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MOTOR CARGO INDUSTRIES INC

Form SC 13D/A

December 05, 2001

As filed with the Securities and Exchange Commission on December 5, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1 AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2)

Motor Cargo Industries, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

619907108

(CUSIP Number)

Carl W. von Bernuth, Esq.
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Union Pacific Corporation
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With a copy to:

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(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 4, 2001

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule
13G to report the acquisition that is the subject of this Schedule 13D, and
is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g),
check the following box: []

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CUSIP No. 619907108

13D

1	NAMES OF REPORTING PERSONS	
	Union Pacific Corporation. (I.R.S. IDENTIFICATION NO. 13-2626465)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a)	[]
	N/A	(b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS	WC, OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Utah	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 6,801,327 or 99.7%
		8 SHARED VOTING POWER N/A
		9 SOLE DISPOSITIVE POWER 6,801,327 or 99.7%
		10 SHARED DISPOSITIVE POWER N/A
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,801,327	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	99.7%	
14	TYPE OF REPORTING PERSON	
	CO	

Amendment No. 2 to Schedule 13D

This Amendment No. 2 to Schedule 13D (this "Amendment") is being filed pursuant to Rule 13d-2(a) of the Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), by Union Pacific Corporation, a Utah corporation ("Union Pacific"), with respect to the common stock, no par value (the "Issuer Stock"), of Motor Cargo Industries, Inc., a Utah corporation (the "Issuer"). This Amendment amends the Schedule 13D filed by Union Pacific on October 24, 2001, as amended by Amendment No. 1 thereto filed November 23, 2001 under the cover of Amendment No. 6 to the Schedule TO filed by Union Pacific. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Schedule 13D.

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The Schedule 13D previously filed is hereby amended by the addition of the following information:

Item 3. Source and Amount of Funds or Other Consideration.

On November 30, 2001, Union Pacific accepted 6,708,827 shares of Issuer Stock tendered in the Offer. On such date, the preliminary count by the exchange agent indicated that an additional 163,100 shares of Issuer Stock were tendered pursuant to notices of guaranteed delivery.

As of December 4, 2001, the final date for delivery of shares pursuant to notices of guaranteed delivery, Union Pacific had received an additional 92,500 shares of Issuer Stock as a result of deliveries of Issuer Stock pursuant to such notices.

In exchange for the shares of Issuer Stock acquired by Union Pacific pursuant to the Offer (including shares delivered pursuant to notices of guaranteed delivery), Union Pacific will issue approximately 1,767,000 shares of common stock, par value \$2.50 per share, of Union Pacific, approximately \$460 for fractional shares and approximately \$43,000 to holders of Issuer Stock who elected to receive cash.

Item 5. Interest in Securities of the Issuer.

(a) and (b). As of the date hereof, Union Pacific owns 6,801,327 shares of Issuer Stock which represents approximately 99.7% of the issued and outstanding shares of Issuer Stock as of December 5, 2001.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 5, 2001

UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth

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