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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934

MOTOR CARGO INDUSTRIES, INC.
(Name of Subject Company (Issuer))

UNION PACIFIC CORPORATION
(Names of Filing Persons (Offeror))

Common Stock, No Par Value
(Title of Class of Securities)

619907108
(CUSIP Number of Class of Securities)

Carl W. von Bernuth
Senior Vice President, General Counsel
and Secretary
Union Pacific Corporation
1416 Dodge Street
Omaha, NE 68179
(402) 271-5777

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)
With a copy to:

Paul T. Schnell, Esq.
Richard J. Grossman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
Telephone: 212-735-3000

CALCULATION OF FILING FEE

Transaction Valuation* Amount of Filing Fee
\$82,564,834 \$16,512.97

* Estimated for purposes of calculating the amount of the filing fee only.
The amount assumes the purchase (i) of a total of 6,473,140 shares of the
outstanding common stock, no par value, of Motor Cargo Industries, Inc. at
a purchase price of \$12.10 per share and (ii) a total of 350,400 shares of
Motor Cargo common stock subject to options that will be vested and
exercisable as of the closing of this offer at a purchase price of \$12.10
per share. The amount of the filing fee calculated in accordance with Rule
0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1%
of the transaction value.

[X] Check the box if any part of the fee is offset as provided by Rule
0-11(a)(2) and identify the filing with which the offsetting fee was
previously paid. Identify the previous filing by registration statement
number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$22,040.03 Filing Party: Union Pacific Corporation
Form or Registration No.: Form S-4 Date Filed: October 31, 2001

[] Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

[X] third-party tender offer subject to Rule 14d-1.
[] issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment
reporting the results of the tender offer:

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This Statement relates to the offer by Union Pacific Corporation ("Union Pacific"), a Utah corporation, to exchange each outstanding share of common stock of Motor Cargo, no par value (collectively, the "Shares"), for either (i) 0.26 of a share of common stock, par value \$2.50 per share, of Union Pacific ("Union Pacific Stock"), or (ii) \$12.10 in cash, at the election of the holder of each Share and upon the terms and subject to the conditions set forth in the Preliminary Prospectus, dated October 31, 2001 (the "Preliminary Prospectus"), and in the related Letter of Election and Transmittal, incorporated herein by reference as Exhibit (a)(2), (which are herein collectively referred to as the "Offer").

Item 1. Summary Term Sheet

The information set forth in the sections of the Preliminary Prospectus is incorporated herein by reference as Exhibit (a)(1), entitled "Questions and Answers About the Proposed Acquisition" and "Summary" is incorporated herein by reference.

Item 2. Subject Company Information

(a) The name of the subject company is Motor Cargo Industries, Inc., a Utah corporation ("Motor Cargo"), and the principal executive offices are located at 845 West Center Street, North Salt Lake, Utah, 84054. Its telephone number at such offices is (801) 936-1111.

(b) The information set forth in the section of the Preliminary Prospectus entitled "Summary" and on the cover page of the Preliminary Prospectus is incorporated herein by reference.

(c) The information concerning the principal market in which the Shares are traded and certain high and low sales prices for the Shares in such principal market is set forth in the section of the Preliminary Prospectus entitled "Comparative Stock Prices and Dividends" and is incorporated herein by reference.

Item 3. Identity and Background of the Filing Person.

(a), (b), (c) The information set forth in the sections of the Preliminary Prospectus entitled "Summary," "Information About Union Pacific" and Annex A to the Preliminary Prospectus is incorporated herein by reference. During the last five years, Union Pacific has not, and, to the best knowledge of Union Pacific, none of the directors or executive officers of Union Pacific have, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Terms of the Transaction.

(a)(1)(i)-(viii), (x)-(xii) The information set forth in the sections of the Preliminary Prospectus entitled "Questions and Answers About the Proposed Acquisition," "Summary," "The Offer,"

"Description of Union Pacific Capital Stock" and "Comparison of Shareholder Rights" is incorporated herein by reference.

(a)(1)(ix) Not applicable

(a)(2)(i)-(vii) The information set forth set forth in the sections of the Preliminary Prospectus entitled "Questions and Answers About the Proposed Acquisition," "Summary," "Reasons for the Offer," "Background of the Offer," "The Offer" and "The Merger Agreement" is incorporated herein by reference.

