	\$ 10

Cash Contributions

For the nine months ended September 30, 2023, cash contributions totaled \$0 to the qualified pension plans. Any contributions made during 2023 will be based on cash generated from operations and financial market considerations. Our policy with respect to funding the qualified pension plans is to fund at least the minimum required by law and not more than the maximum amount deductible for tax purposes. At September 30, 2023, we do not have minimum cash funding requirements for 2023.

5. Other Income

Other income included the following:

<i>Millions</i>	<i>Three Months Ended September 30,</i>		<i>Nine Months Ended September 30,</i>	
	2023	2022	2023	2022
Real estate income [a]	\$ 90	\$ 103	\$ 335	\$ 309
Net periodic pension benefit/(costs)	12	22	40	63
Environmental remediation and restoration	(9)	(4)	(31)	(35)
Other	13	3	39	(3)
Total	\$ 106	\$ 124	\$ 383	\$ 334

[a] The three months ended September 30, 2022, includes a \$35 million gain from a sale to the Colorado Department of Transportation. The nine months ended September 30, 2023, includes a one-time \$107 million transaction. The nine months ended September 30, 2022, also includes a \$79 million gain from a land sale to the Illinois State Toll Highway Authority.

6. Income Taxes

In the third quarter of 2023, the states of Iowa, Kansas, and Arkansas enacted legislation to reduce their corporate income tax rates for future years resulting in a \$41 million reduction of our deferred tax expense.

In the third quarter of 2022, the states of Iowa, Arkansas, and Idaho enacted legislation to reduce their corporate income tax rates for future years resulting in a \$40 million reduction of our deferred tax expense.

In the second quarter of 2023, the state of Nebraska enacted legislation to reduce its corporate income tax rate for future years resulting in a \$73 million reduction of our deferred tax expense.

In the second quarter of 2022, the state of Nebraska enacted legislation to reduce its corporate income tax rate for future years resulting in a \$55 million reduction of our deferred tax expense.

7. Earnings Per Share

The following table provides a reconciliation between basic and diluted earnings per share:

<i>Millions, Except Per Share Amounts</i>	<i>Three Months Ended September 30,</i>		<i>Nine Months Ended September 30,</i>	
	2023	2022	2023	2022
Net income	\$ 1,528	\$ 1,895	\$ 4,727	\$ 5,360
Weighted-average number of shares outstanding:				
Basic	608.7	620.4	609.3	626.1
Dilutive effect of stock options	0.4	0.5	0.4	0.7
Dilutive effect of retention shares and units	0.7	0.6	0.6	0.6
Diluted	609.8	621.5	610.3	627.4
Earnings per share – basic	\$ 2.51	\$ 3.05	\$ 7.76	\$ 8.56
Earnings per share – diluted	\$ 2.51	\$ 3.05	\$ 7.75	\$ 8.54
Stock options excluded as their inclusion would be anti-dilutive	1.0	0.3	0.9	0.3

8. Accumulated Other Comprehensive Income/Loss

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

<i>Millions</i>	<i>Defined benefit plans</i>	<i>Foreign currency translation</i>	<i>Unrealized gain on derivative instruments [a]</i>	<i>Total</i>
Balance at July 1, 2023	\$ (373)	\$ (160)	\$ 16	\$ (517)
Other comprehensive income/(loss) before reclassifications	(1)	22	-	21
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	(1)	-	-	(1)
Net quarter-to-date other comprehensive income/(loss), net of taxes of (\$1) million	(2)	22	-	20
Balance at September 30, 2023	\$ (375)	\$ (138)	\$ 16	\$ (497)
Balance at July 1, 2022	\$ (629)	\$ (212)	\$ -	\$ (841)
Other comprehensive income/(loss) before reclassifications	-	(6)	-	(6)
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	15	-	-	15
Net quarter-to-date other comprehensive income/(loss), net of taxes of (\$6) million	15	(6)	-	9
Balance at September 30, 2022	\$ (614)	\$ (218)	\$ -	\$ (832)

[a] Related to interest rate swaps from equity method investments.

[b] The accumulated other comprehensive income/loss reclassification components are 1) prior service cost/credit and 2) net actuarial loss, which are both included in the computation of net periodic pension benefit/cost. See Note 4 Retirement Plans for additional details.

<i>Millions</i>	<i>Defined benefit plans</i>	<i>Foreign currency translation</i>	<i>Unrealized gain on derivative instruments [a]</i>	<i>Total</i>
Balance at January 1, 2023	\$ (378)	\$ (204)	\$ -	\$ (582)
Other comprehensive income/(loss) before reclassifications	5	66	16	87
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	(2)	-	-	(2)
Net year-to-date other comprehensive income/(loss), net of taxes of (\$4) million	3	66	16	85
Balance at September 30, 2023	\$ (375)	\$ (138)	\$ 16	\$ (497)
Balance at January 1, 2022	\$ (658)	\$ (256)	\$ -	\$ (914)
Other comprehensive income/(loss) before reclassifications	-	38	-	38
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	44	-	-	44
Net year-to-date other comprehensive income/(loss), net of taxes of (\$17) million	44	38	-	82
Balance at September 30, 2022	\$ (614)	\$ (218)	\$ -	\$ (832)

[a] Related to interest rate swaps from equity method investments.

[b] The accumulated other comprehensive income/loss reclassification components are 1) prior service cost/credit and 2) net actuarial loss, which are both included in the computation of net periodic pension benefit/cost. See Note 4 Retirement Plans for additional details.

9. Accounts Receivable

Accounts receivable includes freight and other receivables reduced by an allowance for doubtful accounts. At September 30, 2023, and December 31, 2022, our accounts receivables were reduced by \$9 million and \$10 million, respectively. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Condensed Consolidated Statements of Financial Position. At September 30, 2023, and December 31, 2022, receivables classified as other assets were reduced by allowances of \$71 million and \$58 million, respectively.

Receivables Securitization Facility – The Railroad maintains an \$800 million, 3-year receivables securitization facility (the Receivables Facility) maturing in July 2025. Under the Receivables Facility, the Railroad sells most of its eligible third-party receivables to Union Pacific Receivables, Inc. (UPRI), a consolidated, 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 the Railroad's other assets except for customary warranty and indemnity claims. Creditors of the Railroad do not have recourse to the assets of UPRI.

The amount recorded under the Receivables Facility was \$0 and \$100 million at September 30, 2023, and December 31, 2022, respectively. The Receivables Facility was supported by \$1.6 billion of accounts receivable as collateral at both September 30, 2023, and December 31, 2022, which, as a retained interest, is included in accounts receivable, net in our Condensed Consolidated Statements of Financial Position.

The outstanding amount the Railroad maintains under the Receivables Facility may fluctuate based on current cash needs. The maximum allowed under the Receivables Facility is \$800 million with availability directly impacted by eligible receivables, 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 Receivables Facility would not materially change.

The costs of the Receivables Facility include interest, which will vary based on prevailing benchmark and commercial paper rates, program fees paid to participating banks, commercial paper issuance costs, and fees of participating banks for unused commitment availability. The costs of the Receivables Facility are included in interest expense and were \$4 million for both the three months ended September 30, 2023 and 2022, and \$8 million for both the nine months ended September 30, 2023 and 2022.

10. 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):

<i>Millions, Except Estimated Useful Life</i>					
<i>As of September 30, 2023</i>					
	<i>Cost</i>	<i>Accumulated Depreciation</i>	<i>Net Book Value</i>	<i>Estimated Useful Life</i>	
Land	\$ 5,372	\$ N/A	\$ 5,372	N/A	
Road:					
Rail and other track material	18,747	7,280	11,467	42	
Ties	11,934	3,844	8,090	34	
Ballast	6,320	2,031	4,289	34	
Other roadway [a]	22,899	5,269	17,630	47	
Total road	59,900	18,424	41,476	N/A	
Equipment:					
Locomotives	9,317	3,667	5,650	18	
Freight cars	2,710	945	1,765	23	
Work equipment and other	1,319	527	792	17	
Total equipment	13,346	5,139	8,207	N/A	
Technology and other	1,294	559	735	12	
Construction in progress	1,220	-	1,220	N/A	
Total	\$ 81,132	\$ 24,122	\$ 57,010	N/A	

<i>Millions, Except Estimated Useful Life</i>					
<i>As of December 31, 2022</i>					
	<i>Cost</i>	<i>Accumulated Depreciation</i>	<i>Net Book Value</i>	<i>Estimated Useful Life</i>	
Land	\$ 5,344	\$ N/A	\$ 5,344	N/A	
Road:					
Rail and other track material	18,419	7,096	11,323	43	
Ties	11,676	3,699	7,977	34	
Ballast	6,222	1,950	4,272	34	
Other roadway [a]	22,411	4,970	17,441	47	
Total road	58,728	17,715	41,013	N/A	
Equipment:					
Locomotives	9,166	3,606	5,560	18	
Freight cars	2,562	898	1,664	23	
Work equipment and other	1,253	473	780	17	
Total equipment	12,981	4,977	8,004	N/A	
Technology and other	1,254	525	729	12	
Construction in progress	948	-	948	N/A	
Total	\$ 79,255	\$ 23,217	\$ 56,038	N/A	

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

11. Accounts Payable and Other Current Liabilities

<i>Millions</i>	<i>Sep. 30, 2023</i>	<i>Dec. 31, 2022</i>
Accounts payable	\$ 936	\$ 784
Income and other taxes payable	701	628
Compensation-related accruals	547	938
Current operating lease liabilities	362	331
Accrued casualty costs	293	242
Interest payable	248	379
Equipment rents payable	99	109
Other	394	431
Total accounts payable and other current liabilities	\$ 3,580	\$ 3,842

12. Financial Instruments

Short-Term Investments – All of the Company's short-term investments consist of time deposits and government agency securities. These investments are considered Level 2 investments and are valued at amortized cost, which approximates fair value. As of September 30, 2023, and December 31, 2022, the Company had \$16 million and \$46 million of short-term investments, respectively. All short-term investments have a maturity of less than one year and are classified as held-to-maturity.

