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 June 30, 2026

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	**13-2626465**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1400 Douglas Street, Omaha, Nebraska	**68179**
(Address of principal executive offices)	(Zip Code)

(402) 544-5000
(Registrant's telephone number, including area code)

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

Title of each Class	Trading Symbol	Name of each exchange on which registered
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	☑	Accelerated Filer	☐	Non-Accelerated Filer	☐
Smaller Reporting Company	☐	Emerging Growth Company	☐		

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 July 17, 2026, there were 594,075,498 shares of the Registrant's Common Stock outstanding.

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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

Millions, except per share amounts, for the three months ended June 30,		***2026***		*2025*
Operating revenues:				
Freight revenues	**$**	**6,518**	$	5,843
Other revenues		**346**		311
Total operating revenues		**6,864**		6,154
Operating expenses:				
Compensation and benefits		**1,240**		1,249
Fuel		**938**		576
Purchased services and materials		**709**		642
Depreciation		**638**		613
Equipment and other rents		**214**		230
Other		**362**		319
Total operating expenses		**4,101**		3,629
Operating income		**2,763**		2,525
Other income, net (Note 6)		**105**		123
Interest expense		**(313)**		(335)
Income before income taxes		**2,555**		2,313
Income tax expense (Note 7)		**(562)**		(437)
Net income	**$**	**1,993**	$	1,876
Share and per share (Note 8):				
Earnings per share - basic	**$**	**3.36**	$	3.16
Earnings per share - diluted	**$**	**3.36**	$	3.15
Weighted average number of shares - basic		**593.4**		594.1
Weighted average number of shares - diluted		**594.0**		594.8

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

Union Pacific Corporation and Subsidiary Companies

Millions, for the three months ended June 30,		***2026***		*2025*
Net income	**$**	**1,993**	$	1,876
Other comprehensive income/(loss):				
Defined benefit plans		**-**		(2)
Foreign currency translation		**(2)**		30
Derivative instruments		**(1)**		-
Total other comprehensive income/(loss) [a]		**(3)**		28
Comprehensive income	**$**	**1,990**	$	1,904

[a] Net of deferred taxes of $0.0 million and ($1.7) million during the three months ended June 30, 2026 and 2025, 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

Millions, except per share amounts, for the six months ended June 30,		***2026***		*2025*
Operating revenues:				
Freight revenues	**$**	**12,411**	$	11,534
Other revenues		**670**		647
Total operating revenues		**13,081**		12,181
Operating expenses:				
Compensation and benefits		**2,467**		2,461
Fuel		**1,581**		1,179
Purchased services and materials		**1,382**		1,273
Depreciation		**1,271**		1,223
Equipment and other rents		**433**		471
Other		**726**		678
Total operating expenses		**7,860**		7,285
Operating income		**5,221**		4,896
Other income, net (Note 6)		**196**		201
Interest expense		**(633)**		(657)
Income before income taxes		**4,784**		4,440
Income tax expense (Note 7)		**(1,090)**		(938)
Net income	**$**	**3,694**	$	3,502
Share and per share (Note 8):				
Earnings per share - basic	**$**	**6.23**	$	5.86
Earnings per share - diluted	**$**	**6.22**	$	5.85
Weighted average number of shares - basic		**593.2**		597.5
Weighted average number of shares - diluted		**593.8**		598.4

Condensed Consolidated Statements of Comprehensive Income (Unaudited)
Union Pacific Corporation and Subsidiary Companies

Millions, for the six months ended June 30,		***2026***		*2025*
Net income	**$**	**3,694**	$	3,502
Other comprehensive income/(loss):				
Defined benefit plans		**(1)**		1
Foreign currency translation		**37**		30
Derivative instruments		**(1)**		-
Total other comprehensive income/(loss) [a]		**35**		31
Comprehensive income	**$**	**3,729**	$	3,533

[a] Net of deferred taxes of ($0.1) million and ($1.9) million during the six months ended June 30, 2026 and 2025, 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

Millions, except share and per share amounts	***Jun. 30, 2026***	*Dec. 31, 2025*
Assets		
Current assets:		
Cash and cash equivalents	**$ 1,614**	$ 1,266
Short-term investments (Note 13)	**500**	250
Accounts receivable, net (Note 10)	**2,130**	1,860
Materials and supplies	**919**	787
Other current assets	**370**	392
Total current assets	**5,533**	4,555
Investments	**2,977**	2,885
Properties, net (Note 11)	**60,199**	59,645
Operating lease assets	**875**	1,036
Other assets	**1,627**	1,577
Total assets	**$ 71,211**	$ 69,698
Liabilities and common shareholders' equity		
Current liabilities:		
Accounts payable and other current liabilities (Note 12)	**$ 4,324**	$ 3,494
Debt due within one year (Note 14)	**1,288**	1,520
Total current liabilities	**5,612**	5,014
Debt due after one year (Note 14)	**29,039**	30,294
Operating lease liabilities	**609**	738
Deferred income taxes	**13,525**	13,421
Other long-term liabilities	**1,753**	1,764
Commitments and contingencies (Note 15)		
Total liabilities	**50,538**	51,231
Common shareholders' equity:		
Common shares, $2.50 par value, 1,400,000,000 authorized; 1,113,359,575 and 1,113,161,191 issued; 593,957,035 and 593,245,884 outstanding, respectively	**2,783**	2,783
Paid-in-surplus	**5,677**	5,589
Retained earnings	**71,584**	69,529
Treasury stock	**(58,815)**	(58,843)
Accumulated other comprehensive loss (Note 9)	**(556)**	(591)
Total common shareholders' equity	**20,673**	18,467
Total liabilities and common shareholders' equity	**$ 71,211**	$ 69,698

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

Millions, for the six months ended June 30,	***2026***	*2025*
Operating activities		
Net income	**$ 3,694**	$ 3,502
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	**1,271**	1,223
Deferred and other income taxes	**93**	(123)
Other operating activities, net	**6**	(43)
Changes in current assets and liabilities:		
Accounts receivable, net	**(270)**	(21)
Materials and supplies	**(132)**	(5)
Other current assets	**(26)**	(49)
Accounts payable and other current liabilities	**52**	(203)
Income and other taxes	**828**	262
Cash provided by operating activities	**5,516**	4,543
Investing activities		
Capital investments	**(1,810)**	(1,842)
Other investing activities, net	**(254)**	3
Cash used in investing activities	**(2,064)**	(1,839)
Financing activities		
Dividends paid	**(1,640)**	(1,599)
Debt repaid	**(1,506)**	(409)
Share repurchase programs (Note 16)	**(26)**	(2,679)
Debt issued (Note 14)	**-**	1,995
Other financing activities, net	**63**	43
Cash used in financing activities	**(3,109)**	(2,649)
Net change in cash, cash equivalents, and restricted cash	**343**	55
Cash, cash equivalents, and restricted cash at beginning of year	**1,280**	1,028
Cash, cash equivalents, and restricted cash at end of period	**$ 1,623**	$ 1,083
Supplemental cash flow information		
Non-cash investing and financing activities:		
Capital investments accrued but not yet paid	**$ 140**	$ 157
Cash paid during the period for:		
Income taxes, net of refunds	**$ (236)**	$ (785)
Interest, net of amounts capitalized	**(638)**	(610)
Reconciliation of cash, cash equivalents, and restricted cash		
to the Condensed Consolidated Statement of Financial Position:		
Cash and cash equivalents	**$ 1,614**	$ 1,060
Restricted cash equivalents in other current assets	**2**	18
Restricted cash equivalents in other assets	**7**	5
Total cash, cash equivalents, and restricted cash equivalents per above	**$ 1,623**	$ 1,083

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

Millions	*Common shares*	*Treasury shares*	*Common shares*	*Paid-in-surplus*	*Retained earnings*	*Treasury stock*	*AOCI [a]*	*Total*
Balance at April 1, 2025	1,113.2	(514.2)	$ 2,783	$ 5,075	$ 66,450	$ (57,549)	$ (720)	$ 16,039
Net income			-	-	1,876	-	-	1,876
Other comprehensive income/(loss)			-	-	-	-	28	28
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	-	0.1	-	47	-	15	-	62
Share repurchase programs (Note 16)	-	(6.1)	-	383	-	(1,336)	-	(953)
Dividends declared ($1.34 per share)	-	-	-	-	(794)	-	-	(794)
Balance at June 30, 2025	1,113.2	(520.2)	$ 2,783	$ 5,505	$ 67,532	$ (58,870)	$ (692)	$ 16,258
Balance at April 1, 2026	1,113.4	(519.7)	$ 2,783	$ 5,621	$ 70,411	$ (58,844)	$ (553)	$ 19,418
Net income			-	-	1,993	-	-	1,993
Other comprehensive income/(loss)			-	-	-	-	(3)	(3)
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	-	0.3	-	56	-	29	-	85
Share repurchase programs (Note 16)	-	-	-	-	-	-	-	-
Dividends declared ($1.38 per share)	-	-	-	-	(820)	-	-	(820)
Balance at June 30, 2026	**1,113.4**	**(519.4)**	**$ 2,783**	**$ 5,677**	**$ 71,584**	**$ (58,815)**	**$ (556)**	**$ 20,673**