Item 5. Past Contacts, Transaction, Negotiations and Agreements

(a) The information set forth in the sections of the Preliminary Prospectus entitled "The Offer--Relationship with Motor Cargo" is incorporated herein by reference.

(b) The information set forth in the sections of the Preliminary Prospectus entitled "Background of the Offer" is incorporated herein by reference.

Item 6. Purpose of the Tender Offer and Plans or Proposals.

(a), (c)(1), (c)(3)-(7) The information set forth in the sections of the Preliminary Prospectus entitled "Summary," "Comparative Stock Prices and Dividends," "Reasons for the Offer," "Background of the Offer," "The Offer" and "The Merger Agreement" is incorporated herein by reference.

(c)(2) None

Item 7. Source and Amount of Funds or Other Consideration.

(a), (b), (d) The information set forth in the sections of the Preliminary Prospectus entitled "The Offer--Source and Amount of Funds" is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

Other than the interests disclosed in the information set forth in the sections of the Preliminary Prospectus entitled "Information About Union Pacific," "The Shareholder Agreements" and Annex A to the Preliminary Prospectus, which are incorporated herein by reference, none of Union Pacific, its subsidiaries or any of their officers and directors owns or has any interest in any Shares, nor have they engaged in any transactions with respect to the Shares in the past 60 days.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

The information set forth in the sections of the Preliminary Prospectus entitled "Questions and Answers About the Proposed Acquisition" and "The Offer--Fees and Expenses" is incorporated herein by reference.

Item 10. Financial Statements.

The information set forth in the sections of the Preliminary Prospectus entitled "Union Pacific Selected Consolidated Historical Financial Data" and "Comparative Per Share Data" and the financial statements in Union Pacific's Quarterly Reports on Form 10-Q for the quarters ended June 30, 2001 and March 31, 2001 and Union Pacific's Annual Report on Form 10-K for the year ended December 30, 2000 are incorporated herein by reference.

Item 11. Additional Information.

The information set forth in the sections of the Preliminary Prospectus entitled "The Offer" and "The Shareholder Agreements" is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1) Preliminary Prospectus, dated October 31, 2001, is incorporated herein by reference from Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a)(2) Letter of Election and Transmittal is incorporated herein by reference to Exhibit 99.3 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a)(3) Notice of Guaranteed Delivery is incorporated herein by reference to Exhibit 99.4 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a)(4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees is incorporated herein by reference to Exhibit 99.5 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a)(5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees is incorporated herein by reference to Exhibit 99.6 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a)(6) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 is incorporated herein by reference to Exhibit 99.7 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a)(7) Joint Press Release issued by Union Pacific and Motor Cargo on October 15, 2001 is incorporated herein by reference to Exhibit 99.1 Union Pacific's Current Report on Form 8-K dated October 16, 2001.

- (a)(8) Joint Press Release issued by Union Pacific and Motor Cargo on October 31, 2001.
- (d)(1) Agreement and Plan of Merger, dated as of October 15, 2001, by and among Motor Cargo Industries, Inc., Union Pacific Corporation and Motor Merger Co. is incorporated herein by reference to Exhibit 2.1 to Union Pacific's Current Report on Form 8-K dated October 16, 2001.
- (d)(2) Shareholder Agreement, dated as of October 15, 2001, by and between Union Pacific Corporation and Harold R. Tate is incorporated herein by reference to Exhibit 99.2 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
- (d)(3) Shareholder Agreement, dated as of October 15, 2001, by and between Union Pacific Corporation and Marvin L. Freidland is incorporated herein by reference to Exhibit 99.3 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
- (g) Not applicable.
- (h) Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth, Esq.

Name: Carl W. von Bernuth, Esq.
Title: Senior Vice President,
General Counsel and Secretary

Dated: October 31, 2001

EXHIBIT INDEX

Exhibit No. -----	Exhibit Name -----
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(d)(3)	Shareholder Agreement, dated as of October 15, 2001, by and between Union Pacific Corporation and Marvin L. Friedland is incorporated herein by reference to Exhibit 99.3 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
(g)	Not applicable.
(h)	Not applicable.