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 Corporation's long-term debt are Level 2 inputs and obtained from an independent source. At September 30, 2023, the fair value of total debt was \$25.9 billion, approximately \$7.0 billion less than the carrying value. At December 31, 2022, the fair value of total debt was \$28.1 billion, approximately \$5.2 billion less than the carrying value. The fair value of the Corporation's debt is a measure of its current value under present market conditions. The fair value of our cash equivalents approximates their carrying value due to the short-term maturities of these instruments.

13. Debt

Credit Facilities – At September 30, 2023, we had \$2.0 billion of credit available under our revolving credit facility (the Facility), which is designated for general corporate purposes and supports the issuance of commercial paper. Credit facility withdrawals totaled \$0 during the nine months ended September 30, 2023. Commitment fees and interest rates payable under the Facility are similar to fees and rates available to comparably rated, investment-grade borrowers. The Facility allows for borrowings at floating rates based on Term Secured Overnight Financing Rate (SOFR), plus a spread, depending upon credit ratings for our senior unsecured debt. The Facility, set to expire May 20, 2027, requires UPC to maintain a debt-to-EBITDA (earnings before interest, taxes, depreciation, and amortization) coverage ratio.

The definition of debt used for purposes of calculating the debt-to-EBITDA coverage ratio includes, among other things, certain credit arrangements, finance leases, guarantees, unfunded and vested pension benefits under Title IV of ERISA, and unamortized debt discount and deferred debt issuance costs. At September 30, 2023, the Company was in compliance with the debt-to-EBITDA coverage ratio, which allows us to carry up to \$44.3 billion of debt (as defined in the Facility), and we had \$34.6 billion of debt (as defined in the Facility) outstanding at that date. The Facility does not include any other financial restrictions, credit rating triggers (other than rating-dependent pricing), or any other provision that could require us to post collateral. The Facility also includes a \$150 million cross-default provision and a change-of-control provision.

During the nine months ended September 30, 2023, we issued \$1.4 billion and repaid \$1.3 billion of commercial paper with maturities ranging from 11 to 88 days, and at September 30, 2023, we had \$302 million of commercial paper with a weighted average interest rate of 5.4% outstanding. Our revolving credit facility supports our outstanding commercial paper balances, and, unless we change the terms of our commercial paper program, our aggregate issuance of commercial paper will not exceed the amount of borrowings available under the Facility.

Shelf Registration Statement and Significant New Borrowings – On February 3, 2022, the Board of Directors renewed its authorization for the Company to issue up to \$12.0 billion of debt securities under the Company's current three-year shelf registration filed on February 10, 2021. Under our shelf registration, we may issue, from time to time any combination of debt securities, preferred stock, common stock, or warrants for debt securities or preferred stock in one or more offerings.

During the nine months ended September 30, 2023, we issued the following unsecured, fixed-rate debt securities under our shelf registration:

<i>Date</i>	<i>Description of Securities</i>
February 21, 2023	\$0.50 billion of 4.750% Notes due February 21, 2026
	\$0.50 billion of 4.950% Notes due May 15, 2053

We used the net proceeds from the offerings for general corporate purposes, including the repurchase of common stock pursuant to our share repurchase programs. These debt securities include change-of-control provisions. At September 30, 2023, we had remaining authority to issue up to \$5.6 billion of debt securities under our shelf registration.

Receivables Securitization Facility – As of September 30, 2023, and December 31, 2022, we recorded \$0 and \$100 million, respectively, of borrowings under our Receivables Facility as secured debt. (See further discussion of our receivables securitization facility in Note 9).

14. 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. To the extent possible, we have recorded a liability where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated. We currently 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.

In December 2019, we received a putative class action complaint under the Illinois Biometric Information Privacy Act, alleging violation due to the use of a finger scan system developed and managed by third parties. Union Pacific and the plaintiff are currently in the discovery phase. While we believe that we have strong defenses to the claims made in the complaint and will vigorously defend ourselves, there is no assurance regarding the ultimate outcome. Therefore, the outcome of this litigation is inherently uncertain, and we cannot reasonably estimate any loss or range of loss that may arise from this matter.

Personal Injury – 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.

Approximately 94% of the recorded liability is related to asserted claims and approximately 6% is related to unasserted claims at September 30, 2023. 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 \$393 million to \$503 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:

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Beginning balance	\$ 361	\$ 325
Current year accruals	81	79
Changes in estimates for prior years	55	36
Payments	(104)	(93)
Ending balance at September 30,	\$ 393	\$ 347
Current portion, ending balance at September 30,	\$ 105	\$ 77

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 338 sites where we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 32 sites that are the subject of actions taken by the U.S. government, including 20 that 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.

Our environmental liability activity was as follows:

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Beginning balance	\$ 253	\$ 243
Accruals	85	65
Payments	(75)	(45)
Ending balance at September 30,	\$ 263	\$ 263
Current portion, ending balance at September 30,	\$ 83	\$ 64

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 Company has a consolidated, wholly-owned captive insurance subsidiary (the Captive), that provides insurance coverage for certain risks including general liability, property, cyber, and FELA claims that are subject to reinsurance. The Captive receives direct premiums, which are netted against the Company’s premium costs in other expenses in the Condensed Consolidated Statements of Income. We record both liabilities and reinsurance receivables using an actuarial analysis based on historical experience in our Condensed Consolidated Statements of Financial Position.

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.

15. Share Repurchase Programs

Effective April 1, 2022, our Board of Directors authorized the repurchase of up to 100 million shares of our common stock by March 31, 2025. As of September 30, 2023, we repurchased a total of 19.6 million shares of our common stock under the 2022 authorization. These repurchases may be made on the open market or through other transactions. Our management has sole discretion with respect to determining the timing and amount of these transactions.

Our previous authorization, which was effective April 1, 2019, through March 31, 2022, was approved by our Board of Directors for up to 150 million shares of common stock. As of March 31, 2022, we repurchased a total of 83.3 million shares of our common stock under the 2019 authorization.

The table below represents shares repurchased under repurchase programs in the nine months ended September 30, 2023 and 2022:

	<i>Number of Shares Purchased</i>		<i>Average Price Paid [a]</i>	
	2023	2022	2023	2022
First quarter [b]	2,908,703	11,014,201	\$ 203.19	\$ 249.95
Second quarter [c]	606,581	3,100,683	199.81	232.87
Third quarter	-	9,490,339	-	221.52
Total	3,515,284	23,605,223	\$ 202.61	\$ 236.28
Remaining number of shares that may be repurchased under current authority				80,392,027

[a] In the period of the final settlement, the average price paid under the accelerated share repurchase programs is calculated based on the total program value less the value assigned to the initial delivery of shares. The average price of the completed 2022 accelerated share repurchase programs was \$248.32.

[b] Includes 7,012,232 shares repurchased in 2022 under accelerated share repurchase programs.

[c] Includes an incremental 1,847,185 shares received upon final settlement in 2022 under accelerated share repurchase programs.

Management’s assessments of market conditions and other pertinent factors guide the timing, manner, and volume of all repurchases. We expect to fund any share repurchases under this program through cash generated from operations, the sale or lease of various operating and non-operating properties, debt issuances, and cash on hand. Open market repurchases are recorded in treasury stock at cost, which includes any applicable commissions, fees, and excise taxes.

Accelerated Share Repurchase Programs – The Company has established accelerated share repurchase programs (ASRs) with financial institutions to repurchase shares of our common stock. These ASRs have been structured so that at the time of commencement, we pay a specified amount to the financial institutions and receive an initial delivery of shares. Additional shares may be received at the time of settlement. The final number of shares to be received is based on the volume weighted average price of the Company's common stock during the ASR term, less a discount and subject to potential adjustments pursuant to the terms of such ASR.

On February 18, 2022, the Company received 7,012,232 shares of its common stock repurchased under ASRs for an aggregate of \$2.2 billion. Upon settlement of these ASRs in the second quarter of 2022, we received 1,847,185 additional shares.

ASRs are accounted for as equity transactions, and at the time of receipt, shares are included in treasury stock at fair market value as of the corresponding initiation or settlement date. The Company reflects shares received as a repurchase of common stock in the weighted average common shares outstanding calculation for basic and diluted earnings per share.

16. Related Parties

UPRR and other North American railroad companies jointly own TTX Company (TTX). UPRR has a 37.03% economic and voting interest in TTX while the other North American railroads own the remaining interest. In accordance with ASC 323 *Investments - Equity Method and Joint Venture*, UPRR applies the equity method of accounting to our investment in TTX.

