

DO NOT TAKE
FOR 547 DRIVERS

Roadway[®]

your way.

This change of operations will

- Creates 256 new "Utility employee" positions that will pay a \$1.00 premium above the normal local cartage P&D rate.
- Allow each Utility Employee to return home after each tour of duty.
- Impacts 7400 daily shipment with a service improvement of at least one day.
- Impacts over 13,500 lanes with a service improvement of one day.
- Allows Roadway to more effectively compete with non-union super regional carriers in the 1-3 day markets.

Utility Employee Change of Operations (Article 3, Section 7)

May 2008

Roadway

New Business Only
No Road Drivers
will be displaced

GENERAL OPERATING STATEMENT

In 2006, Roadway, in cooperation with the International Brotherhood of Teamsters implemented it's first Corridor Hub change of operations designed to reduce transit times, reduce the handling of shipments and allow us to be more competitive within the industry. Since then, phase 2 and phase 3 have been implemented, improving the overall service and operating results of the company.

The current proposed change of operations, in accordance with Article 3, section 7 of the NMFA continues the transition away from the traditional hub and spoke network to a faster, more defined network by both expanding the Corridor concept and introducing NEXT DAY service capability to the Roadway brand thru the "Velocity Network".

This proposed Change of Operations, based on the success of the "Corridor Hub Concept" will strengthen Roadway's position within the marketplace to reduce the erosion of business in existing markets due to non-union and union competition by accelerating service in today's next day, two day and three day markets.

This proposed Change of Operations, in combination with the proposed Velocity Improvement Change of Operations, will be comprised of the following:

- Will establish the following facilities as new velocity improvement sort centers:
 - Akron, Ohio
 - Atlanta, Georgia
 - Cincinnati, Ohio
 - Harrisburg, Pennsylvania
 - Indianapolis, Indiana
 - Knoxville, Tennessee
 - Newburgh, New York
 - Memphis, Tennessee
 - Nashville, Tennessee
 - Richmond, Virginia
 - St. Louis, Missouri
 - Winston, North Carolina
- Will establish meet and turn operations.
- Will involve 138 facilities.
- Will create 256 Utility Employee positions.
- Will place additional road drivers in service centers.
- Will impact over 13,500 lanes with a service improvement of one day.
- Expansion of current ~~flow centers~~ operations

With the single largest segment of the market available being the next day market, Roadway must change and continually challenge the non union competition for this growing and profitable business.

The utility employee provision of the 2008-2013 NMFA will allow Roadway to significantly reduce transit times in over 13,500 service lanes. It is essential that this change of operations committee approve this change of operations, otherwise, Roadway will continue to be less competitive, resulting in erosion of business and more job losses. Expediting the movement of freight in these markets is critical to sustain and grow our company's position in the marketplace.

General Provisions

This Utility Employee Change of Operations will create two hundred fifty six (256) new local cartage positions as provided by Article 3 section 7 of the contract.

As this Utility Employee Change of Operations must be implemented simultaneously and is part and parcel to Roadway's Velocity Improvement Change of Operations which will have an effect on both road driver positions and local cartage positions, the Company will comply with the seniority application decision of the Committee. however, we would put forward the following job opportunity proposal for the National Utility Employee Review Committee and Multi Region Change of Operations Committee's consideration:

- Over the Road employees who are negatively impacted by a loss of work at their present domicile with the creation of a Utility Employee position, will be allowed the opportunity to bid into that position at their domicile on a one time basis. Single line locations will be bid positions in seniority as they have in the past.
- If an Over the Road employee does not wish to bid a Utility position at his present domicile and is still seeking a job opportunity, that employee may elect to sign up to bid in a pool bid for jobs created in both this Utility Employee Change of Operations and any openings which he may be qualified for in the proposed Velocity Improvement Change of Operations provided his location did not close out in the terminal bid.
- The Company would respectfully recommend that any pool bid be offered in conjunction with any pool bid decision rendered in its proposed Velocity Improvement Change of Operations.
- If accepted, the above would be accomplished on a terminal by terminal basis and when complete, the process for a pool bid for all open positions could then take place.

When approved, the Company will utilize a telephone bid procedure in conjunction with the decision on this specific Change of Operation and Roadway's Velocity Improvement Change of Operation, utilizing master seniority lists at losing domiciles. The sign-up sheets will be posted at losing domiciles for seven (7) days and the telephone bid will take place as agreed upon at the Change of Operations hearing.

Roadway proposes a cutoff date for any new hire of April 11, 2008. Those attaining seniority after this date shall not be eligible to participate in the bid. In addition, we would further propose that April 11, 2008 be utilized as a date to determine active status (layoff vs. active).

The company seeks to implement the Utility Employee Change of Operations no sooner than Sunday, June 15, 2008.

Moving expenses in this Change of Operations will be handled in accordance with the provisions contained in Article 8, Section 6 of the National Master Freight Agreement.

However, Roadway proposes to give the option to employees who transfer under the provisions of this change, an option to receive a lump sum of \$3,150.00, less tax liability, in lieu of temporary living expenses.

— In today's economic environment and excess industry capacity, the Company's opportunity to grow revenue diminishes every day. It is essential that this Utility Employee Change of Operations be approved by the National Utility Employee Review Committee at the hearing and implemented as proposed, which is no sooner than Sunday, June 15, 2008 to avoid the consequences of lost revenue and jobs.

Bidding/Seniority Information

Employees who are qualified bidders on Long-Term Disability (LTD) at the time of bid shall be allowed to bid.

Any employee, by reason of seniority becomes eligible to bid but needs training to be CDL qualified, shall be offered a sixty (60) day training period by the Company in order to qualify. The period to commence the training may begin upon implementation of the change. The Company will provide training personnel and equipment at the location where the employee is currently domiciled or otherwise as mutually agreed to. If the employee fails to qualify during such sixty (60) day training period, he shall forfeit his bid and return to the seniority list at his present location.

— Any presently protected driver, who is afforded the opportunity to transfer under this Change of Operations, but elects to remain at his present domicile where his seniority will not permit him to remain active, shall lose any Intermodal Change of Operations earnings protections to which he was otherwise entitled. Such drivers who are subsequently recalled to work at their current domiciles shall be entitled to the protections of the Intermodal Change of Operations. However, a protected driver on voluntary layoff who accepts a work opportunity under the provision of Article 5, Section 5 shall not be entitled to the earnings protections of the Intermodal Change of Operations.

The Company agrees that nothing in this proposed Change of Operations is intended to violate and/or alter the provisions of the NMFA or the applicable supplemental agreements. The Company will operate in accordance with DOT rules and regulations and current hours of service provisions. As in all of our Changes of Operation, the company reserves the right to dispatch drivers direct or via on any run that can be made in the allowable DOT hours of service, in accordance with the contract. All operations described herein will be governed by present contractual guidelines.

The Company does not intend to modify our current method of operations, agreed to work rules, methods of dispatch, or approved Changes of Operations, except as specifically provided in this proposal.

— The company proposes a window period as determined by the Utility Employee Change of Operations Committee. We would request the telephone bid take place on June 1, 2008 with the implementation on June 15, 2008.

Where applicable, an employee that transfers under this Change will not lose earned vacation, in accordance with the letter of understanding entered into by the Southern Region OTR Negotiating Committee dated July 27, 1999.

Health, Welfare and Pension shall continue to be paid to the appropriate trust funds that they were paid into immediately prior to the time a successful bidder relocates.

SENIORITY DISPOSITION

The Company will offer job opportunities at gaining locations in accordance with the numbers set forth in the attached Exhibits. These exhibits identify all gaining and losing locations in all phases of the change and the overall impact on each location.

TELEPHONE BID

The company will utilize a telephone bid procedure wherein it will combine the seniority lists by appropriate classification from all losing locations.

In addition, seniority lists from the gaining domiciles will be made available to eligible bidders at losing terminals to aid them in selecting a domicile to which they can transfer.

The company will then offer available job opportunities at the gaining domiciles in accordance with the numbers set forth in the attached exhibits. These exhibits identify all gaining and losing locations in all phases of this change as well as the overall impact on all locations.

TELEPHONE BID REQUEST

To: Manager

Subject: Multi-Region Change of Operations

1. I wish to participate in the telephone bid to be held on June 1, 2008, at _____, in conjunction with the Change of Operations. If for any reason, however, I do not appear for the bidding or do not give a written proxy bid to an authorized representative of my local union who will attend on my behalf, it will be mutually understood that I do not wish to participate. It is fully understood by me that if I do participate in the telephone bid by providing written proxy and elect to transfer to an available gaining domicile, I immediately relinquish all seniority rights at my present domicile on the effective date of the Change; and if I fail to report for work at the gaining domicile where I was a successful bidder, it is further mutually understood that I will be considered as having voluntarily quit my job.

Employee's Signature _____

Seniority Date _____

Date Signed _____

NOTE: Please sign above. If this form is not filled out and submitted on or before 11:59 p.m., May 28, 2008, you will be considered as having elected to remain at your present domicile. Any questions should be directed to your manager.

CENTRAL STATES AREA SERVICE CENTERS
Utility Employee

PROPOSED OPERATION

- As a result of this Utility Employee Change of Operations described within, the Service Centers indicated below will establish Utility employees for the purposes of expediting freight to and from the new Velocity Sort Centers as indicated, in addition to any other duties as assigned in compliance with Article 3 Section 7 of the National Master Freight Agreement.

Domicile	New Utility Employees	Akron	Cincinnati	Indianapolis	Nashville	St. Louis	Knoxville
Akron, OH	1		X				
Bloomington, IN	2		X	X			
Bowling Green, KY	1				X		
Cabool, MO	1					X	
Cape Girardeau, MO	2				X	X	
Cincinnati, OH	2	X		X			
Cleveland, OH	1	X					
Columbia, MO	2					X	
Columbus, OH	3	X	X	X			
Danville, IL	2		X	X			
Dayton, OH	3	X	X	X			
Detroit, MI	2	X					
Dover, OH	2	X	X				
Effingham, IL	2			X		X	
Evansville, IN	3			X	X	X	
Indianapolis, IN	1		X				
Kokomo, IN	2		X	X			
Lexington, KY	4		X	X	X		X
Lima, OH	3	X	X	X			
London, KY	1		X				
Louisville, KY	5		X	X	X		
Mansfield, OH	2	X	X				
Mount Vernon, IL	2			X		X	
Paducah, KY	1				X		
Quincy, IL	1					X	
South Bend, IN	2			X			
Springfield, MO	2					X	
Toledo, OH	2	X	X				
Youngstown, OH	2	X					
Zanesville, OH	2	X	X				

EASTERN REGION AREA SERVICE CENTERS
Utility Employee

PROPOSED OPERATION

- As a result of this Utility Employee Change of Operations described within, the Service Centers indicated below will establish Utility employees for the purposes of expediting freight to and from the new Velocity Sort Centers as indicated, in addition to any other duties as assigned in compliance with Article 3 Section 7 of the National Master Freight Agreement.

Domicile	Utility Employees	Akron	Atlanta	Cincy	Harrisburg	Knoxville	Newburgh	Richmond	Winston
Albany, NY	2						X		
Alexandria, VA	3				X			X	
Allentown, PA	3				X		X		
Altoona, PA	2	X			X				
Asbury Park, NJ	1				X				
Asheville, NC	2					X			X
Atlantic City, NJ	2				X		X		
Baltimore, MD	7				X			X	
Bellows Falls, VT	1						X		
Binghamton, NY	1				X				
Boston, MA	4						X		
Brockton, MA	3						X		
Brooklyn, NY	5				X		X		
Buffalo, NY	3	X							
Carlstadt, NJ	5				X		X		
Charleston, WV	1			X					
Charlotte, NC	2								X
Cheshire, CT	4						X		
Columbia, SC	2		X						X
Danville, VA	2							X	X
Deer Park, NY	1						X		
Dover, DE	2				X			X	
Du Bois, PA	2	X			X				
Durham, NC	2							X	X
Elmira, NY	1				X				
Erie, PA	2	X							
Fayetteville, NC	2							X	X
Florence, SC	1								X
Garden City, NY	1						X		
Greenville, NC	1								X
Greenville, SC	3		X			X			X
Hagerstown, MD	5				X			X	
Harrisonburg, VA	2				X				X
Hickory, NC	2					X			X
Kearny, NJ	5				X		X		
Lancaster, PA	2				X				
Lansdale, PA	4				X		X		
Marietta, OH	2	X		X					

Domicile	Utility Employees	Akron	Atlanta	Cincy	Harrisburg	Knoxville	Newburgh	Richmond	Winston
Milton, PA	2				X				
Nashua, NH	2						X		
New Brunswick, NJ	4				X		X		
Norfolk, VA	2							X	
Philadelphia, PA	7				X		X		
Pittsburgh, PA	4	X			X				
Providence, RI	3						X		
Raleigh, NC	2							X	X
Richmond, VA	1								X
Roanoke, VA	2							X	X
Salisbury, MD	1				X				
Sanford, NC	3							X	X
Somerville, NJ	1				X				
Springfield, MA	2						X		
Stroudsburg, PA	4				X		X		
Trenton, NJ	3				X		X		
Winston, NC	2							X	
Worcester, MA	3						X		
Wytheville, VA	2					X			X

SOUTHERN REGION AREA SERVICE CENTERS
Utility Employee

PROPOSED OPERATION

- As a result of this Utility Employee Change of Operations described within, the Service Centers indicated below will establish Utility employees for the purposes of expediting freight to and from the new Velocity Sort Centers as indicated, in addition to any other duties as assigned in compliance with Article 3 Section 7 of the National Master Freight Agreement.

Domicile	Utility Employees	Atlanta	Knoxville	Memphis	Nashville	Winston
Albany, GA	2	X				
Augusta, GA	1	X				
Birmingham, AL	3	X			X	
Bristol, TN	2		X			X
Chattanooga, TN	4	X	X		X	
Cookeville, TN	2		X		X	
Dothan, AL	2	X				
Greenville, MS	1			X		
Grenada, MS	1			X		
Huntsville, AL	6	X	X	X	X	
Jackson, MS	2			X		
Jackson, TN	3			X	X	
Jonesboro, AR	1			X		
Knoxville, TN	1				X	
La Grange, GA	2	X				
Lawrenceville, GA	2	X				
Little Rock, AR	3			X		
Macon, GA	2	X				
Marietta, GA	2	X	X			
Montgomery, AL	2	X				
Monticello, AR	1			X		
Nashville, TN	1		X			
Shelbyville, TN	3		X		X	
Tupelo, MS	1			X		

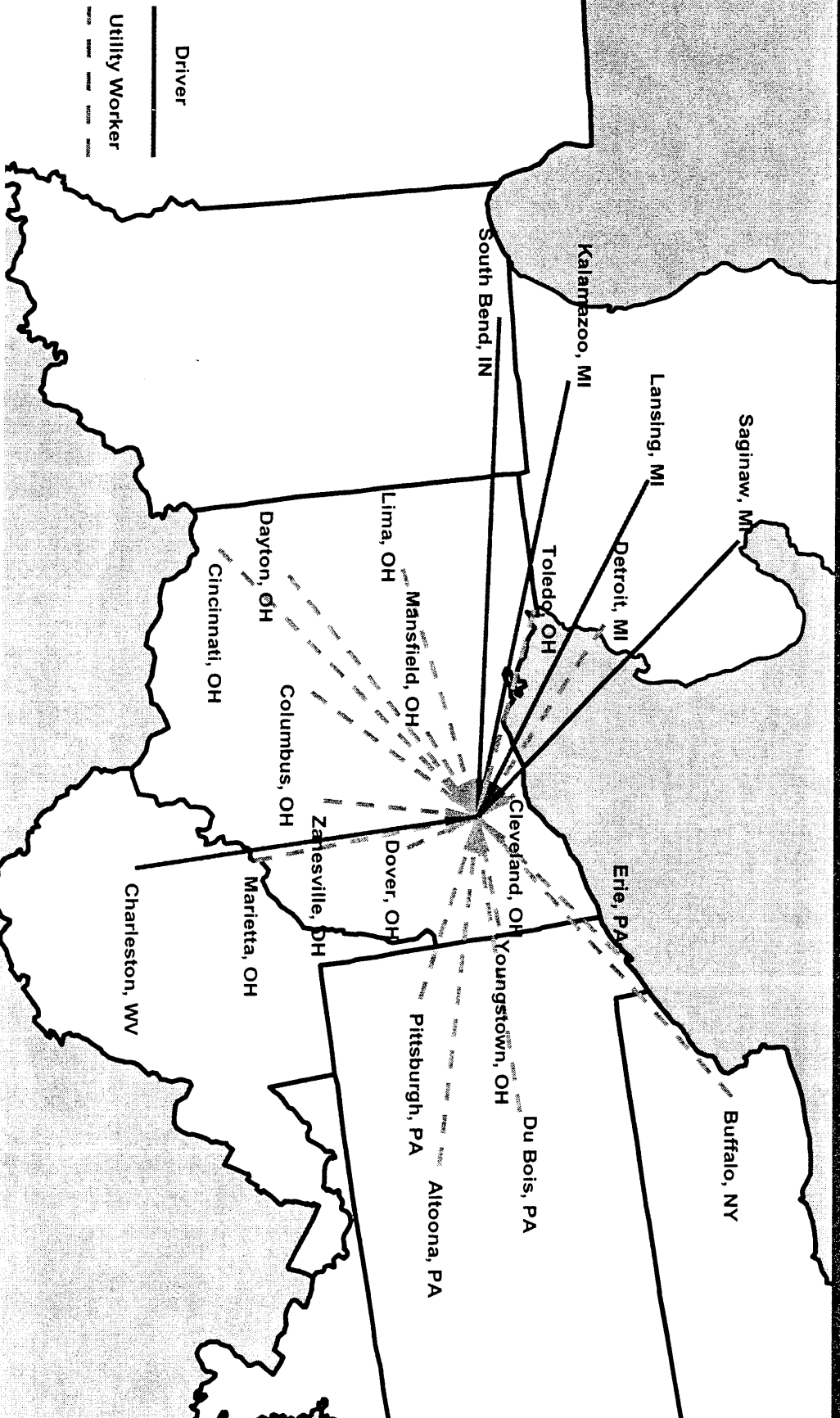
Utility Employee - Gaining Positions

Gaining Locations		Gaining Locations		Gaining Locations	
Akron, OH	1	Deer Park, NY	1	London, KY	1
Albany , NY	2	Detroit, MI	2	Louisville, KY	5
Albany , GA	2	Dothan, AL	2	Macon, GA	2
Alexandria, VA	3	Dover, DE	2	Mansfield, OH	2
Allentown, PA	3	Dover, OH	2	Marietta, GA	2
Altoona, PA	2	Du Bois, PA	2	Marietta, OH	2
Asbury Park, NJ	1	Durham, NC	2	Milton, PA	2
Asheville, NC	2	Effingham, IL	2	Montgomery, AL	2
Atlantic City, NJ	2	Elmira, NY	1	Monticello, AR	1
Augusta, GA	1	Erie, PA	2	Mount Vernon, IL	2
Baltimore, MD	7	Evansville, IN	3	Nashua, NH	2
Bellows Falls, VT	1	Fayetteville, NC	2	Nashville, TN	1
Binghamton, NY	1	Florence, SC	1	New Brunswick, NJ	4
Birmingham, AL	3	Garden City, NY	1	Norfolk, VA	2
Bloomington, IN	2	Greenville, MS	1	Paducah, KY	1
Boston, MA	4	Greenville, NC	1	Philadelphia, PA	7
Bowling Green, KY	1	Greenville, SC	3	Pittsburgh, PA	4
Bristol, TN	2	Grenada, MS	1	Providence, RI	3
Brockton, MA	3	Hagerstown, MD	5	Quincy, IL	1
Brooklyn, NY	5	Harrisonburg, VA	2	Raleigh, NC	2
Buffalo, NY	3	Hickory, NC	2	Richmond, VA	1
Cabool, MO	1	Huntsville, AL	6	Roanoke, VA	2
Cape Girardeau, MO	2	Indianapolis, IN	1	Salisbury, MD	1
Carlstadt, NJ	5	Jackson, MS	2	Sanford, NC	3
Charlotte, NC	2	Jackson, TN	3	Shelbyville, TN	3
Charleston, WV	1	Jonesboro, AR	1	Somerville, NJ	1
Chattanooga, TN	4	Kearny, NJ	5	South Bend, IN	2
Cheshire, CT	4	Knoxville, TN	1	Springfield, MA	2
Cincinnati, OH	2	Kokomo, IN	2	Springfield, MO	2
Cleveland, OH	1	La Grange, GA	2	Stroudsburg, PA	4
Columbia, MO	2	Lancaster, PA	2	Toledo, OH	2
Columbia, SC	2	Lansdale, PA	4	Trenton, NJ	3
Columbus, OH	3	Lawrenceville, GA	2	Tupelo, MS	1
Cookeville, TN	2	Lexington, KY	4	Winston, NC	2
Danville, IL	2	Lima, OH	3	Worcester, MA	3
Danville, VA	2	Little Rock, AR	3	Wytheville, VA	2
Dayton, OH	3			Youngstown, OH	2
				Zanesville, OH	2

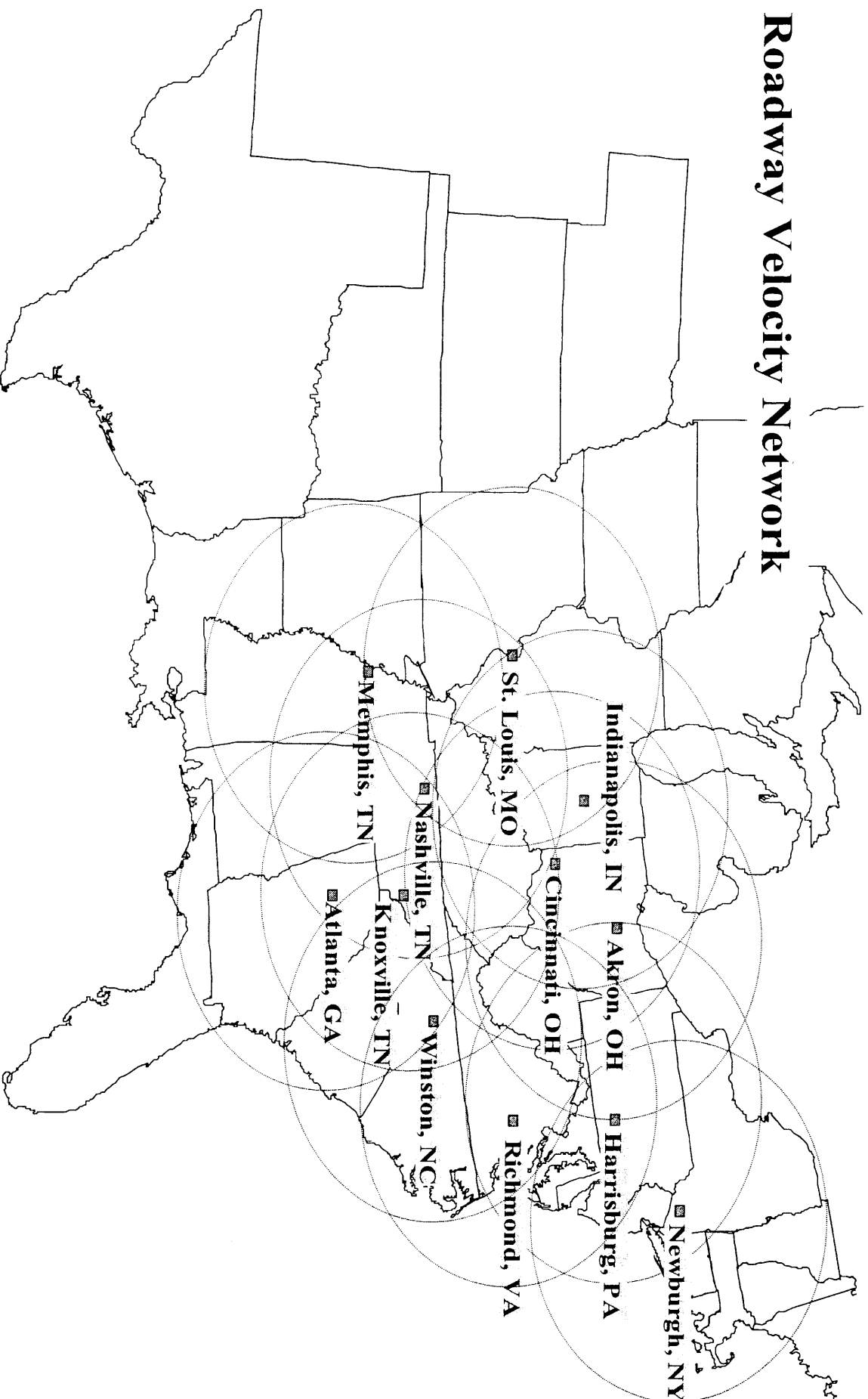
Total gains**256**

AKRON, OH VELOCITY SORT HUB

(Utility Worker / Driver Flow)

