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UNION PACIFIC CORP
Form 8-K
October 16, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported)
October 15, 2001

UNION PACIFIC CORPORATION

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---|--|
| Utah ----- (State or Other Jurisdiction of Incorporation) | 1-6075 ----- (Commission File Number) | 13-2626465 ----- (I.R.S. Employer Identification No.) |
|---|---|--|

| | |
|---|------------------------------|
| 1416 Dodge Street, Omaha, Nebraska ----- (Address of Principal Executive Offices) | 68179 ----- (Zip Code) |
|---|------------------------------|

(402) 271-5777

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On October 15, 2001, Motor Cargo Industries, Inc., a Utah corporation ("Motor Cargo"), Union Pacific Corporation, a Utah corporation ("Union Pacific"), and Motor Merger Co., a Utah corporation and wholly-owned subsidiary of Union Pacific ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Agreement"). Pursuant to the terms of the Agreement, Union Pacific will offer to exchange for each share of common stock, no par value, of Motor Cargo ("Motor Cargo Stock"), at the election of the holder, either 0.26 of a share of common stock, par value \$2.50 per share, of Union Pacific ("Union Pacific Stock") or \$12.10 in cash. Pursuant to the terms of the Shareholder Agreements, dated as of October 15, 2001, Messrs. Harold P. Tate and Marvin L. Friedland, who collectively own approximately 62.5% of the outstanding shares of Motor Cargo Stock, have agreed to tender their shares in the exchange offer. After the consummation of the exchange offer, Motor Cargo will be merged

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with and into Merger Sub. Holders of Motor Cargo Stock who do not elect to tender their shares in the exchange offer will receive \$12.10 per share upon consummation of the merger. Motor Cargo and Union Pacific issued a joint press release on October 15, 2001 announcing the Agreement. A copy of the press release, the Agreement and the Shareholder Agreements are attached hereto as exhibits and are incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Document Description |
|-------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of October 15, 2001, by and among Motor Cargo Industries, Inc., Union Pacific Corporation and Motor Merger Co. |
| 99.1 | Joint Union Pacific Corporation and Motor Cargo Industries, Inc. Press Release dated October 15, 2001. |
| 99.2 | Shareholder Agreement, dated as of October 15, 2001, between Union Pacific Corporation and Mr. Harold R. Tate. |
| 99.3 | Shareholder Agreement, dated as of October 15, 2001, entered into between Union Pacific Corporation and Mr. Marvin L. Friedland. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 16, 2001

UNION PACIFIC CORPORATION

By: /s/ James R. Young

Name: James R. Young
Title: Executive Vice President - Finance

EXHIBIT INDEX

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