TTX is a rail car pooling company that owns rail cars and intermodal wells to serve North America's railroads. TTX assists railroads in meeting the needs of their customers by providing rail cars in an efficient, pooled environment. All railroads have the ability to utilize TTX rail cars through car hire by renting rail cars at stated rates.

UPRR had \$1.8 billion and \$1.7 billion recognized as investments related to TTX in our Condensed Consolidated Statements of Financial Position as of September 30, 2023, and December 31, 2022, respectively. TTX car hire expenses of \$101 million and \$106 million for the three months ended September 30, 2023 and 2022, respectively, and \$306 million and \$298 million for the nine months ended September 30, 2023 and 2022, respectively, are included in equipment and other rents in our Condensed Consolidated Statements of Income. In addition, UPRR had accounts payable to TTX of \$67 million and \$68 million at September 30, 2023, and December 31, 2022, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

UNION PACIFIC CORPORATION AND SUBSIDIARY COMPANIES RESULTS OF OPERATIONS

Three and Nine Months Ended September 30, 2023, Compared to Three and Nine Months Ended September 30, 2022

For purposes of this report, unless the context otherwise requires, all references herein to "Union Pacific", "UPC", "Corporation", "Company", "we", "us", and "our" shall mean Union Pacific Corporation and its subsidiaries, including Union Pacific Railroad Company, which we separately refer to as "UPRR" or the "Railroad".

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and applicable notes to the Condensed Consolidated Financial Statements, Item 1, and other information included in this report. Our Condensed Consolidated Financial Statements are unaudited and reflect all adjustments (consisting only of normal and recurring adjustments) that are, in the opinion of management, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America (GAAP).

The Railroad, along with its subsidiaries and rail affiliates, is our one reportable business segment. Although revenues are analyzed by commodity, we analyze the net financial results of the Railroad as one segment due to the integrated nature of the rail network.

Critical Accounting Estimates

The preparation of these financial statements requires estimation and judgment that affect the reported amounts of revenues, expenses, assets, and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. If these estimates differ materially from actual results, the impact on the Condensed Consolidated Financial Statements may be material. Our critical accounting estimates are available in Item 7 of our 2022 Annual Report on Form 10-K. During the first nine months of 2023, there have not been any significant changes with respect to our critical accounting estimates.

RESULTS OF OPERATIONS

Quarterly Summary

The Company reported earnings of \$2.51 per diluted share on net income of \$1.5 billion and an operating ratio of 63.4% in the third quarter of 2023 compared to earnings of \$3.05 per diluted share on net income of \$1.9 billion and an operating ratio of 59.9% for the third quarter of 2022. Freight revenues decreased 9% in the third quarter of 2023 compared to the same period in 2022 driven by a 7% decrease in average revenue per car (ARC) and a 3% decline in volume. The ARC decrease was driven by lower fuel surcharge revenues and negative mix of traffic (for example, a relative increase in rock shipments, which have a lower ARC), partially offset by core pricing gains. Volume decreases were primarily driven by weaker demand for intermodal, coal, and export grain shipments. These declines were partially offset by increased production and inventory replenishment in the automotive industry, continued strength in rock shipments, and a domestic intermodal contract win.

Our overall network fluidity improved compared to the third quarter of 2022 as last year we experienced congestion across our network related to a shortage of train crew employees. As a result, we accelerated hiring and training of new employees over the past year and graduated 2,907 employees between May 6, 2022, and October 4, 2023. Our improved network fluidity and the volume declines enabled us to slow the pace of train crew hiring and store locomotives during the quarter.

Operating expenses decreased 4% compared to the third quarter of 2022 due to lower fuel prices, the 2022 one-time charge for agreements reached with our labor unions, and volume related costs. These decreases were partially offset by inflation, increased workforce levels, including the impact of increased sick leave benefits provided to our craft professionals, higher casualty costs, and one-time write-offs. Operating income of \$2.2 billion decreased 17%, and our operating ratio of 63.4% deteriorated 3.5 points from the third quarter of 2022.

Operating Revenues

<i>Millions</i>	<i>Three Months Ended September 30,</i>			<i>Nine Months Ended September 30,</i>		
	2023	2022	Change	2023	2022	Change
Freight revenues	\$ 5,545	\$ 6,109	(9)%	\$ 16,770	\$ 17,391	(4)%
Other subsidiary revenues	226	231	(2)	681	669	2
Accessorial revenues	142	212	(33)	442	596	(26)
Other	28	14	100	67	39	72
Total	\$ 5,941	\$ 6,566	(10)%	\$ 17,960	\$ 18,695	(4)%

We generate freight revenues by transporting products from our three commodity groups. Freight revenues vary with volume (carloads) and ARC. Changes in price, traffic mix, and fuel surcharges drive ARC. Customer incentives, which are primarily provided for shipping to/from specific locations or based on cumulative volumes, are recorded as a reduction to operating revenues. Customer incentives that include variable consideration based on cumulative volumes are estimated using the expected value method, which is based on available historical, current, and forecasted volumes, and recognized as the related performance obligation is satisfied. We recognize freight revenues over time as shipments move from origin to destination. The allocation of revenues between reporting periods is based on the relative transit time in each reporting period with expenses recognized as incurred.

Other subsidiary revenues (primarily logistics and commuter rail operations) are generally recognized over time as shipments move from origin to destination. The allocation of revenues between reporting periods is based on the relative transit time in each reporting period with expenses recognized as incurred. Accessorial revenues are recognized at a point in time as performance obligations are satisfied.

Freight revenues decreased 9% in the third quarter of 2023 compared to the same period in 2022 driven by a 7% decrease in ARC and a 3% decline in volume. The ARC decrease was driven by lower fuel surcharge revenues and negative mix of traffic (for example, a relative increase in rock shipments, which have a lower ARC), partially offset by core pricing gains. Volume decreases were primarily driven by weaker demand for intermodal, coal, and export grain shipments. These declines were partially offset by increased production and inventory replenishment in the automotive industry, continued strength in rock shipments, and a domestic intermodal contract win.

Each of our commodity groups includes revenues from fuel surcharges. Freight revenues from fuel surcharge programs decreased to \$637 million in the third quarter of 2023 compared to \$1.2 billion in the same period of 2022 due to lower fuel prices, the lag impact on fuel prices rising throughout the quarter (it can generally take up to two months for changing fuel prices to affect fuel surcharge recoveries), and lower volume.

Other subsidiary revenues decreased in the third quarter of 2023 compared to 2022 primarily driven by a weaker demand for intermodal shipments at our subsidiary that brokers intermodal and transload logistics services. Accessorial revenues decreased in the third quarter of 2023 compared to 2022 driven by decreased intermodal accessorial and container revenues due to lower volume and improvements in the global supply chain as reflected in better equipment cycle times.

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The following tables summarize the year-over-year changes in freight revenues, revenue carloads, and ARC by commodity type:

Freight Revenues	<i>Three Months Ended</i>			<i>Nine Months Ended</i>		
	<i>September 30,</i>			<i>September 30,</i>		
<i>Millions</i>	2023	2022	Change	2023	2022	Change
Grain & grain products	\$ 825	\$ 880	(6)%	\$ 2,658	\$ 2,624	1%
Fertilizer	194	178	9	563	541	4
Food & refrigerated	259	290	(11)	777	828	(6)
Coal & renewables	488	611	(20)	1,422	1,611	(12)
Bulk	1,766	1,959	(10)	5,420	5,604	(3)
Industrial chemicals & plastics	557	579	(4)	1,638	1,656	(1)
Metals & minerals	556	601	(7)	1,654	1,648	-
Forest products	333	390	(15)	1,012	1,140	(11)
Energy & specialized markets	611	624	(2)	1,856	1,762	5
Industrial	2,057	2,194	(6)	6,160	6,206	(1)
Automotive	609	601	1	1,821	1,663	10
Intermodal	1,113	1,355	(18)	3,369	3,918	(14)
Premium	1,722	1,956	(12)	5,190	5,581	(7)
Total	\$ 5,545	\$ 6,109	(9)%	\$ 16,770	\$ 17,391	(4)%

Revenue Carloads	<i>Three Months Ended</i>			<i>Nine Months Ended</i>		
	<i>September 30,</i>			<i>September 30,</i>		
<i>Thousands</i>	2023	2022	Change	2023	2022	Change
Grain & grain products	183	190	(4)%	582	590	(1)%
Fertilizer	51	51	-	144	149	(3)
Food & refrigerated	45	48	(6)	133	143	(7)
Coal & renewables	231	243	(5)	650	670	(3)
Bulk	510	532	(4)	1,509	1,552	(3)
Industrial chemicals & plastics	163	165	(1)	484	486	-
Metals & minerals	206	202	2	604	589	3
Forest products	54	62	(13)	161	189	(15)
Energy & specialized markets	146	140	4	429	412	4
Industrial	569	569	-	1,678	1,676	-
Automotive	210	198	6	623	580	7
Intermodal [a]	763	811	(6)	2,246	2,373	(5)
Premium	973	1,009	(4)	2,869	2,953	(3)
Total	2,052	2,110	(3)%	6,056	6,181	(2)%

Average Revenue per Car	<i>Three Months Ended</i>			<i>Nine Months Ended</i>		
	<i>September 30,</i>			<i>September 30,</i>		
	2023	2022	Change	2023	2022	Change
Grain & grain products	\$ 4,486	\$ 4,641	(3)%	\$ 4,563	\$ 4,449	3%
Fertilizer	3,818	3,504	9	3,921	3,634	8
Food & refrigerated	5,847	6,017	(3)	5,850	5,809	1
Coal & renewables	2,114	2,514	(16)	2,187	2,403	(9)
Bulk	3,465	3,685	(6)	3,592	3,612	(1)
Industrial chemicals & plastics	3,406	3,508	(3)	3,381	3,404	(1)
Metals & minerals	2,688	2,969	(9)	2,736	2,799	(2)
Forest products	6,197	6,347	(2)	6,305	6,044	4
Energy & specialized markets	4,201	4,434	(5)	4,331	4,273	1
Industrial	3,612	3,852	(6)	3,671	3,702	(1)
Automotive	2,894	3,030	(4)	2,921	2,866	2
Intermodal [a]	1,459	1,672	(13)	1,500	1,651	(9)
Premium	1,769	1,939	(9)	1,809	1,890	(4)
Average	\$ 2,702	\$ 2,895	(7)%	\$ 2,769	\$ 2,814	(2)%

[a] For intermodal shipments each container or trailer equals one carload.

