



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 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 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".

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 Utility Employee 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 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.

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.

CENTRAL REGION LOCAL UNIONS -31 locals

Local #7 3330 Miller Rd. Kalamazoo, MI 49001 USPS Tracking #420 49001 9121 0385 5574 9160 8403 25	Local #20 435 South Hawley Street Toledo, OH 43609 USPS Tracking #420 43609 9121 0385 5574 9024 5254 50
Local #24 727 Grant Street Akron, OH 44311 USPS Tracking #:420 44311 9121 0385 5574 9150 3545 66	Local # 26 908 N. Neil St. Champaign, IL 61820 USPS Tracking #420 61820 9121 0385 5574 9055 9827 34
Local #40 P.O. Box 3652 Mansfield, OH 44907 USPS Tracking #420 44907 9121 0385 5574 9014 0396 91	Local #41 4501 Emanuel Cleaver II BLVD Kansas City, MO 64130 USPS Tracking #420 64130 9121 0385 5574 9046 3724 83
Local #50 1609 North Illinois St. Swansea, IL 62226 USPS Tracking #420 62226 9121 0385 5574 9139 8688 00	Local #89 3813 Taylor Blvd. Louisville, KY 40215 USPS Tracking #420 40215 9121 0385 5574 9003 5539 31
Local #92 1127 Ninth St. S.W. Canton, OH 44747 USPS Tracking #420 44707 9121 0385 5574 9129 3830 47	Local #100 2100 Oak Cincinnati, OH 45241 USPS Tracking #420 45241 9121 0385 5574 9045 4969 75
Local #135 1233 Shelby Street Indianapolis, IN 46203 USPS Tracking #420 46203 9121 0385 5574 9035 0112 18	Local #215 825 Walnut St. Evansville, IN 47713 USPS Tracking #420 47706 9121 0385 5574 9076 9134 10
Local #236 P.O. Box 7454 Paducah, KY 42002 USPS Tracking # 420 42002 9121 0385 5574 9118 8564 53	Local # 238 (Burlington IA) 5000 J Street S W Cedar Rapids, IA 52406 USPS Tracking #420 50317 9121 0385 5574 9097 8849 35
Local # 245 1850 E. Division Street Springfield, MO 65803 USPS Tracking #420 65803 9121 0385 5574 9066 4276 51	Local #299 2741 Trumbull Ave. Detroit, MI 48216 USPS Tracking #420 48216 9121 0385 5574 9055 9418 92
Local #364 2405 East Edison Rd South Bend, IN 46615 USPS Tracking # 420 46615 9121 0385 5574 9034 9703 70	Local #371 7909 42 nd Street W Rock Island, IL 61201 USPS Tracking #420 61201 9121 0385 5574 9034 8089 63
Local #377 1223 Teamster Drive. Youngstown, OH 44502 USPS Tracking #420 44502 9121 0385 5574 9045 4561 39	Local # 406 3315 Eastern SE Grand Rapids, MI 49508 USPS Tracking #420 49508 9121 0385 5574 9087 3991 73
Local #407 3320 Superior Ave. Cleveland, OH 44114 USPS Tracking #420 44114 9121 0385 5574 9035 8867 24	Local #413 555 East Rich Street, Suite 101 Columbus, OH 43215 USPS Tracking # 420 43215 9121 0385 5574 9076 7520 02

Local #486 805 Bridgeview South Saginaw, MI 48604 USPS Tracking #420 48604 9121 0385 5574 9045 4970 57	Local #580 5800 Executive Dr. Lansing, MI 48910 USPS Tracking #420 48911 9121 0385 5574 9035 0112 94
Local #600 161 Weldon Pkwy Maryland Heights, MO 63043 USPS Tracking #420 63701 9121 0385 5574 9055 9828 19	Local #627 7101 North Allen Road Peoria, IL 61614 USPS Tracking #420 61614 9121 0385 5574 9076 9543 38
Local #637 100 Timber Run Road P.O. Box 2746 Zanesville, OH 43702-2746 USPS Tracking #420 43702 9121 0385 5574 9066 4685 79	Local #651 100 Blue Sky Parkway Lexington, KY 40509 USPS Tracking #420 40509 9121 0385 5574 9024 5255 35
Local # 688 (Quincy, IL) 2905 St. Marys Hannibal, MO 63401 USPS Tracking #420 63401 9121 0385 5574 9087 4400 97	Local #908 Box 1806 800 - St. Johns Ave. Lima, OH 45802 USPS Tracking #420 45804 9121 0385 5574 9108 4116 17
Local #957 P.O. Box 13357 Dayton, OH 45413-0357 USPS Tracking #420 45413 9121 0385 5574 9087 4810 21	