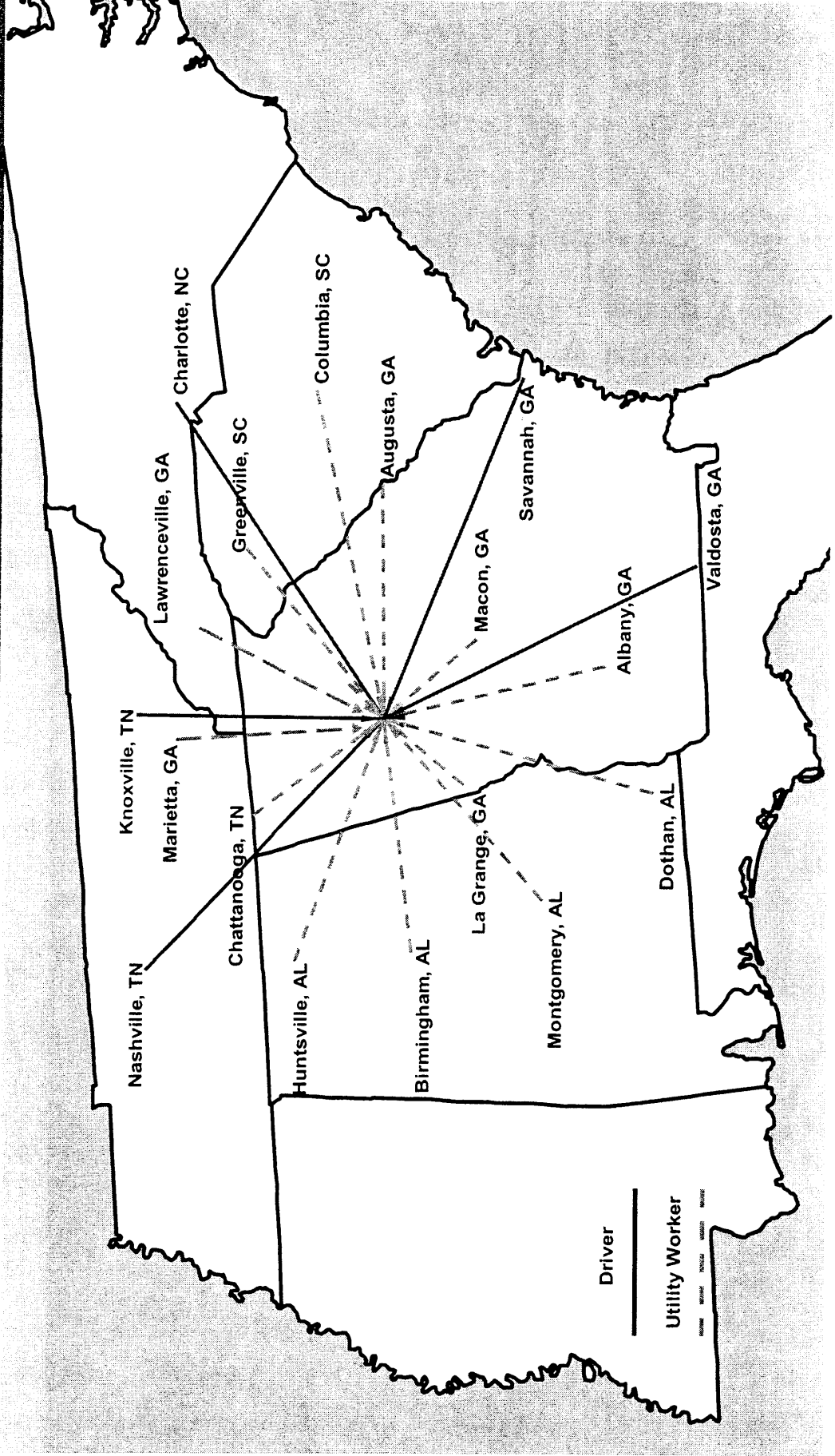


Roadway Velocity Network



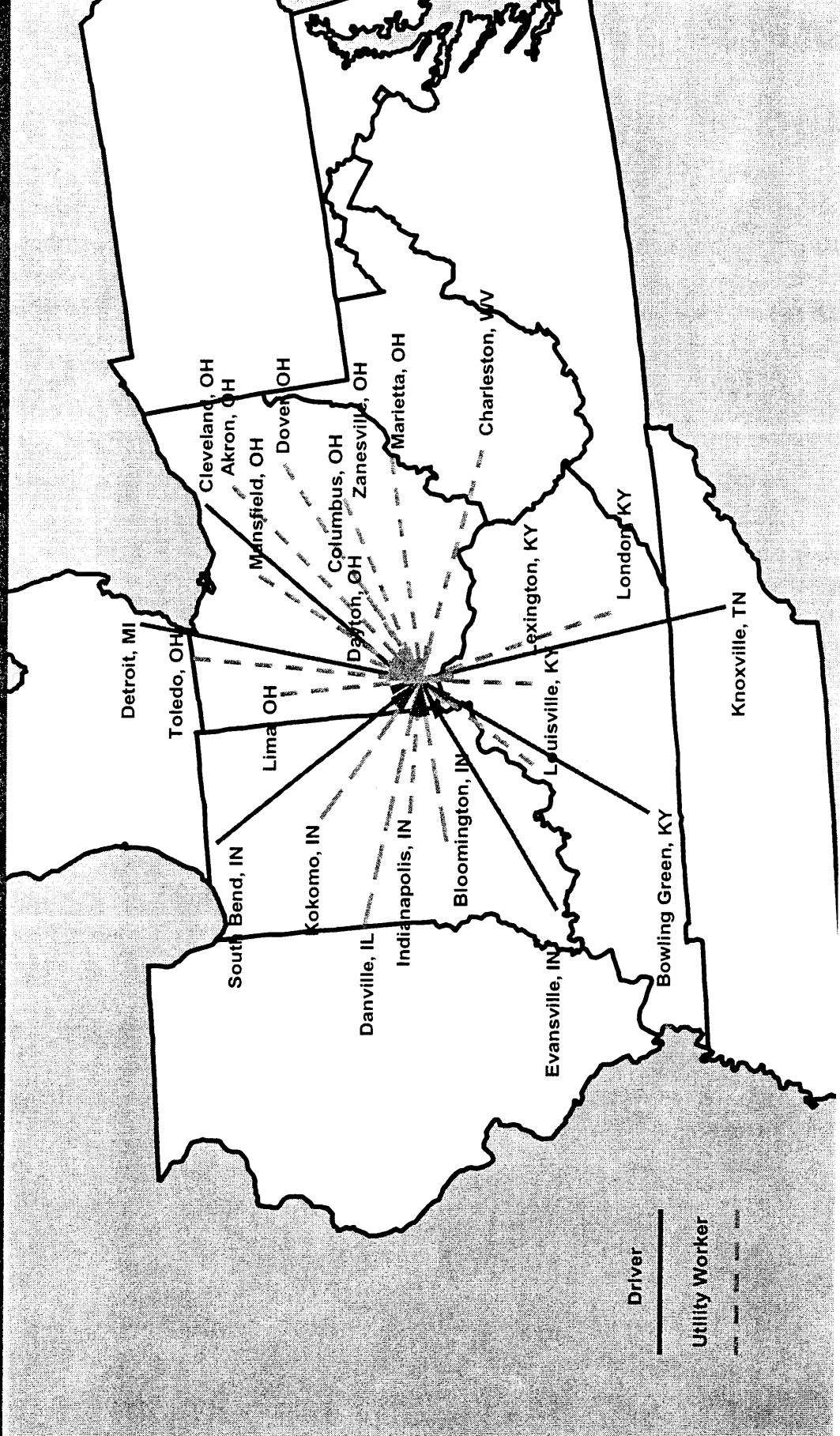
ATLANTA, GA VELOCITY SORT HUB

(Utility Worker / Driver Flow)



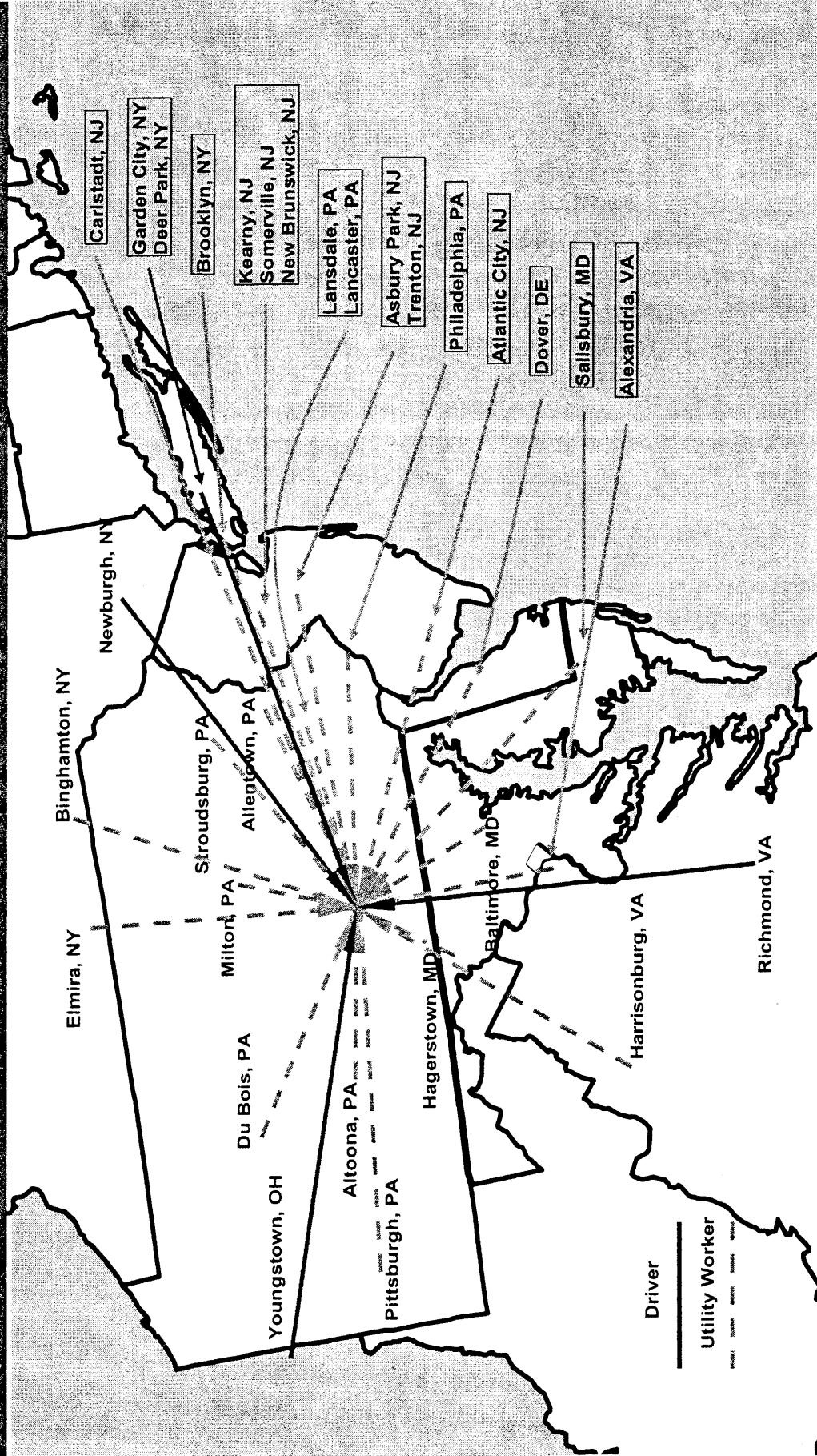
CINCINNATI, OH VELOCITY SORT HUB

(Utility Worker / Driver Flow)



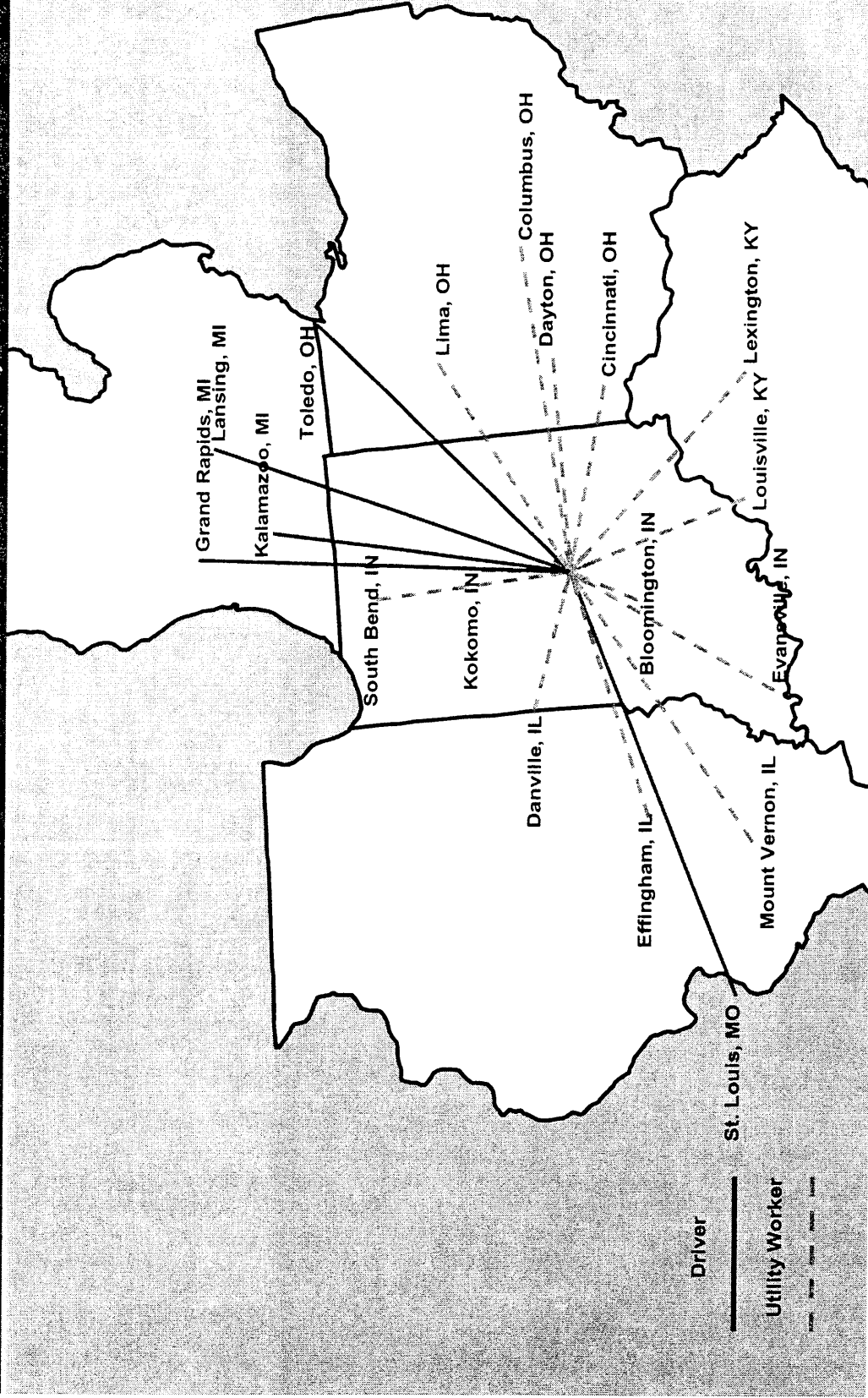
HARRISBURG, PA VELOCITY SORT HUB

(Utility Worker / Driver Flow)



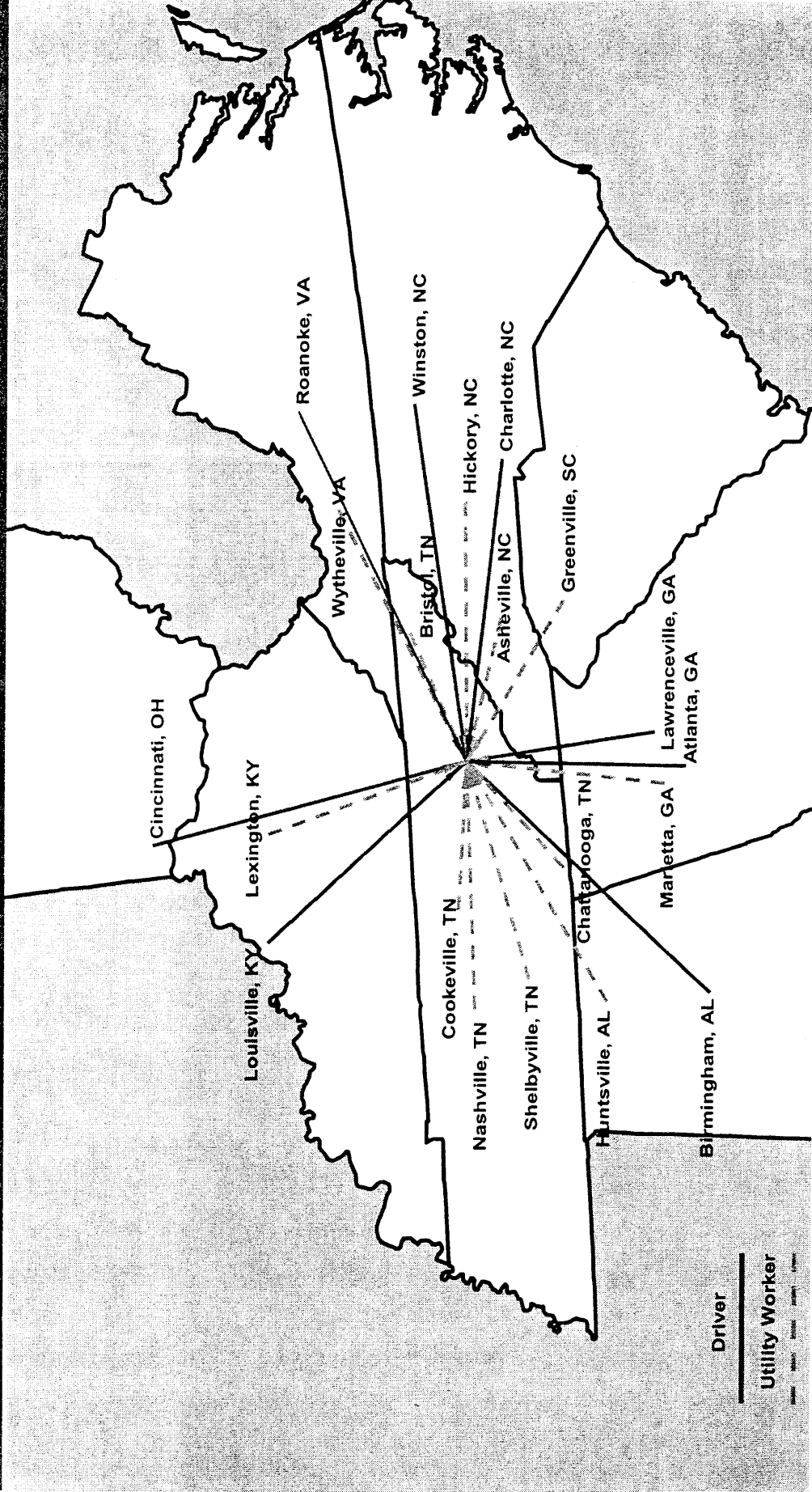
INDIANAPOLIS, IN VELOCITY SORT HUB

(Utility Worker / Driver Flow)



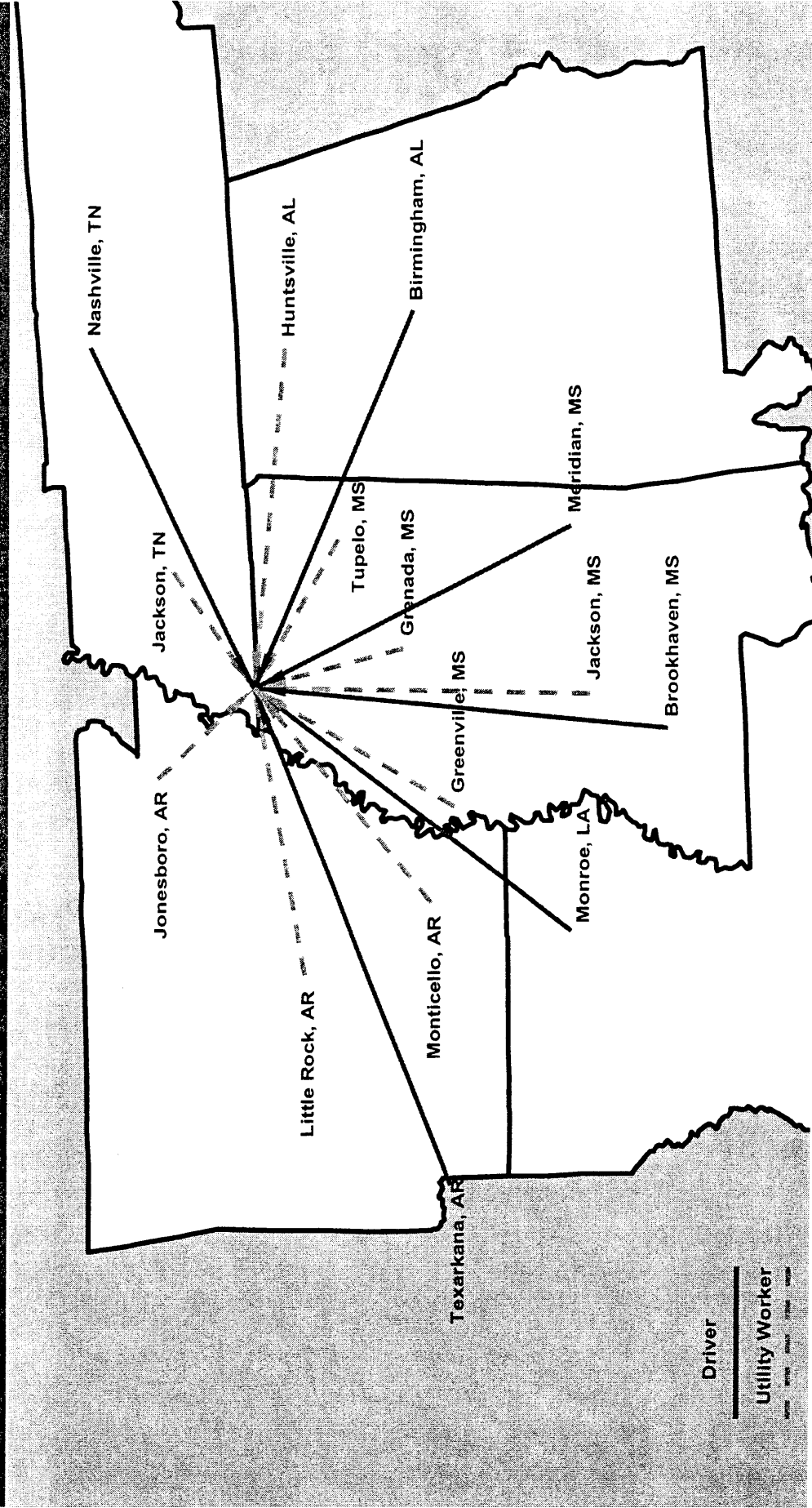
KNOXVILLE, TN VELOCITY SORT HUB

(Utility Worker / Driver Flow)



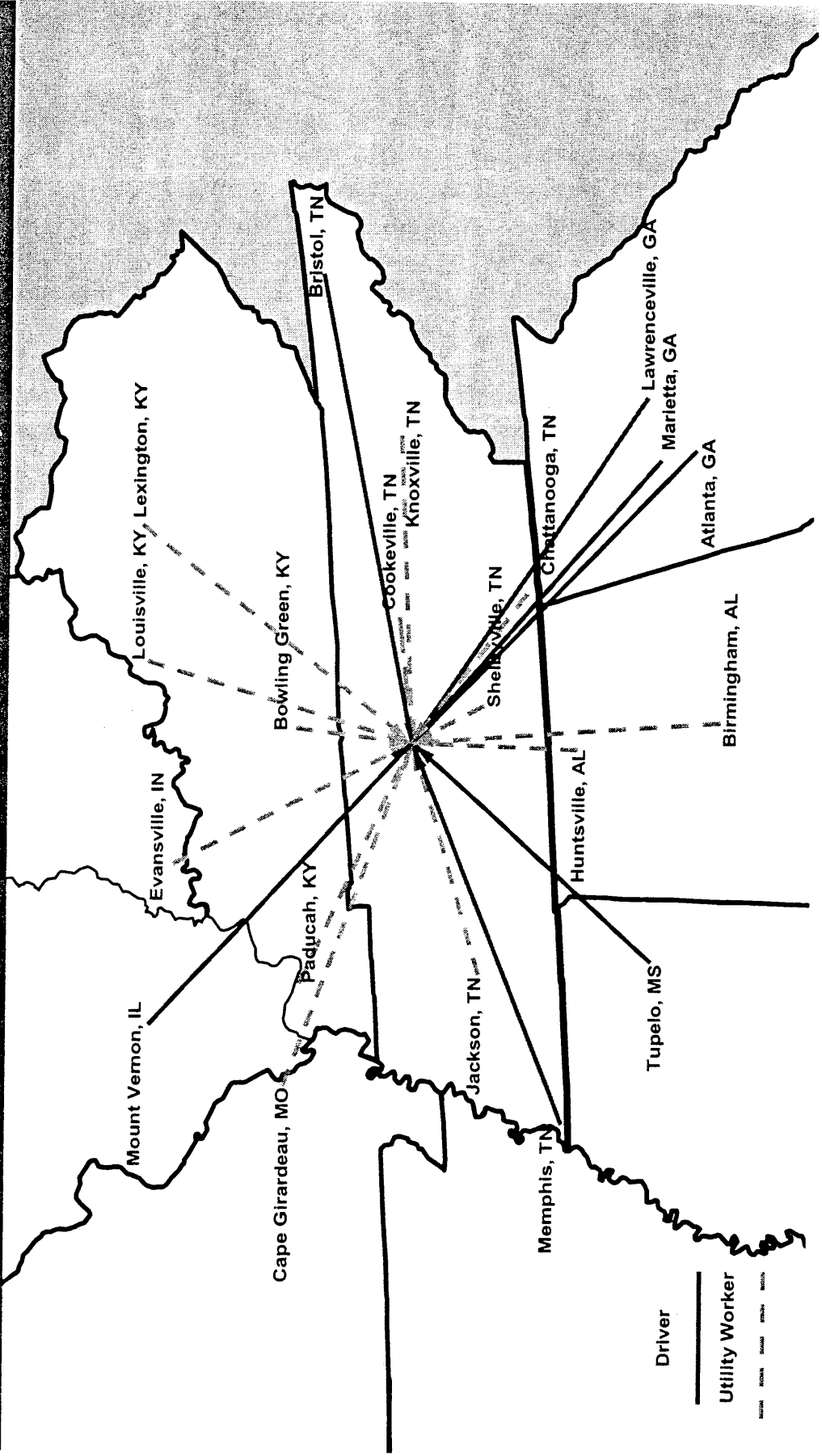
MEMPHIS, TN VELOCITY SORT HUB

(Utility Worker / Driver Flow)