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Bulk – Bulk includes shipments of grain and grain products, fertilizer, food and refrigerated, and coal and renewables. Freight revenues from bulk shipments decreased in the third quarter of 2023 compared to 2022 due to lower fuel surcharge revenues and volume declines, partially offset by core pricing gains and positive mix of traffic from decreased coal shipments. Volume declined 4% in the third quarter of 2023 compared to 2022 driven by reduced use of coal in electricity generation because of low natural gas prices and decreased export grain shipments due to tight supplies. Year-to-date, freight revenues decreased compared to the same period in 2022 due to lower volume, lower fuel surcharge revenues, and negative mix of traffic from decreased food and refrigerated shipments, partially offset by core pricing gains. Volumes for coal and renewables and food and refrigerated shipments were negatively impacted by outages and service challenges due to repeated snow events in Wyoming and flooding in California in the first quarter of 2023.

Industrial – Industrial includes shipments of industrial chemicals and plastics, metals and minerals, forest products, and energy and specialized markets. Freight revenues from industrial shipments decreased in the third quarter of 2023 compared to 2022 due to lower fuel surcharge revenues and negative mix of traffic from decreased lumber shipments and increased short haul rock shipments, partially offset by core price increases. Volume was flat in the third quarter of 2023 compared to 2022. While we saw growth in metals and minerals due to strong demand for rock, that growth was offset by decreases in forest products due to the softening housing market and fewer shipments of brown paper as demand for non-durable goods declined. Year-to-date, freight revenues decreased compared to the same period in 2022 due to negative mix of traffic from increased short haul rock shipments and decreased lumber shipments, and lower fuel surcharge revenues, partially offset by core pricing gains.

Premium – Premium includes shipments of finished automobiles, automotive parts, and merchandise in intermodal containers, both domestic and international. Premium freight revenues decreased in the third quarter and nine-month period of 2023 compared to 2022 due to lower fuel surcharge revenues and volume declines, partially offset by core pricing gains. Intermodal shipments declined 6% and 5% in the third quarter and year-to-date periods of 2023, respectively, compared to the same periods in 2022 as high inventories and inflationary pressures impacted consumer demand, partially offset by a domestic contract win. Automotive shipments increased 6% and 7% in the third quarter and nine-month periods of 2023, respectively, compared to the same periods in 2022 driven by increased production as dealers replenish inventories.

Mexico Business – Each of our commodity groups includes revenues from shipments to and from Mexico. Revenues from Mexico business decreased 5% to \$673 million in the third quarter of 2023 compared to 2022 driven by lower fuel surcharge revenues, partially offset by a 5% volume increase. Volume increases were driven by higher intermodal and automotive shipments, partially offset by fewer beer shipments. Year-to-date, revenues increased 2% driven by a 3% increase in volume, partially offset by a 1% decrease in average revenue per car.

Operating Expenses

Millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Compensation and benefits	\$ 1,201	\$ 1,278	(6)%	\$ 3,649	\$ 3,471	5%
Fuel	702	932	(25)	2,132	2,586	(18)
Purchased services and materials	668	626	7	1,971	1,809	9
Depreciation	580	563	3	1,729	1,677	3
Equipment and other rents	235	215	9	718	660	9
Other	378	319	18	1,086	987	10
Total	\$ 3,764	\$ 3,933	(4)%	\$ 11,285	\$ 11,190	1%

Operating expenses decreased 4% in the third quarter of 2023 compared to 2022 driven by lower fuel prices, a one-time charge in 2022 for agreements reached with our labor unions, and volume related costs. These decreases were partially offset by inflation, increased workforce levels, including the impact of increased sick leave benefits provided to our craft professionals, higher casualty costs, and one-time write-offs. Year-to-date, operating expenses increased \$95 million driven by inflation; operational challenges in the first half of the year, including additional costs related to weather; increased workforce levels, including the impact of increased sick leave benefits provided to our craft professionals; and the ratification charge for a crew staffing agreement reached in the second quarter of 2023, partially offset by lower fuel prices and lower volume related costs.

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Compensation and Benefits – Compensation and benefits include wages, payroll taxes, health and welfare costs, pension costs, and incentive costs. For the third quarter of 2023, expenses decreased 6% compared to 2022 due to a one-time charge in 2022 for agreements reached with our labor unions and lower volume, partially offset by wage inflation and increased employee levels, including the impact of increased sick leave benefits provided to our craft professionals. The year-to-date employee level increase of 4% includes a 5% increase in train, engine, and yard employees to support our training pipeline, address operational challenges in the first half of the year, and cover additional sick leave from the increased sick leave benefits. The additional costs for training, the ratification charge for a crew staffing agreement reached in the second quarter of 2023, and wage inflation, partially offset by the 2022 one-time charge for agreements reached with our labor unions and lower volume drove a 5% increase in compensation and benefits for the year-to-date period of 2023 compared to 2022.

Fuel – Fuel includes locomotive fuel and gasoline for highway and non-highway vehicles and heavy equipment. Fuel expense decreased in the third quarter and nine-month periods of 2023 compared to the same periods in 2022 driven by a decrease in locomotive diesel fuel prices and lower gross ton-miles. Fuel consumption rate, computed as gallons of fuel consumed divided by gross ton-miles in thousands, was flat in both periods. Locomotive diesel fuel prices averaged \$3.12 and \$3.96 per gallon (including taxes and transportation costs) in the third quarter of 2023 and 2022, respectively. Year-to-date, locomotive diesel fuel prices averaged \$3.07 compared to \$3.64 per gallon in 2023 and 2022, respectively.

Purchased Services and Materials – Expense for purchased services and materials includes the costs of services purchased from outside contractors and other service providers (including equipment maintenance and contract expenses incurred by our subsidiaries for external transportation services); materials used to maintain the Railroad's lines, structures, and equipment; costs of operating facilities jointly used by UPRR and other railroads; transportation and lodging for train crew employees; trucking and contracting costs for intermodal containers; leased automobile maintenance expenses; and tools and supplies. Purchased services and materials increased 7% in the third quarter of 2023 compared to 2022 primarily due to inflation and increased locomotive overhauls, partially offset by decreased volume-related drayage cost incurred at one of our subsidiaries. In the year-to-date period of 2023, purchased services and materials increased 9% compared to 2022 primarily due to higher locomotive maintenance expenses due to inflation and a larger active fleet to assist in recovering the network in the first quarter of 2023, partially offset by decreased volume-related drayage cost incurred at one of our subsidiaries.

Depreciation – The majority of depreciation relates to road property, including rail, ties, ballast, and other track material. Depreciation expense was up 3% for the third quarter and year-to-date periods of 2023 compared to the same periods in 2022.

Equipment and Other Rents – Equipment and other rents expense primarily includes rental expense that the Railroad pays for freight cars owned by other railroads or private companies; freight car, intermodal, and locomotive leases; and office and other rent expense, offset by equity income from certain equity method investments. Equipment and other rents expense increased 9% in the third quarter and year-to-date periods of 2023 compared to 2022 driven by inflation and lower equity income, partially offset by lower volume and greater network fluidity.

Other – Other expenses include state and local taxes; freight, equipment, and property damage; utilities; insurance; personal injury; environmental remediation; employee travel; telephone and cellular; computer software; bad debt; and other general expenses. Other costs increased 18% and 10% in the third quarter and year-to-date periods of 2023, respectively, compared to the same periods of 2022 driven by higher personal injury expense and one-time write-offs. Higher environmental remediation costs also drove increased costs in the year-to-date period.

Non-Operating Items

<i>Millions</i>	<i>Three Months Ended September 30,</i>			<i>Nine Months Ended September 30,</i>		
	2023	2022	Change	2023	2022	Change
Other income, net	\$ 106	\$ 124	(15)%	\$ 383	\$ 334	15%
Interest expense	(334)	(315)	6	(1,009)	(938)	8
Income tax expense	(421)	(547)	(23)	(1,322)	(1,541)	(14)

Other Income, net – Other income decreased in the third quarter of 2023 compared to 2022 driven by lower gains from real estate sales. Real estate sales in the third quarter of 2022 include a \$35 million gain from a land sale to the Colorado Department of Transportation. Year-to-date, other income increased due to a one-time \$107 million real estate transaction, which was partially offset by lower gains from real estate sales. The year-to-date period of 2022 also includes a \$79 million gain from a land sale to the Illinois State Toll Highway Authority.