Millions	*Common shares*	*Treasury shares*	*Common shares*	*Paid-in-surplus*	*Retained earnings*	*Treasury stock*	*AOCI [a]*	*Total*
Balance at January 1, 2025	1,113.0	(508.8)	$ 2,783	$ 5,334	$ 65,628	$ (56,132)	$ (723)	$ 16,890
Net income			-	-	3,502	-	-	3,502
Other comprehensive income/(loss)			-	-	-	-	31	31
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	0.2	0.5	-	88	-	39	-	127
Share repurchase programs (Note 16)	-	(11.9)	-	83	-	(2,777)	-	(2,694)
Dividends declared ($2.68 per share)	-	-	-	-	(1,598)	-	-	(1,598)
Balance at June 30, 2025	1,113.2	(520.2)	$ 2,783	$ 5,505	$ 67,532	$ (58,870)	$ (692)	$ 16,258
Balance at January 1, 2026	1,113.2	(519.9)	$ 2,783	$ 5,589	$ 69,529	$ (58,843)	$ (591)	$ 18,467
Net income			-	-	3,694	-	-	3,694
Other comprehensive income/(loss)			-	-	-	-	35	35
Conversion, stock option exercises, forfeitures, ESPP, and other [b]	0.2	0.5	-	88	-	28	-	116
Share repurchase programs (Note 16)	-	-	-	-	-	-	-	-
Dividends declared ($2.76 per share)	-	-	-	-	(1,639)	-	-	(1,639)
Balance at June 30, 2026	**1,113.4**	**(519.4)**	**$ 2,783**	**$ 5,677**	**$ 71,584**	**$ (58,815)**	**$ (556)**	**$ 20,673**

[a] AOCI = accumulated other comprehensive income/loss (Note 9)
[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 2025 Annual Report on Form 10-K. Our Consolidated Statement of Financial Position at December 31, 2025, is derived from audited financial statements. The results of operations for the six months ended June 30, 2026, are not necessarily indicative of the results for the entire year ending December 31, 2026.

The Condensed Consolidated Financial Statements are presented in accordance with GAAP as codified in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

2. Accounting Pronouncements

In November 2024, the FASB issued Accounting Standards Update No. (ASU) 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses,* which requires disclosure of additional information about specific expense categories in the notes to the financial statements. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, may be adopted on a prospective or retrospective basis, and early adoption is permitted. The Company is currently evaluating the effect that the new guidance will have on our related disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which details the criteria for capitalization of internal-use software costs. The ASU is effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years, may be adopted on a prospective, modified, or retrospective transition approach, and early adoption is permitted. The Company is currently evaluating the effect that the new guidance will have on our consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-10, *Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities*, which provides recognition, measurement, and presentation authoritative guidance for grants received by a business entity from a government. The ASU is effective for fiscal years beginning after December 15, 2028, and interim reporting periods within those fiscal years, may be adopted on a modified prospective, modified retrospective, or retrospective approach, and early adoption is permitted. The Company is currently evaluating the effect that the new guidance will have on our consolidated financial statements and related disclosures.

In May 2026, the FASB issued ASU 2026-02, *Environmental Credits and Environmental Credit Obligations (Topic 818)*, which establishes accounting and disclosure requirements for environmental credits and environmental credit obligations. The ASU is effective for fiscal years beginning after December 15, 2027, and interim reporting periods within those fiscal years. An entity should apply the ASU on a retrospective basis through a cumulative-effect adjustment to the opening balance of retained earnings. An entity should not recast any financial statement information before the period of adoption. Early adoption is permitted as of the beginning of an annual reporting period. The Company is currently evaluating the effect that the new guidance will have on our consolidated financial statements and related disclosures.

3. 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.

The Company's Chief Operating Decision Maker (CODM) is our Chief Executive Officer. The CODM assesses performance for our rail network and decides how to allocate resources based on net income as reported on our Consolidated Statements of Income. The measure of segment assets is reported on our Consolidated Statements of Financial Position as total assets.

Our operating revenues are primarily derived from contracts with customers for the transportation of freight from origin to destination.

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. Freight revenues from each of our commodity groups, as described in the table below, includes revenues from shipments to and from Mexico, which amounted to $828 million and $751 million for the three months ended June 30, 2026 and 2025, respectively, and $1.6 billion and $1.5 billion for the six months ended June 30, 2026 and 2025, respectively.

Our significant segment expenses as monitored by the CODM are shown in the table below. This breakout of revenues and expenses is used by the CODM to monitor and assess the financial performance of our rail network by comparing actual results to prior years and plans.

	Three months ended June 30,		*Six months ended June 30,*	
Millions	***2026***	*2025*	***2026***	*2025*
Bulk	**$ 2,043**	$ 1,901	**$ 4,069**	$ 3,737
Industrial	**2,386**	2,212	**4,577**	4,294
Premium	**2,089**	1,730	**3,765**	3,503
Total freight revenues	**$ 6,518**	$ 5,843	**$ 12,411**	$ 11,534
Other subsidiary revenues	**194**	181	**369**	375
Accessorial revenues	**129**	107	**255**	225
Other	**23**	23	**46**	47
Total operating revenues	**$ 6,864**	$ 6,154	**$ 13,081**	$ 12,181
Operating [a]	**1,741**	1,685	**3,460**	3,369
Administrative [a]	**182**	188	**367**	381
Locomotive fuel	**913**	563	**1,543**	1,154
Acquisition-related (Note 18) [b]	**35**	1	**71**	1
Other segment items [b] [c]	**592**	579	**1,148**	1,157
Depreciation	**638**	613	**1,271**	1,223
Other income, net	**(105)**	(123)	**(196)**	(201)
Interest expense	**313**	335	**633**	657
Income tax expense	**562**	437	**1,090**	938
Net income	**$ 1,993**	$ 1,876	**$ 3,694**	$ 3,502

[a] Operating and administrative includes compensation and benefits, purchased services and materials, equipment and other rents, non-locomotive fuel, and other expenses.
[b] Prior periods have been recast to reflect the presentation of the CODM's review in the current year.
[c] Other segment items includes car hire and leases, casualty costs, state and local taxes, subsidiary expense, and other overhead expense.

4. 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 may also participate in our employee stock purchase plan (ESPP).

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

Millions	*Three months ended June 30,* **2026**	*Three months ended June 30,* 2025	*Six months ended June 30,* **2026**	*Six months ended June 30,* 2025
Stock-based compensation, before tax:				
Stock options	**$ 5**	$ 7	**$ 10**	$ 13
Retention awards	**23**	26	**44**	48
ESPP [a]	**3**	4	**6**	10
Total stock-based compensation, before tax	**$ 31**	$ 37	**$ 60**	$ 71
Excess income tax benefits from equity compensation plans	**$ 3**	$ 1	**$ 12**	$ 8

[a] Effective with the June 10, 2025, purchase (for employee services rendered in May 2025), the Company match was changed from 40% to 20% of amounts contributed by the employee up to a maximum employee contribution of 5% of monthly salary (limited to $15,000 annually).

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. At June 30, 2026, outstanding stock options are not subject to performance or market-based vesting conditions.

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

Weighted-average assumptions	***2026***	*2025*
Risk-free interest rate	**3.7%**	4.3%
Dividend yield	**2.2%**	2.2%
Expected life (years)	**4.8**	4.3
Volatility	**22.3%**	22.4%
Weighted-average grant-date fair value of options granted	**$ 50.32**	$ 48.70

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 six months ended June 30, 2026, is presented below:

	Options (thous.)	*Weighted-average exercise price*	*Weighted-average remaining contractual term (in yrs.)*	*Aggregate intrinsic value (millions)*
Outstanding at January 1, 2026	2,095	$ 210.29	5.6	$ 58
Granted	436	251.45	N/A	N/A
Exercised	(438)	165.88	N/A	N/A
Forfeited or expired	(15)	248.29	N/A	N/A
Outstanding at June 30, 2026	2,078	$ 228.01	6.5	$ 91
Vested or expected to vest at June 30, 2026	2,054	$ 277.82	6.4	$ 91
Options exercisable at June 30, 2026	1,294	$ 215.69	5.0	$ 73

At June 30, 2026, there was $21 million of unrecognized compensation expense related to nonvested stock options, which is expected to be recognized over a weighted-average period of 1.2 years. Additional information regarding stock option exercises appears in the following table:

	Three months ended June 30,		*Six months ended June 30,*	
Millions	***2026***	*2025*	***2026***	*2025*
Intrinsic value of stock options exercised	**$ 18**	$ 1	**$ 42**	$ 21
Cash received from option exercises	**41**	5	**71**	46
Treasury shares repurchased for employee payroll taxes	**(6)**	(1)	**(12)**	(7)
Income tax benefit realized from option exercises	**2**	1	**7**	3
Aggregate grant-date fair value of stock options vested	**-**	-	**15**	16

Retention awards – Retention awards are granted at no cost to the employee, vest over periods lasting up to 3 years, and have dividends and dividend equivalents paid to participants during the vesting periods.