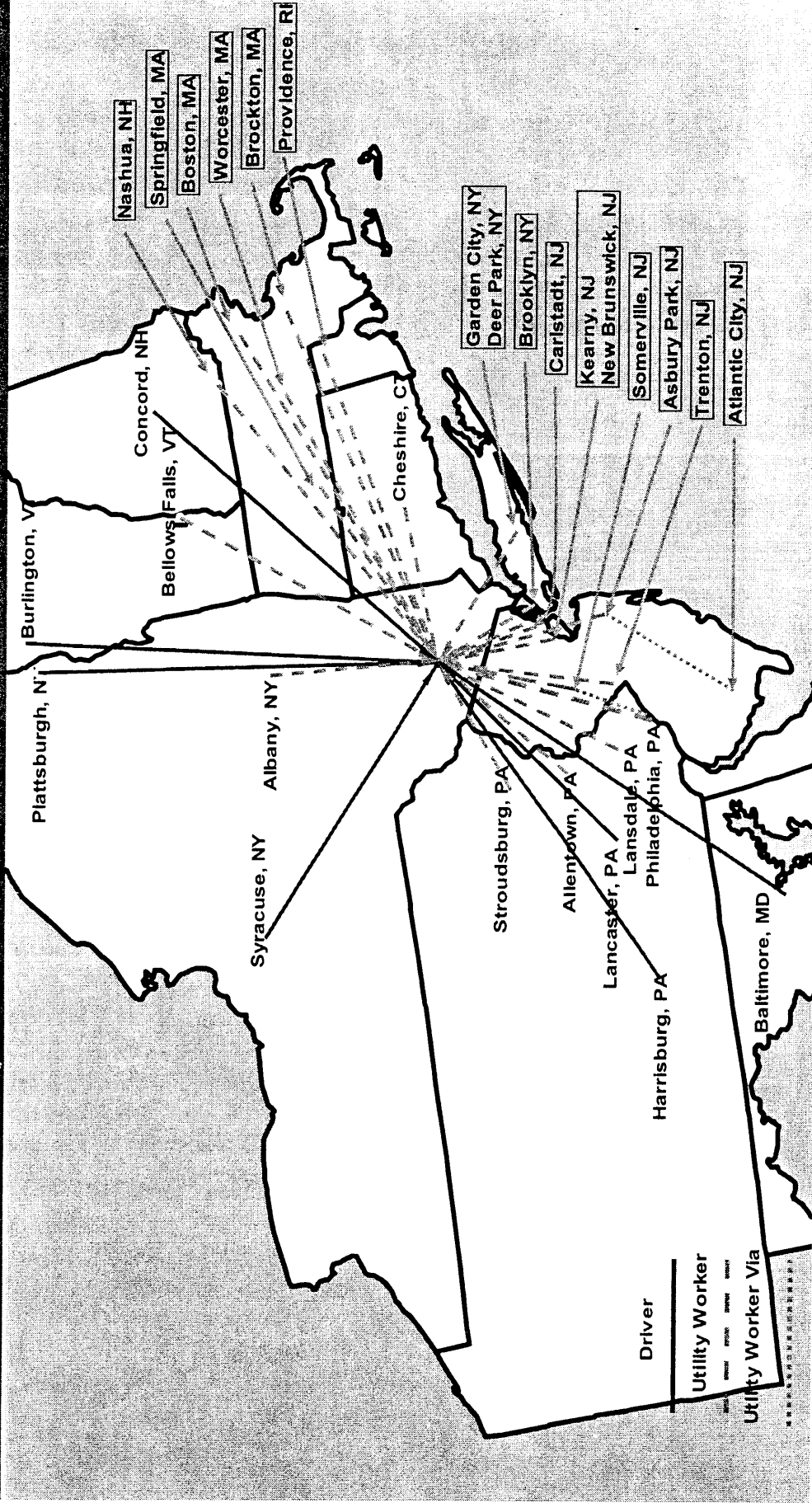
NASHVILLE, TN VELOCITY SORT HUB

(Utility Worker / Driver Flow)



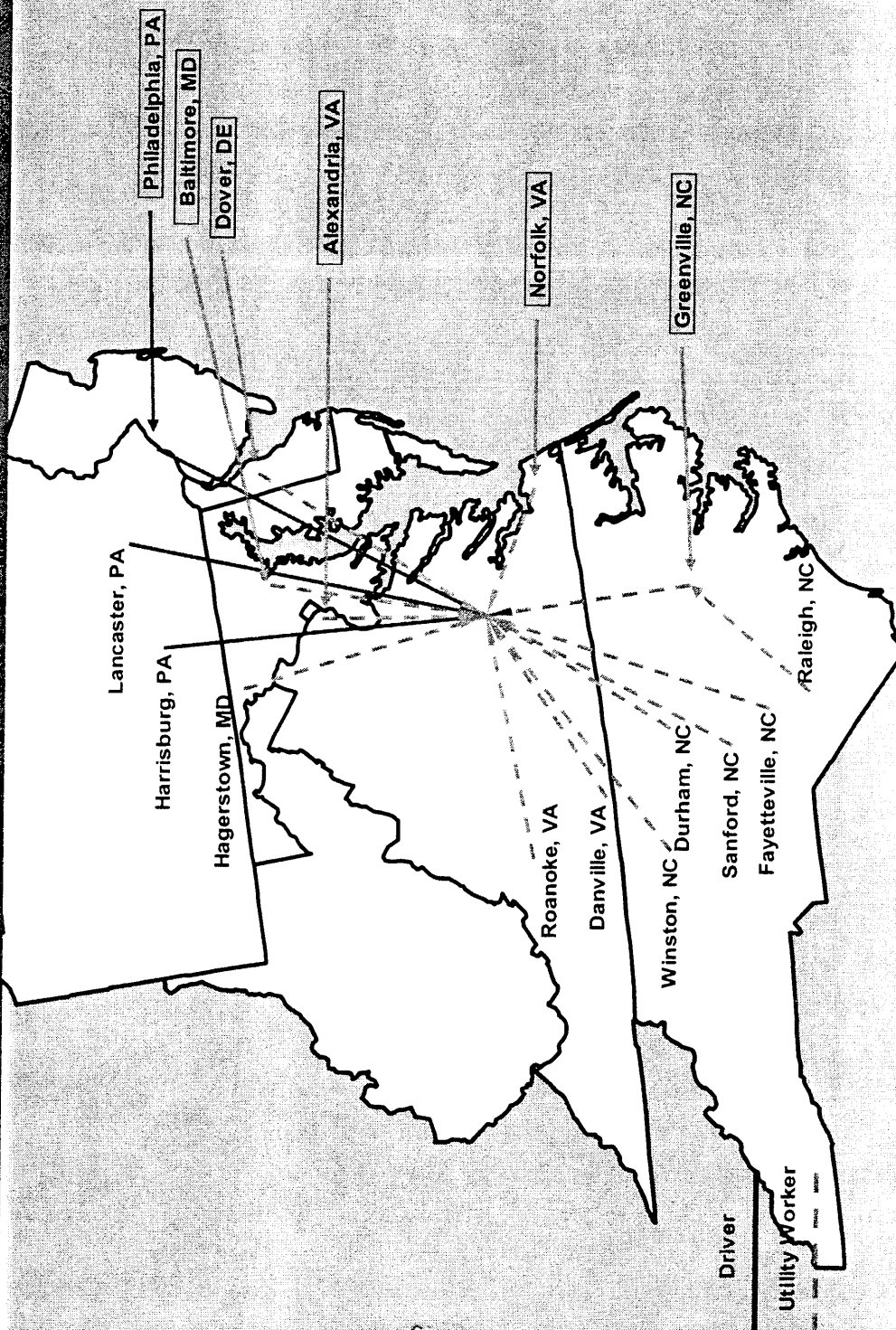
NEWBURGH, NY VELOCITY SORT HUB

(Utility Worker / Driver Flow)



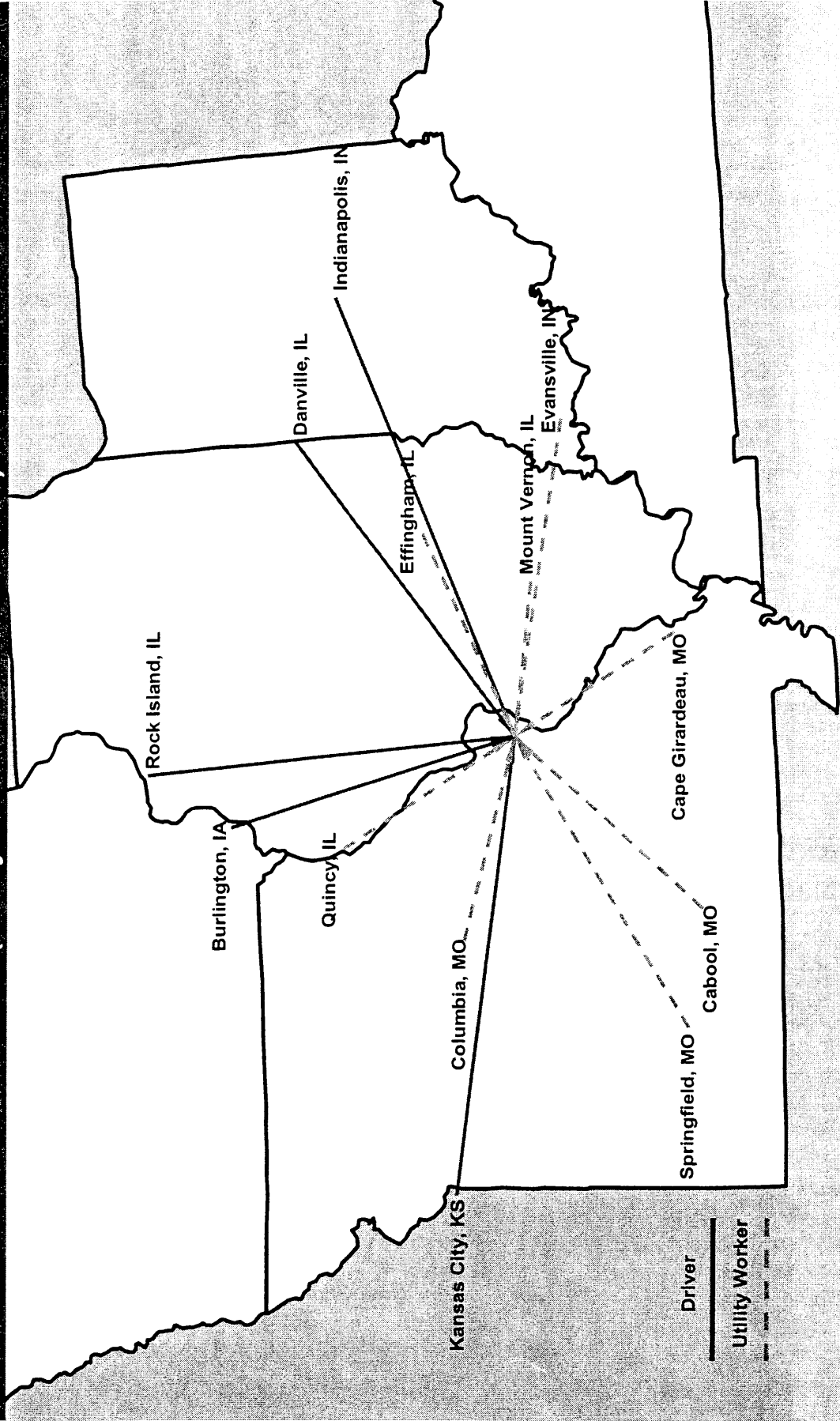
RICHMOND, VA VELOCITY SORT HUB

(Utility Worker / Driver Flow)



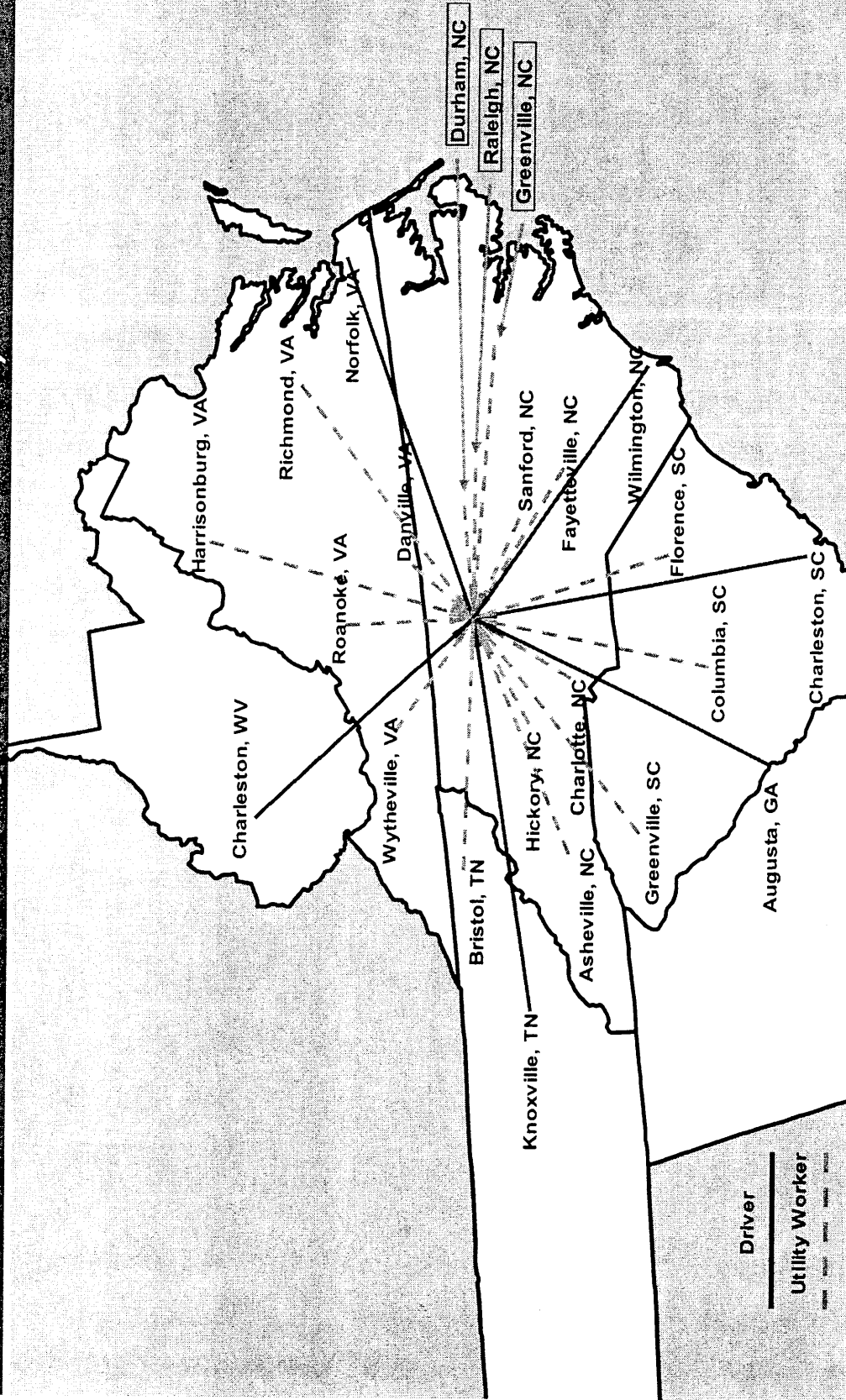
ST. LOUIS, MO VELOCITY SORT HUB

(Utility Worker / Driver Flow)



WINSTON, NC VELOCITY SORT HUB

(Utility Worker / Driver Flow)



DO NOT TAKE

FOR 547 DRIVERS

Roadway[®]

your way.

This change of operations will

- Net impact of this change in conjunction with the Utility change will be a net impact of 10 additional teamster jobs.
- Establishes meet and turn operations allowing drivers to return home after each tour of duty.
- Impacts 7400 daily shipment with a service improvement of at least one day.
- Places additional road drivers in service centers also allowing drivers to return home after each tour of duty.
- Will impact over 13,500 lanes with a service improvement of one day.

Velocity Improvement Change of Operations (Article 8 section 6)

May 2008

Roadway

GENERAL OPERATING STATEMENT

In 2006, Roadway, in cooperation with the International Brotherhood of Teamsters implemented its first Corridor Hub change of operations designed to reduce transit times, reduce the handling of shipments and allow us to be more competitive within the industry. Since then, phase 2 and phase 3 have been implemented, improving the overall service and operating results of the company.

The current proposed change of operations, in accordance with Article 8 section 6 of the NMFA, continues the transition away from the traditional hub and spoke network to a faster, more defined network by both expanding the Corridor concept and introducing NEXT DAY service capability to the Roadway brand thru the "Velocity Network".

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With the single largest segment of the market available being the next day market, Roadway must change and continually challenge the non union competition for this growing and profitable business.

This multi-region change of operations will allow Roadway to significantly reduce transit times in over 13,500 service lanes. It is essential that this change of operations committee approve this change of operations, otherwise, Roadway will continue to be less competitive, resulting in erosion of business and more job losses. Expediting the movement of freight in these markets is critical to sustain and grow our company's position in the marketplace.

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- If an Over the Road employee does not wish to bid a Utility position at his present domicile and is still seeking a job opportunity, that employee may elect to sign up to bid in a pool bid for jobs created in both this Velocity Improvement Change of Operations and any openings which he may be qualified for in the proposed Utility Employee Change of Operations provided his location did not close out in the terminal bid.
- The Company would respectfully recommend that any pool bid be offered in conjunction with any pool bid decision rendered in its proposed Velocity Improvement Change of Operations.
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However, Roadway proposes to give the option to employees who transfer under the provisions of this change, an option to receive a lump sum of \$3,150.00, less tax liability, in lieu of temporary living expenses.

In today's economic environment and excess industry capacity, the Company's opportunity to grow revenue diminishes every day. It is essential that this Velocity Improvement Change of Operations be approved and implemented as proposed which is no sooner than Sunday, June 15, 2008 to avoid the consequences of lost revenue and jobs.

As a result of the network realignment, directional loading and the need to reduce handling and speed up transit time, road driver domiciles will be added to or established at Service Center facilities as described herein.

The Company agrees that nothing in this proposed Change of Operations is intended to violate and/or alter the provisions of the NMFA or the applicable supplemental agreements. The Company will operate in accordance with DOT rules and regulations and current hours of service provisions. As in all of our Changes of Operation, the company reserves the right to dispatch drivers direct or via on any run that can be made in the allowable DOT hours of service, in accordance with the contract. As in the past, all locations where line drivers are domiciled may be supplemented by drivers from other domiciles as necessary, in accordance with the contract.

All operations described herein will be governed by present contractual guidelines. Linehaul operations will be protected by freight availability and in accordance with the applicable supplemental agreements.

The Company does not intend to modify our current method of operations, agreed to work rules, methods of dispatch, or approved Changes of Operations, except as specifically provided in this proposal.

Southern modified seniority will be applied as provided in the attached letter of understanding in accordance with the most recent Change of Operations.

The company proposes a window period as determined by the Multi-region Change of Operations. We would request the telephone bid take place on June 1, 2008 with the implementation on June 15, 2008.

Where applicable, an employee that transfers under this Change will not lose earned vacation, in accordance with the letter of understanding entered into by the Southern Region OTR Negotiating Committee dated July 27, 1999.

Health, Welfare and Pension shall continue to be paid to the appropriate trust funds that they were paid into immediately prior to the time a successful bidder relocates.

Bidding/Seniority Information

Employees who are qualified bidders on Long-Term Disability (LTD) at the time of bid shall be allowed to bid.

Any employee, by reason of seniority becomes eligible to bid but needs training to be CDL qualified, shall be offered a sixty (60) day training period by the Company in order to qualify. The period to commence the training may begin upon implementation of the change. The Company will provide training personnel and equipment at the location where the employee is currently domiciled or otherwise as mutually agreed to. If the employee fails to qualify during such sixty (60) day training period, he shall forfeit his bid and return to the seniority list at his present location.

Any presently protected driver, who is afforded the opportunity to transfer under this Change of Operations, but elects to remain at his present domicile where his seniority will not permit him to remain active, shall lose any Intermodal Change of Operations earnings protections to which he was otherwise entitled. Such drivers who are subsequently recalled to work at their current domiciles shall be entitled to the protections of the Intermodal Change of Operations. However, a protected driver on voluntary layoff who accepts a work opportunity under the provision of Article 5, Section 5 shall not be entitled to the earnings protections of the Intermodal Change of Operations.

SENIORITY DISPOSITION

The Company will offer job opportunities at gaining locations in accordance with the numbers set forth in the attached Exhibits. These exhibits identify all gaining and losing locations in all phases of the change and the overall impact on each location.

TELEPHONE BID

The company will utilize a telephone bid procedure wherein it will combine the seniority lists by appropriate classification from all losing locations.

In addition, seniority lists from the gaining domiciles will be made available to eligible bidders at losing terminals to aid them in selecting a domicile to which they can transfer.

The company will then offer available job opportunities at the gaining domiciles in accordance with the numbers set forth in the attached exhibits. These exhibits identify all gaining and losing locations in all phases of this change as well as the overall impact on all locations.

TELEPHONE BID REQUEST

To: Manager

Subject: Multi-Region Change of Operations

1. I wish to participate in the telephone bid to be held on June 1, 2008, at _____, in conjunction with the Change of Operations. If for any reason, however, I do not appear for the bidding or do not give a written proxy bid to an authorized representative of my local union who will attend on my behalf, it will be mutually understood that I do not wish to participate. It is fully understood by me that if I do participate in the telephone bid by providing written proxy and elect to transfer to an available gaining domicile, I immediately relinquish all seniority rights at my present domicile on the effective date of the Change; and if I fail to report for work at the gaining domicile where I was a successful bidder, it is further mutually understood that I will be considered as having voluntarily quit my job.

Employee's Signature _____

Seniority Date _____

Date Signed _____

NOTE: Please sign above. If this form is not filled out and submitted on or before 11:59 p.m., May 28, 2008, you will be considered as having elected to remain at your present domicile. Any questions should be directed to your manager.

Southern Region Modified Seniority

1. Southern Region Modified Seniority was established and meant to apply only to drivers who have been laid off within the Southern Region.

The application's original design was that no road driver with less seniority in the Southern Region would be allowed to work if a road driver with more seniority in layoff desired the position, and placed a bump notice of forty-eight (48) hours duration, in person, on the board of the location into which said road driver was bumping; notice must be hung within 30 days of the layoff.

The transferring individual would only have recall rights from the former location ahead of new hires.

2. Southern Region Modified Seniority has never been intended to be used in conjunction with a Change of Operations, with the following exception:

If the allotted number of losing positions from a losing location failed to fill through the Change of Operations bidding procedure, the number of positions that went unfilled could result in an equal amount of drivers being laid off from the bottom of the seniority roster on the implementation date of the Change of Operations. These laid off drivers could use Southern Region Modified Seniority to bump to a location where they can hold seniority at their own moving expense.

3. Southern Region Modified Seniority was never intended to be bid in seniority order from the top down as method for a road driver to reposition himself/herself by requesting, in seniority order, a layoff.
4. Laid off Line Drivers would have the option of remaining on their board, working as a laid off employee, or bumping under Modified Seniority as outlined above.
5. Under no circumstances will moving expenses be paid for a voluntary move under Modified System Seniority.

Drivers who bump into a facility using Southern Modified maintains his seniority for all purposes including work opportunity. However, the employer does not reimburse any relocation, motel or moving expenses.

TOLEDO, OH
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Toledo, OH currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Toledo, OH Regional Service Center will be minus ten (-10) dock employees and a minus two (-2) switcher employees.

ROAD

PRESENT OPERATION

Toledo, OH is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Toledo, OH road operation will be a minus eight (-8) road drivers.

AKRON, OH
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Akron, OH currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Akron, OH Regional Service Center will be a plus two (+2) dock employees and a plus one (+1) switcher employee.

ROAD

PRESENT OPERATION

Akron, OH is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Akron, OH meet and turns:
 - Newburgh, NY
 - Nashville, TN
 - Winston, NC
 - St. Louis, MO
- As a result of the network realignments as described in this Change of Operations, the Akron, OH road operation will be a minus twelve (-12) road drivers.

KANSAS CITY, KS
REGIONAL SERVICE CENTER

ROAD

PRESENT OPERATION

Kansas City, KS is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Kansas City, KS road operation will be a plus three (+3) road drivers.

CINCINNATI, OH
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Cincinnati, OH currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Cincinnati, OH Regional Service Center will be a minus three (-3) dock employees and a minus three (-3) switcher employees.

ROAD

PRESENT OPERATION

Cincinnati, OH is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Cincinnati, OH meet and turns:
 - Harrisburg, PA
 - Memphis, TN
 - Richmond, VA
 - St. Louis, MO
 - Atlanta, GA
 - Winston, NC
- As a result of the network realignments as described in this Change of Operations, the Cincinnati, OH road operation will be a minus seven (-7) road drivers.

INDIANAPOLIS, IN
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Indianapolis, IN currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Indianapolis, IN Regional Service Center will be a minus three (-3) dock employees and a minus one (-1) switcher employee.

ROAD

PRESENT OPERATION

Indianapolis, IN is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Indianapolis, IN meet and turns:
 - Harrisburg, PA
 - Atlanta, GA
 - Winston, NC
 - Memphis, TN
- As a result of the network realignments as described in this Change of Operations, the Indianapolis, IN road operation will be a net zero (0) road drivers.

ROCK ISLAND, IL
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Rock Island, IL currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Rock Island, IL Regional Service Center will be a minus two (-2) dock employees.

ROAD

PRESENT OPERATION

Rock Island, IL is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Rock Island, IL road operation will be a net zero (0) road drivers.

COLUMBUS, OH
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Columbus, OH currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Columbus, OH Regional Service Center will be a minus eighteen (-18) dock employees and a minus three (-3) switcher employees.

ROAD

PRESENT OPERATION

Columbus, OH is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Columbus, OH road operation will be a minus thirty (-30) road drivers.

ST. LOUIS, MO
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

St. Louis, MO currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the St. Louis, MO Regional Service Center will be a plus twelve (+12) dock employees and a plus three (+3) switcher employees.

ROAD

PRESENT OPERATION

St. Louis, MO is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following St. Louis, MO meet and turns:
 - Akron, OH
 - Atlanta, GA
 - Cincinnati, OH
 - Nashville, TN
 - Knoxville, TN
- As a result of the network realignments as described in this Change of Operations, the St. Louis, MO road operation will be a minus six (-6) road drivers.

CENTRAL STATES AREA SERVICE CENTERS

Road Driver

PRESENT OPERATION

Select Service Centers currently have domiciled road drivers that handle traffic primarily to and from their Corridor Hubs.