Interest Expense – Interest expense increased in the third quarter of 2023 compared to the same periods of 2022 due to an increased weighted-average debt level of \$33.0 billion compared to \$32.2 billion and a higher effective interest rate of 4.1% in 2023 compared to 3.9% in 2022. Year-to-date, interest expense increased due to an increased weighted-average debt level of \$33.3 billion in 2023 compared to \$31.8 billion in 2022. The effective interest rate was 4.0% in both periods.

Income Tax Expense – Income tax expense decreased in both the third quarter and year-to-date periods of 2023 compared to 2022 driven by lower pre-tax income and deferred tax adjustments. In the third quarter of 2023, the states of Iowa, Kansas, and Arkansas enacted legislation to reduce their corporate income tax rates for future years resulting in a \$41 million reduction of our deferred tax expense. In the third quarter of 2022, the states of Iowa, Arkansas, and Idaho enacted legislation to reduce their corporate income tax rates for future years resulting in a \$40 million reduction of our deferred tax expense. In both year-to-date periods, the state of Nebraska enacted legislation to reduce its corporate income tax rate for future years resulting in a reduction of our deferred tax expense of \$73 million and \$55 million, respectively. Our effective tax rates for year-to-date 2023 and 2022 were 21.9% and 22.3%, respectively.

OTHER OPERATING/PERFORMANCE AND FINANCIAL STATISTICS

We report a number of key performance measures weekly to the Surface Transportation Board (STB). We provide this data on our website at www.up.com/investor/aar-stb_reports/index.htm.

Operating/Performance Statistics

Management continuously monitors these key operating metrics to evaluate our operational efficiency in striving to deliver the service product we sold to our customers.

Railroad performance measures are included in the table below:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Gross ton-miles (GTMs) (billions)	208.7	215.0	(3)%	622.9	634.5	(2)%
Revenue ton-miles (billions)	103.0	107.2	(4)	308.4	317.8	(3)
Freight car velocity (daily miles per car) [a]	200	191	5	199	192	4
Average train speed (miles per hour) [a]	23.6	23.7	-	23.9	23.8	-
Average terminal dwell time (hours) [a]	23.5	24.4	(4)	23.6	24.3	(3)
Locomotive productivity (GTMs per horsepower day)	129	124	4	126	126	-
Train length (feet)	9,537	9,483	1	9,337	9,376	-
Intermodal car trip plan compliance (%) [b]	75	62	13pts	75	65	10pts
Manifest/Automotive car trip plan compliance (%) [b]	64	58	6pts	63	59	4pts
Workforce productivity (car miles per employee)	985	1,045	(6)	984	1,045	(6)
Total employees (average)	31,624	30,841	3	31,800	30,582	4
Operating ratio (%)	63.4	59.9	3.5pts	62.8	59.9	2.9pts

[a] As reported to the STB.

[b] Methodology used to report (described below) is not comparable with the reporting to the STB under docket number EP 770.

Gross and Revenue Ton-Miles – Gross ton-miles are calculated by multiplying the weight of loaded and empty freight cars by the number of miles hauled. Revenue ton-miles are calculated by multiplying the weight of freight by the number of tariff miles. Gross ton-miles and revenue ton-miles decreased 3% and 4%, respectively, in the third quarter of 2023 compared to 2022, driven by a 3% decline in carloadings. Year-to-date, gross ton-miles and revenue ton-miles decreased 2% and 3%, respectively, compared to 2022, driven by a 2% decline in carloadings. Changes in commodity mix drove the variances in year-over-year decreases between gross ton-miles, revenue ton-miles, and carloads (higher decreases in bulk shipments, which are generally heavier).

Freight Car Velocity – Freight car velocity measures the average daily miles per car on our network. The two key drivers of this metric are the speed of the train between terminals (average train speed) and the time a rail car spends at the terminals (average terminal dwell time). Train speed was essentially flat and average terminal dwell time improved in the third quarter and year-to-date periods of 2023 compared to 2022 as last year we experienced congestion across our system. As network fluidity improved, freight car velocity increased. These metrics were negatively impacted by operational challenges caused by weather in the first quarter of 2023.

Locomotive Productivity – Locomotive productivity is gross ton-miles per average daily locomotive horsepower available. Locomotive productivity increased in the third quarter of 2023 compared to the same periods in 2022 driven by improved network fluidity. We stored locomotives in the third quarter of 2023, reducing our active fleet size by 5% since the end of the second quarter of 2023. Year-to-date, locomotive productivity increased as third quarter improvements more than offset increased average active fleet size in the first quarter as resources were deployed to alleviate operational challenges caused by weather.

Train Length – Train length is the average maximum train length on a route measured in feet. Our train length increased 1% in the third quarter of 2023 compared to 2022 due to train length improvement initiatives more than offsetting the declines in intermodal shipments, which generally move on longer trains. Year-to-date, our train length declined slightly due to a 2% decrease in carloadings driven by declines in intermodal shipments of 5% in 2023 compared to 2022.

Car Trip Plan Compliance – Car trip plan compliance is the percentage of cars delivered on time in accordance with our original trip plan. Our network car trip plan compliance is broken into the intermodal and manifest/automotive products. Intermodal car trip plan compliance improved 13 points and 10 points, respectively, in the third quarter and year-to-date periods of 2023 compared to 2022. Manifest/automotive car trip plan compliance improved 6 points and 4 points, respectively, in the third quarter and year-to-date periods of 2023 compared to 2022. Improved network fluidity, as evidenced by faster freight car velocity and lower terminal dwell drove these improvements.

Workforce Productivity – Workforce productivity is average daily car miles per employee. Workforce productivity decreased 6% in both the third quarter and year-to-date periods of 2023 as average daily car miles decreased and employees increased compared to 2022. The 3% and 4% increases in employee levels in the third quarter and year-to-date periods, respectively, were driven by an increase in craft professionals. We aggressively hired train, engine, and yard employees to support our training pipeline. In addition, mechanical craft professionals increased year-over-year to maintain our larger active fleet in the first quarter of 2023.

Operating Ratio – Operating ratio is our operating expenses reflected as a percentage of operating revenues. Our third quarter of 2023 operating ratio of 63.4% deteriorated 3.5 points compared to 2022 mainly due to the lag impact from fuel prices rising throughout the quarter, inflation, increased workforce levels, negative mix of traffic, higher casualty costs, and other cost increases, partially offset by core pricing gains and the 2022 one-time charge for agreements reached with our labor unions. The year-to-date operating ratio of 62.8% deteriorated 2.9 points compared to 2022 driven by inflation, excess network costs, the ratification charge for a crew staffing agreement reached in the second quarter of 2023, and other cost increases, partially offset by core pricing gains, the 2022 one-time charge for agreements reached with our labor unions, and the year-over-year lag impact from lower fuel prices.

Debt / Net Income

<i>Millions, Except Ratios for the Trailing Twelve Months Ended [a]</i>	Sep. 30, 2023	<i>Dec. 31, 2022</i>
Debt	\$ 32,877	\$ 33,326
Net income	6,365	6,998
Debt / net income	5.2	4.8

Adjusted Debt / Adjusted EBITDA

<i>Millions, Except Ratios for the Trailing Twelve Months Ended [a]</i>	Sep. 30, 2023	<i>Dec. 31, 2022</i>
Net income	\$ 6,365	\$ 6,998
Add:		
Income tax expense	1,855	2,074
Depreciation	2,298	2,246
Interest expense	1,342	1,271
EBITDA	\$ 11,860	\$ 12,589
Adjustments:		
Other income, net	(475)	(426)
Interest on operating lease liabilities [b]	56	54
Adjusted EBITDA	\$ 11,441	\$ 12,217
Debt	\$ 32,877	\$ 33,326
Operating lease liabilities	1,606	1,631
Unfunded pension and OPEB, net of tax cost of \$0 and \$0 [c]	-	-
Adjusted debt	\$ 34,483	\$ 34,957
Adjusted debt / adjusted EBITDA	3.0	2.9

[a] The trailing twelve months income statement information ended September 30, 2023, is recalculated by taking the twelve months ended December 31, 2022, subtracting the nine months ended September 30, 2022, and adding the nine months ended September 30, 2023.

[b] Represents the hypothetical interest expense we would incur (using the incremental borrowing rate) if the property under our operating leases were owned or accounted for as finance leases.