Changes in our retention awards during the six months ended June 30, 2026, were as follows:

	Shares (thous.)	*Weighted-average grant-date fair value*
Nonvested at January 1, 2026	878	$ 232.18
Granted	256	246.29
Vested [a]	(450)	220.79
Forfeited	(14)	245.37
Nonvested at June 30, 2026	670	$ 244.95

[a] Starting with the 2023 awards, the vesting period was changed from 4 years to 3 years, which resulted in the 2022 and 2023 awards both vesting in February of 2026.

At June 30, 2026, there was $81 million of total unrecognized compensation expense related to nonvested retention awards, which is expected to be recognized over a weighted-average period of 1.5 years.

Performance stock unit awards – In February 2026, our Board of Directors approved performance stock unit grants. This plan is based on performance targets for annual return on invested capital (ROIC) and operating income growth (OIG) compared 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 2026 stock units 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, we expense the remaining one-third of the fair value 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 stock unit awards during the six months ended June 30, 2026, were as follows:

	Shares (thous.)	*Weighted-average grant-date fair value*
Nonvested at January 1, 2026	619	$ 222.68
Granted	336	251.45
Vested	(74)	199.73
Unearned	(96)	202.81
Forfeited	(28)	248.76
Nonvested at June 30, 2026	757	$ 239.25

At June 30, 2026, there was $23 million of total unrecognized compensation expense related to nonvested performance stock unit awards, which is expected to be recognized over a weighted-average period of 1.3 years. This expense is subject to achievement of the performance measures established for the performance stock unit grants.

5. 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:

	Three months ended June 30,		*Six months ended June 30,*	
Millions	***2026***	*2025*	***2026***	*2025*
Service cost	**$ 9**	$ 11	**$ 18**	$ 22
Interest cost	**39**	45	**78**	90
Expected return on plan assets	**(56)**	(61)	**(112)**	(121)
Amortization of actuarial loss	**2**	2	**4**	4
Net periodic pension (benefit)/cost	**$ (6)**	$ (3)	**$ (12)**	$ (5)

Cash contributions

For the six months ended June 30, 2026, cash contributions totaled $0 to the qualified pension plans. Any contributions made during 2026 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 June 30, 2026, we do not have minimum cash funding requirements for 2026.

6. Other Income

Other income included the following:

	Three months ended June 30,		*Six months ended June 30,*	
Millions	***2026***	*2025*	***2026***	*2025*
Real estate income	**$ 80**	$ 102	**$ 156**	$ 166
Interest income	**16**	16	**31**	30
Net periodic pension benefit/(costs)	**15**	14	**30**	27
Non-operating property environmental remediation and restoration	**(8)**	(7)	**(19)**	(12)
Other	**2**	(2)	**(2)**	(10)
Total	**$ 105**	$ 123	**$ 196**	$ 201

7. Income Taxes

In the second quarter of 2026, changes in state tax laws and other state tax matters resulted in a $27 million reduction of our deferred tax expense.

In the second quarter of 2025, the state of Kansas enacted corporate income tax legislation that resulted in a $115 million reduction of our deferred tax expense.

8. Earnings Per Share

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

	Three months ended June 30,		*Six months ended June 30,*	
Millions, except per share amounts	***2026***	*2025*	***2026***	*2025*
Net income	**$ 1,993**	$ 1,876	**$ 3,694**	$ 3,502
Weighted-average number of shares outstanding:				
Basic	**593.4**	594.1	**593.2**	597.5
Dilutive effect of stock options	**0.3**	0.2	**0.2**	0.3
Dilutive effect of retention awards	**0.3**	0.5	**0.4**	0.6
Diluted	**594.0**	594.8	**593.8**	598.4
Earnings per share - basic	**$ 3.36**	$ 3.16	**$ 6.23**	$ 5.86
Earnings per share - diluted	**$ 3.36**	$ 3.15	**$ 6.22**	$ 5.85
Stock options excluded as their inclusion would be anti-dilutive	**1.1**	1.0	**1.2**	0.9

9. Accumulated Other Comprehensive Income/Loss

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

Millions	*Defined benefit plans*	*Foreign currency translation*	*Derivative instruments [a]*	*Total*
Balance at April 1, 2026	$ (428)	$ (140)	$ 15	$ (553)
Other comprehensive income/(loss) before reclassifications	(2)	(2)	-	(4)
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	2	-	(1)	1
Net quarter-to-date other comprehensive income/(loss), net of taxes of $0.0 million	-	(2)	(1)	(3)
Balance at June 30, 2026	$ (428)	$ (142)	$ 14	$ (556)
Balance at April 1, 2025	$ (495)	$ (241)	$ 16	$ (720)
Other comprehensive income/(loss) before reclassifications	(2)	30	-	28
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	-	-	-	-
Net quarter-to-date other comprehensive income/(loss), net of taxes of ($1.7) million	(2)	30	-	28
Balance at June 30, 2025	$ (497)	$ (211)	$ 16	$ (692)

[a] Related to interest rate swaps from equity method investments.
[b] The defined benefit plans 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 5 Retirement Plans for additional details.

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

Millions	*Defined benefit plans*	*Foreign currency translation*	*Derivative instruments [a]*	*Total*
Balance at January 1, 2026	$ (427)	$ (179)	$ 15	$ (591)
Other comprehensive income/(loss) before reclassifications	(3)	37	-	34
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	2	-	(1)	1
Net year-to-date other comprehensive income/(loss), net of taxes of ($0.1) million	(1)	37	(1)	35
Balance at June 30, 2026	$ (428)	$ (142)	$ 14	$ (556)
Balance at January 1, 2025	$ (498)	$ (241)	$ 16	$ (723)
Other comprehensive income/(loss) before reclassifications	1	30	-	31
Amounts reclassified from accumulated other comprehensive income/(loss) [b]	-	-	-	-
Net year-to-date other comprehensive income/(loss), net of taxes of ($1.9) million	1	30	-	31
Balance at June 30, 2025	$ (497)	$ (211)	$ 16	$ (692)

[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 5 Retirement Plans for additional details.

10. Accounts Receivable

Accounts receivable include freight and other receivables reduced by an allowance for doubtful accounts. At June 30, 2026, and December 31, 2025, our accounts receivable were reduced by $9 million and $4 million, respectively. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Condensed Consolidated Statements of Financial Position. At both June 30, 2026, and December 31, 2025, receivables classified as other assets were reduced by allowances of $64 million.

Receivables securitization facility – The Railroad maintains a $600 million, 3-year receivables securitization facility (the Receivables Facility) maturing in July 2028. 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 at both June 30, 2026, and December 31, 2025. During the six months ended June 30, 2026, we issued $0 and repaid $0 under the Receivables Facility. The Receivables Facility was supported by $1.8 billion and $1.5 billion of accounts receivable as collateral at June 30, 2026 and December 31, 2025, respectively, 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 $600 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 $0.7 million and $0.9 million for the three months ended June 30, 2026 and 2025, respectively, and $1.4 million and $1.8 million for the six months ended June 30, 2026 and 2025, respectively.

11. Properties

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

Millions, except estimated useful life *As of June 30, 2026*	*Cost*	*Accumulated depreciation*	*Net book value*	*Estimated useful life*
Land	$ 5,493	N/A	$ 5,493	N/A
Road:				
Rail and other track material	19,905	8,089	11,816	43
Ties	12,998	4,405	8,593	34
Ballast	6,729	2,375	4,354	34
Other roadway [a]	24,879	6,288	18,591	47
Total road	64,511	21,157	43,354	N/A
Equipment:				
Locomotives	10,127	3,817	6,310	17
Freight cars	3,091	1,155	1,936	22
Work equipment and other	1,362	572	790	17
Total equipment	14,580	5,544	9,036	N/A
Technology and other	1,461	724	737	12
Construction in progress	1,579	N/A	1,579	N/A
Total	$ 87,624	$ 27,425	$ 60,199	N/A

Millions, except estimated useful life *As of December 31, 2025*	*Cost*	*Accumulated depreciation*	*Net book value*	*Estimated useful life*
Land	$ 5,471	N/A	$ 5,471	N/A
Road:				
Rail and other track material	19,747	7,936	11,811	45
Ties	12,779	4,305	8,474	34
Ballast	6,646	2,309	4,337	34
Other roadway [a]	24,610	6,080	18,530	47
Total road	63,782	20,630	43,152	N/A
Equipment:				
Locomotives	9,926	3,813	6,113	18
Freight cars	3,080	1,107	1,973	23
Work equipment and other	1,318	540	778	17
Total equipment	14,324	5,460	8,864	N/A
Technology and other	1,414	669	745	12
Construction in progress	1,413	N/A	1,413	N/A
Total	$ 86,404	$ 26,759	$ 59,645	N/A

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

12. Accounts Payable and Other Current Liabilities

Millions	***Jun. 30, 2026***	*Dec. 31, 2025*
Income and other taxes payable	**$ 1,252**	$ 491
Accounts payable	**931**	804
Compensation-related accruals	**574**	642
Interest payable	**359**	375
Accrued casualty costs	**327**	278
Current operating lease liabilities	**233**	270
Equipment rents payable	**105**	102
Other	**543**	532
Total accounts payable and other current liabilities	**$ 4,324**	$ 3,494

13. 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 June 30, 2026, and December 31, 2025, the Company had $500 million and $250 million of short-term investments, respectively. All short-term investments have a maturity of three to twelve months from the date of purchase 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 June 30, 2026, the fair value of total debt was $24.7 billion, approximately $5.6 billion less than the carrying value. At December 31, 2025, the fair value of total debt was $26.5 billion, approximately $5.3 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.

