

MOTOR CARGO INDUSTRIES INC
Form SC TO-T/A
November 19, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 2)

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

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

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

619907108
(CUSIP Number of Class of Securities)

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

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

With a copy to:

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

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer. Check the appropriate boxes
below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

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

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Amendment No. 2 to Schedule TO

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on October 31, 2001, and amended by Amendment No. 1 thereto filed November 13, 2001, relates to the offer by Union Pacific Corporation, a Utah corporation ("Union Pacific") to exchange each outstanding share of common stock of Motor Cargo Industries, Inc. ("Motor Cargo"), no par value (collectively, the "Shares"), for either (i) 0.26 of a share of common stock, par value \$2.50 per share, of Union Pacific ("Union Pacific Stock"), or (ii) \$12.10 in cash, at the election of the holder of each Share and upon the terms and subject to the conditions set forth in the Preliminary Prospectus, dated October 31, 2001, as amended on November 19, 2001, (the "Preliminary Prospectus"), and in the related Letter of Election and Transmittal, copies of which were filed as Exhibits (a)(1) and (a)(2) respectively to the Schedule TO (the Letter of Election and Transmittal together with the Preliminary Prospectus, as each may be amended or supplemented from time to time, collectively constitute the "Offer"). Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Preliminary Prospectus.

Item 12. Exhibits.

- (a)(9) Preliminary Prospectus, dated November 19, 2001, is incorporated herein by reference from Union Pacific's Amendment No. 1 to the Registration Statement on Form S-4 filed on October 31, 2001, as amended on November 19, 2001.

SIGNATURE

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

UNION PACIFIC CORPORATION

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

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

Dated: November 16, 2001

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EXHIBIT INDEX

Exhibit No. -----	Exhibit Name -----
(a)(1)	Preliminary Prospectus, dated October 31, 2001, is incorporated herein by reference from Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
(a)(2)	Letter of Election and Transmittal is

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- incorporated herein by reference to Exhibit 99.3 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a) (3) Notice of Guaranteed Delivery is incorporated herein by reference to Exhibit 99.4 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a) (4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees is incorporated herein by reference to Exhibit 99.5 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a) (5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees is incorporated herein by reference to Exhibit 99.6 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a) (6) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 is incorporated herein by reference to Exhibit 99.7 to Union Pacific's Registration Statement on Form S-4 filed on October 31, 2001.
- (a) (7) Joint Press Release issued by Union Pacific and Motor Cargo on October 15, 2001 is incorporated herein by reference to Exhibit 99.1 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
- (a) (8) Joint Press Release issued by Union Pacific and Motor Cargo on October 31, 2001 is incorporated herein by reference to Exhibit (a)(8) to Union Pacific's Tender Offer Statement on Schedule TO filed on October 31, 2001.
- (a) (9) Preliminary Prospectus, dated November 19, 2001, is incorporated herein by reference from Union Pacific's Amendment No. 1 to the Registration Statement on Form S-4 filed on October 31, 2001, as amended on November 19, 2001.
- (d) (1) Agreement and Plan of Merger, dated as of October 15, 2001, by and among Motor Cargo Industries, Inc., Union Pacific Corporation and Motor Merger Co. is incorporated by reference to Exhibit 99.2 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
- (d) (2) Shareholder Agreement, dated as of October 15, 2001, by and between Union Pacific Corporation and Harold R. Tate is incorporated herein by reference to Exhibit 99.2 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
- (d) (3) Shareholder Agreement, dated as of October 15, 2001, by and between Union Pacific Corporation and Marvin L. Friedland is incorporated herein by reference to Exhibit 99.3 to Union Pacific's Current Report on Form 8-K filed on October 16, 2001.
- (g) Not applicable.
- (h) Not applicable.