PROPOSED OPERATION

- As a result of this change of operations and Velocity Sort Center realignment as described within, the Central Region Service Centers indicated below will establish or add to road domiciles in the following locations to run to the Velocity Sort Centers as indicated:
- Will **gain work** to the Velocity Sort Centers or meet turn runs as indicated

Domicile	Drivers	Akron	Cincy	Harrisburg	Knoxville	Nashville	St. Louis	Indy
Bowling Green, KY	1		X					
Burlington, IA	1						X	
Cleveland, OH	1		X					
Danville, IL	1						X	
Detroit, MI	2		X					
Evansville, IN	1		X					
Grand Rapids, MI	1							X
Kalamazoo, MI	2	X						X
Lansing, MI	2	X						X
Louisville, KY	1				X			
Mount Vernon, IL	1					X		
Saginaw, MI	1	X						
South Bend, IN	2	X	X					
Youngstown, OH	1			X				

- As a result of this change of operations and Velocity Sort Center realignment as described within, the Central Region Service Centers indicated below will experience **a loss of road work** either partial or complete in the designated lanes.

Domicile	Drivers	Harrisburg
Lexington, KY	-2	X
Louisville, KY	-4	X

STROUDSBURG, PA
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Stroudsburg, PA currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Stroudsburg, PA Regional Service Center will be a minus four (-4) dock employees and a minus one (-1) switcher employee.

ROAD

PRESENT OPERATION

Stroudsburg, PA is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Stroudsburg, PA road operation will be a minus twelve (-12) road drivers.

HARRISBURG, PA
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Harrisburg, PA currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Harrisburg, PA Regional Service Center will be a minus thirty-six (-36) dock employees and a minus six (-6) switcher employees.

ROAD

PRESENT OPERATION

Harrisburg, PA is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Harrisburg, PA meet and turns:
 - Cincinnati, OH
 - Indianapolis, IN
 - Charlotte, NC
 - Knoxville, TN
 - Winston, NC
- As a result of the network realignments as described in this Change of Operations, the Harrisburg, PA road operation will be a minus twenty-one (-21) road drivers.

- **NEWBURGH, NY**
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Newburgh, NY currently serves as a Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Newburgh, NY Service Center will be a plus forty (+40) dock employees and a plus six (+6) switcher employees.

ROAD

PRESENT OPERATION

Newburgh, NY currently does not operate as a road domicile within the Roadway network.

PROPOSED OPERATION

- The company proposes to operate the following Newburgh, NY meet and turns:
 - Akron, OH
 - Richmond, VA
- As a result of the network realignments as described in this Change of Operations, the Newburgh, NY road operation will be a plus three (+3) road drivers.

BUFFALO, NY
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Buffalo, NY currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Buffalo, NY Regional Service Center will be a minus fifteen (-15) dock employees and a minus three (-3) switcher employees.

ROAD

PRESENT OPERATION

Buffalo, NY is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Buffalo, NY road operation will be a minus twelve (-12) road drivers.

WINSTON, NC
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Winston, NC currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Winston, NC Regional Service Center will be a minus twenty-six (-26) dock employees and a minus four (-4) switcher employees.

ROAD

PRESENT OPERATION

Winston, NC is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Winston, NC meet and turns:
 - Akron, OH
 - Cincinnati, OH
 - Nashville, TN
 - Harrisburg, PA
 - Indianapolis, IN
- As a result of the network realignments as described in this Change of Operations, the Winston, NC road operation will be a minus twenty-nine (-29) road drivers.

CHARLOTTE, NC
SERVICE CENTER

ROAD

PRESENT OPERATION

Charlotte, NC currently serves as an over-the-road domicile.

PROPOSED OPERATION

- The company proposes to operate the following Charlotte, NC meet and turns:
 - Harrisburg, PA
- Traffic operating between Atlanta, GA and Charlotte, NC will be handled primarily by Charlotte, NC domiciled drivers to and from Atlanta, GA.
- As a result of the network realignments as described in this Change of Operations, the Charlotte, NC road operation will be a plus nine (+9) road drivers.

RICHMOND, VA
SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Richmond, VA currently serves as a Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Richmond, VA Service Center will be a plus eleven (+11) dock employees.

ROAD

PRESENT OPERATION

Richmond, VA will be established as an over-the-road domicile.

PROPOSED OPERATION

- The company proposes to operate the following Richmond, VA meet and turns:
 - Cincinnati, OH
 - Newburgh, NY
 - Atlanta, GA
 - Knoxville, TN
- As a result of the network realignments as described in this Change of Operations, traffic operating between Richmond, VA and Newburgh, NY; Atlanta, GA; and Knoxville, TN will be run primarily as meet and turns.
- As a result of the network realignments as described in this Change of Operations, the Richmond, VA road operation will be a plus five (+5) road drivers.

EASTERN REGION AREA SERVICE CENTERS

Road Driver

PRESENT OPERATION

Select Service Centers currently have domiciled road drivers that handle traffic primarily to and from their Corridor Hubs.

PROPOSED OPERATION

- As a result of this change of operations and Velocity Sort Center realignment as described within, the Eastern Region Service Centers indicated below will establish or add to road domiciles in the following locations to run to the Velocity Sort Centers as indicated:
- Will **gain work** to the Velocity Sort Centers or meet turn runs as indicated

Domicile	Drivers	Akron	Richmond	Harrisburg	Newburgh	Winston	Knoxville
Baltimore, MD	1				X		
Burlington, VT	1				X		
Charleston, SC	2					X	
Charleston, WV	2	X				X	
Concord, NH	2				X		
Deer Park, NY	2			X			
Garden City, NY	1			X			
Lancaster, PA	2		X		X		
Norfolk, VA	2					X	
Philadelphia, PA	1		X				
Plattsburgh, NY	1				X		
Roanoke, VA	1						X
Syracuse, NY	2				X		
Wilmington, NC	1					X	

- As a result of this change of operations and Velocity Sort Center realignment as described within, the Eastern Region Service Centers indicated below will experience **a loss of road work** either partial or complete in the designated lanes.

Domicile	Drivers	Akron	Buffalo	Cincy	Harrisburg	Newburgh	Winston	Columbus
Albany, NY	-2				X			
Allentown, PA	-2			X				
Asheville, NC	-2			X				
Baltimore, MD	-2						X	
Boston, MA	-6		X		X			
Brockton, MA	-6		X		X			
Burlington, VT	-2		X					
Charleston, WV	-1							X
Concord, NH	-2		X					
Milton, PA	-2			X				
Lansdale, PA	-2			X				
Nashua, NH	-2		X					
Norfolk, VA	-2				X			
Philadelphia, PA	-4			X			X	
Providence, RI	-4				X			
Springfield, MA	-4		X		X			
Worcester, MA	-6		X		X			

NASHVILLE, TN
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Nashville, TN currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Nashville, TN Regional Service Center will be a minus fifteen (-15) dock employees and a minus three (-3) switcher employees.

ROAD

PRESENT OPERATION

Nashville, TN is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Nashville, TN meet and turns:
 - Akron, OH
 - St. Louis, MO
 - Winston, NC
- As a result of the network realignments as described in this Change of Operations, traffic operating between Nashville, TN and Akron, OH will be run primarily as meet and turns.
- As a result of the network realignments as described in this Change of Operations, the Nashville, TN road operation will be a minus thirty (-30) road drivers.

KNOXVILLE, TN SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Knoxville, TN currently serves as a Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Knoxville, TN Service Center will be a plus twenty-one (+21) dock employees and a plus two (+2) switcher employees.

ROAD

PRESENT OPERATION

Knoxville, TN is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Knoxville, TN meet and turns:
 - Harrisburg, PA
 - Richmond, VA
 - St. Louis, MO
- As a result of the network realignments as described in this Change of Operations, traffic operating between Knoxville, TN and Harrisburg, PA will be run primarily as meet and turns.
- As a result of the network realignments as described in this Change of Operations, the Knoxville, TN road operation will be a plus six (+6) road drivers.

ATLANTA, GA
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Atlanta, GA currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Atlanta, GA Regional Service Center will be a minus seven (-7) dock employees and a minus one (-1) switcher employee and a minus two (-2) shuttle employees.

ROAD

PRESENT OPERATION

Atlanta, GA is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Atlanta, GA meet and turns:
 - Richmond, VA
 - Cincinnati, OH
 - Memphis, TN
 - St. Louis, MO
 - Indianapolis, IN
- As a result of the network realignments as described in this Change of Operations, the Atlanta, GA road operation will be a minus nine (-9) road drivers.

MERIDIAN, MS
REGIONAL SERVICE CENTER

LOCAL CARTAGE

PRESENT OPERATION

Meridian, MS currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Meridian, MS Regional Service Center will be a minus eight (-8) dock employees and a minus one (-1) switcher employee.

ROAD

PRESENT OPERATION

Meridian, MS is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Meridian, MS road operation will be a minus three (-3) road drivers.

**MEMPHIS, TN
REGIONAL SERVICE CENTER**

LOCAL CARTAGE

PRESENT OPERATION

Memphis, TN currently serves as a Regional Service Center.

PROPOSED OPERATION

- As a result of the network realignments as described in this Change of Operations, the Memphis, TN Regional Service Center will be a plus six (+6) dock employees and a plus one (+1) switcher employee.

ROAD

PRESENT OPERATION

Memphis, TN is an established over-the-road domicile with primaries as established by previous Changes of Operation.

PROPOSED OPERATION

- The company proposes to operate the following Memphis, TN meet and turns:
 - Cincinnati, OH
 - Atlanta, GA
 - Indianapolis, IN
- As a result of the network realignments as described in this Change of Operations, the Memphis, TN road operation will be a minus fourteen (-14) road drivers.

SOUTHERN REGION AREA SERVICE CENTERS

Road Drivers

PRESENT OPERATION

Select Service Centers currently have domiciled road drivers that handle traffic primarily to and from their Corridor Hubs.

PROPOSED OPERATION

- As a result of this change of operations and Velocity Sort Center realignment as described within, the Southern Region Service Centers indicated below will establish or add to road domiciles in the following locations to run to the Velocity Sort Centers as indicated:
- Will **gain work** to the Velocity Sort Centers or meet turn runs as indicated

Domicile	Drivers	Atlanta	Knoxville	Memphis	Nashville	Winston
Augusta, GA	1					X
Birmingham, AL	3		X	X		
Bristol, TN	1				X	
Brookhaven, MS	1			X		
Lawrenceville, GA	2		X		X	
Marietta, GA	1				X	
Monroe, LA	1			X		
Savannah, GA	2	X				
Texarkana, AR	1			X		
Tupelo, MS	1				X	
Valdosta, GA	2	X				

- As a result of this change of operations and Velocity Sort Center realignment as described within, the Southern Region Service Centers indicated below will experience **a loss of road work** either partial or complete in the designated lanes.

Domicile	Drivers	Winston
Birmingham, AL	-4	X

Overall Driver Impact

<u>Gaining Locations</u>		<u>(+)</u>		<u>Losing Locations</u>	
				<u>(-)</u>	
Augusta, GA	1	Savannah, GA	2	Akron, OH	- 12
Bristol, TN	1	South Bend, IN	2	Albany, NY	- 2
Bowling Green, KY	1	Syracuse, NY	2	Allentown, PA	- 2
Brookhaven, MS	1	Texarkana, AR	1	Asheville, NC	- 2
Burlington, IA	1	Tupelo, MS	1	Atlanta, GA	- 9
Charleston, SC	2	Valdosta, GA	2	Baltimore, MD	- 1
Charleston, WV	1	Wilmington, NC	1	Birmingham, AL	- 1
Charlotte, NC	9	Youngstown, OH	1	Boston, MA	- 6
Cleveland, OH	1			Brockton, MA	- 6
Deer Park, NY	2			Buffalo, NY	- 12
Detroit, MI	2			Burlington, VT	- 1
Danville, IL	1			Cincinnati, OH	- 7
Evansville, IN	1			Columbus, OH	- 30
Garden City, NY	1			Harrisburg, PA	- 21
Grand Rapids, MI	1			Lansdale, PA	- 2
Kalamazoo, MI	2			Lexington, KY	- 2
Kansas City, KS	3			Louisville, KY	- 3
Knoxville, TN	6			Memphis, TN	- 14
Lancaster, PA	2			Meridian, MS	- 3
Lansing, MI	2			Milton, PA	- 2
Lawrenceville, GA	2			Nashua, NH	- 2
Marietta, GA	1			Nashville, TN	- 30
Monroe, LA	1			Philadelphia, PA	- 3
Mount Vernon, IL	1			Providence, RI	- 4
Newburgh, NY	3			Springfield, MA	- 4
Plattsburgh, NY	1			Springfield, MO	- 1
Richmond, VA	5			St. Louis, MO	- 6
Roanoke, VA	1			Stroudsburg, PA	- 12
Saginaw, MI	1			Toledo, OH	- 8
				Winston, NC	- 29
				Worcester, MA	- 6
		Total		<u>+69</u>	<u>-243</u>
		NET ROAD		Refer to UE Change	<u>-174</u>

Exhibit #2

Overall Dock Impact

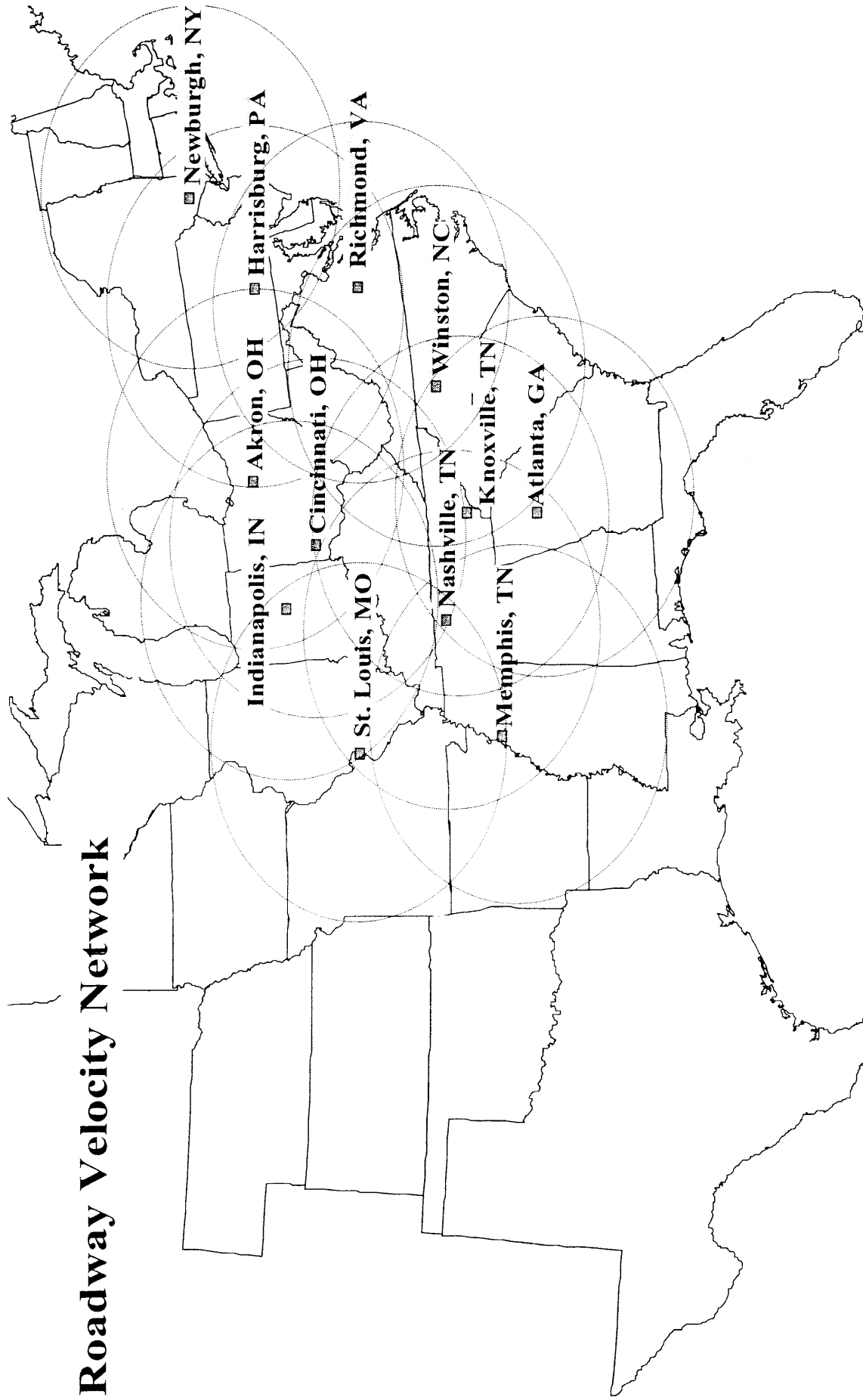
<u>Gaining Locations</u>	(+)	<u>Losing Locations</u>	(-)
Akron, OH	2	Atlanta, GA	-7
Knoxville, TN	21	Atlanta, GA – shuttle	-2
Memphis, TN	6	Buffalo, NY	-15
Newburgh, NY	40	Cincinnati, OH	-3
Richmond, VA	11	Columbus, OH	-18
St. Louis, MO	12	Harrisburg, PA	-36
		Indianapolis, IN	-3
		Meridian, MS	-8
		Nashville, TN	-15
		Rock Island, IL	-2
		Stroudsburg, PA	-4
		Toledo, OH	-10
		Winston, NC	-26
Total	+92		-149
NET DOCK			<u>-57</u>

Exhibit #3

Overall Switcher Impact

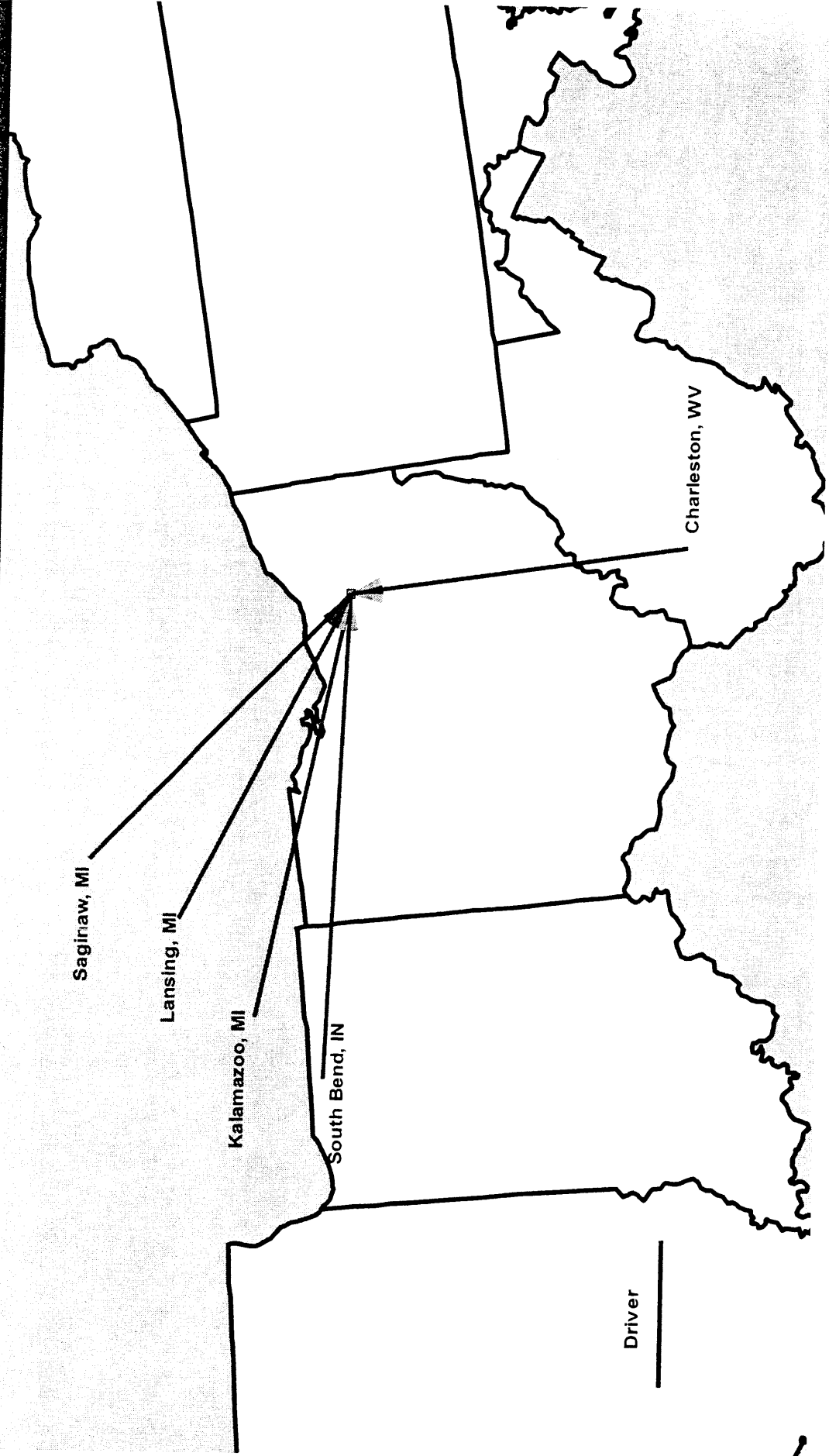
<u>Gaining Locations</u>	(+)	<u>Losing Locations</u>	(-)
Akron, OH	1	Atlanta, GA	-1
Knoxville, TN	2	Buffalo, NY	-3
Memphis, TN	1	Cincinnati, OH	-3
Newburgh, NY	6	Columbus, OH	-3
St. Louis, MO	3	Harrisburg, PA	-6
		Indianapolis, IN	-1
		Meridian, MS	-1
		Nashville, TN	-3
		Stroudsburg, PA	-1
		Toledo, OH	-2
		Winston, NC	-4
Total	+ 13		- 28
NET SWITCHER			<u>-15</u>

Roadway Velocity Network



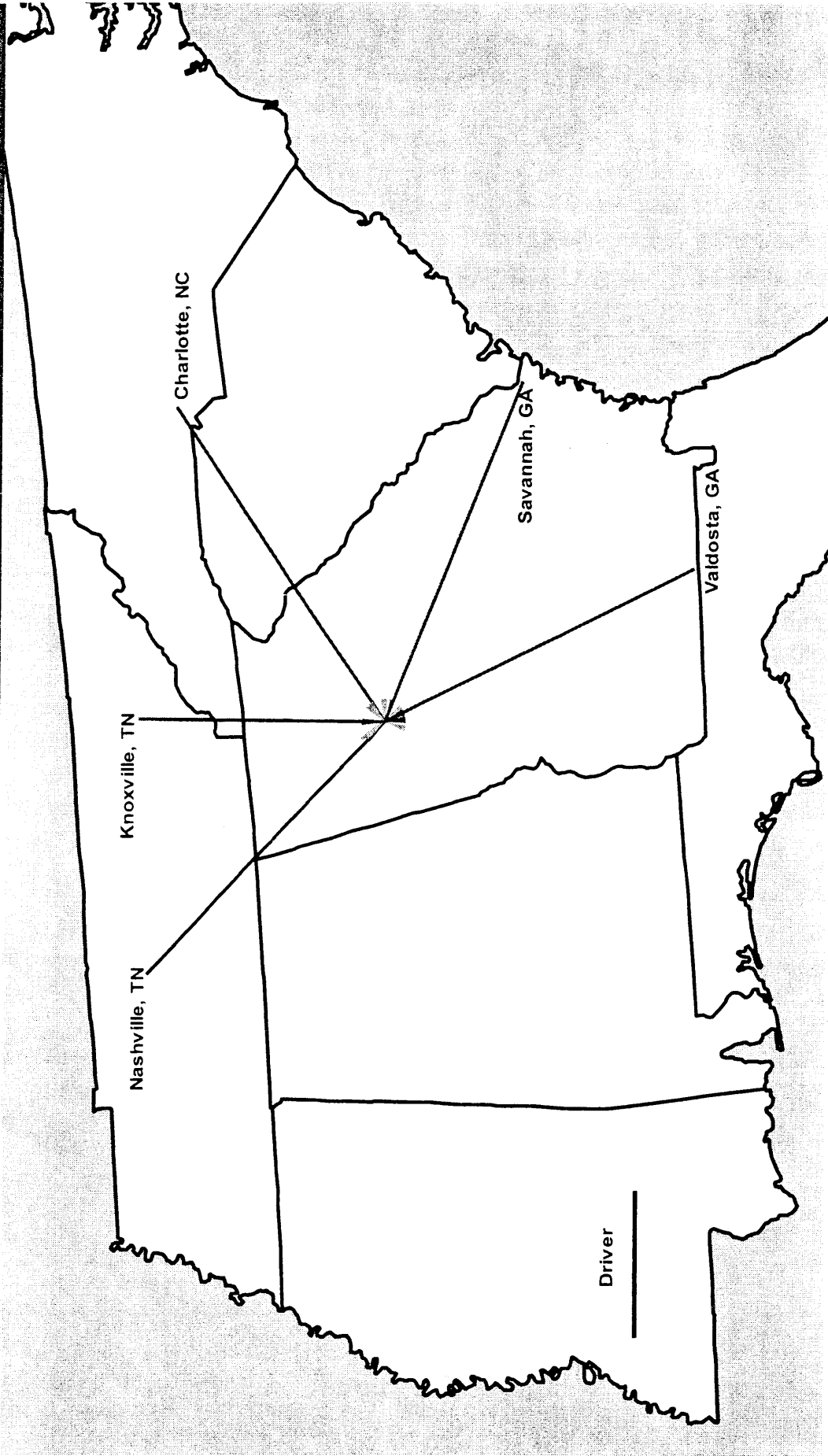
AKRON, OH VELOCITY SORT HUB

(Driver Flow)



