

APPENDIX
B

Union Pacific Corporation Due Diligence Questionnaire

Prior to entering into a consultant or representative relationship, it is the policy of Union Pacific Corporation ("Union Pacific") to conduct a due diligence review of the prospective consultant(s) or representative(s) engaging in non-U.S. countries and/or with non-U.S. governments on Union Pacific's behalf. In addition, Union Pacific will update the due diligence review periodically during the course of the relationship. You are receiving this form because you are either a prospective or existing foreign consultant or representative.

In general, it is Union Pacific's policy to obtain from its prospective or existing consultants or representatives the information requested below. As necessary, Union Pacific personnel may need to contact counsel, financial institutions and other companies in the local country who may have knowledge with regard to the consultant or representative.

Please complete the attached questionnaire and return it to fcpa@up.com. Questions may also be directed to fcpa@up.com.

1. a. Consultant's name

- b. Country of Residence

- c. Business address

- d. Telephone number

- e. Facsimile number

5. Do you currently have or plan to have any employees who meet with governmental officials/employees as your representative and in connection with Union Pacific business? (the term employee means any person whom you pay for assisting you in performing your business.)

Yes ___ No ___ _

If the answer is Yes, please list each employee.

For purposes of the remainder of this application, please consider the term "Principal" to mean any of the individuals listed above in response to Questions 2 and 5.

6. Are any of the Principals in your business employed by, or owners of, any other business?

Yes ___ No ___ _

If the answer is yes, please identify the business and the position held for each such Principal.

7. Are any of the Principals in your business currently employed by, or do they have any official duties for, any government agency or state-owned entities within your country.

Yes ___ No ___ _

If the answer is yes, please identify the Principal, the governmental organization, position and duties.

8. Do any of the Principals in your business currently hold any office or position in any political party or are they candidates for any political office?

Yes ___ No ___

If the answer is yes, please identify the Principal, the political party and position held or sought.

9. Please state whether any member of any Principal's immediate family is an employee of any government agency or state-owned entity, an official of any political party, or a candidate for political office within your country. ("Immediate family" means: (a) the spouse, parents, brothers, sisters, or children of the Principal; (b) the parents, brothers, sisters, or children of the Principal's spouse; or (c) any other individuals who share the same household with the Principal.)

Yes ___ No ___

If the answer is yes, please identify the Principal, the name of the member of the immediate family, that person's relationship to the Principal, and the office held.

10. Would any Principals in your business utilize significant assistance from an outside source in assisting Union Pacific to achieve its business/regulatory goals?

Yes ___ No ___

If the answer is yes, please indicate the names of any person of firm which you would rely upon, and their relationship to your business.

11. What is the background and experience of the Principals in your business in transportation/logistics related activity? (Please describe or attach any sales brochures, capability brochures and all similar material)

12. Please identify those-policy-making officials in government and industry who, in your opinion: (a) are important in Union Pacific's efforts to conduct its business; and (b) with whom you have contact or to whom you have access. Will any government employee, official, agent or representative receive a monetary or other benefit from your business with Union Pacific?

13. Please identify governmental officials, bodies or political officials whose decisions are important in connection with Union Pacific's ability to offer its products or services within your country.

14. Please explain your relationship with each of the individuals identified in your answer to Question 14.

15. In what language(s) are you qualified?

16. Please describe financial position or attach a recent financial statement.

17. Please list some individuals (including phone and/or email address) with whom you have worked in the past and who can attest to the good character of you or your company

Banks _____

Others _____

18. Have you, your directors, officers, agents, or other third parties acting on your behalf ever been convicted, entered into a settlement agreement, or resolved any proceeding with enforcement or regulatory authorities regarding fraud, bribery, or corruption?

19. Do you have an anti-corruption compliance program or policy?

20. Additional Comments or Information

(Signature)

(Print Name)

(Company)

(Position/Title)

(Date)