

UNION PACIFIC CORPORATION

0290



August 8, 2002

VIA FACSIMILE TO 202-942-9651 AND OVERNIGHT DELIVERY

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: Union Pacific Corporation
Commission File Number 1-6075

Dear Mr. Katz:

Enclosed please find the sworn statements of Union Pacific Corporation's Principal Executive Officer, Mr. Richard K. Davidson, and Principal Financial Officer, Mr. James R. Young, as required by the Order Requiring Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (File No. 4-460) issued by the Commission on June 27, 2002.

Union Pacific Corporation's Form 10-Q for the quarterly period ended June 30, 2002 was filed with the Commission on August 8, 2002.

If you should have any questions or comments relating to the enclosed, please do not hesitate to contact me at (402) 271-6765.

Very truly yours,

James J. Theisen, Jr.
Senior Corporate Counsel
and Assistant Secretary

Enclosure

JJT:sla

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STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING
TO EXCHANGE ACT FILINGS

I, James R. Young, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Union Pacific Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K filed with the Commission for the fiscal year ended December 31, 2001, of Union Pacific Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Union Pacific Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

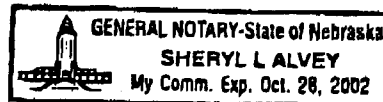
By: James R. Young
James R. Young
Executive Vice President - Finance
Union Pacific Corporation

Date: August 8, 2002

Subscribed and sworn to before me this
8th day of August, 2002.

/s/ Sheryl L. Alvey
Notary Public

My Commission Expires:



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