14. Debt

Credit facilities – During the second quarter 2026, we replaced our $2.0 billion revolving credit facility, which was scheduled to expire on May 20, 2027, with a new $2.0 billion facility that expires May 20, 2031 (the Facility). The Facility is based on substantially similar terms as those in the previous credit facility as described below. At June 30, 2026, 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. During the six months ended June 30, 2026, we issued $0 and repaid $0 through the Facility. As of June 30, 2026, we had $0 outstanding with the Facility. 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 requires UPC to maintain an adjusted debt-to-EBITDA (earnings before interest, taxes, depreciation, and amortization) coverage ratio.

The definition of debt used for purposes of calculating the adjusted debt-to-EBITDA coverage ratio includes, among other things, certain credit arrangements, finance leases, guarantees, unfunded and vested pension benefits under Title IV of Employee Retirement Income Security Act of 1974 (ERISA), and unamortized debt discount and deferred debt issuance costs. At June 30, 2026, the Company was in compliance with the adjusted debt-to-EBITDA coverage ratio, which allows us to carry up to $49.7 billion of debt (as defined in the Facility), and we had $32.0 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 $300 million cross-default provision and a change-of-control provision.

During the six months ended June 30, 2026, we issued $0 and repaid $0 of commercial paper. As of June 30, 2026, we had $0 of commercial paper 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 – We filed an automatic shelf registration statement with the SEC that became effective on February 13, 2024. On July 28, 2025, the Board of Directors authorized the issuance of up to $20.0 billion of debt securities. 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 six months ended June 30, 2026, we did not issue any debt securities under this registration statement. At June 30, 2026, we had remaining authority from the Board of Directors to issue up to $20.0 billion of debt securities under our shelf registration.

Receivables securitization facility – As of both June 30, 2026, and December 31, 2025, we recorded $0 of borrowings under our Receivables Facility as secured debt. (See further discussion in the "Receivables Securitization Facility" section of Note 10).

15. Commitments and Contingencies

See Note 18 for a discussion on the pending acquisition of Norfolk Southern.

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. 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. 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. 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.

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 $417 million to $466 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other. Estimates can vary over time due to evolving trends in litigation.

Our personal injury liability activity was as follows:

Millions, for the six months ended June 30,	***2026***	*2025*
Beginning balance	**$ 413**	$ 379
Current year accruals	**59**	54
Changes in estimates for prior years	**(11)**	2
Payments	**(44)**	(65)
Ending balance at June 30,	**$ 417**	$ 370
Current portion, ending balance at June 30,	**$ 88**	$ 109

Environmental costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 345 sites where we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 30 sites that are the subject of actions taken by the U.S. government, including 18 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:

Millions, for the six months ended June 30,	***2026***	*2025*
Beginning balance	**$ 259**	$ 268
Accruals	**41**	28
Payments	**(39)**	(41)
Ending balance at June 30,	**$ 261**	$ 255
Current portion, ending balance at June 30,	**$ 65**	$ 69

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.

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.

16. Share Repurchase Programs

Effective April 1, 2025, our Board of Directors authorized the repurchase of up to 100 million shares of our common stock by March 31, 2028. As of June 30, 2026, we repurchased a total of 6.1 million shares of our common stock under the 2025 authorization. As part of the pending acquisition of Norfolk Southern described in Note 18, we paused our share repurchases.

Our previous authorization, which was effective April 1, 2022, through March 31, 2025, was approved by our Board of Directors for up to 100 million shares of common stock. We repurchased a total of 31.7 million shares of our common stock under the 2022 authorization.

The table below represents shares repurchased under repurchase programs in the six months ended June 30, 2026 and 2025:

	Number of shares purchased		*Average price paid [a]*	
	2026	*2025*	***2026***	*2025*
First quarter [b]	**-**	5,745,601	**$ -**	$ 250.74
Second quarter [c]	**-**	6,111,558	**-**	205.06
Total	**-**	11,857,159	**$ -**	$ 227.20
Remaining number of shares that may be repurchased under current authority				93,888,442

[a] In the period of the final settlement, the average price under the accelerated share repurchase programs (ASRs) is calculated based on the total program value less the value assigned to the initial delivery of shares. The average price of the completed 2025 ASRs was $229.32.
[b] Includes 4,815,022 shares repurchased in February 2025 under the ASRs at the average price of $251.73.
[c] Includes an incremental 1,795,904 shares received upon final settlement in 2025 under the ASRs at an average price of $169.22.

Open market repurchases are recorded in treasury stock at cost, which includes any applicable commissions, fees, and excise taxes. Excise taxes are paid in the year after the shares are repurchased.

Accelerated share repurchase programs – The Company has established 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, 2025, the Company received 4,815,022 shares of its common stock repurchased under ASRs for an aggregate of $1.5 billion. Upon settlement of these ASRs in the second quarter of 2025, we received 1,795,904 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.

17. Related Parties

UPRR and other North American railroad companies jointly own TTX Company (TTX). UPRR has a 37.03% economic 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 may utilize TTX rail cars through car hire by renting rail cars at stated rates.

UPRR had $2.0 billion recognized as investments related to TTX in our Condensed Consolidated Statements of Financial Position as of both June 30, 2026, and December 31, 2025. TTX car hire expense of $111 million and $109 million for the three months ended June 30, 2026 and 2025, respectively, and $216 million and $221 million for the six months ended June 30, 2026 and 2025, respectively, are included in equipment and other rents in our Condensed Consolidated Statements of Income. In addition, UPRR had accounts payable to TTX of $74 million and $72 million at June 30, 2026, and December 31, 2025, respectively.

18. Pending Acquisition

Norfolk Southern Corporation (Norfolk Southern), a Virginia corporation, is one of the nation's premier transportation companies, moving goods and materials that help drive the U.S. economy. Norfolk Southern connects customers to markets and communities to economic opportunity with safe, reliable, and cost-effective shipping solutions. Its Norfolk Southern Railway Company subsidiary operates in 22 states and the District of Columbia. Norfolk Southern is a major transporter of industrial products, including agriculture, forest, and consumer products, chemicals, and metals and construction materials. In addition, in the East, it serves every major container port and operates an extensive intermodal network. Norfolk Southern is also a principal carrier of coal, automobiles, and automotive parts. Norfolk Southern's stock is publicly traded on the NYSE under the ticker symbol NSC.

On July 28, 2025, Union Pacific, Norfolk Southern, Ruby Merger Sub 1 Corporation, and Ruby Merger Sub 2 LLC, entered into an agreement and plan of merger (the merger agreement). The merger agreement provides, among other things, for the acquisition of Norfolk Southern by Union Pacific, subject to the satisfaction or waiver of the conditions specified therein, through two mergers: (i) first, Ruby Merger Sub 1 Corporation will merge with and into Norfolk Southern with Norfolk Southern surviving as a direct, wholly owned subsidiary of Union Pacific (the first merger); and (ii) second, immediately after the first merger, Norfolk Southern will merge with and into Ruby Merger Sub 2 LLC with Ruby Merger Sub 2 LLC surviving as a direct, wholly owned subsidiary of Union Pacific (second merger). The first merger and the second merger are collectively referred to as the mergers.

At the effective time of the first merger (first effective time), each share of Norfolk Southern common stock issued and outstanding immediately prior to the first effective time, except for shares held by Union Pacific or Norfolk Southern, or their direct or indirect subsidiaries (other than, with respect to shares held by Union Pacific, Norfolk Southern, Ruby Merger Sub 1 Corporation, or Ruby Merger Sub 2 LLC, shares held on behalf of third parties), will be converted automatically into the right to receive one validly issued, fully paid, and nonassessable share of Union Pacific common stock and $88.82 in cash, without interest. Assuming completion of the mergers, we expect approximately 225 million shares of common stock to be issued and approximately $20 billion of cash consideration to be paid. The cash consideration is expected to be funded through a combination of new debt and cash accumulated through cash provided by operating activities. The actual value of the transaction may fluctuate based upon changes in the price of Union Pacific common stock and the number of Norfolk Southern common shares outstanding at the first effective time.

The combination of Norfolk Southern and Union Pacific would create America's first transcontinental railroad that spans over 50,000 miles across 43 states with access to 10 international interchanges and approximately 100 ports.