[c] OPEB = other post retirement benefits

Adjusted debt to adjusted EBITDA (earnings before interest, taxes, depreciation, amortization, and adjustments for other income and interest on present value of operating leases) is considered a non-GAAP financial measure by SEC Regulation G and Item 10 of SEC Regulation S-K and may not be defined and calculated by other companies in the same manner. We believe this measure is important to management and investors in evaluating the Company's ability to sustain given debt levels (including leases) with the cash generated from operations. In addition, a comparable measure is used by rating agencies when reviewing the Company's credit rating. Adjusted debt to adjusted EBITDA should be considered in addition to, rather than as a substitute for, other information provided in accordance with GAAP. The most comparable GAAP measure is debt to net income ratio. The tables above provide a reconciliation from net income to adjusted EBITDA, debt to adjusted debt, and debt to net income to adjusted debt to adjusted EBITDA. At September 30, 2023, and December 31, 2022, the incremental borrowing rate on operating leases was 3.5% and 3.3%, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Financial Condition

Cash Flows

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Cash provided by operating activities	\$ 5,984	\$ 7,070
Cash used in investing activities	(2,650)	(2,559)
Cash used in financing activities	(3,540)	(4,210)
Net change in cash, cash equivalents and restricted cash	\$ (206)	\$ 301

Operating Activities

Cash provided by operating activities decreased in the first nine months of 2023 compared to the same period of 2022 due to lower net income and \$449 million of payments related to the settlement of our labor union agreements.

Investing Activities

Cash used in investing activities increased in the first nine months of 2023 compared to the same period of 2022 driven by lower proceeds from asset sales within other investing activities, net.

The table below details cash capital investments:

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Rail and other track material	\$ 448	\$ 405
Ties	367	346
Ballast	152	160
Other [a]	509	474
Total road infrastructure replacements	1,476	1,385
Line expansion and other capacity projects	141	228
Commercial facilities	255	175
Total capacity and commercial facilities	396	403
Locomotives and freight cars [b]	483	608
Technology and other	227	294
Total cash capital investments [c]	\$ 2,582	\$ 2,690

[a] Other includes bridges and tunnels, signals, other road assets, and road work equipment.

[b] Locomotives and freight cars include early lease buyouts of \$14 million in 2023 and \$55 million in 2022.

[c] Weather-related damages for the nine months ended September 30, 2023 and 2022, are immaterial.

Capital Plan

In 2023, we expect our capital plan to be approximately \$3.7 billion, up 9% from 2022, as we make investments to support our growth strategy. We plan to continue to harden our infrastructure, replace older assets, and improve the safety and resiliency of the network. In addition, the plan includes investments in growth-related projects to drive more carloads to the network, certain ramps to efficiently handle volumes from new and existing intermodal customers, continued modernization of our locomotive fleet, and projects intended to improve operational efficiency. The capital plan may be revised if business conditions warrant or if new laws or regulations affect our ability to generate sufficient returns on these investments.

Financing Activities

Cash used in financing activities decreased in the first nine months of 2023 compared to the same period of 2022 driven by a decrease in share repurchases, partially offset by less debt issued.

See Note 13 of the Condensed Consolidated Financial Statements for a description of all our outstanding financing arrangements and significant new borrowings and Note 15 of the Condensed Consolidated Financial Statements for a description of our share repurchase programs.

Free Cash Flow – Free cash flow is defined as cash provided by operating activities less cash used in investing activities and dividends paid. Cash flow conversion rate is cash provided by operating activities less cash used for capital investments as a ratio of net income.

Free cash flow and cash flow conversion rate are not considered financial measures under GAAP by SEC Regulation G and Item 10 of SEC Regulation S-K and may not be defined and calculated by other companies in the same manner. We believe free cash flow and cash flow conversion rate are important to management and investors in evaluating our financial performance and measures our ability to generate cash without additional external financing. Free cash flow and cash flow conversion rate should be considered in addition to, rather than as a substitute for, cash provided by operating activities.

The following table reconciles cash provided by operating activities (GAAP measure) to free cash flow (non-GAAP measure):

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Cash provided by operating activities	\$ 5,984	\$ 7,070
Cash used in investing activities	(2,650)	(2,559)
Dividends paid	(2,380)	(2,362)
Free cash flow	\$ 954	\$ 2,149

The following table reconciles cash provided by operating activities (GAAP measure) to cash flow conversion rate (non-GAAP measure):

<i>Millions, for the Nine Months Ended September 30,</i>	2023	2022
Cash provided by operating activities	\$ 5,984	\$ 7,070
Cash used in capital investments	(2,582)	(2,690)
Total (a)	\$ 3,402	\$ 4,380
Net income (b)	\$ 4,727	\$ 5,360
Cash flow conversion rate (a/b)	72%	82%

Current Liquidity Status

We are continually evaluating our financial condition and liquidity. We analyze a wide range of economic scenarios and the impact on our ability to generate cash. These analyses inform our liquidity plans and activities outlined below and indicate we have sufficient borrowing capacity to sustain an extended period of lower volumes.

During the third quarter of 2023, we generated \$2.1 billion of cash provided by operating activities, paid our quarterly dividend, and repaid \$400 million on the Receivables Facility. On September 30, 2023, we had \$750 million of cash and cash equivalents, \$2.0 billion of credit available under our revolving credit facility, and \$800 million undrawn on the Receivables Facility. We have been, and we expect to continue to be, in compliance with our debt covenants.

As described in the notes to the Condensed Consolidated Financial Statements and as referenced in the table below, we have contractual obligations that may affect our financial condition. Based on our assessment of the underlying provisions and circumstances of our contractual obligations, other than the risks that we and other similarly situated companies face with respect to the condition of the capital markets, as of the date of this filing, there is no known trend, demand, commitment, event, or uncertainty that is reasonably likely to occur that would have a material adverse effect on our consolidated results of operations, financial condition, or liquidity. In addition, our commercial obligations, financings, and commitments are customary transactions that are like those of other comparable corporations, particularly within the transportation industry.

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The following table identifies material obligations as of September 30, 2023:

Contractual Obligations Millions	Total	Oct. 1	Payments Due by Dec. 31,					After
		through Dec. 31, 2023	2024	2025	2026	2027	2027	
Debt [a]	\$ 60,991	\$ 475	\$ 2,610	\$ 2,591	\$ 2,617	\$ 2,348	\$ 50,350	
Purchase obligations [b]	3,093	302	1,114	889	313	214	261	
Operating leases [c]	1,778	60	362	364	289	232	471	
Other post retirement benefits [d]	363	12	40	40	40	39	192	
Finance lease obligations [e]	185	7	60	42	35	30	11	
Total contractual obligations	\$ 66,410	\$ 856	\$ 4,186	\$ 3,926	\$ 3,294	\$ 2,863	\$ 51,285	

[a] Excludes finance lease obligations of \$169 million as well as unamortized discount and deferred issuance costs of (\$1,747) million. Includes an interest component of \$26,536 million.

[b] Purchase obligations include locomotive maintenance contracts; purchase commitments for ties, ballast, and rail; and agreements to purchase other goods and services.

[c] Includes leases for locomotives, freight cars, other equipment, and real estate. Includes an interest component of \$172 million.

[d] Includes estimated other post retirement, medical, and life insurance payments and payments made under the unfunded pension plan for the next ten years.

[e] Represents total obligations, including interest component of \$16 million.

OTHER MATTERS

Asserted and Unasserted Claims – See Note 14 to the Condensed Consolidated Financial Statements.

Indemnities – See Note 14 to the Condensed Consolidated Financial Statements.

CAUTIONARY INFORMATION

Certain statements in this Form 10-Q, and statements in other reports or information filed or to be filed with the SEC (as well as information included in oral statements or other written statements made or to be made by us), are, or will be, forward-looking statements as defined by the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements may be identified by their use of forward-looking terminology, such as “believes,” “expects,” “may,” “should,” “would,” “will,” “intends,” “plans,” “estimates,” “anticipates,” “projects” and similar words, phrases, or expressions. Forward-looking statements and information also include any other statements or information in this report (including information incorporated herein by reference) regarding: potential impacts of public health crises, including pandemics, epidemics, and the outbreak of other contagious diseases, such as the coronavirus and its variant strains (COVID); the Russia-Ukraine and Israeli wars and any impacts on our business operations, financial results, liquidity, and financial position, and on the world economy (including our customers, employees, and supply chains), including as a result of fluctuations in volume and carloadings; expectations as to general macroeconomic conditions, including slowdowns and recessions, domestically or internationally, and future volatility in interest rates and fuel prices; closing of customer manufacturing, distribution or production facilities; expectations as to operational or service improvements; expectations as to hiring challenges; availability of employees; expectations regarding the effectiveness of steps taken or to be taken to improve operations, service, infrastructure improvements, and transportation plan modifications; expectations as to cost savings, revenue growth, and earnings; the time by which goals, targets, or objectives will be achieved; projections, predictions, expectations, estimates, or forecasts as to our business, financial, and operational results, future economic performance, and planned capital investments; proposed new products and services; estimates of costs relating to environmental remediation and restoration; estimates and expectations regarding tax matters; expectations that claims, litigation, environmental costs, commitments, contingent liabilities, labor negotiations or agreements, cyberattacks, or other matters will not have a material adverse effect on our consolidated results of operations, financial condition, or liquidity; and any other statements concerning matters that are not historical facts.

Forward-looking statements should not be read as a guarantee of future performance, results, or outcomes, and will not necessarily be accurate indications of the times that, or by which, such performance, results, or outcomes will be achieved, if ever. Forward-looking statements and information are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements and information. Forward-looking statements and information reflect the good faith consideration by management of currently available information, and may be based on underlying assumptions believed to be reasonable under the circumstances. However, such information and assumptions (and, therefore, such forward-looking statements and information) are or may be subject to variables or unknown or unforeseeable events or circumstances over which management has little or no influence or control, and many of these risks and uncertainties are currently amplified by and may continue to be amplified by, or in the future may be amplified by, among other things, current macroeconomic and geopolitical conditions.

