

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
UNION PACIFIC CORPORATION
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on July 16, 1980, and before the Nevada Gaming Commission on July 24, 1980, in Carson City, Nevada; and

THE APPLICANTS having presented evidence in support of their applications, and

NO PERSON having appeared in opposition to the applications, and

THE BOARD AND COMMISSION having considered the reports of Investigations, Investigations-Corporate Securities and evidence presented by the applicant,

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, be, and they hereby are, accepted as filed:

a. The application of Union Pacific Corporation for registration as a publicly traded holding company and to be found suitable as the sole stockholder of Upland Industries Corporation.

b. The application of Upland Industries Corporation for registration as an intermediary holding company, and the sole stockholder of Union Pacific Land Resources Corporation.

c. The application of Union Pacific Land Resources Corporation for registration as an intermediary holding company, owning 300 shares (20%) of the outstanding common stock and 100 shares (100%) of the outstanding preferred stock of Scott Development Corporation.

d. The application of Scott Development Corporation to be found suitable as an intermediary holding company, owning 100% of Scott Plaza, Inc. and Scott Mizpah, Inc.

2. THAT Union Pacific Corporation be, and it hereby is, registered as a publicly traded corporation and found suitable to be the sole stockholder of Upland Industries Corporation, an intermediary holding company, and that the following officers and directors of Union Pacific Corporation are found suitable in the capacities indicated:

William S. Cook	President, Chief Operating Officer and Director
James H. Evans	Chairman of the Board of Directors and Chief Executive Officer
Elbridge T. Gerry	Chairman of the Executive Committee and Director
William F. Surrrette	Sr. Vice President-Finance
Charles N. Olsen	Secretary

3. THAT Upland Industries Corporation be, and it hereby is, registered as an intermediary holding company,