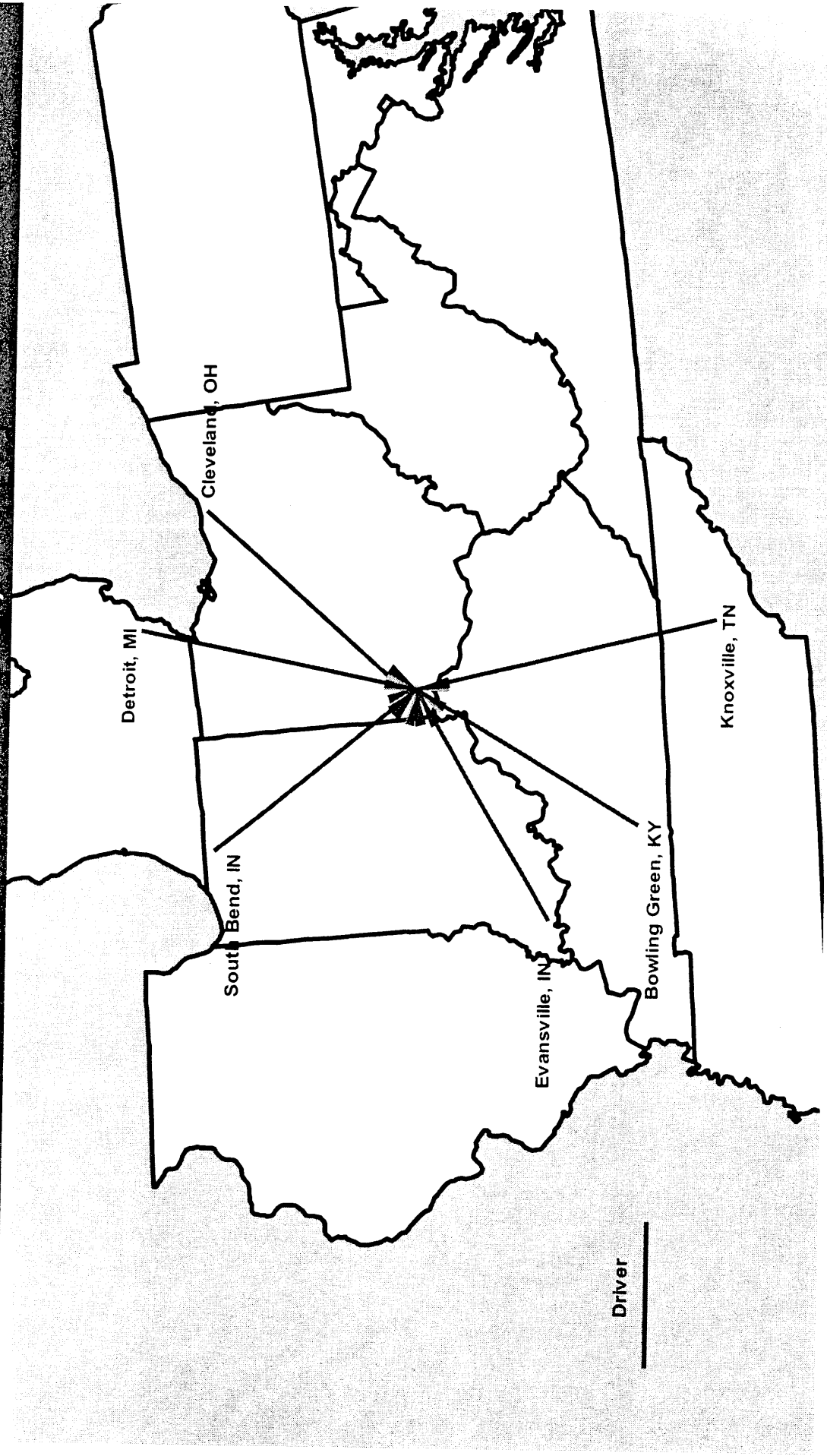
ATLANTA, GA VELOCITY SORT HUB

(Driver Flow)



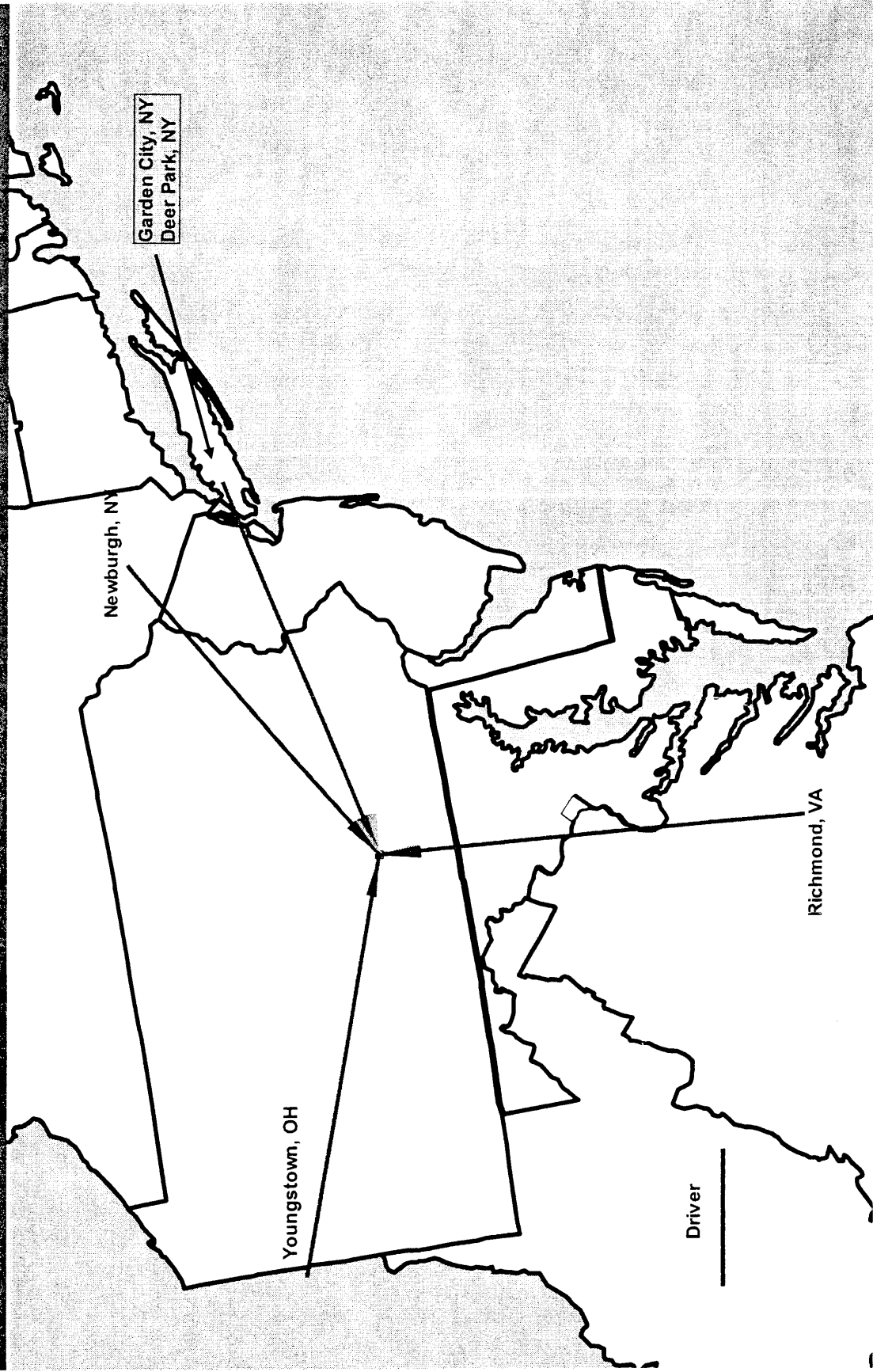
CINCINNATI, OH VELOCITY SORT HUB

(Driver Flow)



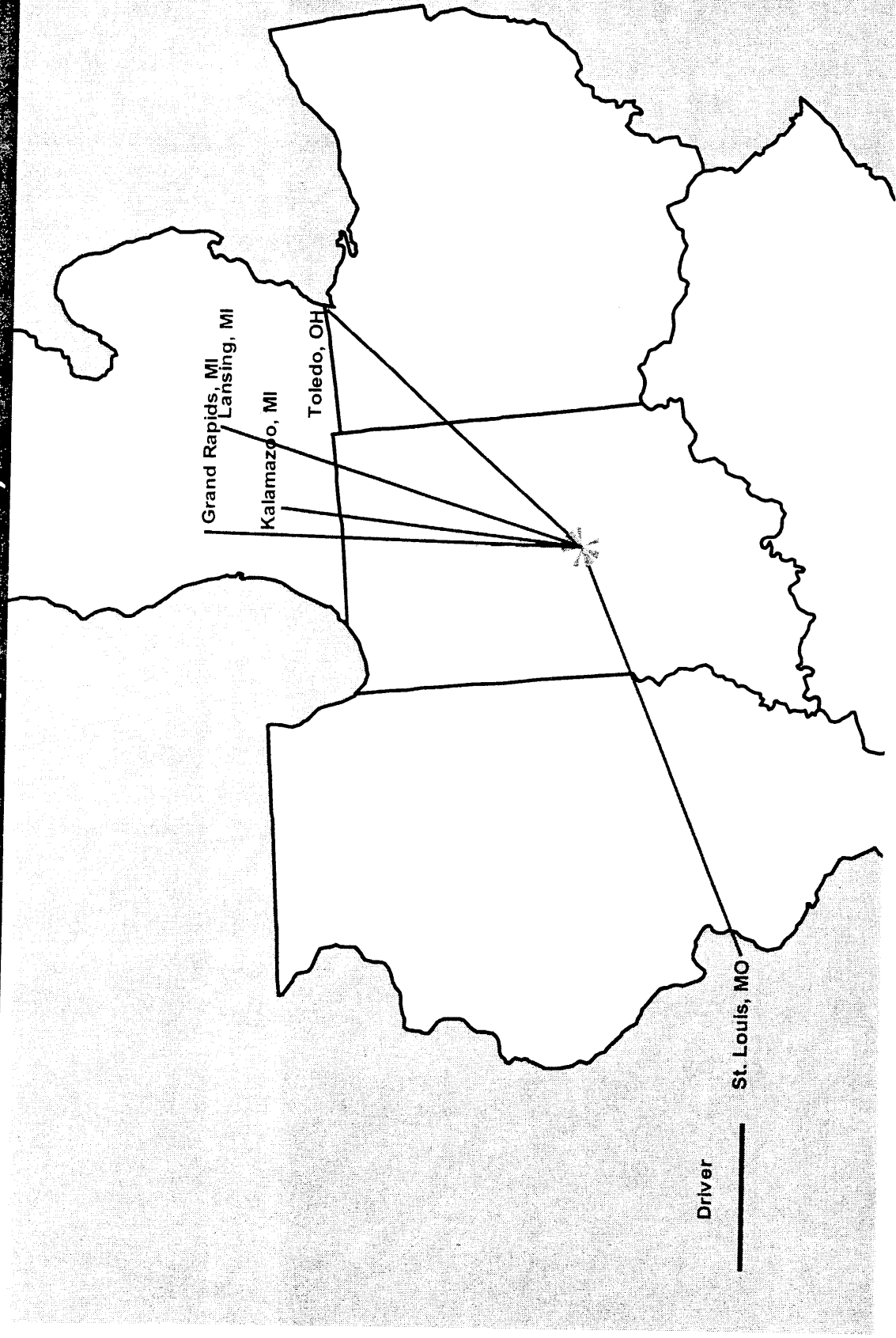
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(Driver Flow)



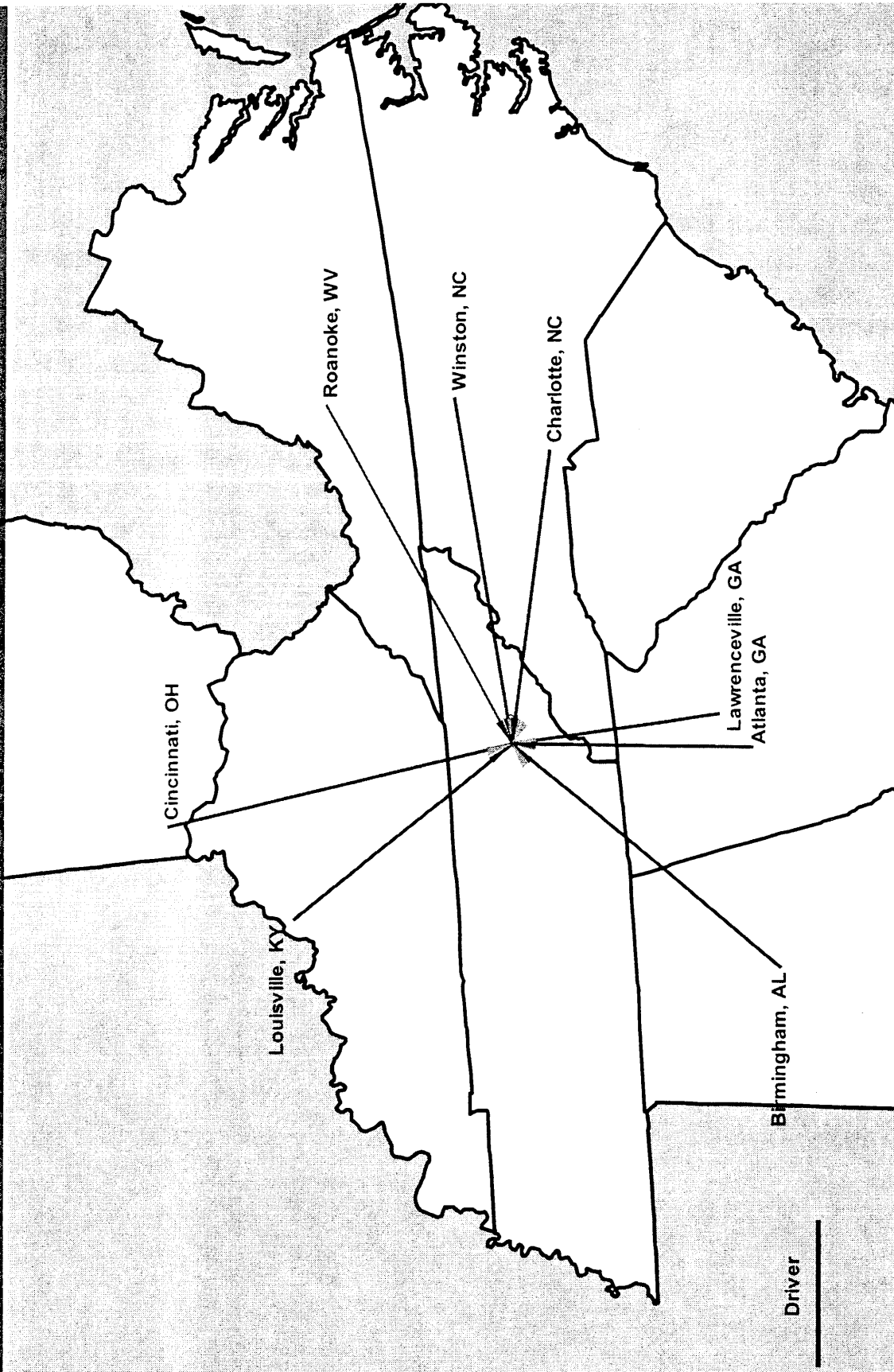
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(Driver Flow)



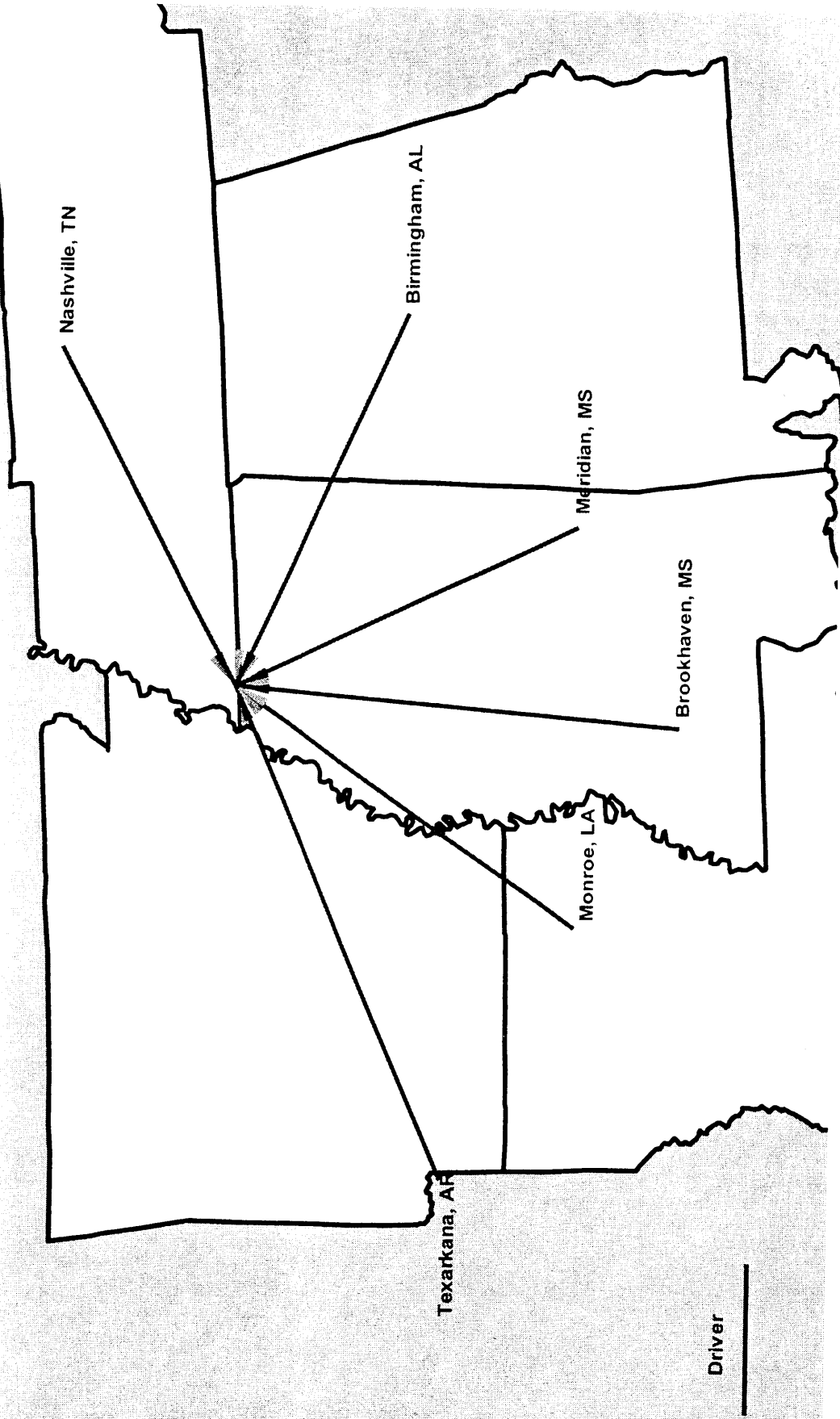
KNOXVILLE, TN VELOCITY SORT HUB

(Driver Flow)



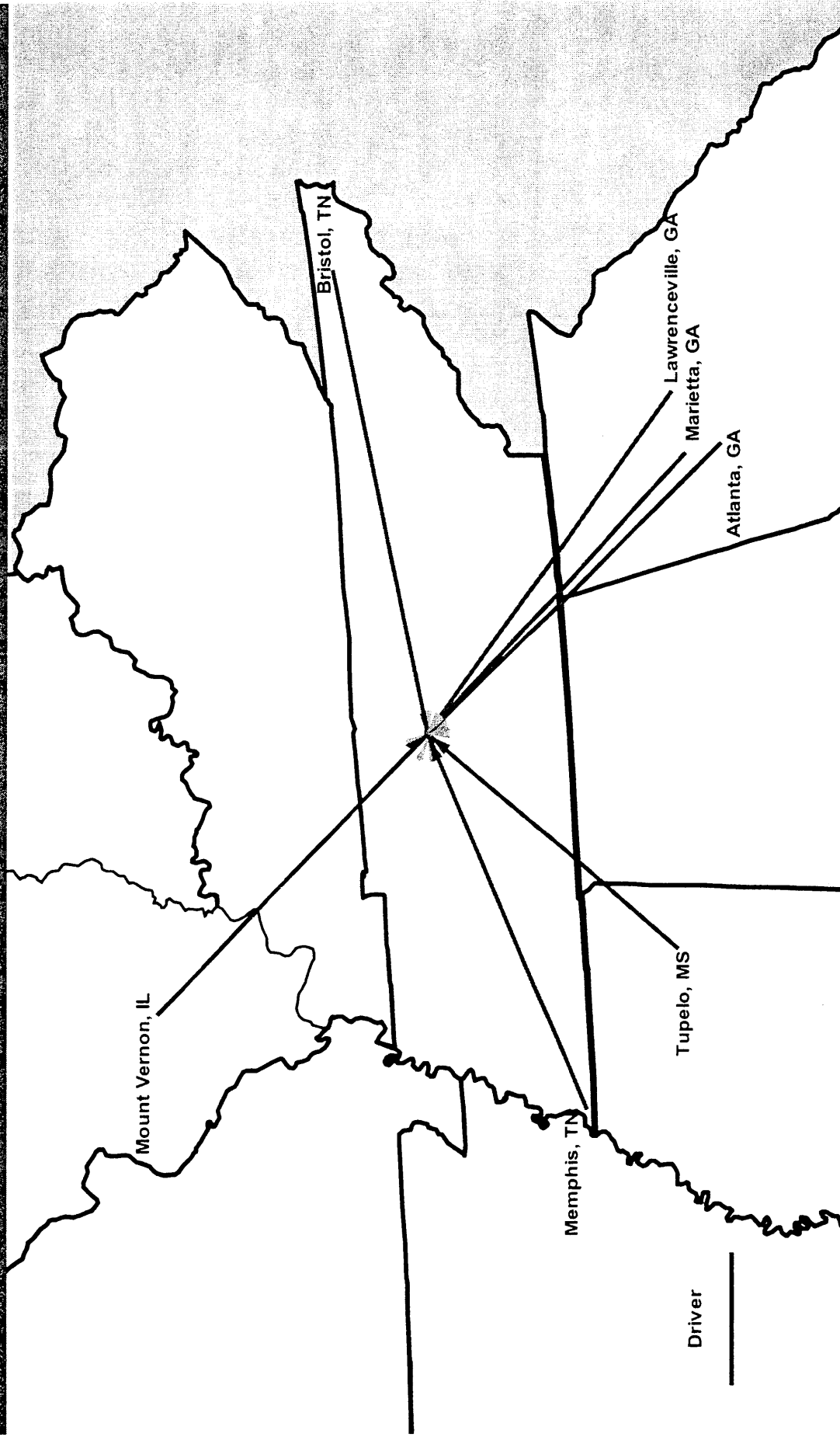
MEMPHIS, TN VELOCITY SORT HUB

(Driver Flow)



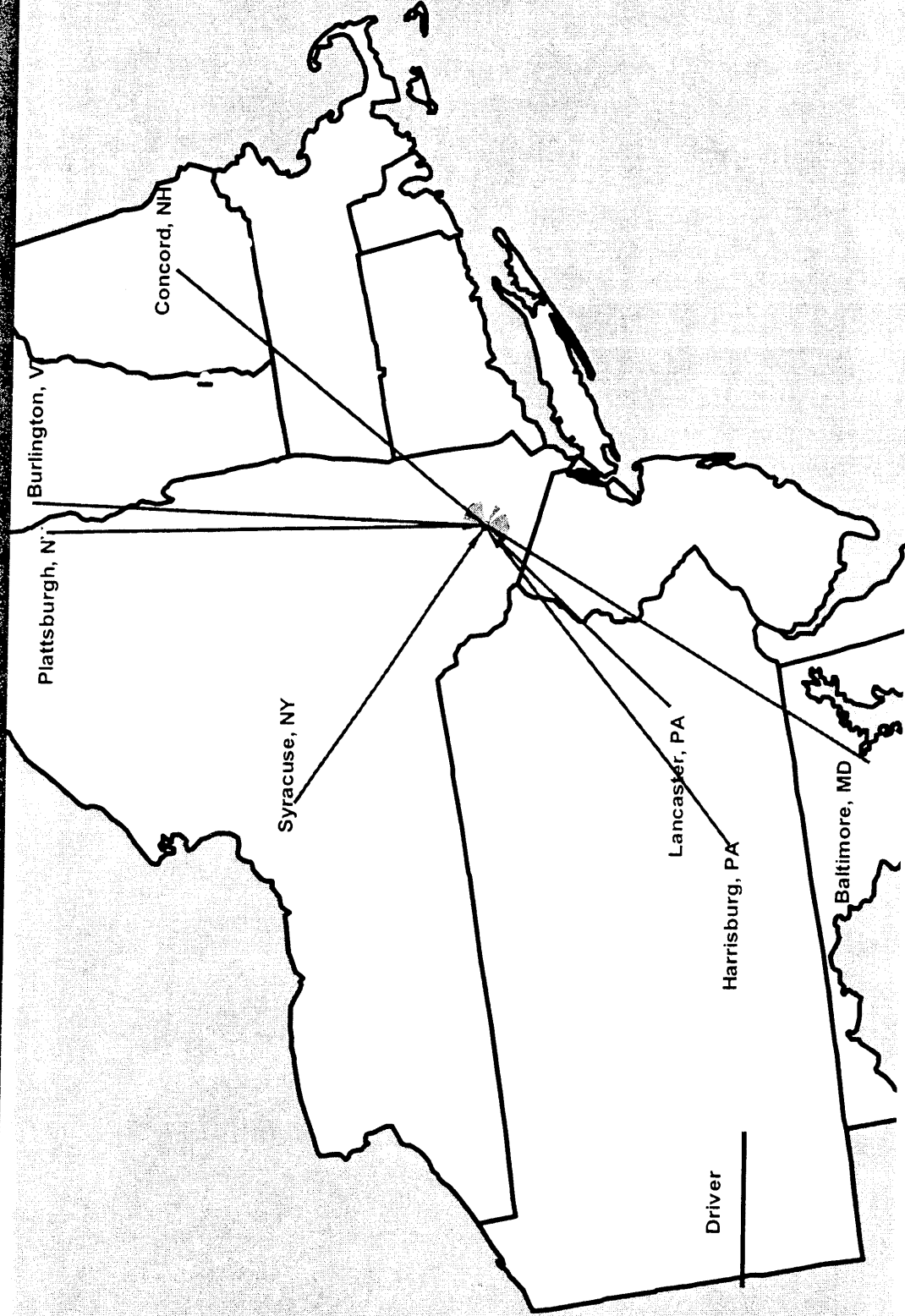
NASHVILLE, TN VELOCITY SORT HUB

(Driver Flow)