Press Release

Contacts: Investor Relations: Beth Whited 402-271-4227
Media: Ira Rosenfeld 804-291-5362
Motor Cargo: Lynn Wheeler 801-299-5294

Union Pacific Commences Exchange Offer for Shares of Motor Cargo Industries
Common Stock

OMAHA--October 31, 2001--Union Pacific Corporation (NYSE: UNP) and Motor Cargo Industries, Inc. (NASDAQ: CRGO) today announced that Union Pacific has commenced an offer to exchange each outstanding share of common stock of Motor Cargo for either 0.26 of a share of Union Pacific stock, \$12.10 in cash or a combination of both. The offer is being made pursuant to a previously announced Agreement and Plan of Merger, dated as of October 15, 2001, and a tender offer statement, dated October 31, 2001. The offer is scheduled to expire at 12:00 midnight, New York City time, on November 29, 2001, unless extended.

Following completion of the offer and receipt of shareholder approval, if required, Union Pacific intends to merge Motor Cargo with a wholly-owned subsidiary of Union Pacific which will own the operations of Motor Cargo.

In the merger, the remaining Motor Cargo shareholders will receive \$12.10 in cash, per Motor Cargo share. Because only cash will be paid in the merger, Motor Cargo shareholders who wish to receive Union Pacific stock must tender their shares in the offer.

The Board of Directors of Motor Cargo unanimously (i) determined that the terms of the offer and the merger are fair to and advisable and in the best interests of Motor Cargo and its shareholders, (ii) approved and adopted the Agreement and Plan of Merger and the transactions contemplated thereby, including the offer and the merger, and (iii) recommends that Motor Cargo shareholders accept the offer and tender their shares pursuant to the offer.

The offer is subject to certain conditions, including tender of shares of Motor Cargo common stock representing more than two-thirds of the outstanding common stock of Motor Cargo on a fully diluted basis, expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the effectiveness of the registration statement relating to the exchange offer and other conditions specified in the offer documents. Two significant shareholders of Motor Cargo who collectively own approximately 62.5% of Motor Cargo's outstanding shares have agreed to tender their shares in the offer and, subject to certain conditions, to exchange their Motor Cargo shares for Union Pacific stock.

Morgan Stanley & Co. Incorporated acted as a financial advisor to Union Pacific and Morgan Keegan & Company, Inc. acted as a financial advisor to Motor Cargo.

The Exchange Agent for the offer is Wells Fargo Bank Minnesota, N.A., 161 North Concord Exchange, South St. Paul, MN.

The Information Agent for the offer is Morrow & Co., Inc., 445 Park Avenue, 5th Floor, New York, New York 10022. Call collect (212) 754-8000, banks and brokerage firms call (800) 654-2468 or shareholders call (800) 607-0088.

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ADDITIONAL INFORMATION AND WHERE TO FIND IT

This news release is being filed pursuant to Rule 425 under the Securities Act of 1933. This document does not constitute an offer of sale of securities. Shareholders of Motor Cargo and other investors are urged to read the following documents, when available, in connection with the transaction described above: the prospectus, exchange offer materials, registration statement on Form S-4 and Schedule T0, containing or incorporating by reference such documents and other information, to be filed by Union Pacific and the solicitation/recommendation statement on Schedule 14D-9, to be filed by Motor Cargo. Such documents will contain important information about Motor Cargo, Union Pacific, the transaction, and significant shareholders and their interests in the transaction, and related matters.

In addition to the prospectus, exchange offer materials, registration statement, Schedule T0, and Schedule 14D-9, Union Pacific and Motor Cargo file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by Motor Cargo or Union Pacific at the SEC Public Reference Rooms at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the SEC's public reference room in Chicago. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Union Pacific's and Motor Cargo's filings with the SEC are also available to the public from commercial document-retrieval services and at the web site maintained by the SEC at <http://www.sec.gov>. Free copies of the exchange offer materials, when available, and these other documents may also be obtained from Union Pacific by directing a request by mail to Union Pacific Corporation, 1416 Dodge Street, Omaha, Nebraska 68179, Attention: Investor Relations, Telephone: 1-877-547-7261. Free copies of the Schedule 14D-9, when available, may also be obtained from Motor Cargo by directing a request by mail to Motor Cargo Industries, Inc., 845 West Center Street, North Salt Lake City, Utah 84054, Attention: Investor Relations, Telephone: (801-299-5294).