Union Pacific filed a registration statement on Form S-4 (File No. 333-290282), which the SEC declared effective on September 30, 2025. Union Pacific and Norfolk Southern each also filed definitive proxy statements on October 1, 2025. Both Union Pacific's and Norfolk Southern's special meetings of shareholders were held on November 14, 2025. Union Pacific shareholders approved the share issuance proposal, and Norfolk Southern shareholders approved the merger agreement proposal (each as described in the companies' definitive proxy statements).

Completion of the mergers is conditioned on the receipt of Surface Transportation Board (STB) approval and a number of other conditions before the mergers can be consummated, as described in the merger agreement. On December 19, 2025, Union Pacific and Norfolk Southern (applicants) submitted a joint application to the STB seeking approval of the mergers. On December 19, 2025, the STB issued a decision inviting public comment on the joint application's completeness. Comments were due December 29, 2025. The applicants replied to comments on January 2, 2026. On January 16, 2026, the STB issued a decision that the joint application was not accepted as complete. On April 30, 2026, the applicants filed a revised joint application. On April 30, 2026, the STB issued a decision inviting public comment on the revised joint application's completeness. Comments were due May 8, 2026. The applicants replied to comments on May 12, 2026. Effective May 28, 2026, the STB issued a decision accepting the revised application as complete while holding the proceedings in abeyance and requiring supplemental information to be provided by July 27, 2026. On July 7, 2026, the applicants provided the first portion of the supplemental information regarding questions surrounding certain entities that are each jointly owned by Union Pacific and other Class I railroads.

Norfolk Southern's management and Board of Directors will continue to manage Norfolk Southern until the first effective time, pursuing its independent business plans and growth strategies. Subject to completion of the mergers, the acquisition is expected to be accounted for as a business combination using the acquisition method of accounting and is currently expected to be completed in 2027.

Union Pacific incurred the following acquisition-related expense associated with the merger agreement:

	Three months ended June 30,		*Six months ended June 30,*	
Millions, for the	***2026***	*2025*	***2026***	*2025*
Acquisition-related expense				
Compensation and benefits	**$ 2**	$ -	**$ 4**	$ -
Purchased services and materials	**32**	1	**63**	1
Other	**1**	-	**4**	-
Total acquisition-related expense [a]	**$ 35**	$ 1	**$ 71**	$ 1

[a] Certain acquisition-related costs are non-deductible for income tax purposes.

As of June 30, 2026, deferred share issuance costs of $13 million were recorded and will be recognized in paid-in-surplus upon completion of the mergers.

Both Union Pacific and Norfolk Southern may be required to pay the other a termination fee of $2.5 billion if the merger agreement is terminated under certain circumstances described in the merger agreement.

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 six months ended June 30, 2026, compared to three and six months ended June 30, 2025

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 2025 Annual Report on Form 10-K. During the first six months of 2026, there have not been any significant changes with respect to our critical accounting estimates.

RESULTS OF OPERATIONS

Quarterly summary

The Company reported earnings of $3.36 per diluted share on net income of $2.0 billion and an operating ratio of 59.7% in the second quarter of 2026 compared to earnings of $3.15 per diluted share on net income of $1.9 billion and an operating ratio of 59.0% in the second quarter of 2025. Freight revenues increased 12% in the second quarter of 2026 compared to the same period in 2025 as higher fuel surcharge revenues, 2% volume growth, and core pricing gains more than offset the impact of unfavorable business mix (from higher domestic intermodal carloads). Second quarter of 2026 volume growth was attributable to a 19% increase in domestic intermodal combined with higher grain and grain products and plastics carloads, offsetting the impact of lower international intermodal carloads and coal carloads, which declined 14% and 17%, respectively, compared to the second quarter of 2025.

Our second quarter of 2026 key operating metrics reflect the continuation of solid operational performance and network fluidity, improving many key measures from 2025. Freight car velocity increased 5% and terminal dwell improved 7%. We realigned operational resources to meet changing customer demands within the bulk business group as demand for export grain remained high while coal demand decreased. We leveraged capacity improvements to handle increased intermodal shipments, improving our system train length 2%. Workforce productivity improved 5% and locomotive productivity improved 1%, demonstrating efficient asset utilization in a strengthening demand environment. Both service performance index measures were 95% as we measured ourselves relative to our highest performance levels from the last three years.

Operating expenses increased 13% compared to the second quarter of 2025 primarily due to higher fuel prices, as we experienced a 60% increase in the average price per gallon compared to last year as a result of supply chain pressures. Inflation, volume-related costs, acquisition-related expenses (see Note 18 to the Condensed Consolidated Financial Statements, Item 1), and higher depreciation also drove increased operating expenses, which were partially offset by a favorable comparison for a $55 million 2025 crew staffing agreement ratification charge and productivity. Operating income increased 9% to $2.8 billion reflecting top-line growth, while the operating ratio of 59.7% deteriorated 0.7 points primarily resulting from the impact of higher fuel prices compared to the second quarter of 2025.

Operating revenues

Millions	Three months ended June 30, 2026	2025	Change	Six months ended June 30, 2026	2025	Change
Freight revenues	$ 6,518	$ 5,843	12 %	$ 12,411	$ 11,534	8 %
Other subsidiary revenues	194	181	7	369	375	(2)
Accessorial revenues	129	107	21	255	225	13
Other	23	23	-	46	47	(2)
Total	$ 6,864	$ 6,154	12 %	$ 13,081	$ 12,181	7 %

We generate freight revenues by transporting products from our three commodity groups. Freight revenues vary with volume (carloads) and average revenue per car (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 volume, are recorded as a reduction to operating revenues. Customer incentives that include variable consideration based on cumulative volume are estimated using the expected value method, which is based on available historical, current, and forecasted volume, 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 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 increased 12% in the second quarter of 2026 compared to the same period in 2025 driven by higher fuel surcharge revenues, 2% carload growth, and core pricing gains, which offset a slightly unfavorable business mix (from an increase in shipments with lower ARC, such as domestic intermodal). Increased domestic intermodal, grain and grain products, and plastics shipments were partially reduced by lower international intermodal and coal carloads. Year-to-date 2026 freight revenues increased 8% compared to 2025 due to higher fuel surcharge revenues, core pricing gains, 1% volume growth, and slightly favorable business mix. Higher domestic intermodal, grain and grain products, and industrial chemicals and plastics shipments more than offset lower international intermodal and automotive shipments.

Each of our commodity groups includes revenues from fuel surcharges. Freight revenues from fuel surcharge programs increased to $1.0 billion in the second quarter of 2026 compared to $569 million in the same period of 2025 due to higher fuel prices and higher volume, partially offset by the fuel price lag impact.

Other subsidiary revenues increased in the second quarter of 2026 compared to 2025 due to higher demand for shipments at our subsidiary that brokers intermodal and transload logistics services, partially offset by lower revenues from the sale of a portion of revenue-generating assets in late 2025 from our technology subsidiary. Additionally, other subsidiary revenues were negatively impacted in the year-to-date period from the transfer of commuter operations to Metra. Accessorial revenues increased in the second quarter and year-to-date 2026 compared to 2025 driven by higher container, intermodal accessorial, and demurrage revenues.

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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 *Millions*	*Three months ended June 30,* **2026**	*2025*	***Change***	*Six months ended June 30,* **2026**	*2025*	***Change***
Grain & grain products	**$ 1,106**	$ 964	**15 %**	**$ 2,163**	$ 1,914	**13 %**
Fertilizer	**217**	201	**8**	**453**	411	**10**
Food & refrigerated	**272**	267	**2**	**519**	527	**(2)**
Coal & renewables	**448**	469	**(4)**	**934**	885	**6**
Bulk	**2,043**	1,901	**7**	**4,069**	3,737	**9**
Industrial chemicals & plastics	**685**	646	**6**	**1,340**	1,253	**7**
Metals & minerals	**621**	561	**11**	**1,176**	1,082	**9**
Forest products	**356**	340	**5**	**674**	661	**2**
Energy & specialized markets	**724**	665	**9**	**1,387**	1,298	**7**
Industrial	**2,386**	2,212	**8**	**4,577**	4,294	**7**
Automotive	**703**	632	**11**	**1,263**	1,213	**4**
Intermodal	**1,386**	1,098	**26**	**2,502**	2,290	**9**
Premium	**2,089**	1,730	**21**	**3,765**	3,503	**7**
Total	**$ 6,518**	$ 5,843	**12 %**	**$ 12,411**	$ 11,534	**8 %**