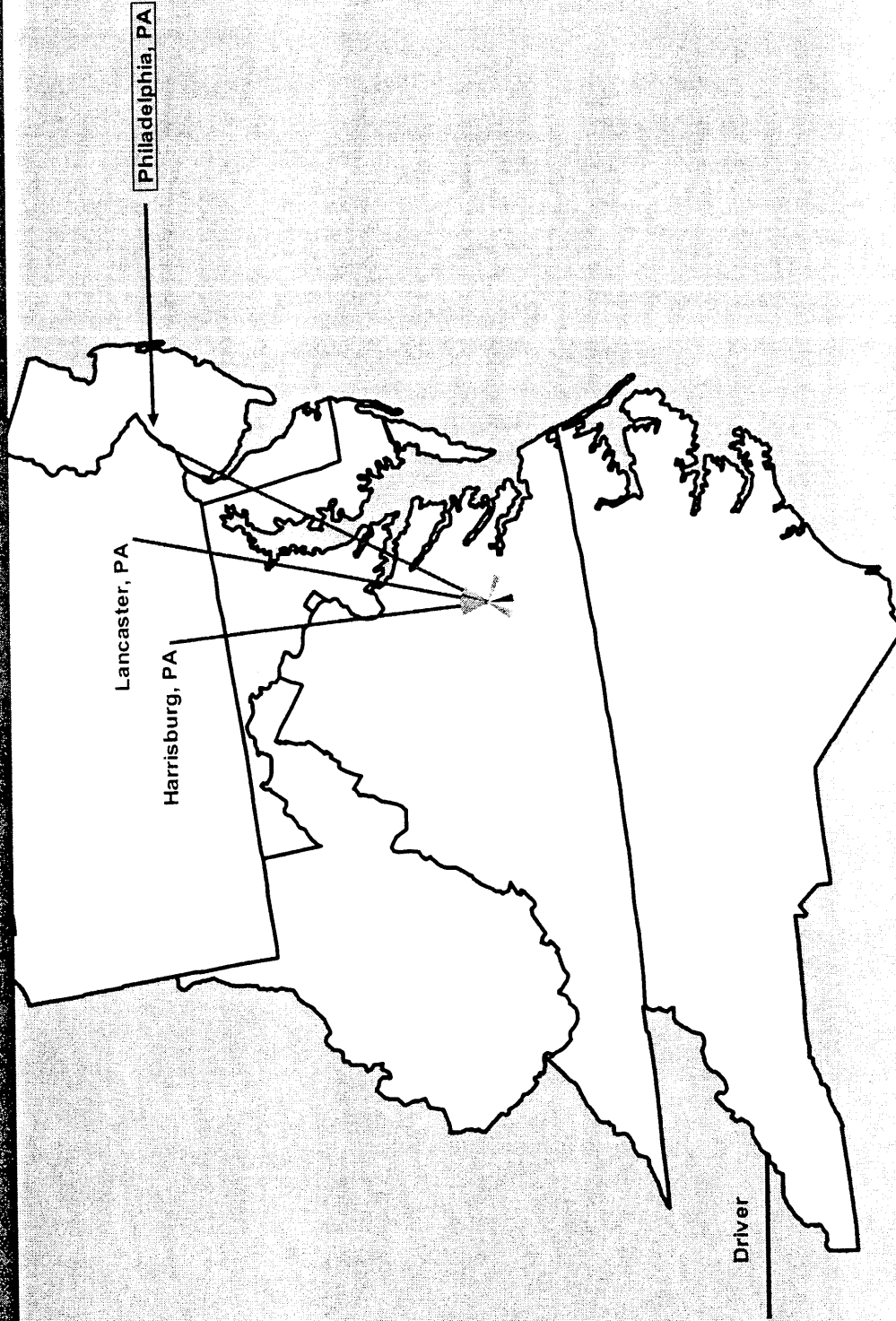
NEWBURGH, NY VELOCITY SORT HUB

(Driver Flow)



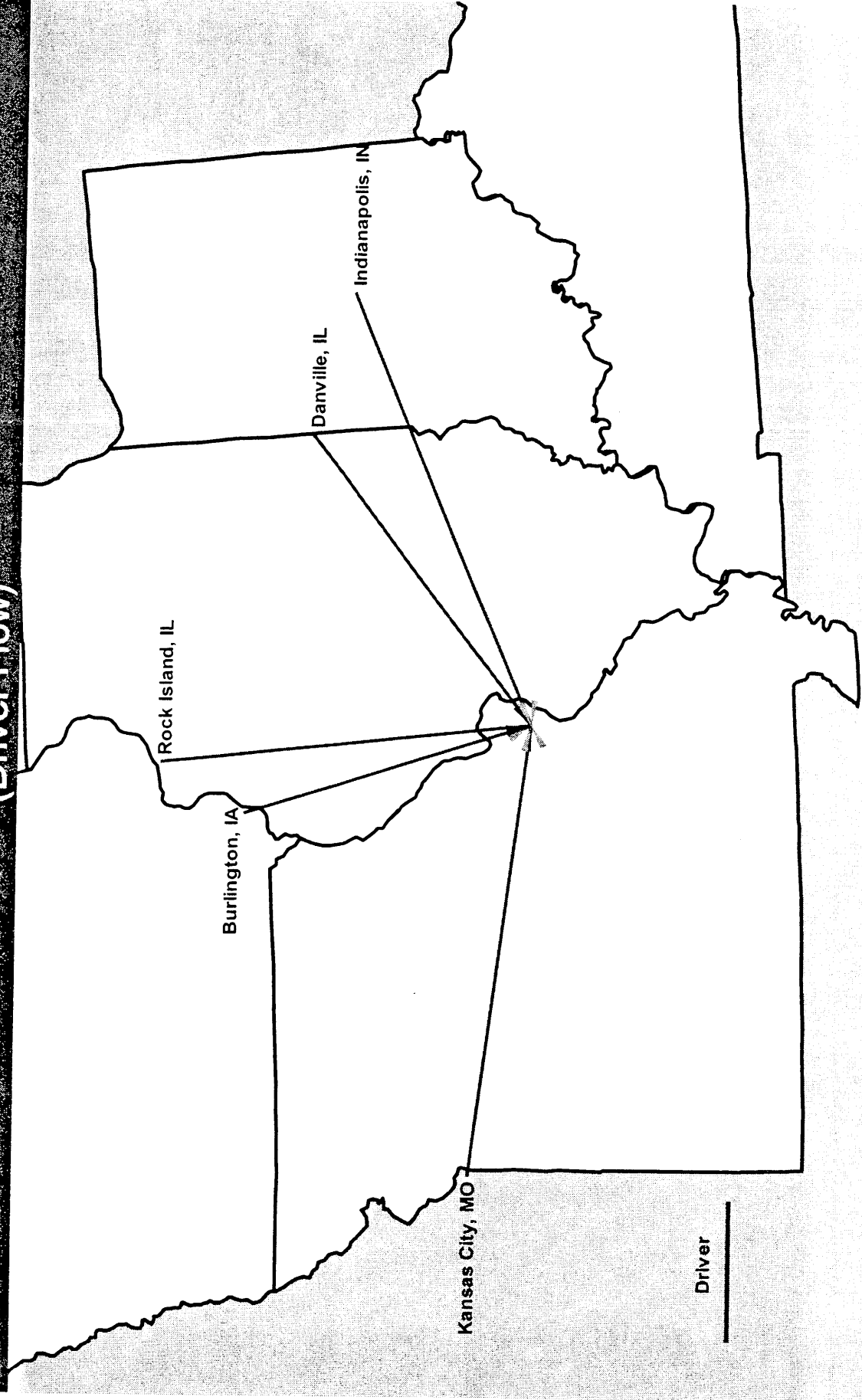
RICHMOND, VA VELOCITY SORT HUB

(Driver Flow)



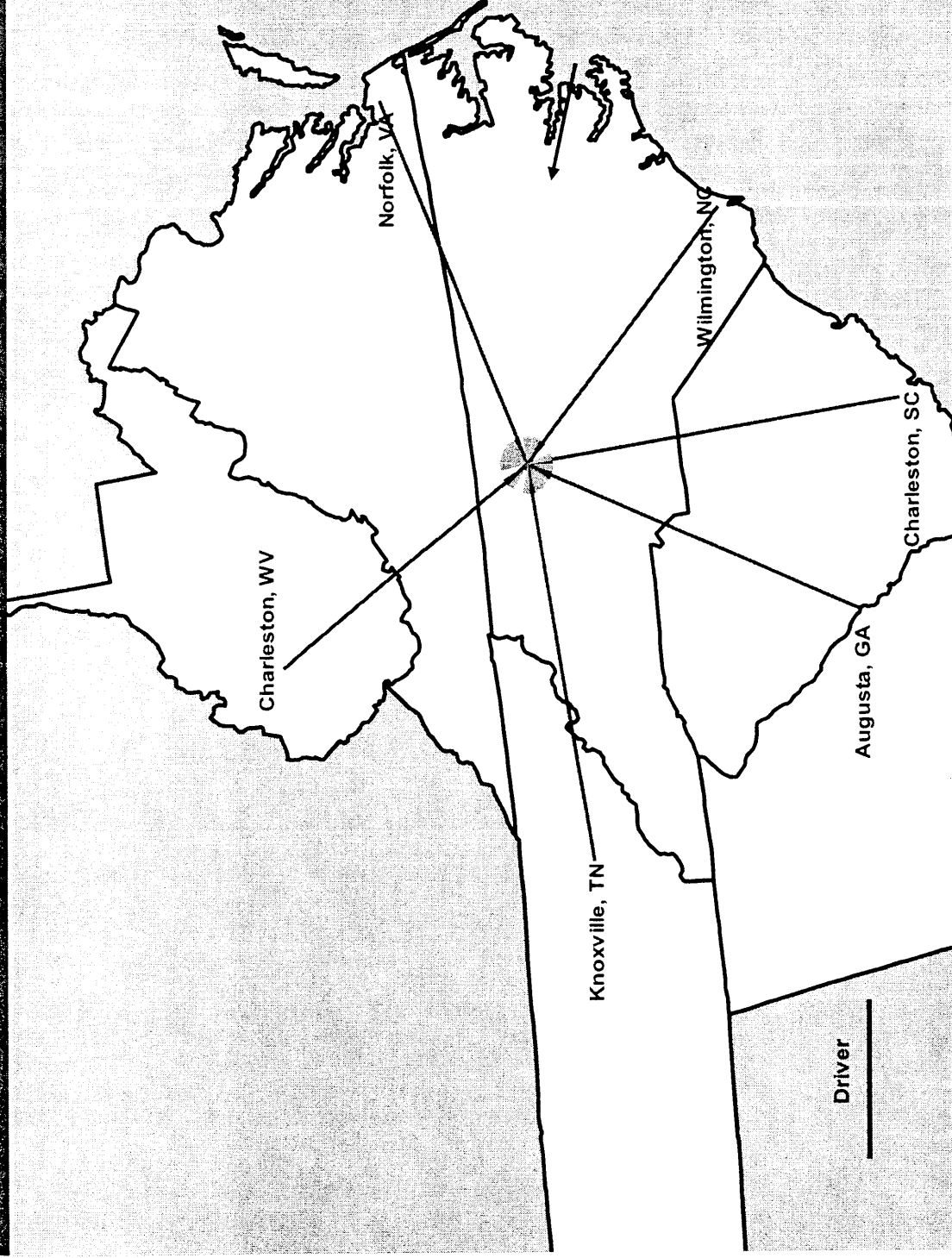
ST. LOUIS, MO VELOCITY SORT HUB

(Driver Flow)

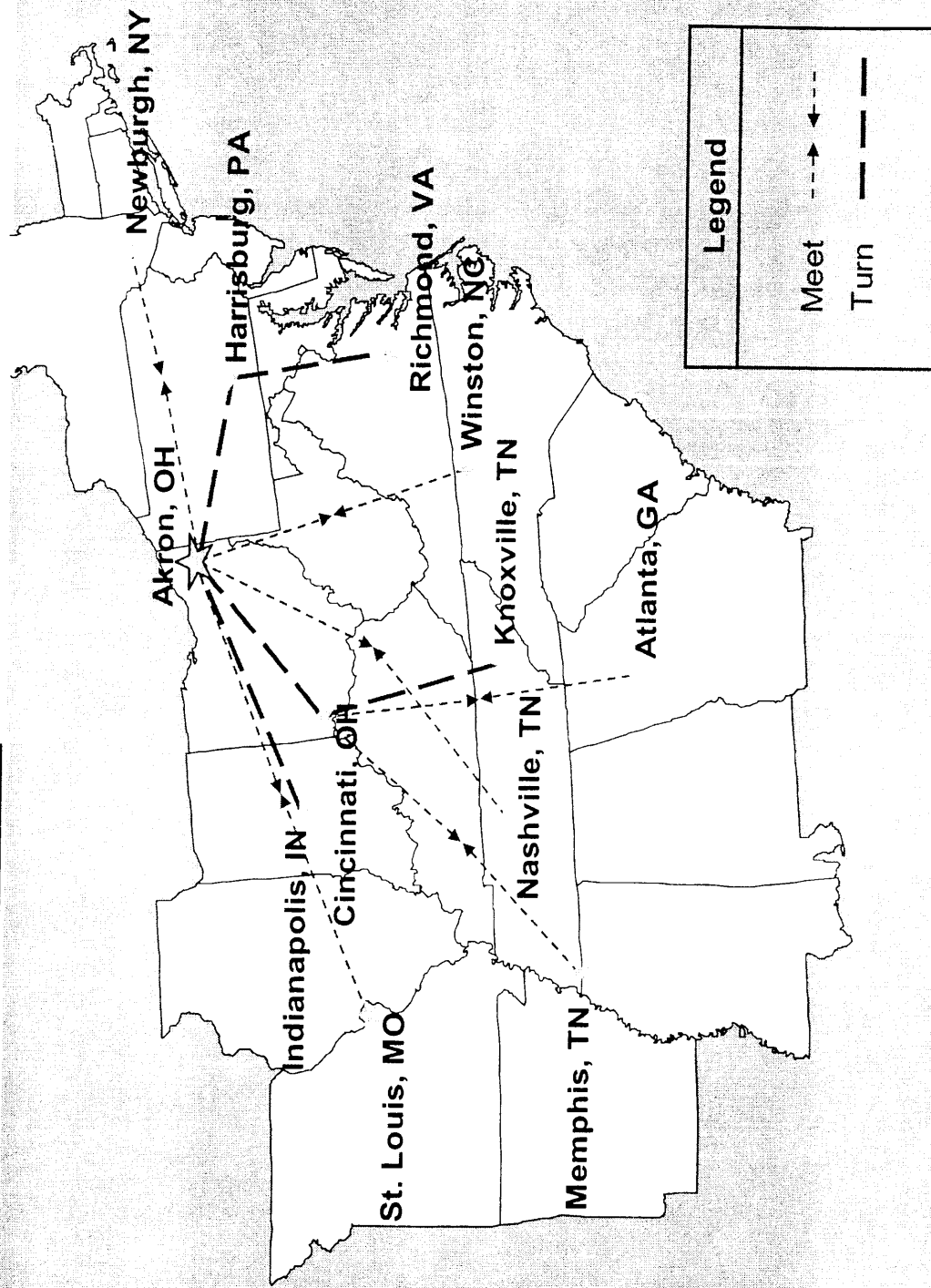


WINSTON, NC VELOCITY SORT HUB

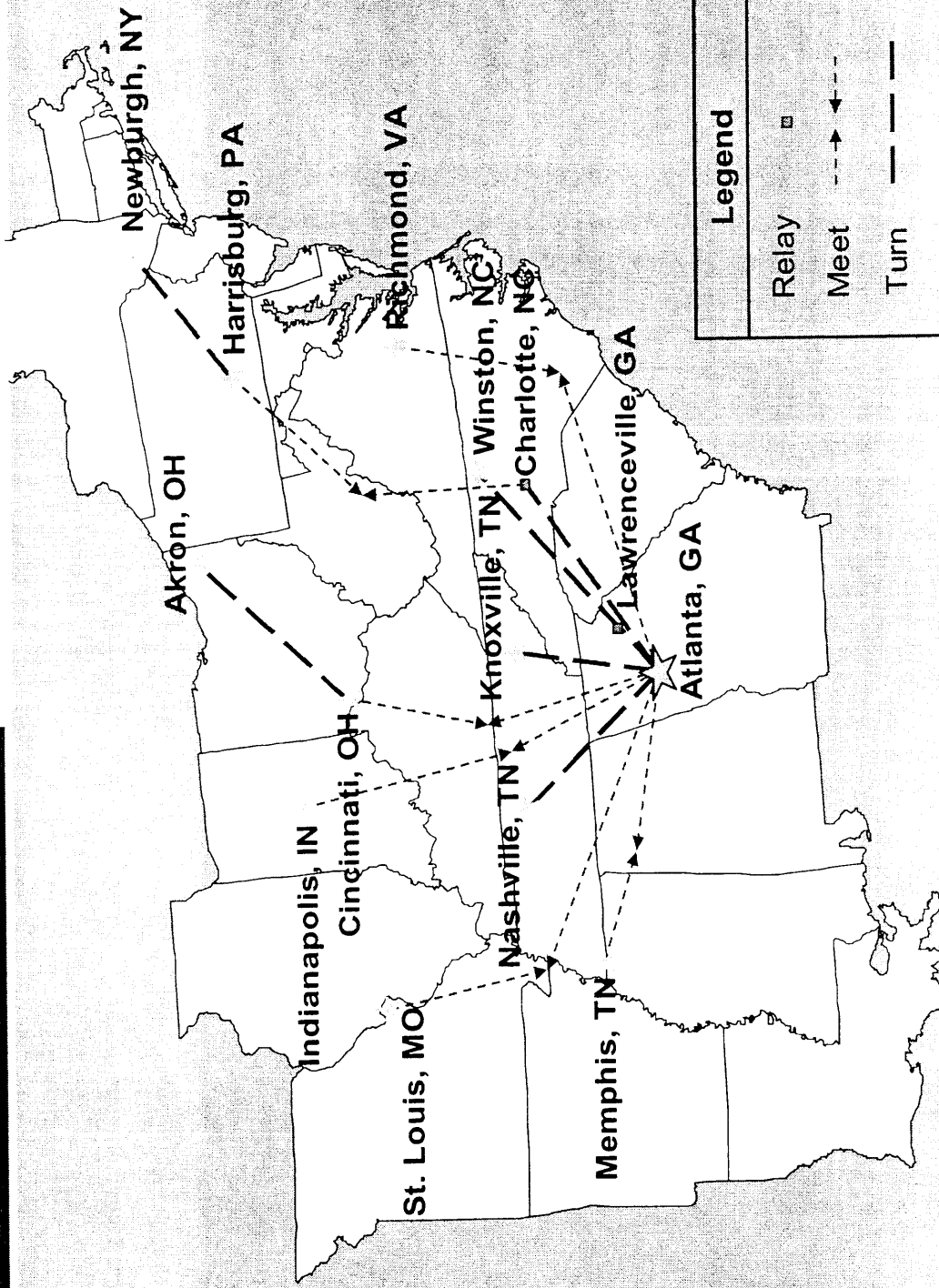
(Driver Flow)