EASTERN REGION LOCAL UNIONS -43 locals

Local # 22 (Danville, VA) P.O. Box 368 Collinsville, VA 24078 USPS Tracking #420 24078 9121 0385 5574 9129 4240 61	Local #25 544 Main Street Boston, MA 02129 USPS Tracking #420 02129 9121 0385 5574 9035 0522 28
Local #29 29 Stoneridge Dr. Suite 207 Waynesboro, VA 22980 USPS Tracking #420 22980 9121 0385 5574 9108 4525 42	Local # 61 45 Sardis Road Ashville, NC 28806 USPS Tracking #420 28806 9121 0385 5574 9097 9667 85
Local # 71 P.O. Box 560248 Charlotte, NC 28256 USPS Tracking #420 28256 9121 0385 5574 9045 5379 82	Local #107 2845 Southampton Road Philadelphia, PA 19154 USPS Tracking #420 19154 9121 0385 5574 9066 5095 00
Local #110 153 Ebony Road P.O. Box 180 Ebensburg, PA 15931 USPS Tracking #420 15931 9121 0385 5574 9056 0237 40	Local #170 330 SW Cutoff Worcester, MA 01604 USPS Tracking #420 01604 9121 0385 5574 9066 2662 43
Local # 171 (Roanoke) 2550 W. Main Street Salem, VA 24153 USPS Tracking #420 24153 9121 0385 5574 9118 9383 02	Local #175 4515 Mc Corkle Ave. SE PO Box 4405 Charleston, WV 25364 USPS Tracking #420 25304 9121 0385 5574 9076 9952 63
Local #229 3104 N. Main Street Scranton, PA 18504 USPS Tracking #420 18508 9121 0385 5574 9066 5504 03	Local # 249 4701 Butler ST. PO Box 40128 Pittsburgh, PA 15201 USPS Tracking #420 15201 9121 0385 5574 9035 0931 22
Local #251 121 Brightridge Ave. East Providence, RI 02914 USPS Tracking # 420 02914 9121 0385 5574 9087 5219 25	Local #294 890 Third Street Albany, NY 12206 USPS Tracking #420 12206 9121 0385 5574 9003 6358 42
Local #317 P.O. Box 11037 Syracuse, NY 13218-1037 USPS Tracking #420 13218 9121 0385 5574 9098 0077 39	Local #326 451 E. New Churchmans RD. New Castle, DE 19720 USPS Tracking #420 19720 9121 0385 5574 9024 6074 15
Local #355 1030 South Dukland St. Baltimore, MD 21223 USPS Tracking #420 21223 9121 0385 5574 9003 6358 97	Local #375 656 Englewood Buffalo, NY 14223 USPS Tracking #420 14223 9121 0385 5574 9045 5789 30
Local #384 2910 Hannah Ave. Norristown, PA 19401 USPS Tracking #420 19401 9121 0385 5574 9077 0361 63	Local #391 P. O. Box 35405 Greensboro, NC 27425-5405 USPS Tracking #420 27425 9121 0385 5574 9014 1216 00
Local # 391 (Greenville) 6317 Angus Drive Raleigh, NC 27617 USPS Tracking #420 27617 9121 0385 5574 9160 8814 34	Local #397 1344 East 11 Street Erie, PA 16503 USPS Tracking #420 16503 9121 0385 5574 9024 6073 61