Revenue carloads *Thousands*	*Three months ended June 30,* **2026**	*2025*	***Change***	*Six months ended June 30,* **2026**	*2025*	***Change***
Grain & grain products	**242**	216	**12 %**	**485**	430	**13 %**
Fertilizer	**54**	55	**(2)**	**106**	104	**2**
Food & refrigerated	**42**	43	**(2)**	**81**	86	**(6)**
Coal & renewables	**176**	205	**(14)**	**390**	390	**-**
Bulk	**514**	519	**(1)**	**1,062**	1,010	**5**
Industrial chemicals & plastics	**183**	177	**3**	**364**	346	**5**
Metals & minerals	**196**	191	**3**	**379**	365	**4**
Forest products	**53**	52	**2**	**102**	103	**(1)**
Energy & specialized markets	**154**	149	**3**	**301**	292	**3**
Industrial	**586**	569	**3**	**1,146**	1,106	**4**
Automotive	**210**	209	**-**	**393**	404	**(3)**
Intermodal [a]	**853**	817	**4**	**1,645**	1,691	**(3)**
Premium	**1,063**	1,026	**4**	**2,038**	2,095	**(3)**
Total	**2,163**	2,114	**2 %**	**4,246**	4,211	**1 %**

Average revenue per car	*Three months ended June 30,* **2026**	*2025*	***Change***	*Six months ended June 30,* **2026**	*2025*	***Change***
Grain & grain products	**$ 4,568**	$ 4,467	**2 %**	**$ 4,456**	$ 4,451	**- %**
Fertilizer	**3,995**	3,627	**10**	**4,273**	3,959	**8**
Food & refrigerated	**6,474**	6,237	**4**	**6,445**	6,147	**5**
Coal & renewables	**2,546**	2,283	**12**	**2,395**	2,267	**6**
Bulk	**3,971**	3,659	**9**	**3,831**	3,700	**4**
Industrial chemicals & plastics	**3,739**	3,647	**3**	**3,680**	3,625	**2**
Metals & minerals	**3,179**	2,950	**8**	**3,106**	2,967	**5**
Forest products	**6,686**	6,508	**3**	**6,599**	6,387	**3**
Energy & specialized markets	**4,711**	4,439	**6**	**4,610**	4,436	**4**
Industrial	**4,075**	3,885	**5**	**3,995**	3,881	**3**
Automotive	**3,350**	3,034	**10**	**3,214**	3,004	**7**
Intermodal [a]	**1,626**	1,345	**21**	**1,521**	1,355	**12**
Premium	**1,966**	1,688	**16**	**1,847**	1,673	**10**
Average	**$ 3,014**	$ 2,764	**9 %**	**$ 2,923**	$ 2,739	**7 %**

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

Bulk – Bulk includes shipments of grain and grain products, fertilizer, food and refrigerated, and coal and renewables. Freight revenues from bulk shipments increased 7% in the second quarter on 1% fewer carloads as higher fuel surcharge revenues, core pricing gains, and business mix (from lower coal shipments) more than offset the volume decline. Decreased coal shipments from lower natural gas prices, milder weather, and mine maintenance and outages in the second quarter of 2026, more than offset increased export grain and continued growth in renewable fuels and associated feedstock shipments. For the year-to-date periods of 2026 compared to 2025, freight revenues from bulk shipments increased 9% due to volume growth of 5% from increased export grain shipments, higher fuel surcharge revenues, and core pricing gains, partially offset by business mix (from lower food and refrigerated shipments).

Industrial – Industrial includes shipments of industrial chemicals and plastics, metals and minerals, forest products, and energy and specialized markets. Freight revenues from industrial shipments increased 8% in the second quarter of 2026 compared to 2025, respectively, due to higher fuel surcharge revenues, core pricing gains, and higher volume, partially offset by business mix (from higher plastics and lower soda ash shipments). Higher volume, core pricing gains, and higher fuel surcharge revenues, partially offset by business mix, contributed to the 7% increase in industrial freight revenues year-to-date 2026. Industrial carloads improved 3% and 4% in the second quarter and year-to-date periods of 2026 compared to 2025, respectively, driven by increased demand for industrial chemicals and plastics and construction project-related materials coupled with business development efforts, which was partially offset by reduced soda ash export shipments.

Premium – Premium includes shipments of finished automobiles, automotive parts, and merchandise in intermodal containers, both domestic and international. Premium freight revenues increased 21% in the second quarter of 2026 compared to 2025 driven by higher fuel surcharge revenues, 4% higher volume, core pricing gains, and business mix (from lower international intermodal shipments). Second quarter of 2026 intermodal volume increased 4% driven by strong domestic intermodal growth, which was up 19% in the quarter due to business development and reduced truck market capacity, offsetting lower international intermodal carloads. In addition, automotive shipments were essentially unchanged in the second quarter of 2026 as higher shipments of finished vehicles from business development efforts were offset by lower auto parts shipments. For the year-to-date period of 2026 compared to 2025, premium freight revenues increased 7% on 3% lower volume as higher fuel surcharge revenues, core pricing gains, and business mix (from lower international intermodal shipments) more than offset the volume decline. Year-to-date 2026 intermodal volume decreased 3% compared to 2025 driven by a 21% reduction in international intermodal carloads as a result of elevated U.S. West Coast imports in the first half of 2025, which more than offset domestic intermodal growth. Automotive shipments decreased 3% in the year-to-date periods of 2026 compared to 2025 due to lower production as a result of weaker finished vehicle demand.

Mexico business – Freight revenues from each of our commodity groups includes revenues from shipments to and from Mexico, which increased 10% to $828 million in the second quarter of 2026 and 6% to $1.6 billion year-to-date compared to 2025 driven by volume growth of 5% and 4%, respectively, higher fuel surcharge revenues, and core pricing gains. For the second quarter, volume growth was attributable to increased intermodal, finished vehicles, and grain products shipments, partially offset by lower petroleum and grain shipments. Lower auto parts and beverage shipments also impacted the year-to-date 2026 period.

Operating expenses

	Three months ended June 30,			*Six months ended June 30,*		
Millions	***2026***	*2025*	***Change***	***2026***	*2025*	***Change***
Compensation and benefits	**$ 1,240**	1,249	**(1)%**	**$ 2,467**	$ 2,461	**- %**
Fuel	**938**	576	**63**	**1,581**	1,179	**34**
Purchased services and materials	**709**	642	**10**	**1,382**	1,273	**9**
Depreciation	**638**	613	**4**	**1,271**	1,223	**4**
Equipment and other rents	**214**	230	**(7)**	**433**	471	**(8)**
Other	**362**	319	**13**	**726**	678	**7**
Total	**$ 4,101**	$ 3,629	**13 %**	**$ 7,860**	$ 7,285	**8 %**

Operating expenses increased 13% and 8%, respectively, compared to the second quarter and year-to-date periods of 2025 due to higher fuel prices, inflation, volume-related costs, acquisition-related expenses (see Note 18 to the Condensed Consolidated Financial Statements, Item 1), and higher depreciation expense. These increases were partially offset by productivity and positively impacted by a $55 million crew staffing agreement ratification charge in 2025.

Compensation and benefits – Compensation and benefits include wages, payroll taxes, health and welfare costs, pension costs, and incentive costs. Compensation and benefits expense decreased 1% for the second quarter and was essentially unchanged in the first six months of 2026 compared to 2025 as wage inflation and higher incentive compensation costs were offset by lower expense from a $55 million 2025 crew staffing agreement ratification charge and 3% and 4%, respectively, lower employee levels.

Fuel – Fuel includes locomotive fuel and gasoline for highway and non-highway vehicles and heavy equipment. Fuel expense increased in both the second quarter and year-to-date periods of 2026 compared to the same periods in 2025 driven by higher locomotive diesel fuel prices and increased gross ton-miles, partially offset by improvement in the fuel consumption rate (computed as gallons of fuel consumed divided by gross ton-miles in thousands), which improved 1% and 2%, respectively. Locomotive diesel fuel prices averaged $3.86 and $3.27 per gallon (including taxes and transportation costs) in the second quarter and year-to-date periods of 2026 compared to $2.42 and $2.46 per gallon in the corresponding periods of 2025.

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 expense 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 expense; and tools and supplies. Purchased services and materials increased 10% and 9%, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025 driven by acquisition-related expenses, inflation, and increased intermodal and subsidiary volume-related costs.

Depreciation – The majority of depreciation expense relates to road property, including rail, ties, ballast, and other track material. Depreciation expense increased 4% for both the second quarter and year-to-date periods of 2026 compared to 2025 driven by a higher depreciable asset base.

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 decreased 7% and 8%, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025 driven by lower operating equipment lease expense and lower car hire expense as improved cycle times more than offset lower equity income. Additionally, increased demand in business (primarily intermodal and construction project-related materials) utilizing freight cars owned by others offset a portion of the second quarter 2026 car hire expense decline.

Other – Other expense includes 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 expense increased 13% and 7%, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025 driven by higher casualty costs from damaged freight and equipment in addition to increased environmental costs, other general expenses, and property taxes. The year-to-date 2026 period was also impacted by lower personal injury costs, which were partially offset by higher bad debt expense.

Non-operating items

	Three months ended June 30,			*Six months ended June 30,*		
Millions	***2026***	*2025*	***Change***	***2026***	*2025*	***Change***
Other income, net	**$ 105**	$ 123	**(15)%**	**$ 196**	$ 201	**(2)%**
Interest expense	**(313)**	(335)	**(7)**	**(633)**	(657)	**(4)**
Income tax expense	**(562)**	(437)	**29**	**(1,090)**	(938)	**16**

Other income, net – Other income decreased in both the second quarter and year-to-date periods of 2026 compared to 2025 driven by lower real estate income. See Note 6 to the Condensed Consolidated Financial Statements, Item 1, for additional detail.