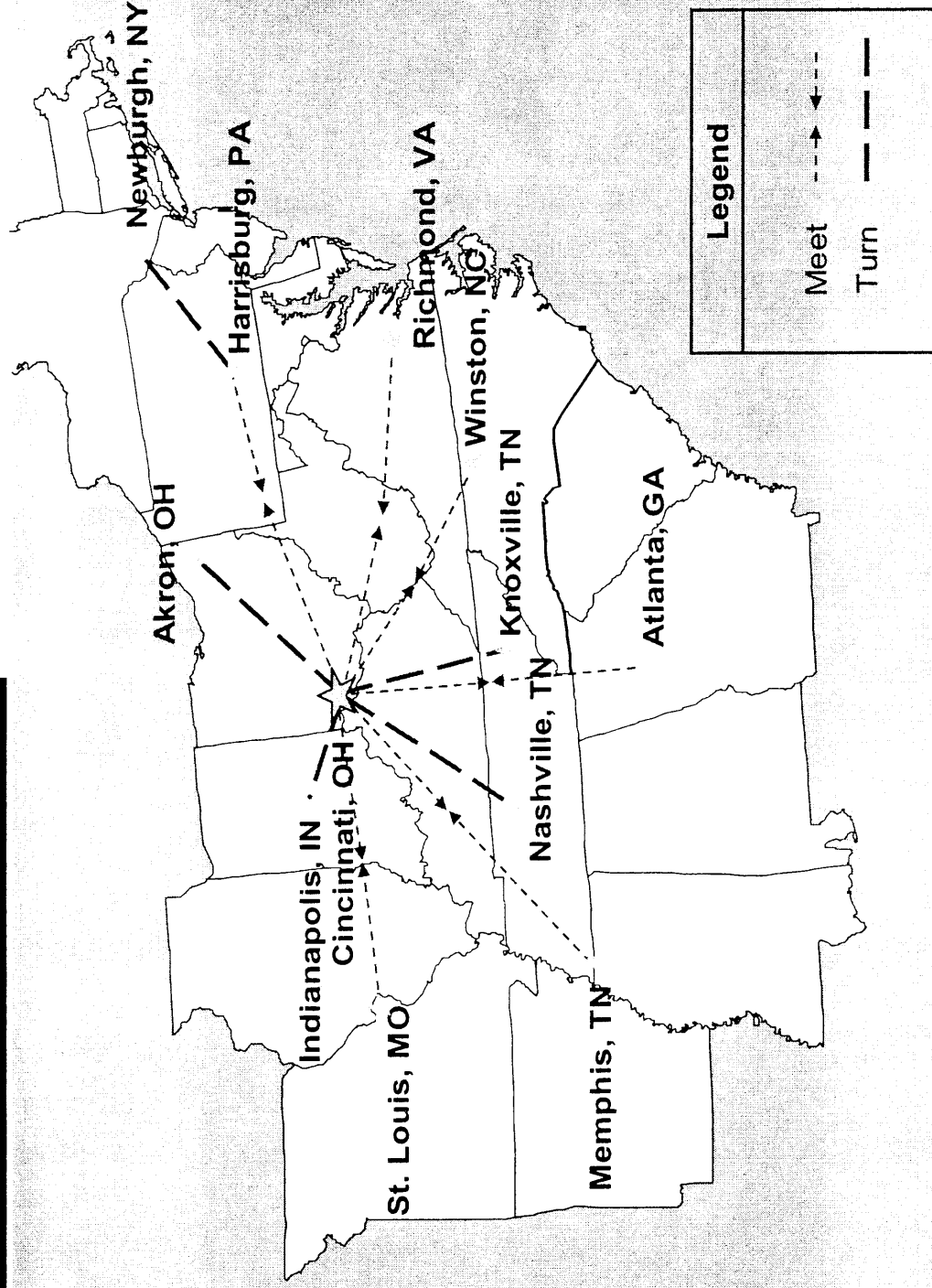
Akron, OH Velocity Sort Hub



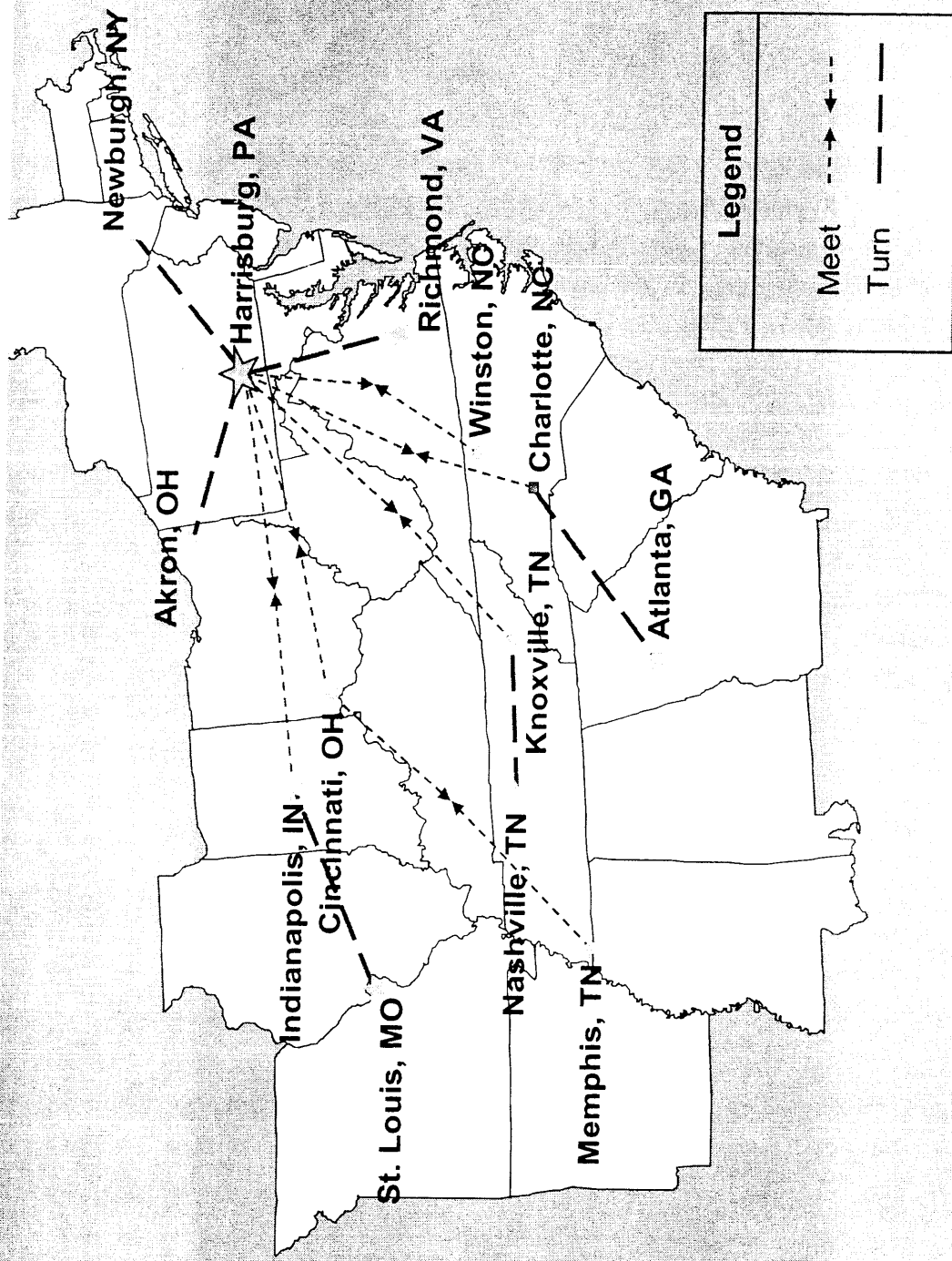
Atlanta, GA Velocity Sort Hub



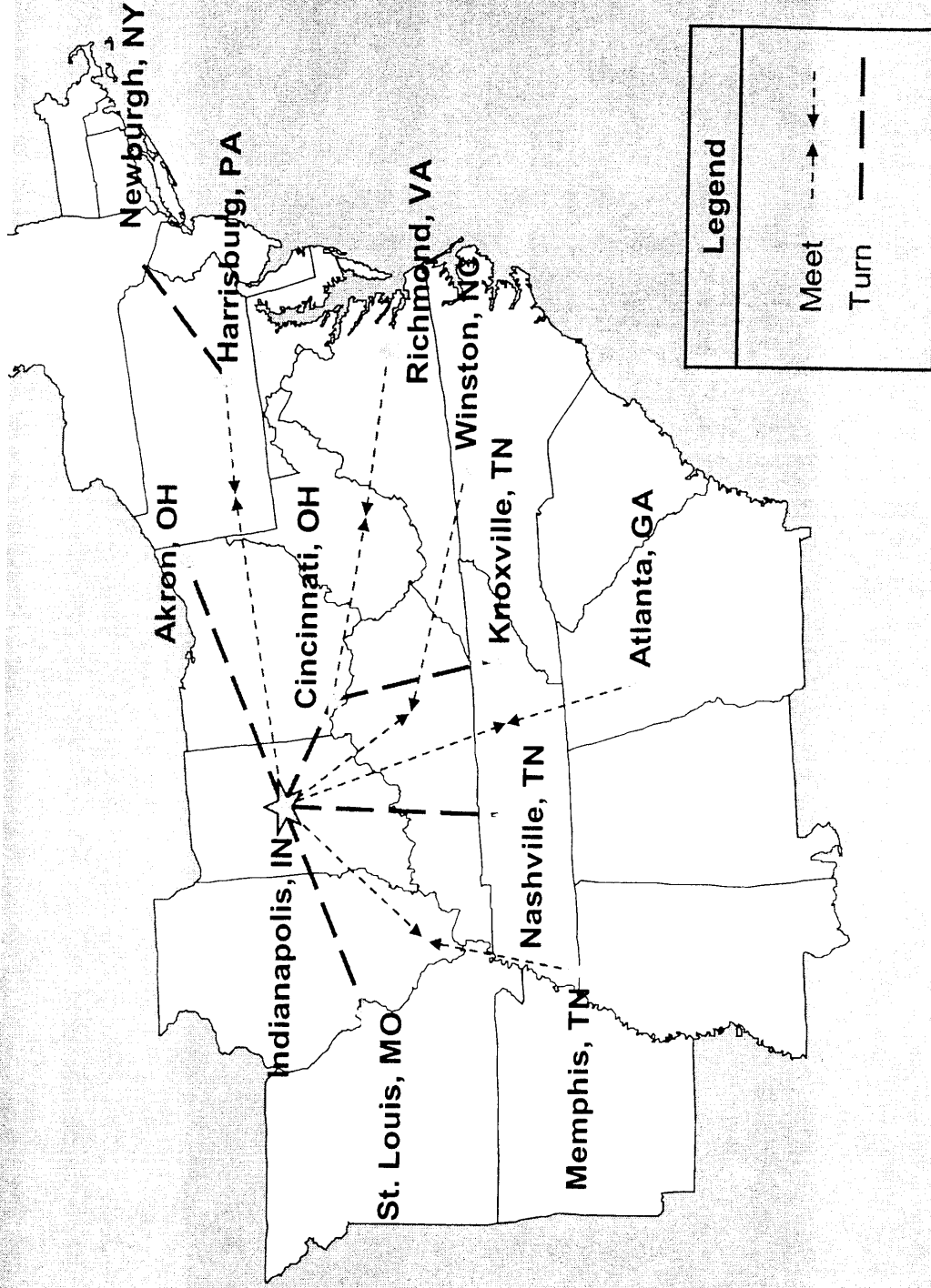
Cincinnati, OH Velocity Sort Hub



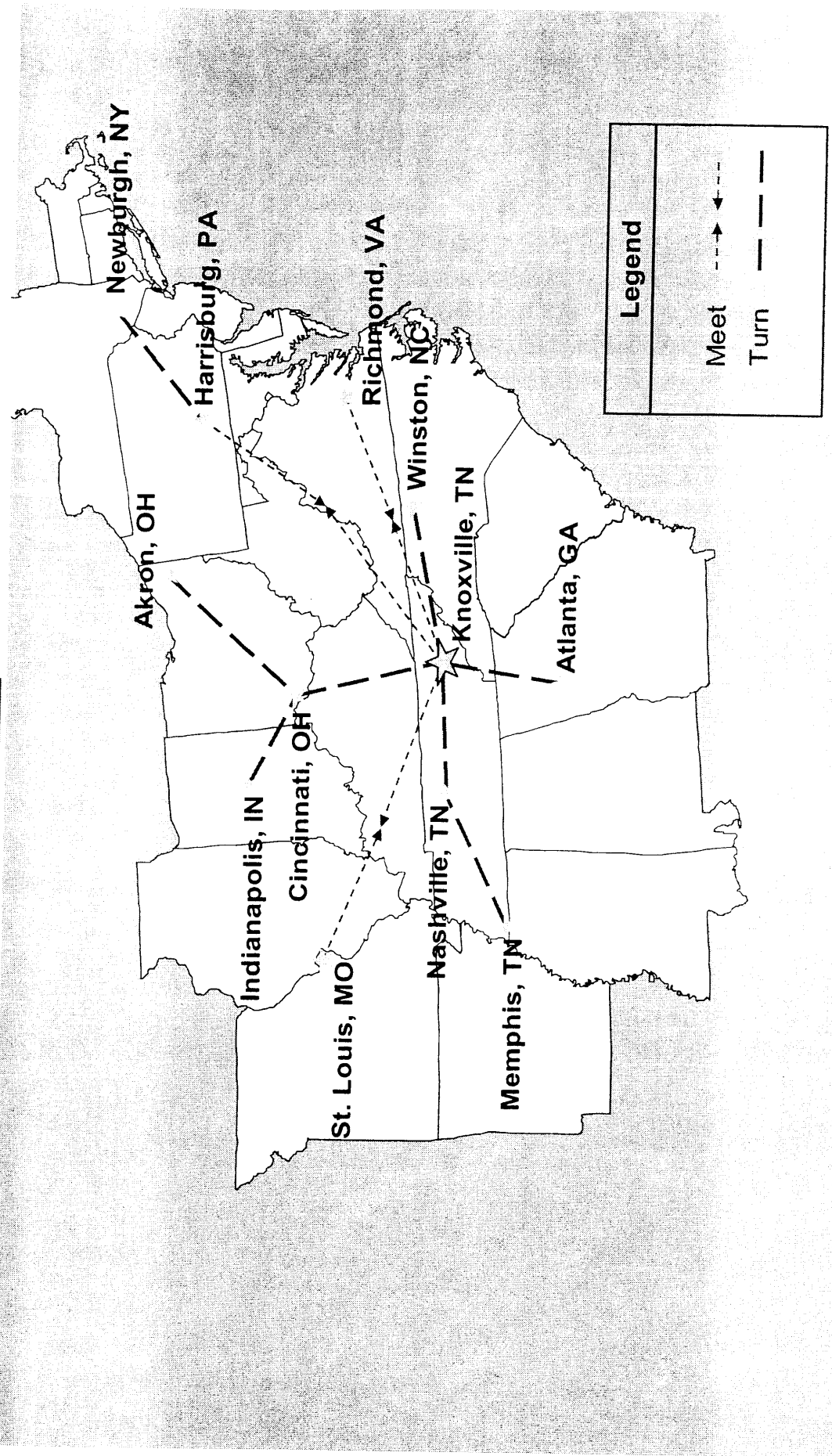
Harrisburg, PA Velocity Sort Hub



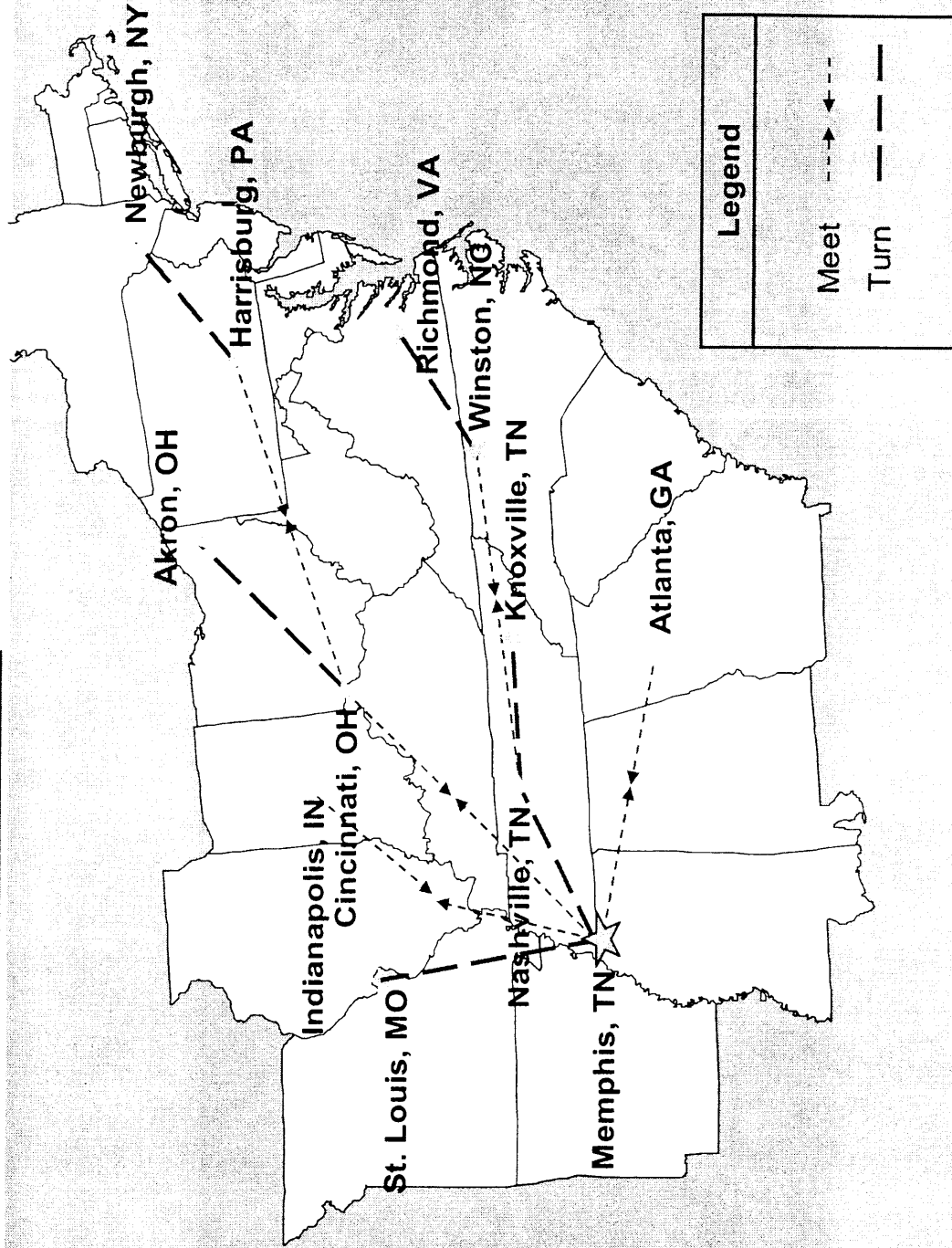
Indianapolis, IN Velocity Sort Hub



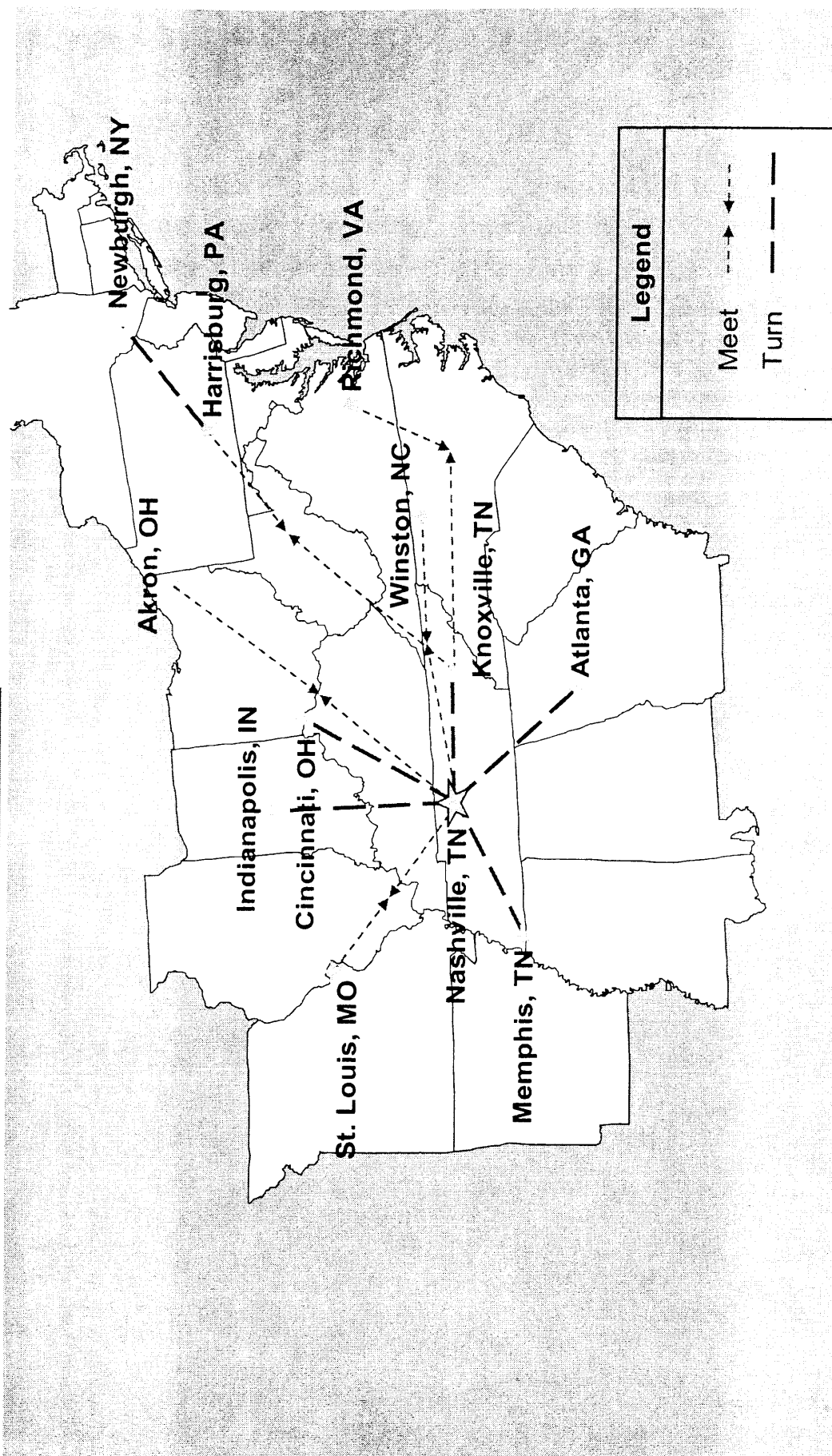
Knoxville, TN Velocity Sort Hub



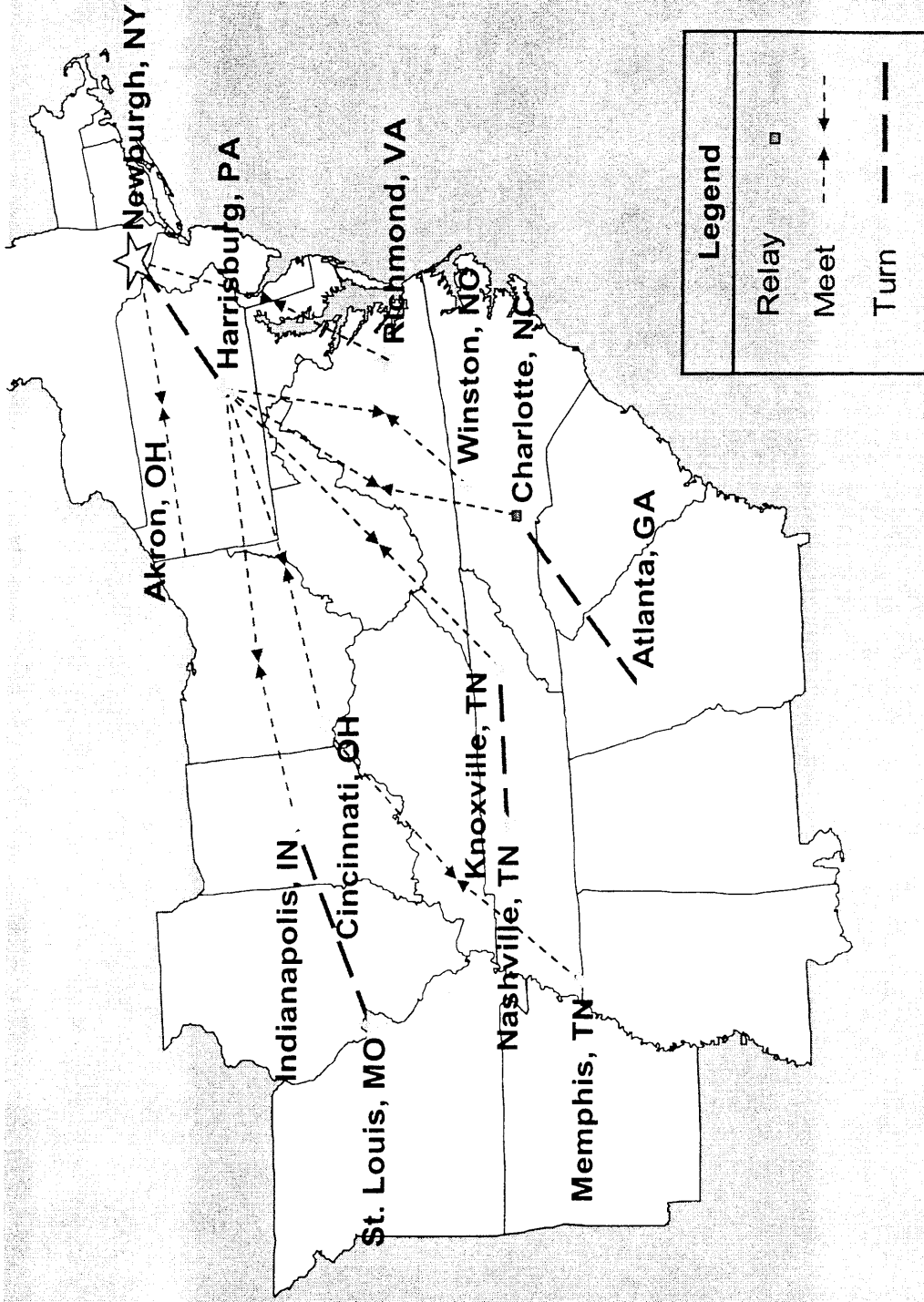
Memphis, TN Velocity Sort Hub



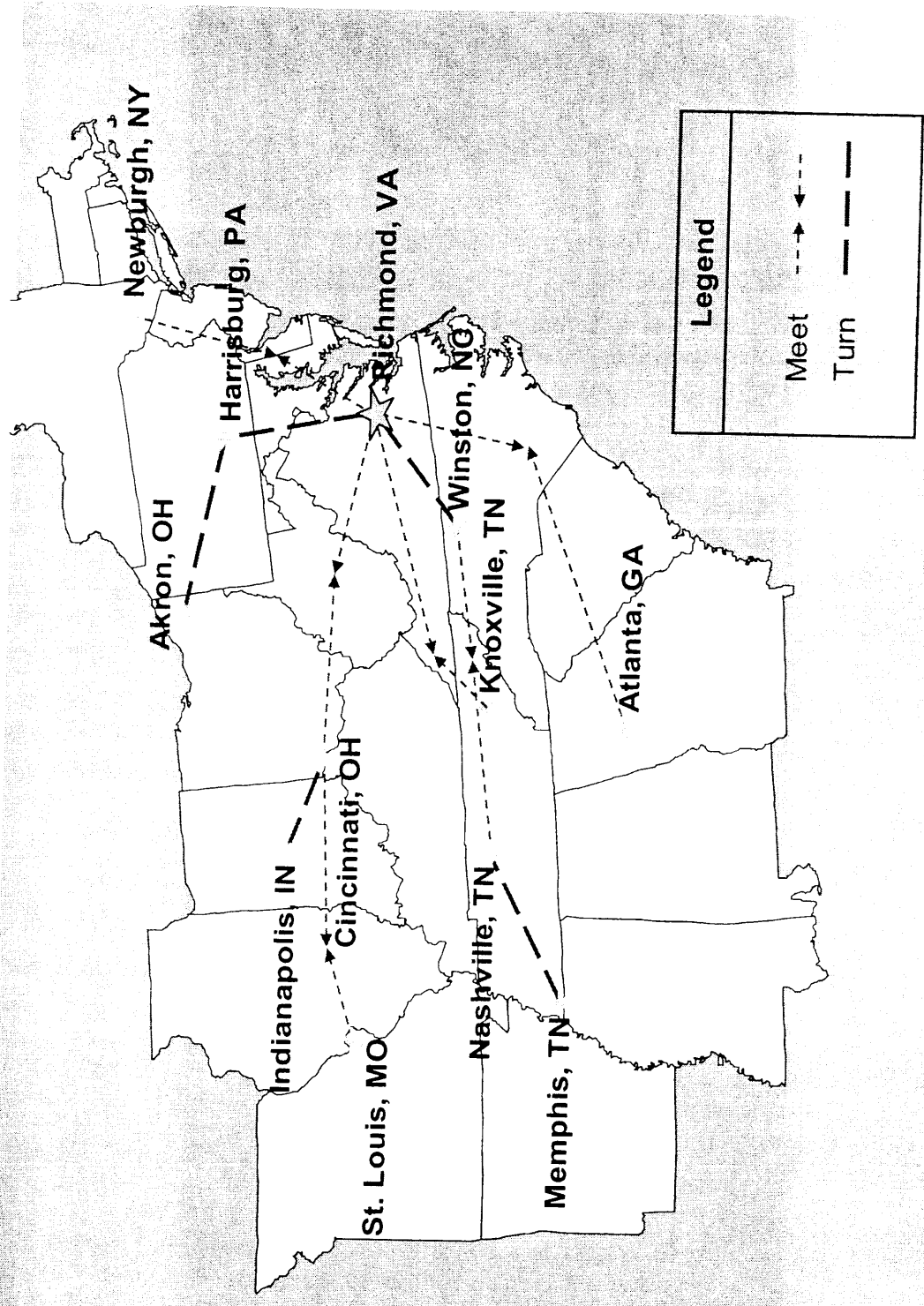
Nashville, TN Velocity Sort Hub



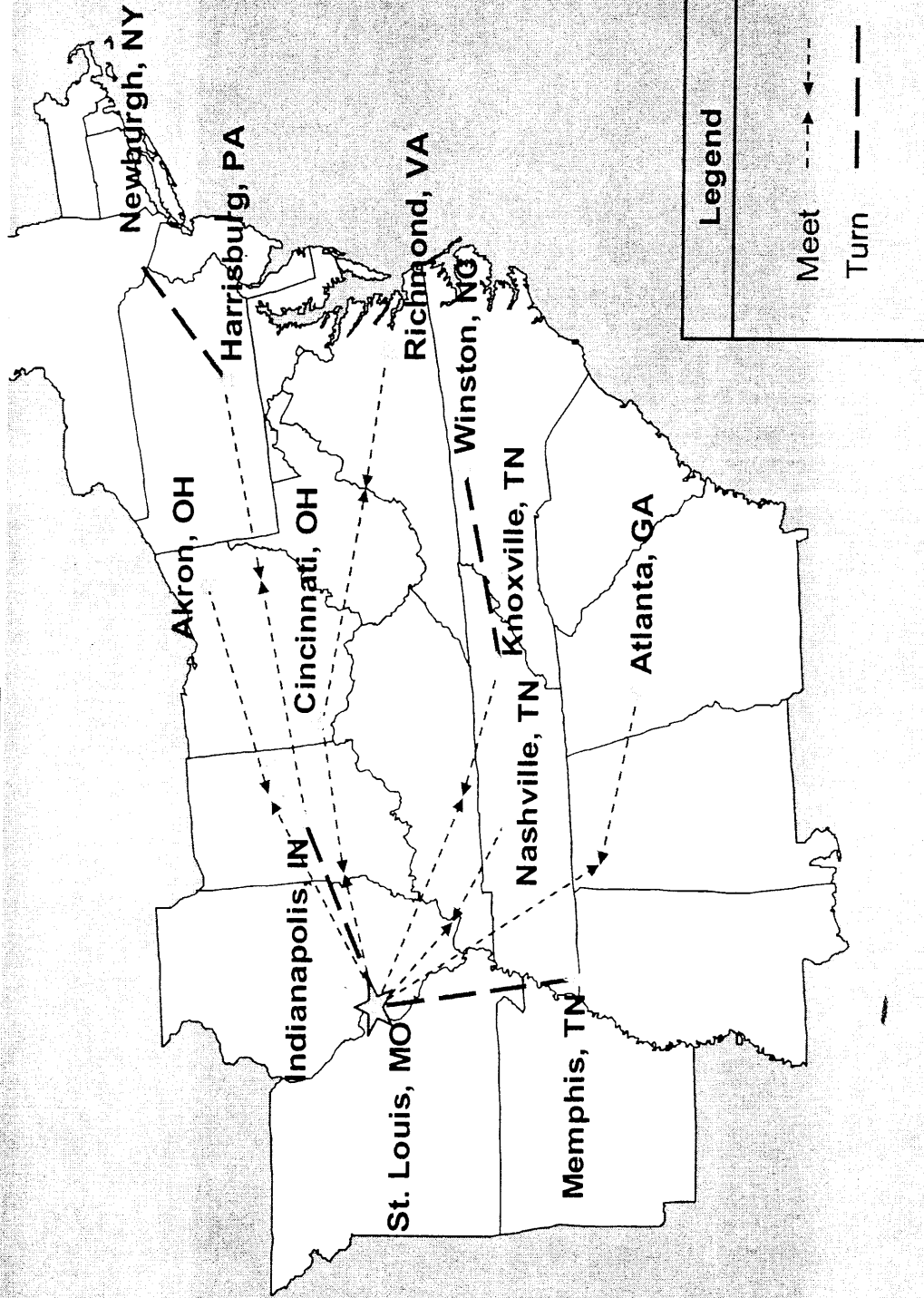
Newburgh, NY Velocity Sort Hub



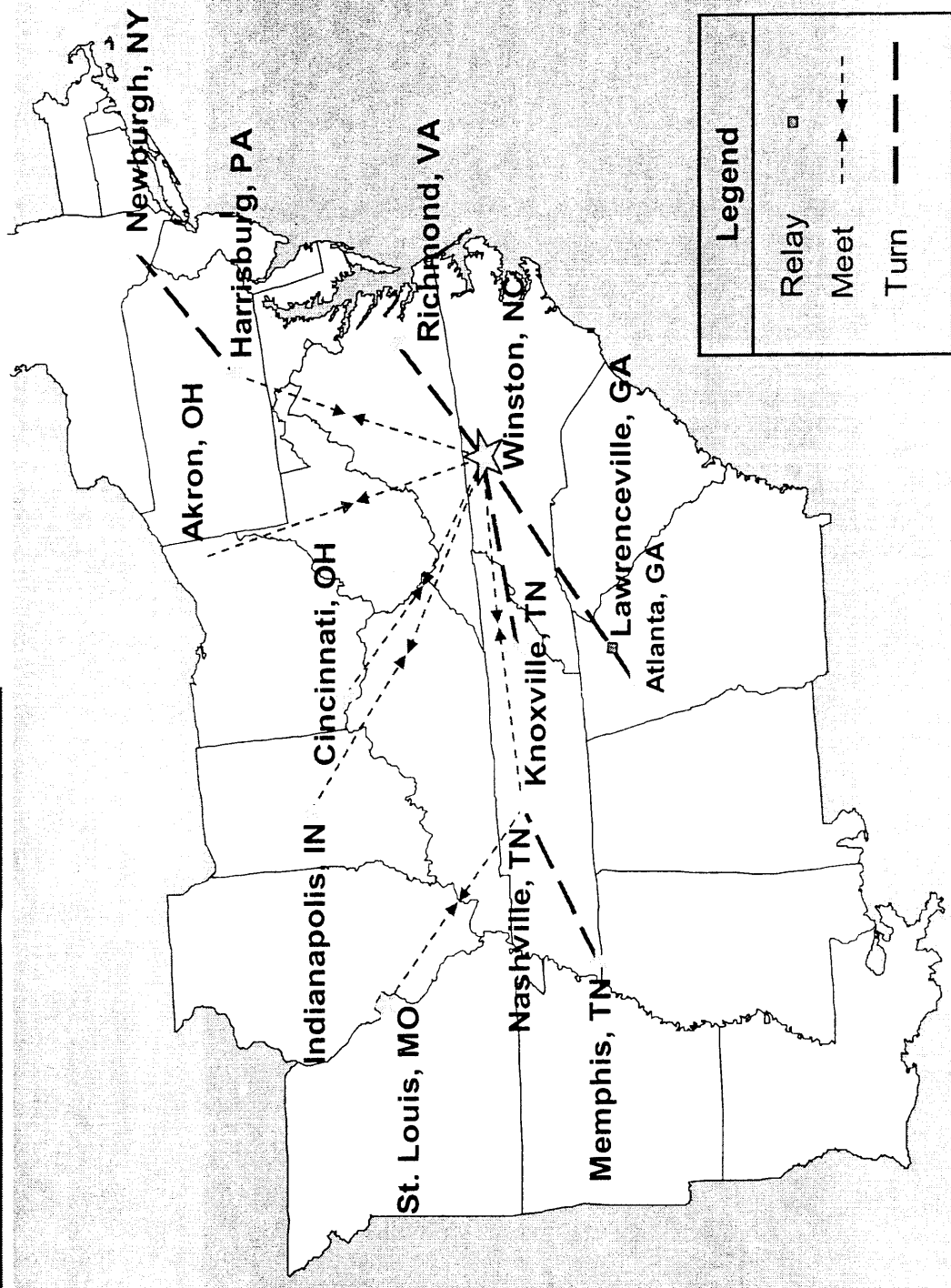
Richmond, VA Velocity Sort Hub



St. Louis, MO Velocity Sort Hub



Winston, NC Velocity Sort Hub



DO NOT TAKE
FOR SU7 DRIVERS
TEAMSTERS

National Freight Industry Negotiating Committee



BLAST FAX

TO: LOCAL UNIONS: 7, 20, 25, 29, 41, 50, 71, 89, 100, 107,
110, 135, 170, 171, 175, 200, 217, 229, 236, 245, 251,
294, 299, 317, 326, 355, 364, 371, 373, 377, 391, 402,
404, 406, 407, 413, 414, 449, 480, 486, 509, 519, 528,
549, 568, 592, 597, 600, 612, 627, 633, 639, 641, 651,
653, 657, 667, 671, 673, 687, 707, 710, 722, 728, 745,
771, 776, 833, 878, 886, 891, 957, 988, and 992

Walter A. Lytle, Central Region Freight Coordinator
- (LU 414)

Ernie Soehl, Eastern Region Freight Coordinator -
(LU 701)

Ken Bryant, Southern Region Freight Coordinator -
(LU 745)

FROM: Tyson Johnson, International Vice President &
Director, National Freight Division

DATE: May 29, 2008

Re: Roadway Express - MR-SE-CO-05-05/2008

The following is the decision from the Roadway Express Multi-Region Change of Operations MR-SE-CO-05-05/2008, which was heard on Monday, May 12, 2008, at the Hilton Palacio Del Rio, San Antonio, TX.

Decision: Motion that the Company's proposed Velocity Improvement Change of Operations, filed under Article 8, Section 6 of the NMFA, be approved as modified, clarified, and stipulated by the Company on the record with the following provisions:

1. The date of the bidding provided by this decision shall be June 15, 2008, commencing at 0900 hours CST. The Company's proposed telephone method of bidding is approved. The bidding sheets shall be posted for not less than 7

consecutive days prior to the date of the bidding. Implementation of this Change of Operations shall be July 13, 2008.

2. The bidding of both the Velocity Improvement and Utility Employee Change of Operations shall be bid on a consecutive basis with the Velocity Improvement Change of Operations being bid first and the Utility Employee Change of Operations, Case No. MR-UE-CO-07-05/2008, bidding immediately thereafter. Employees, who successfully bid in the Velocity Improvement Change, waive their right to bid in the Utility Employee Change. However, employees may waive their right to bid in the Velocity Improvement Change and exercise their seniority to bid in the Utility Change of Operations. Unsuccessful bidders in the Velocity Improvement Change may also bid in the Utility Employee Change.

3. Bidding under the Velocity Improvement Change of Operations shall be conducted as follows: The bidding of gaining positions at those locations affected by the Velocity Improvement Change of Operations (road, dock, switcher) shall be on a pool dovetailed seniority basis, based on each employee's bidding and layoff seniority dates at the time of the bid, and bid individually to each of the respective road, dock and city (switcher) seniority lists. Both active and inactive employees shall be afforded the opportunity to participate in the bidding; provided, however, employees hired on or after April 1, 2008, shall not be eligible to bid. The employees will be bid active to active and inactive to inactive. An employee who elects not to bid a gaining position under the Velocity Improvement Change may bid in the Utility Employee Change of Operations.

4. Local Unions are not permitted to bid more positions by classification under the Velocity Improvement than they are losing.

5. At those gaining facilities where there are employees on letter of layoff who are senior to employees transferring in, the senior employees may not exercise their seniority to bump the less senior employee unless and until such time as they are recalled by letter of recall or worked back on by the terms of their Supplement to fill regular available work opportunities, at which time they shall be dovetailed on the active seniority list, but will

not be able to displace a less senior Utility Employee prior to January 1, 2009, after which the Utility Employee positions will be bid consistent with the Local Union practice or consistent with the applicable Supplement. However, in the event of a layoff, employees will be laid off in seniority order.

6. Southern Modified Seniority shall be exercised in accordance with the Southern Region Over-the-Road Negotiating Committee's agreement of July 27, 1999, and shall become effective after the general bidding procedures provided in this decision have been completed.

7. Employees bidding into an Eastern Region location that has a single line seniority (common road and local cartage seniority list) must remain in the classification they bid into for a period of one (1) year unless the next annual bid at that location occurs at least nine (9) months after the date of implementation of this Change of Operations.

8. Employees in Local Unions which maintain a single line seniority list (common road and local cartage seniority list) will be bid from the top of the list for all classifications.

9. Employees in Local Unions which maintain separate classification seniority list (separate road and local cartage seniority list) shall bid based on their road or local cartage bidding seniority at the time of the bid.

10. Qualified employees who are on long-term disability (LTD) at the time of the bid shall be allowed to bid. In the event they are not able to claim their bid on the date of implementation, the position they bid into shall be offered, on a hold down basis, to other eligible employees at the affected losing location. The successful hold-down bidder shall be dovetailed on the applicable seniority list at the facility they bid into until such time as the LTD employee is able to claim his bid, at which time the hold-down employee will be afforded the opportunity to either return to the facility he bid out of with full dovetail seniority or remain at the hold-down facility, in which case he will be given a new seniority date as of the date the hold-down began, but shall retain his present bidding and layoff seniority date for vacation purposes. Employees bidding a hold-down position shall not be entitled to any moving or lodging expenses set forth in Article 8, Section

6 of the NMFA unless and until such time as it becomes evident the LTD employee will never return to work, in which case the hold-down bidder will be considered as a successful bidder at the time of the original bid and shall be entitled to all of the provisions of this decision.

11. Employees who have been discharged and whose discharge is pending resolution under the applicable provisions of the NMFA and its Supplemental Agreements shall be afforded the opportunity to bid.

12.. An employee who bids into a position that requires the employee to be CDL qualified and who is not CDL qualified, excluding Utility Employee positions, shall be afforded the opportunity during the sixty (60) consecutive day period immediately following the date of implementation to train to become CDL qualified. The Employer shall provide appropriate personnel and equipment to train the employee at the employee's present facility, unless otherwise mutually agreed to. In the event the employee fails to become CDL qualified he shall forfeit his bid and remain at his present facility. In the event that the successful bidder fails to become CDL qualified within the 60 day period, he forfeits his bid. The forfeited bid will be awarded to the next senior eligible employee.

13. In order to bid into a position that requires a driver to be triples certified, the driver must be triples certifiable and become certified as soon as possible.

14. Re-bidding at each of the affected locations will be conducted thirty (30) days following the date of implementation; provided, however, where the thirty (30) day period is not necessary the new bids will be posted as soon as possible or as otherwise mutually agreed to.

15. Local 170's request that its January 31, 2007, agreement with the Company regarding doubles is recognized and enforced in this decision.

16. Local 413's, Local 407's and Local 20's local seniority practices are recognized and the Local Unions are instructed to furnish copies of those practices to all losing local unions prior to the telephone bid.

17. Non-CDL qualified dockmen or switchers may bid into a gaining dock or switcher position; provided, there are

employees in those classifications who were not CDL qualified.

18. Those over-the-road locations that were previously designated as Article 29, Section 3 domiciles for purposes of road driver protection under a decision rendered by the National Intermodal Committee shall not have their earnings protection modified by this decision, other than as specifically provided under the provisions of Article 29, Section 3 (c) 2, paragraph 4 of the NMFA.

19. Any driver affected by this decision that is presently protected under the \$700.00 per week provisions of Article 29, Section 3 of the NMFA and a National Intermodal Committee decision shall continue to enjoy that earnings protection at the location they bid into under this decision. This provision shall not have any effect on any other driver at the location the affected driver bids into who was not previously protected by a decision rendered by the National Intermodal Committee. However, any such protected driver, who is afforded the opportunity and has enough seniority to relocate under this decision, but elects to remain at his present domicile where his seniority will not allow him to remain active, shall forfeit the \$700.00 earnings protection he had been entitled to.

20. Employees transferring from the jurisdiction of one Supplemental Agreement to that of another Supplemental Agreement shall not lose their entitlement to earned vacation in accordance with the Southern Region Letter of Understanding. In addition, where a road driver bids a Utility Employee position his vacation pay shall be calculated on a pro-rated basis under the terms of the OTR vacation method of calculating vacation pay he bid out of and the Local Cartage method of calculating vacation pay he bid into.

21. Local Unions and the Company will meet to negotiate 5-day or 6-day option runs for road work.

22. In accordance with the specific provisions of Article 8, Section 6 (a) paragraph 4 of the NMFA, pension and health and welfare contributions paid on behalf of a re-domiciled employee shall continue to be paid into each of the respective Trust such contributions were being paid into prior to the date the employee relocates.

10: 245 FROM: International Brotherhood of Teamsters DATE: Thu May 28 2009 10:01 EST

23. Elected or appointed full time Union officials, who have the right to return to the Company with their seniority, shall be allowed to bid and if successful must claim their bid at the time they cease to become a full time elected or appointed Union official or forfeit their bid.

24. Based on the fact the number of gaining and losing positions is at least equal, there will be no window period. However, the Committee shall retain jurisdiction of this decision for a period of one (1) year to resolve any issues relative to the decision.

25. Moving and lodging expenses shall be paid in accordance with the provisions of Article 8, Section 6 (c) of the NMFA. On a voluntary individual basis, the Company's proposal to offer \$3,150 in lieu of lodging expenses and a flat dollar amount of \$2,500 for moves between 51 and 500 miles and \$3,000 for moves between 501 and 1000 miles and \$3,500 for moves over 1000 miles, less applicable tax withholding, in lieu of moving expenses are approved.

26. This decision is rendered under the authority of Article 8, Section 6 (g) of the National Master Freight Agreement and is not intended to be in violation of or modify any of the terms of the National Master Freight Agreement or any of its respective Regional Supplemental Agreements. This decision is based on the specific circumstances at the time of the hearing and shall not create a precedent.

Please acknowledge receipt of this notification by facsimile (telephone: 202/624-8722). Thank you.

10. 243 FROM: International Brotherhood of Teamsters DATE: Thu May 29 2008 10:07 EST

TEAMSTERS

National Freight Industry Negotiating Committee



BLAST FAX

TO: LOCAL UNIONS: 7, 20, 25, 29, 41, 50, 71, 89, 100,
107, 110, 135, 170, 171, 175, 200, 217, 229, 236,
245, 251, 294, 299, 317, 326, 355, 364, 371, 373,
377, 391, 402, 404, 406, 407, 413, 414, 449, 480,
486, 509, 519, 528, 549, 568, 592, 597, 600, 612,
627, 633, 639, 641, 651, 653, 657, 667, 671, 673,
687, 707, 710, 722, 728, 745, 771, 776, 833, 878,
886, 891, 957, 988, and 992

Walter A. Lytle, Central Region Freight Coordinator
- (LU 414)

Ernie Soehl, Eastern Region Freight Coordinator -
(LU 701)