Local #404 115 Progress Ave. Springfield, MA 01101 USPS Tracking #420 01104 9121 0385 5574 9045 5788 86	Local # 445 P. O. Box 2097 Newburgh, NY 12550 USPS Tracking #420 12550 9121 0385 5574 9056 0646 44
Local #449 2175 Williams Street Buffalo, NY 14206 USPS Tracking #420 14206 9121 0385 5574 9014 1216 55	Local # 509 (Columbia) 1213 State Street Cayce, SC 29033 USPS Tracking #420 29033 9121 0385 5574 9035 0931 77
Local #529 129 E. Chemung PL. Elmira, NY 14904 USPS Tracking #420 14904 9121 0385 5574 9097 7235 24	Local #560 707 Summit Ave., Fifth Floor Union City, NJ 07087 USPS Tracking #420 07087 9121 0385 5574 9055 7804 84
Local #592 3705 Carolina Ave. Richmond, VA 23222 USPS Tracking #420 23222 9121 0385 5574 9087 4219 70	Local # 597 PO Box 277, Quarry Hill Rd. South Barre, VT 05670-0277 USPS Tracking #420 05670 9121 0385 5574 9077 0362 17
Local # 633 P.O. Box 870 Manchester, NH 03105 USPS Tracking #420 03105 9121 0385 5574 9056 0646 99	Local #639 3100 Ames Place NE Washington DC 20018 USPS Tracking #420 20018 9121 0385 5574 9066 5504 58
Local #653 4-A Hampden Drive South Easton, MA 02375-1158 USPS Tracking #420 02375 9121 0385 5574 9108 4935 38	Local #676 101 Crescent Blvd. Collingswood, NJ 08108-2999 USPS Tracking #420 08108 9121 0385 5574 9150 4365 76
Local #677 1871 Baldwin St. Waterbury, CT 06706 USPS Tracking #420 06706 9121 0385 5574 9066 5505 02	Local #687 14 Elm St. Potsdam, NY 13676 USPS Tracking #420 13676 9121 0385 5574 9035 0932 21
Local #693 41 Howard Avenue Binghamton, NY 13904 USPS Tracking #420 13904 9121 0385 5574 9056 0647 43	Local #701 2003 US Route #130, Suite B N. Brunswick, NJ 08902 USPS Tracking #420 08902 9121 0385 5574 9129 4650 57
Local #707 14 Front St. Hempstead, NY 11550 USPS Tracking #420 11550 9121 0385 5574 9014 1217 09	Local #764 450 Beaver Street Milton, PA 17847 USPS Tracking #420 17847 9121 0385 5574 9003 6359 41
Local #771 1025 N. Duke Street Lancaster, PA 17602 USPS Tracking #420 17602 9121 0385 5574 9024 3232 09	Local # 773 1345 Hamilton St. Allentown, PA 18102 USPS Tracking #420 18102 9121 0385 5574 9118 9792 99
Local # 776 2552 Jefferson St. Harrisburg, PA 17110 USPS Tracking #420 17110 9121 0385 5574 9077 0362 62	Local #822 PO 12673 Norfolk, VA 23541 USPS Tracking #
Local #833 230 West Dunklin Jefferson City, MO 65101 USPS Tracking #	Local #992 10312 Remington Dr. Hagerstown, MD 21740 USPS Tracking #420 21740 9121 0385 5574 9098 0486 64

SOUTHERN REGION LOCAL UNIONS -13 locals

<p>Local #217 621 Old Hickory Blvd. Suite 8 Jackson, TN 38305 USPS Tracking #420 38305 9121 0385 5574 9129 5059 44</p>	<p>Local #402 2208 E. 2nd St. Muscle Shoals, AL 35661 USPS Tracking #420 35661 9121 0385 5574 9139 9917 06</p>
<p>Local #480 PO Box 100230 Nashville, TN 37224-0230 USPS Tracking #420 37224 9121 0385 5574 9077 0771 42</p>	<p>Local #519 2306 Montclair Ave. Knoxville, TN 37917 USPS Tracking #420 37917 9121 0385 5574 9108 5344 22</p>
<p>Local #528 2540 Lakewood Ave., SW Atlanta, GA 30315 USPS Tracking #420 30315 9121 0385 5574 9150 4774 63</p>	<p>Local #549 2857 Highway 11 - W Blountville, TN 37617-3607 USPS Tracking #420 37617 9121 0385 5574 9087 5629 04</p>
<p>Local #568 920 Grimmet Dr Shreveport, LA 71107 USPS Tracking #420 71137 9121 0385 5574 9119 0201 81</p>	<p>Local # 612 50 Bagby Drive, P.O. Box 19008 Birmingham, AL 35219 USPS Tracking #420 35219 9121 0385 5574 9160 9632 22</p>
<p>Local #667 796 E. Brooks Ave. Memphis, TN 38116 USPS Tracking #420 38116 9121 0385 5574 9087 2377 65</p>	<p>Local #728 2540 Lakewood Ave., S.W. Atlanta, GA 30315 USPS Tracking #420 30315 9121 0385 5574 9066 5913 83</p>
<p>Local #878 P.O. Box 190070 Little Rock, AR 72219 USPS Tracking #420 72219 9121 0385 5574 9108 5344 60</p>	<p>Local #891 2560 Valley St. Jackson, MS 39204 USPS Tracking #420 39204 9121 0385 5574 9119 0202 28</p>
<p>Local # 991 S. Broad Street Mobile, AL 36602-1109 USPS Tracking #420 36602 9121 0385 5574 9045 2947 24</p>	

General Provisions

The 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.