Interest expense – Interest expense decreased in both the second quarter and year-to-date periods of 2026 compared to 2025 as a result of lower weighted-average debt levels, partially offset by higher effective interest rates. The effective interest rate was 4.2% for both periods in 2026 compared to 4.1% for the same periods in 2025. The weighted-average debt levels were $30.5 billion and $32.8 billion for the second quarter of 2026 and 2025, respectively, and $31.0 billion and $32.3 billion for the six month period of 2026 and 2025, respectively.

Income tax expense – Income tax expense increased 29% and 16%, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025. The increase in income tax expense in both periods is driven by the impact of $115 million in lower deferred tax expense in the second quarter of 2025 from legislation enacted in the state of Kansas to modify the corporate income tax apportionment and higher pre-tax income, partially offset by the second quarter of 2026 changes in state tax laws and other state tax matters resulting in a $27 million reduction of our deferred tax expense. Our effective tax rates were 22.0% and 18.9% for the second quarter of 2026 and 2025, respectively, and 22.8% and 21.1% for the six month period of 2026 and 2025, respectively.

OTHER OPERATING/PERFORMANCE AND FINANCIAL STATISTICS

We report a number of key performance measures weekly to the STB. We provide these on our website at https://investor.unionpacific.com/key-performance-metrics.

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 June 30,			*Six months ended June 30,*		
	2026	*2025*	***Change***	***2026***	*2025*	***Change***
Gross ton-miles (GTMs) (billions)	**225.2**	220.3	**2%**	**445.7**	433.1	**3%**
Revenue ton-miles (billions)	**109.9**	107.6	**2**	**221.4**	211.6	**5**
Freight car velocity (daily miles per car)	**231**	221	**5**	**233**	218	**7**
Average train speed (miles per hour) [a]	**24.7**	23.9	**3**	**25.1**	23.8	**5**
Average terminal dwell time (hours) [a]	**19.7**	21.2	**(7)**	**19.7**	21.7	**(9)**
Locomotive productivity (GTMs per horsepower day)	**142**	141	**1**	**143**	138	**4**
Train length (feet)	**9,890**	9,689	**2**	**9,819**	9,590	**2**
Intermodal service performance index (%)	**95**	99	**(4) pts**	**96**	96	**- pts**
Manifest service performance index (%)	**95**	97	**(2) pts**	**96**	95	**1 pts**
Workforce productivity (car miles per employee)	**1,176**	1,124	**5**	**1,170**	1,108	**6**
Total employees (average)	**28,786**	29,711	**(3)**	**28,716**	29,929	**(4)**
Operating ratio (%)	**59.7**	59.0	**0.7 pts**	**60.1**	59.8	**0.3 pts**

[a] As reported to the STB.

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 rate miles. Gross ton-miles and revenue ton-miles both increased 2% in the second quarter of 2026 compared to 2025, consistent with the increase in carloads over the same time period. For the year-to-date period of 2026 compared to 2025, gross ton-miles increased 3% and revenue ton-miles increased 5% while corresponding carloads increased 1%. The variances in gross ton-miles, revenue ton-miles, and carloads was driven by changes in business mix due to higher grain shipments that are generally heavier and decreased intermodal shipments that are generally lighter.

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). Freight car velocity increased 5% and 7%, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025 driven by a decrease in terminal dwell combined with train speed improvement in both periods.

Locomotive productivity – Locomotive productivity is gross ton-miles per average daily locomotive horsepower available. Locomotive productivity increased 1% and 4%, respectively, in the second quarter and year-to-date periods of 2026, driven by continued network fluidity and asset utilization as the average active fleet decreased 1% and 3%, respectively, even as gross ton-miles increased during both periods.

Train length – Train length is the average maximum train length on a route measured in feet. Train length increased 2% in the second quarter and year-to-date periods of 2026 compared to 2025 due to train length improvement initiatives, specifically driven by mainline capacity investments and optimization of the transportation plan, which enabled us to handle more carloads.

Service performance index (SPI) – SPI is a ratio of the service customers are currently receiving relative to the best monthly performance over the last three years. Measuring our performance relative to a historical benchmark demonstrates our focus on continuously improving service for our customers. Our SPI is calculated for intermodal and manifest products. Intermodal SPI declined 4 points and was unchanged, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025. Manifest SPI declined 2 points while improving 1 point, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025. The lower SPI results were driven by comparison against a higher benchmark standard.

Workforce productivity – Workforce productivity is average daily car miles per employee. Workforce productivity improved 5% and 6%, respectively, in the second quarter and year-to-date periods of 2026 compared to 2025. Increased average daily car miles, which grew 1% in each period, combined with 3% and 4% lower employee levels in the second quarter and year-to-date periods, respectively, drove the improvement. Demonstrating our commitment to meet customer demands while maintaining operational fluidity, we continually align our active train, engine, and yard (TE&Y) workforce.

Operating ratio – Operating ratio is our operating expenses reflected as a percentage of operating revenues. For the second quarter and year-to-date periods of 2026, our operating ratio of 59.7% and 60.1% deteriorated 0.7 and 0.3 points, respectively, as the impact of higher fuel prices, inflation, and acquisition-related expenses more than offset core pricing gains, productivity initiatives, and the positive comparison from the $55 million crew staffing agreement ratification charge in 2025.

Debt / net income

Millions, except ratios for the trailing twelve months ended [1]	***Jun. 30, 2026***	*Dec. 31, 2025*
Debt	**$ 30,327**	$ 31,814
Net income	**7,330**	7,138
Debt / net income	**4.1**	4.5

Adjusted debt / adjusted EBITDA

Millions, except ratios for the trailing twelve months ended [1]	***Jun. 30, 2026***	*Dec. 31, 2025*
Net income	**$ 7,330**	$ 7,138
Add:		
Income tax expense	**2,180**	2,028
Depreciation	**2,513**	2,465
Interest expense	**1,285**	1,309
EBITDA	**$ 13,308**	$ 12,940
Adjustments:		
Other income, net	**(624)**	(629)
Interest on operating lease liabilities [2]	**35**	40
Adjusted EBITDA (a)	**$ 12,719**	$ 12,351
Debt	**$ 30,327**	$ 31,814
Operating lease liabilities	**842**	1,008
Adjusted debt (b)	**$ 31,169**	$ 32,822
Adjusted debt / adjusted EBITDA (b/a)	**2.5**	2.7

[1] The trailing twelve months income statement information ended June 30, 2026, is recalculated by taking the twelve months ended December 31, 2025, subtracting the six months ended June 30, 2025, and adding the six months ended June 30, 2026.

[2] 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.

Adjusted debt (total debt plus operating lease liabilities plus after-tax unfunded pension and OPEB (other post-retirement benefit) obligations) 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(e) 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 reconciliations from net income to adjusted EBITDA, debt to adjusted debt, and debt to net income to adjusted debt to adjusted EBITDA. At June 30, 2026, and December 31, 2025, the incremental borrowing rate on operating leases was 4.1% and 4.0%, respectively. Pension and OPEB were funded at June 30, 2026, and December 31, 2025.

LIQUIDITY AND CAPITAL RESOURCES

Financial condition

Cash flows

Millions, for the six months ended June 30,	***2026***	*2025*
Cash provided by operating activities	**$ 5,516**	$ 4,543
Cash used in investing activities	**(2,064)**	(1,839)
Cash used in financing activities	**(3,109)**	(2,649)
Net change in cash, cash equivalents, and restricted cash	**$ 343**	$ 55

Operating activities

Cash provided by operating activities increased 21% in the first six months of 2026 compared to the same period of 2025 driven by lower income taxes paid and higher net income.

Investing activities

Cash used in investing activities increased 12% in the first six months of 2026 compared to the same period of 2025 driven by the net purchases and maturities of short-term investments.

The table below details cash capital investments:

Millions, for the six months ended June 30,	***2026***	*2025*
Rail and other track material	**$ 251**	$ 245
Ties	**306**	306
Ballast	**112**	101
Other [a]	**293**	294
Total road infrastructure replacements	**962**	946
Line expansion and other capacity projects	**129**	118
Commercial facilities	**84**	174
Total capacity and commercial facilities	**213**	292
Locomotives and freight cars [b]	**433**	465
Technology and other	**202**	139
Total cash capital investments [c]	**$ 1,810**	$ 1,842

[a] Other includes bridges and tunnels, signals, other road assets, and road work equipment.
[b] Locomotives and freight cars include early lease buyouts of $241 million in 2026 and $178 million in 2025.
[c] Weather-related damages for the six months ended June 30, 2026 and 2025, are immaterial.

See Note 18 of the Condensed Consolidated Financial Statements, Item 1, for the pending acquisition of Norfolk Southern.