Ken Bryant, Southern Region Freight Coordinator -
(LU 745)

FROM: Tyson Johnson, International Vice President &
Director, National Freight Division

DATE: May 29, 2008

Re: Yellow Transportation - MR-SE-CO-03-05/2008

The following is the decision from the Yellow Transportation Multi-Region Change of Operations MR-SE-CO-03-05/2008, which was heard on Monday, May 12, 2008, at the Hilton Palacio Del Rio, San Antonio, TX.

Decision: Motion that the Company's proposed Velocity Improvement Change of Operations, filed under Article 8, Section 6 of the NMFA, be approved as modified, clarified, and stipulated by the Company on the record with the following provisions:

1. The date of the bidding provided by this decision shall be June 16, 2008, commencing at 0900 hours CST. The Company's proposed telephone method of bidding is approved. The bidding sheets shall be posted for not less than 7 consecutive days prior to the date of the bidding. Implementation of this Change of Operations shall be July 6, 2008.

2. The bidding of both the Velocity Improvement and Utility Employee Change of Operations shall be bid on a consecutive basis with the Velocity Improvement Change of Operations being bid first and the Utility Employee Change of Operations, Case No. MR-UE-CO-06-05/2008, bidding immediately thereafter. Employees, who successfully bid in the Velocity Improvement Change, waive their right to bid in the Utility Employee Change. However, employees may waive their right to bid in the Velocity Improvement Change and exercise their seniority to bid in the Utility Change of Operations. Unsuccessful bidders in the Velocity Improvement Change may also bid in the Utility Employee Change.

3. Bidding under the Velocity Improvement Change of Operations shall be conducted as follows: The bidding of gaining positions at those locations affected by the Velocity Improvement Change of Operations (road, dock, switcher) shall be on a pool dovetailed seniority basis, based on each employee's bidding and layoff seniority dates at the time of the bid, and bid individually to each of the respective road, dock and city (switcher) seniority lists. Both active and inactive employees shall be afforded the opportunity to participate in the bidding; provided, however, employees hired on or after April 1, 2008 shall not be eligible to bid. The employees will be bid active to active and inactive to inactive. An employee who elects not to bid a gaining position under the Velocity Improvement Change may bid in the Utility Employee Change of Operations.

4. Local Unions are not permitted to bid more positions by classification under the Velocity Improvement than they are losing.

5. At those gaining facilities where there are employees on letter of layoff who are senior to employees transferring in, the senior employees may not exercise their seniority to bump the less senior employee unless and

until such time as they are recalled by letter of recall or worked back on by the terms of their Supplement to fill regular available work opportunities, at which time they shall be dovetailed on the active seniority list, but will not be able to displace a less senior Utility Employee prior to January 1, 2009, after which the Utility Employee positions will be bid consistent with the Local Union practice or consistent with the applicable Supplement. However, in the event of a layoff, employees will be laid off in seniority order.

6. Southern Modified Seniority shall be exercised in accordance with the Southern Region Over-the-Road Negotiating Committee's agreement of July 27, 1999, and shall become effective after the general bidding procedures provided in this decision have been completed.

7. Employees bidding into an Eastern Region location that has a single line seniority (common road and local cartage seniority list) must remain in the classification they bid into for a period of one (1) year unless the next annual bid at that location occurs at least nine (9) months after the date of implementation of this Change of Operations.

8. Employees in Local Unions which maintain a single line seniority list (common road and local cartage seniority list) will be bid from the top of the list for all classifications.

9. Employees in Local Unions which maintain separate classification seniority list (separate road and local cartage seniority list) shall bid based on their road or local cartage bidding seniority at the time of the bid.

10. Qualified employees who are on long-term disability (LTD) at the time of the bid shall be allowed to bid. In the event they are not able to claim their bid on the date of implementation, the position they bid into shall be offered, on a hold down basis, to other eligible employees at the affected losing location. The successful hold-down bidder shall be dovetailed on the applicable seniority list at the facility they bid into until such time as the LTD employee is able to claim his bid, at which time the hold-down employee will be afforded the opportunity to either return to the facility he bid out of with full dovetail seniority or remain at the hold-down facility, in which case he will be given a new seniority date as of the date

the hold-down began, but shall retain his present bidding and layoff seniority date for vacation purposes. Employees bidding a hold-down position shall not be entitled to any moving or lodging expenses set forth in Article 8, Section 6 of the NMFA unless and until such time as it becomes evident the LTD employee will never return to work, in which case the hold-down bidder will be considered as a successful bidder at the time of the original bid and shall be entitled to all of the provisions of this decision.

11. Employees who have been discharged and whose discharge is pending resolution under the applicable provisions of the NMFA and its Supplemental Agreements shall be afforded the opportunity to bid.

12. An employee who bids into a position that requires the employee to be CDL qualified and who is not CDL qualified, excluding Utility Employee positions, shall be afforded the opportunity during the sixty (60) consecutive day period immediately following the date of implementation to train to become CDL qualified. The Employer shall provide appropriate personnel and equipment to train the employee at the employee's present facility, unless otherwise mutually agreed to. In the event the employee fails to become CDL qualified he shall forfeit his bid and remain at his present facility. In the event that the successful bidder fails to become CDL qualified within the 60 day period, he forfeits his bid. The forfeited bid will be awarded to the next senior eligible employee.

13. In order to bid into a position that requires a driver to be triples certified, the driver must be triples certifiable and become certified as soon as possible.

14. Re-bidding at each of the affected locations will be conducted thirty (30) days following the date of implementation; provided, however, where the thirty (30) day period is not necessary the new bids will be posted as soon as possible or as otherwise mutually agreed to.

15. One office employee from Dallas, TX and one from Nashville, TN will be permitted to bid on a pool bid basis into Shreveport, LA and be dovetailed onto the Shreveport office employee seniority list.

16. Local Unions which are losing shop employees will be permitted to bid the number of shop employees being lost on

a pool bid basis into the gaining shop locations. Shop employees covered by an NMFA Maintenance Supplement, who bid into a location which is also covered by an NMFA Maintenance Supplement, will be dovetailed on the seniority list. However, shop employees covered by an NMFA Maintenance Supplement, who bid into a location covered by a white paper contract, will be end-tailed. Shop employees covered by a white paper contract, who bid into a location covered by a NMFA Maintenance Supplement, will be end-tailed. Likewise, shop employees covered by a white paper contract, who bid into a location covered by a white paper contract, will be end-tailed.

17. Local 449's request that five (5) of its drivers be permitted to use their Company seniority date for bidding because they voluntarily transferred from the city to the road is specifically denied.

18. The Company stipulated on the record that Local 600's opposing bids are protected.

19. Local 480's request that Memphis, TN remain a primary lane is granted.

20. Local 710 road drivers, who bid into a gaining location, will be dovetailed. Road drivers from other NMFA locations who bid into Local 710 will be dovetailed.

21. Local 413's, Local 407's and Local 20's local seniority practices are recognized and the Local Unions are instructed to furnish copies of those practices to all losing local unions prior to the telephone bid.

22. At its Maybrook, NY facility, Local 707 maintains a separate seniority list consisting of road, dock, and jockeys (switchers), and another seniority list consisting of city drivers. This decision grants Local 707's request that, since the losses at Maybrook affect just the road, dock, and jockey classifications, only employees in those classifications should be permitted to bid to gaining locations in the Velocity Improvement Change and in the Utility Employee Change. Employees bidding into the Utility Employee classification will be placed on the road, dock and jockey (switcher) seniority list. At other Company facilities represented by Local 707, the Local maintains a single line seniority list. Accordingly, Local 707

represented employees from those other facilities should bid to gaining locations from the top of the list.

23. Non-CDL qualified dockmen or switchers may bid into a gaining dock or switcher position; provided, there are employees in those classifications who were not CDL qualified.

24. Those over-the-road locations that were previously designated as Article 29, Section 3 domiciles for purposes of road driver protection under a decision rendered by the National Intermodal Committee shall not have their earnings protection modified by this decision, other than as specifically provided under the provisions of Article 29, Section 3 (c) 2, paragraph 4 of the NMFA.

25. Any driver affected by this decision that is presently protected under the \$700.00 per week provisions of Article 29, Section 3 of the NMFA and a National Intermodal Committee decision shall continue to enjoy that earnings protection at the location they bid into under this decision. This provision shall not have any effect on any other driver at the location the affected driver bids into who was not previously protected by a decision rendered by the National Intermodal Committee. However, any such protected driver, who is afforded the opportunity and has enough seniority to relocate under this decision, but elects to remain at his present domicile where his seniority will not allow him to remain active, shall forfeit the \$700.00 earnings protection he had been entitled to.

26. Employees transferring from the jurisdiction of one Supplemental Agreement to that of another Supplemental Agreement shall not lose their entitlement to earned vacation in accordance with the Southern Region Letter of Understanding. In addition, where a road driver bids a Utility Employee position his vacation pay shall be calculated on a pro-rated basis under the terms of the OTR vacation method of calculating vacation pay he bid out of and the Local Cartage method of calculating vacation pay he bid into.

27. Local Unions and the Company will meet to negotiate 5-day or 6-day option runs for road work.

28. In accordance with the specific provisions of Article 8, Section 6 (a) paragraph 4 of the NMFA, pension and health and welfare contributions paid on behalf of a re-domiciled employee shall continue to be paid into each of the respective Trust such contributions were being paid into prior to the date the employee relocates.

29. Elected or appointed full time Union officials, who have the right to return to the Company with their seniority, shall be allowed to bid and if successful must claim their bid at the time they cease to become a full time elected or appointed Union official or forfeit their bid.

30. Based on the fact the number of gaining and losing positions is at least equal, there will be no window period. However, the Committee shall retain jurisdiction of this decision for a period of one (1) year to resolve any issues relative to the decision.

31. Moving and lodging expenses shall be paid in accordance with the provisions of Article 8, Section 6 (c) of the NMFA. On a voluntary individual basis, the Company's proposal to offer \$3,150 in lieu of lodging expenses and a flat dollar amount of \$2,500 for moves between 51 and 500 miles and \$3,000 for moves between 501 and 1000 miles and \$3,500 for moves over 1000 miles, less applicable tax withholding, in lieu of moving expenses are approved.

32. This decision is rendered under the authority of Article 8, Section 6 (g) of the National Master Freight Agreement and is not intended to be in violation of or modify any of the terms of the National Master Freight Agreement or any of its respective Regional Supplemental Agreements. This decision is based on the specific circumstances at the time of the hearing and shall not create a precedent.

Please acknowledge receipt of this notification by facsimile (telephone: 202/624-8722). Thank you.