The Risk Factors in Item 1A of our 2022 Annual Report on Form 10-K, filed February 10, 2023, could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements or information. To the extent circumstances require or we deem it otherwise necessary, we will update or amend these risk factors in a Form 10-Q, Form 8-K, or subsequent Form 10-K. All forward-looking statements are qualified by, and should be read in conjunction with, these Risk Factors. Forward-looking statements speak only as of the date the statement was made. We assume no obligation to update forward looking information to reflect actual results, changes in assumptions, or changes in other factors affecting forward-looking information. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect thereto or with respect to other forward-looking statements.

AVAILABLE INFORMATION

Our Internet website is www.up.com. We make available free of charge on our website (under the “Investors” caption link) our Annual Reports on Form 10-K; our Quarterly Reports on Form 10-Q; our current reports on Form 8-K; our proxy statements; Forms 3, 4, and 5, filed on behalf of directors and executive officers; and amendments to such reports filed or furnished pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act). We provide these reports and statements as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. We also make available on our website previously filed SEC reports and exhibits via a link to EDGAR on the SEC’s Internet site at www.sec.gov. We provide these previously filed reports as a convenience and their contents reflect only information that was true and correct as of the date of the report. We assume no obligation to update this historical information. Additionally, our corporate governance materials, including By-Laws, Board Committee charters, governance guidelines and policies, and codes of conduct and ethics for directors, officers, and employees are available on our website. From time to time, the corporate governance materials on our website may be updated as necessary to comply with rules issued by the SEC and the New York Stock Exchange or as desirable to promote the effective and efficient governance of our Company. Any security holder wishing to receive, without charge, a copy of any of our SEC filings or corporate governance materials should send a written request to: Secretary, Union Pacific Corporation, 1400 Douglas Street, Omaha, NE 68179.

References to our website address in this report, including references in Management’s Discussion and Analysis of Financial Condition and Results of Operations, Item 2, are provided as a convenience and do not constitute, and should not be deemed, an incorporation by reference of the information contained on, or available through, the website. Therefore, such information should not be considered part of this report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There were no material changes to the Quantitative and Qualitative Disclosures About Market Risk previously disclosed in our 2022 Annual Report on Form 10-K.

Item 4. Controls and Procedures

As of the end of the period covered by this report, the Corporation carried out an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's Chief Executive Officer (CEO) and Executive Vice President and Chief Financial Officer (CFO), of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based upon that evaluation, the CEO and the CFO concluded that, as of the end of the period covered by this report, the Corporation's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified by the SEC, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Additionally, the CEO and CFO determined that there were no changes to the Corporation's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are involved in legal proceedings, claims, and litigation that occur in connection with our business. We routinely assess our liabilities and contingencies in connection with these matters based upon the latest available information and, when necessary, we seek input from our third-party advisors when making these assessments. Consistent with SEC rules and requirements, we describe below material pending legal proceedings (other than ordinary routine litigation incidental to our business), material proceedings known to be contemplated by governmental authorities, other proceedings arising under federal, state, or local environmental laws and regulations (including governmental proceedings involving potential fines, penalties, or other monetary sanctions in excess of \$1,000,000), and such other pending matters that we may determine to be appropriate.

Environmental Matters

We receive notices from the U.S. Environmental Protection Agency (EPA) and state environmental agencies alleging that we are or may be liable under federal or state environmental laws for remediation costs at various sites throughout the U.S., including sites on the Superfund National Priorities List or state superfund lists. We cannot predict the ultimate impact of these proceedings and suits because of the number of potentially responsible parties involved, 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.

Information concerning environmental claims and contingencies and estimated remediation costs is set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Estimates – Environmental, Item 7, and Note 17 of the Consolidated Financial Statements and Supplementary Data, Item 8, of our 2022 Annual Report on Form 10-K.

Item 1A. Risk Factors

For a discussion of our potential risks and uncertainties, see the risk factors disclosed in our Form 10-K for the year ended December 31, 2022. These risks could materially and adversely affect our business, financial condition, results of operations (including revenues and profitability), and/or stock price. Our business also could be affected by risks that we are not presently aware of or that we currently consider immaterial to our operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities – The following table presents common stock repurchases during each month for the third quarter of 2023:

<i>Period</i>	<i>Total Number of</i>		<i>Total Number of Shares</i>	
	<i>Shares Purchased [a]</i>	<i>Average Price Paid Per Share</i>	<i>Publicly Announced Plan or Program</i>	<i>Purchased as Part of a Maximum Number of Shares That May Be Purchased Under Current Authority [b]</i>
Jul. 1 through Jul. 31	12,013	\$ 236.05	-	80,392,027
Aug. 1 through Aug. 31	125	231.50	-	80,392,027
Sep. 1 through Sep. 30	5,018	214.25	-	80,392,027
Total	17,156	\$ 229.64	-	N/A

[a] Total number of shares purchased during the quarter includes 17,156 shares delivered or attested to UPC by employees to pay stock option exercise prices and satisfy tax withholding obligations for stock option exercises or vesting of retention units or retention shares.

[b] Effective April 1, 2022, our Board of Directors authorized the repurchase of up to 100 million shares of our common stock by March 31, 2025. These repurchases may be made on the open market or through other transactions. Our management has sole discretion with respect to determining the timing, manner, and amount of these transactions.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

On July 28, 2023, Eric J. Gehringer, Executive Vice President - Operations for Union Pacific Railroad Company, adopted a trading plan intended to satisfy Rule 10b5-1(c) to sell up to 1,274 shares of Union Pacific Corporation common stock on or after October 30, 2023, subject to certain conditions.

On August 22, 2023, V. James Vena, Chief Executive Officer, adopted a trading plan intended to satisfy Rule 10b5-1(c) to purchase up to 4,500 shares of Union Pacific Corporation common stock on or after November 21, 2023, subject to certain conditions.

Item 6. Exhibits

Exhibit No. Description

Filed with this Statement

- 10(a) [Union Pacific Corporation Policy for Recoupment of Certain Compensation amended and restated effective October 2, 2023.](#)
- 31(a) [Certifications Pursuant to Rule 13a-14\(a\), of the Exchange Act, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 – V. James Vena.](#)
- 31(b) [Certifications Pursuant to Rule 13a-14\(a\), of the Exchange Act, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 – Jennifer L. Hamann.](#)
- 32 [Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – V. James Vena and Jennifer L. Hamann.](#)
- 101 The following financial and related information from Union Pacific Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2023 (filed with the SEC on October 19, 2023), formatted in Inline Extensible Business Reporting Language (iXBRL) includes (i) Condensed Consolidated Statements of Income for the periods ended September 30, 2023 and 2022, (ii) Condensed Consolidated Statements of Comprehensive Income for the periods ended September 30, 2023 and 2022, (iii) Condensed Consolidated Statements of Financial Position at September 30, 2023, and December 31, 2022, (iv) Condensed Consolidated Statements of Cash Flows for the periods ended September 30, 2023 and 2022, (v) Condensed Consolidated Statements of Changes in Common Shareholders' Equity for the periods ended September 30, 2023 and 2022, and (vi) the Notes to the Condensed Consolidated Financial Statements.
- 104 Cover Page Interactive Data File, formatted in Inline XBRL (contained in Exhibit 101).

Incorporated by Reference

- 3(a) [Restated Articles of Incorporation of UPC, as amended and restated through June 27, 2011, and as further amended May 15, 2014, are incorporated herein by reference to Exhibit 3\(a\) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.](#)
- 3(b) [By-Laws of UPC, as amended, effective November 19, 2015, are incorporated herein by reference to Exhibit 3.2 to the Corporation's Current Report on Form 8-K dated November 19, 2015.](#)
- 10(b) [Transition and Separation Agreement between the Corporation, the Railroad and Lance M. Fritz dated August 11, 2023, is incorporated herein by reference to Exhibit 10.1 to the Corporation's Current Report on Form 8-K dated August 11, 2023.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 19, 2023

UNION PACIFIC CORPORATION (Registrant)

By /s/ Jennifer L. Hamann
Jennifer L. Hamann
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

By /s/ Todd M. Rynaski
Todd M. Rynaski
Senior Vice President and
Chief Accounting, Risk, and Compliance Officer
(Principal Accounting Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, V. James Vena, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Union Pacific Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 19, 2023

/s/ V. James Vena

V. James Vena
Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Jennifer L. Hamann, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Union Pacific Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 19, 2023

/s/ Jennifer L. Hamann
Jennifer L. Hamann
Executive Vice President and
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying quarterly report of Union Pacific Corporation (the Corporation) on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, V. James Vena, Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

By: /s/ V. James Vena _____
V. James Vena
Chief Executive Officer
Union Pacific Corporation

October 19, 2023

A signed original of this written statement required by Section 906 has been provided to the Corporation and will be retained by the Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying quarterly report of Union Pacific Corporation (the Corporation) on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Jennifer L. Hamann, Executive Vice President and Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

By: /s/ Jennifer L. Hamann _____
Jennifer L. Hamann
Executive Vice President and
Chief Financial Officer
Union Pacific Corporation

October 19, 2023

A signed original of this written statement required by Section 906 has been provided to the Corporation and will be retained by the Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

UNION PACIFIC CORPORATION
POLICY FOR RECOUPMENT OF CERTAIN COMPENSATION
(Amended Effective October 2, 2023)

I. Policy

- A. *Financial Restatement*. It is the Company's policy that, in the event the Company is required to prepare a Financial Restatement, the Compensation and Benefits Committee (the "Committee") of the Board of Directors of the Company (the "Board") will require a Covered Executive to repay to the Company and the Company will recover on a reasonably prompt basis any Excess Incentive-Based Compensation Received by such Covered Executive during the Recovery Period. In addition, in the event the Company is required to prepare a Financial Restatement, the Committee may, in its sole discretion, require any Other Executive to repay to the Company any Excess Incentive-Based Compensation Received by such Other Executive during the Recovery Period.
- B. *Detrimental Conduct*. The Committee may, in its sole discretion, require a Covered Executive or Other Executive who has engaged in Detrimental Conduct to repay to the Company any Incentive Compensation Received by such Covered Executive or Other Executive during the Recovery Period (or, in the case of any Incentive Compensation that has not yet been paid or settled, the Company may cancel all or any portion of such Incentive Compensation).