Capital plan

In 2026, we expect our capital plan to be approximately $3.3 billion. We plan to continue to make investments to support our growth strategy, improve the safety, resiliency, and operational efficiency of the network, harden our infrastructure, and replace older assets, including modernization of our locomotive fleet and acquiring freight cars to support replacement and growth opportunities. In addition, the plan includes investments in growth-related projects to drive more carloads to the network and enhance productivity through technology. This includes terminal investments supporting our manifest network and intermodal ramps to efficiently handle new and existing customers, along with siding investments (extensions and new), and second mainline track projects. The capital plan may be revised if business conditions warrant or if laws or regulations affect our ability to generate sufficient returns on these investments.

Financing activities

Cash used in financing activities increased 17% in the first six months of 2026 compared to the same period of 2025 driven by a decrease in debt issued and increase in debt repaid, partially offset by the pause of our share repurchases as part of the pending acquisition of Norfolk Southern.

See Note 14 of the Condensed Consolidated Financial Statements, Item 1, for a description of all our outstanding financing arrangements and significant new borrowings, Note 16 of the Condensed Consolidated Financial Statements, Item 1, for a description of our share repurchase programs, and Note 18 of the Condensed Consolidated Financial Statements, Item 1, for the pending acquisition of Norfolk Southern.

Free cash flow and cash flow conversion rate – 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 defined as 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 considered non-GAAP financial measures by SEC Regulation G and Item 10(e) 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):

Millions, for the six months ended June 30,		***2026***		*2025*
Cash provided by operating activities	**$**	**5,516**	$	4,543
Cash used in investing activities		**(2,064)**		(1,839)
Dividends paid		**(1,640)**		(1,599)
Free cash flow	**$**	**1,812**	$	1,105

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

Millions, except percentages, for the six months ended June 30,		***2026***		*2025*
Cash provided by operating activities	**$**	**5,516**	$	4,543
Cash used in capital investments		**(1,810)**		(1,842)
Total (a)	**$**	**3,706**	$	2,701
Net income (b)	**$**	**3,694**	$	3,502
Cash flow conversion rate (a/b)		**100%**		77%

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 volume.

During the six months ended June 30, 2026, we generated $5.5 billion of cash provided by operating activities and paid our quarterly dividends. In the third quarter of 2025, we announced the pending acquisition of Norfolk Southern described in Note 18 of the Condensed Consolidated Financial Statements, Item 1, and paused our share repurchases. On June 30, 2026, we had $1.6 billion of cash and cash equivalents, $500 million of short-term investments, $2.0 billion of credit available under our revolving credit facility, and $600 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, including commitments related to the pending acquisition of Norfolk Southern described in Note 18 of the Condensed Consolidated Financial Statements, Item 1. 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 described below are customary transactions that are like those of other comparable corporations, particularly within the transportation industry.

The following table identifies material contractual obligations as of June 30, 2026:

			Payments Due by Dec. 31,				
Millions	*Total*	*Jul. 1, through Dec. 31, 2026*	*2027*	*2028*	*2029*	*2030*	*After 2030*
Debt [a]	$ 57,309	$ 609	$ 2,455	$ 2,402	$ 2,360	$ 1,816	$ 47,667
Purchase obligations [b]	2,224	436	572	467	426	300	23
Operating leases [c]	942	107	226	195	129	110	175
Other post-retirement benefits [d]	337	18	36	36	36	36	175
Finance lease obligations [e]	87	15	37	14	21	-	-
Total contractual obligations	$ 60,899	$ 1,185	$ 3,326	$ 3,114	$ 2,972	$ 2,262	$ 48,040

[a] Excludes finance lease obligations of $80 million as well as unamortized discount and deferred issuance costs of ($1,659) million. Includes an interest component of $25,403 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 $100 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 $7 million.

OTHER MATTERS

Asserted and unasserted claims – See Note 15 to the Condensed Consolidated Financial Statements, Item 1.

Indemnities – See Note 15 to the Condensed Consolidated Financial Statements, Item 1.

Pending Acquisition – See Note 18 to the Condensed Consolidated Financial Statements, Item 1, and the Agreement and Plan of Merger dated as of July 28, 2025, by and among UPC, Ruby Merger Sub 1 Corporation, Ruby Merger Sub 2 LLC, and Norfolk Southern, which is incorporated herein by reference to Exhibit 2.1 to the Corporation's Current Report on Form 8-K dated July 29, 2025.

CAUTIONARY INFORMATION

Certain statements in this report, 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. These forward-looking statements and information include, without limitation, statements and information set forth under the captions “Liquidity and Capital Resources” regarding our capital plan, share repurchase programs, contractual obligations, and "Other Matters" in this Item 2 of Part I. Forward-looking statements and information also include any other statements or information in this report (including information incorporated herein by reference) regarding: the merger agreement and the transactions contemplated therein (described in Note 18 to the Condensed Consolidated Financial Statements, Item 1), potential impacts of public health crises, including pandemics, epidemics, and the outbreak of other contagious disease, such as the coronavirus and its variant strains (COVID); wars, conflicts, and other geopolitical tensions in Ukraine, the Middle East, and elsewhere, and any impacts on our business operations, financial results, liquidity, and financial position, and on the world economy (including customers, employees, and supply chains), including as a result of fluctuations in volume and carloadings; 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 (including those discussed in response to increased traffic); expectations as to cost savings, revenue growth, and earnings; the time by which goals, targets, aspirations, or objectives will be achieved; projections, predictions, expectations, estimates, or forecasts as to our business, financial, and operational results, future economic performance, and general economic conditions; proposed new products and services; estimates of costs relating to environmental remediation and restoration; estimates and expectations regarding tax matters; estimates and expectations regarding current or potential tariffs; expectations that claims, litigation, environmental costs, commitments, contingent liabilities, labor negotiations or agreements, cyber-attacks, or other matters will not have a material adverse effect on our consolidated results of operations, financial condition, or liquidity and any other similar expressions concerning matters that are not historical facts. Forward-looking statements may be identified by their use of forward-looking terminology, such as “believes,” “expects,” “may,” “could,” “should,” “would,” “will,” “intends,” “plans,” “estimates,” “anticipates,” “projects,” “pro forma,” and similar words, phrases, expressions, or other comparable terminology.

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, macroeconomic and geopolitical conditions.

The Risk Factors in Item 1A of our 2025 Annual Report on Form 10-K, filed February 6, 2026, could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in any 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 certain 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 2025 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. See also Note 15 to the Condensed Consolidated Financial Statements, Item 1.

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 Financial Statements and Supplementary Data, Item 8, of our 2025 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, 2025. 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 second quarter of 2026:

Period	*Total number of shares purchased [a]*	*Average price paid per share*	*Total number of shares purchased as part of a publicly announced plan or program [b]*	*Maximum number of shares that may be purchased under current authority [c]*
Apr. 1 through Apr. 30	5,191	$ 270.66	-	93,888,442
May. 1 through May. 31	9,990	274.81	-	93,888,442
Jun. 1 through Jun. 30	637	263.56	-	93,888,442
Total	15,818	$ 273.00	-	N/A

[a] Total number of shares purchased during the quarter includes 15,818 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 awards.

[b] As part of the pending acquisition of Norfolk Southern described in Note 18 to the Condensed Consolidated Financial Statements, Item 1, we paused our share repurchases.

[c] Effective April 1, 2025, our Board of Directors authorized the repurchase of up to 100 million shares of our common stock by March 31, 2028.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
Filed with this Statement	
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 June 30, 2026 (filed with the SEC on July 23, 2026), formatted in Inline Extensible Business Reporting Language (iXBRL) includes (i) Condensed Consolidated Statements of Income for the periods ended June 30, 2026 and 2025, (ii) Condensed Consolidated Statements of Comprehensive Income for the periods ended June 30, 2026 and 2025, (iii) Condensed Consolidated Statements of Financial Position at June 30, 2026, and December 31, 2025, (iv) Condensed Consolidated Statements of Cash Flows for the periods ended June 30, 2026 and 2025, (v) Condensed Consolidated Statements of Changes in Common Shareholders' Equity for the periods ended June 30, 2026 and 2025, 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	
2	Agreement and Plan of Merger dated as of July 28, 2025, by and among UPC, Ruby Merger Sub 1 Corporation, Ruby Merger Sub 2 LLC and Norfolk Southern Corporation is incorporated herein by reference to Exhibit 2.1 to the Corporation's Current Report on Form 8-K dated July 29, 2025.
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.

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: July 23, 2026

UNION PACIFIC CORPORATION (Registrant)

By /s/ Jennifer L. Hamann

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

By /s/ Carrie J. Powers

Carrie J. Powers
Vice President, Controller, and
Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 31(a)

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: July 23, 2026

/s/ V. James Vena

V. James Vena

Chief Executive Officer

Exhibit 31(b)

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: July 23, 2026

/s/ Jennifer L. Hamann

Jennifer L. Hamann
Executive Vice President and
Chief Financial Officer

Exhibit 32

**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 June 30, 2026, 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

July 23, 2026

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 June 30, 2026, 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

July 23, 2026

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.