This Velocity Improvement Change of Operations must be implemented simultaneously and is part and parcel to Roadway's Utility Employee 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 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.
- 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 Utility Employee 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 Velocity Improvement 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 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
 - Harrisburg, PA
 - Cincinnati, OH
 - Indianapolis, IN
 - Nashville, TN
- 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

Exhibit #1

Overall Driver Impact

<u>Gaining Locations</u>		(+)	<u>Losing Locations</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

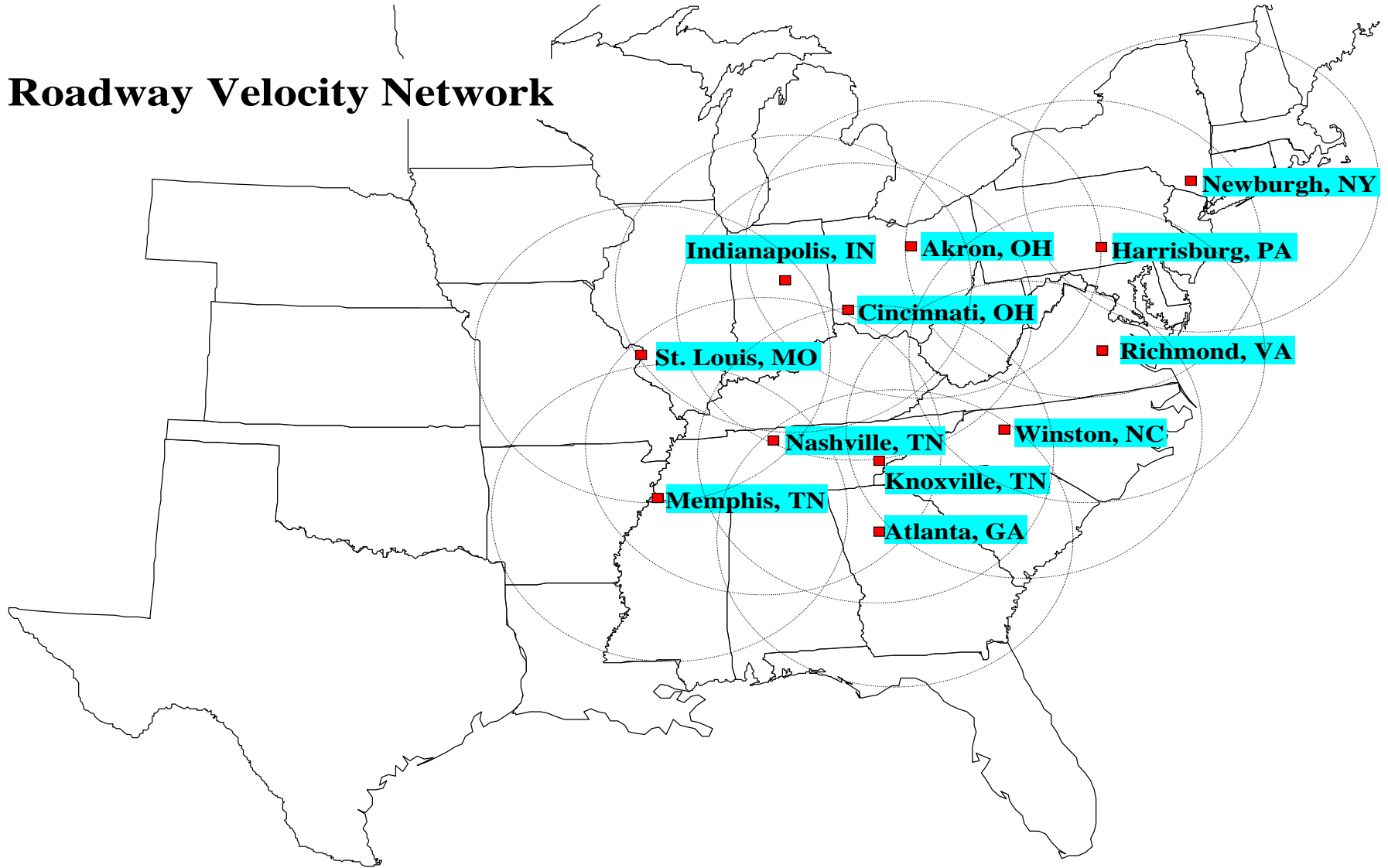
<u>Gaining Locations</u>	(+)	<u>Losing Locations</u>	(-)
Akron, OH	2	Atlanta, GA	-7
Knoxville, TN	21	Atlanta, GA – shuttle	-2
Memphis, TN	6	Buffalo, NY	-15
Newburgh, NY	40	Cincinnati, OH	-3
Richmond, VA	11	Columbus, OH	-18
St. Louis, MO	12	Harrisburg, PA	-36
		Indianapolis, IN	-3
		Meridian, MS	-8
		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

