

UNION PACIFIC CORPORATION
1400 Douglas Street, Stop 1580
Omaha, Nebraska 68179

P 402 544 4831
gaylathal@up.com

Gayla L. Thal
Senior Vice President, Law and General Counsel



December 14, 2012

Ex Parte No. 670 (Sub-No. 2)

233510

Mr. Daniel R. Elliott III
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings
December 17, 2012
Part of
Public Record

Re: Substitution of Elizabeth Whited to the Rail Energy Transportation
Advisory Committee (RETAC)

Dear Mr. Elliott:

In light of the Board's November 27 decision to include petroleum and bio-fuel experience on RETAC, Union Pacific proposes that Elizabeth (Beth) Whited, Union Pacific's Vice President and General Manager-Chemicals, replace Union Pacific's Paul E. Hammes, Vice President and General Manager-Agricultural Products.

Ms. Whited joined Union Pacific in 1987 and has held a variety of executive roles in Strategic Planning, Marketing and Sales, Investor Relations and Finance, as well as President of Union Pacific Distribution Services. In her position as leader of Chemical Marketing at Union Pacific, she is responsible for petroleum products.

She will be an asset to RETAC. Please let me know if you need any additional information to effectuate this change. Thank you.

Sincerely,

A handwritten signature in blue ink that reads 'Gayla L. Thal'.

cc: Scott Zimmerman, Surface Transportation Board
Eric Butler, EVP Marketing & Sales, UP