II. Definitions

As used herein, the following terms have the following meanings:

- A. "Company" means Union Pacific Corporation and Union Pacific Railroad Company.
- B. "Covered Executive" shall mean any executive officer of the Company as defined under Rule 10D-1 of the Securities Exchange Act of 1934, as amended ("Rule 10D-1"), regardless of whether such Covered Executive remains employed by the Company or a subsidiary of the Company.
- C. "Detrimental Conduct" means any actions or omissions by a Covered Executive or Other Executive that constitutes (1) a violation of: (a) the Company's Code of Ethics for CEO and Senior Financial Officers (the "Officer Code of Ethics"), (b) the Company's Statement of Policy on Ethics and Business Conduct (the "How Matters Policy"); (c) any other policy of the Company or any subsidiary of the Company, including any successor or amendment to the Officer Code of Ethics or How Matters Policy, in each case where such act or omission has, or reasonably could be expected to have, an adverse reputational or economic impact on the Company; or (2) a violation of any Restrictive Covenants as set forth in the terms and conditions of any equity award agreement; or (3) negligent supervision or management of an employee whose actions or omissions would constitute Detrimental Conduct under clause (1) or (2) of this paragraph.
- D. "Excess Incentive-Based Compensation" means the amount of Incentive-Based Compensation Received by a Covered Executive or Other Executive during the Recovery Period that exceeds the amount that otherwise would have been Received had it been determined based on the restated financial statements.

- E. "Financial Restatement" means that the Company is required to prepare an accounting restatement of the Company's financial statements due to the Company's material non-compliance with any financial reporting requirement under the federal securities laws (including any such correction that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period).
- F. "Incentive-Based Compensation" means any compensation granted, earned or vested based in whole or part on the Company's attainment of a financial reporting measure that was Received by a person on or after October 2, 2023, provided that the first sentence under Paragraph I.A of this Policy shall be applicable only if such compensation was Received after the person began service as a Covered Executive and the person served as a Covered Executive at any time during the performance period for the Incentive-Based Compensation. A financial reporting measure is (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements and any measure derived wholly or in part from such a measure, and (ii) any measure based in whole or in part on the Company's stock price or total shareholder return. Incentive-Based Compensation is deemed "Received" in the fiscal period during which the relevant financial reporting measure is attained, regardless of when the compensation is actually paid or awarded.
- G. "Incentive Compensation" means any compensation under the Company's Executive Incentive Plan (or successor plan) or under the Company's 2013 Stock Incentive Plan or 2021 Stock Incentive Plan (or successor stock plan), or under any equivalent plan of a subsidiary of the Company, including any long-term incentive equity awards, which include restricted stock units, performance units and stock options. Incentive Compensation is deemed "Received" in the fiscal period during or for which it is awarded or paid or during or for which the vesting or performance conditions to which it is subject are satisfied.
- H. "Other Executive" under this Policy shall mean any person that is not a Covered Executive and is in compensation Levels 1-12 as determined by the policies and procedures of the Company or a subsidiary of the Company, regardless of whether such Other Executive remains employed by the Company or a subsidiary of the Company.
- I. "Recovery Period" means the three completed fiscal years immediately preceding either (i) with respect to Paragraph I.A of this Policy, the date that the Company is required to prepare the accounting restatement described in this Policy, as determined pursuant to Rule 10D-1, or (ii) with respect to Paragraph I.B of this Policy, the date on which the Committee determines that the person engaged in Detrimental Conduct, and (iii) in each case, any transition period of less than nine months that is within or immediately following such three fiscal years.

III. Administration

- A. *Administrative Committee.* The Policy is administered by the Committee, subject to ratification by the independent members of the Board of Directors with respect to application of the Policy to the Company's Chief Executive Officer. Paragraph I.A of this Policy, including any attendant definitions, as applied to any Covered Executive, is intended to comply with and shall be administered and interpreted consistent with, and be subject to the exceptions set forth in, Listing Standard 303A.14 adopted by the New York Stock Exchange to implement Rule 10D-1. Except as limited by law, the Committee has full power, authority, and discretion to construe, interpret and apply the Policy. All determinations by the Committee are final, conclusive, and binding on all affected individuals. To the extent permitted by applicable law, the Committee may delegate its authority as identified herein to one or more authorized persons.

B. *Determination of Recoupment Amount Under Paragraph I.A (Financial Restatement)*. If the Committee determines the amount of Incentive-Based Compensation Received by a Covered Executive exceeds the amount that would have been Received if determined or calculated based on the Company's financial results, such excess amount of Incentive-Based Compensation shall be subject to recoupment by the Company pursuant to this Policy. For Incentive-Based Compensation based on stock price or total shareholder return, the Committee will determine the amount based on a reasonable estimate of the effect of the accounting restatement on the relevant stock price or total shareholder return. In all cases, the calculation of the excess amount of Incentive-Based Compensation to be recovered from a Covered Executive will be determined without regard to any taxes paid with respect to such compensation. The manner in which Incentive-Based Compensation shall be recouped for a Covered Executive or Other Executive under Paragraph I.A. of this Policy shall be determined by the Committee in its sole discretion, including through cancellation of vested or unvested stock options, cancellation of unvested restricted stock, restricted stock units or performance stock units and/or cash repayment. The Company need not recover the excess amount of Incentive-Based Compensation if and to the extent that the Committee determines that such recovery is impracticable, subject to and in accordance with any applicable exceptions under the New York Stock Exchange listing rules, and not required under Rule 10D-1, including if the Committee determines that the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered after making a reasonable attempt to recover such amounts. The Committee may take into account any factors it deems reasonable in determining whether to seek recoupment of previously paid Incentive-Based Compensation and how much compensation to recoup from any Other Executive (which need not be the same amount or proportion for every Other Executive); however, no misconduct on the part of any Other Executives is required for the Committee to exercise its authority in the context of its Financial Restatement recoupment under Paragraph I.A. of this Policy.

C. *Determination of Recoupment Amount Under Paragraph I.B (Detrimental Conduct)*. The Committee may take into account any factors it deems reasonable in determining whether to seek recoupment of previously paid Incentive Compensation (or cancellation of outstanding Incentive Compensation) and how much compensation to recoup from individual Covered Executives or Other Executives (which need not be the same amount or proportion for every Covered Executive or Other Executive). The manner in which Incentive Compensation shall be recouped for a Covered Executive or Other Executive who has engaged in Detrimental Conduct (including the amount and form of compensation to which such recoupment is applied) shall be determined by the Committee in its sole discretion, including through cancellation of vested or unvested stock options, cancellation of unvested restricted stock, restricted stock units or performance stock units and/or cash repayment.

D. *Policy Scope*. This Policy does not limit the ability of the Company or of a subsidiary of the Company to require reduction, forfeiture of outstanding awards, return of vested shares, adjustments of future incentive opportunities, or repayment of any incentive compensation or other compensation under the terms of any agreement, offer or other legal provision. No person will be entitled to additional compensation pursuant to this Policy in the event that financial results reported in a restated financial statement would have resulted in a higher amount being payable under any Incentive-Based Compensation award. The Board may amend this Policy from time to time as it determines appropriate or as required by any law or any rule of a stock exchange upon which the Company has listed its common stock for trading.

Any right of recoupment or recovery pursuant to this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company or to a subsidiary of the Company pursuant to the terms of any other policy, agreement or plan or award terms, any other legal remedies available to the Company or a subsidiary of the Company; provided that the Company shall not recoup amounts pursuant to Paragraph I.B of this Policy or pursuant to any such other policy, terms or remedies to the extent it is recovered pursuant to Paragraph I.A. of this Policy. The Company shall not indemnify any Covered Executive or Other Executive against the loss of any Incentive-Based Compensation or Incentive Compensation pursuant to this Policy.

E. *Effective Date*. This amended Policy shall be effective with respect to any Incentive-Based Compensation or Incentive Compensation Received on and after October 2, 2023, and the Company's prior recoupment policy shall apply to any incentive compensation awarded on or after January 1, 2020, and Received before October 2, 2023.