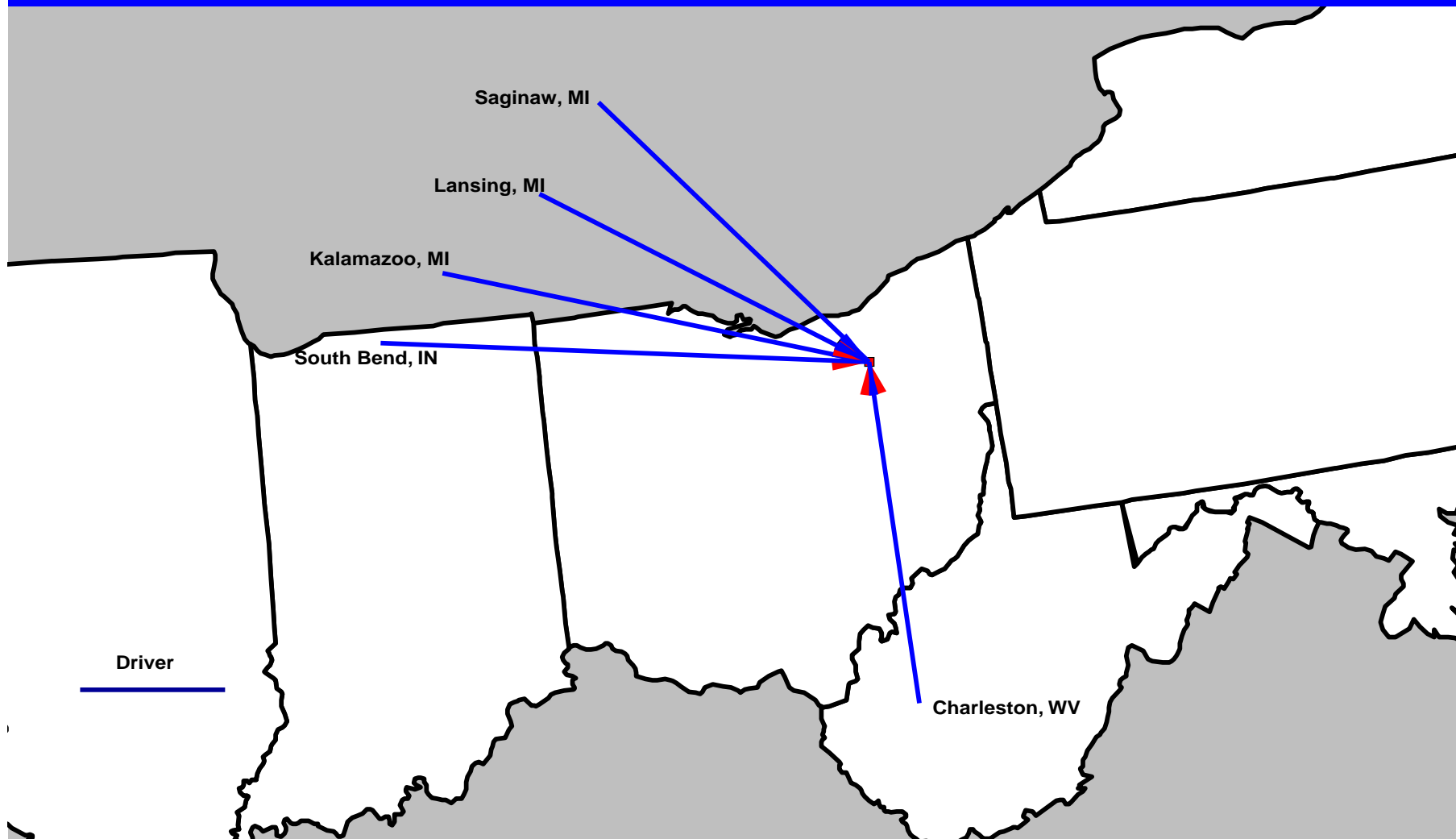
Overall Switcher Impact

<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

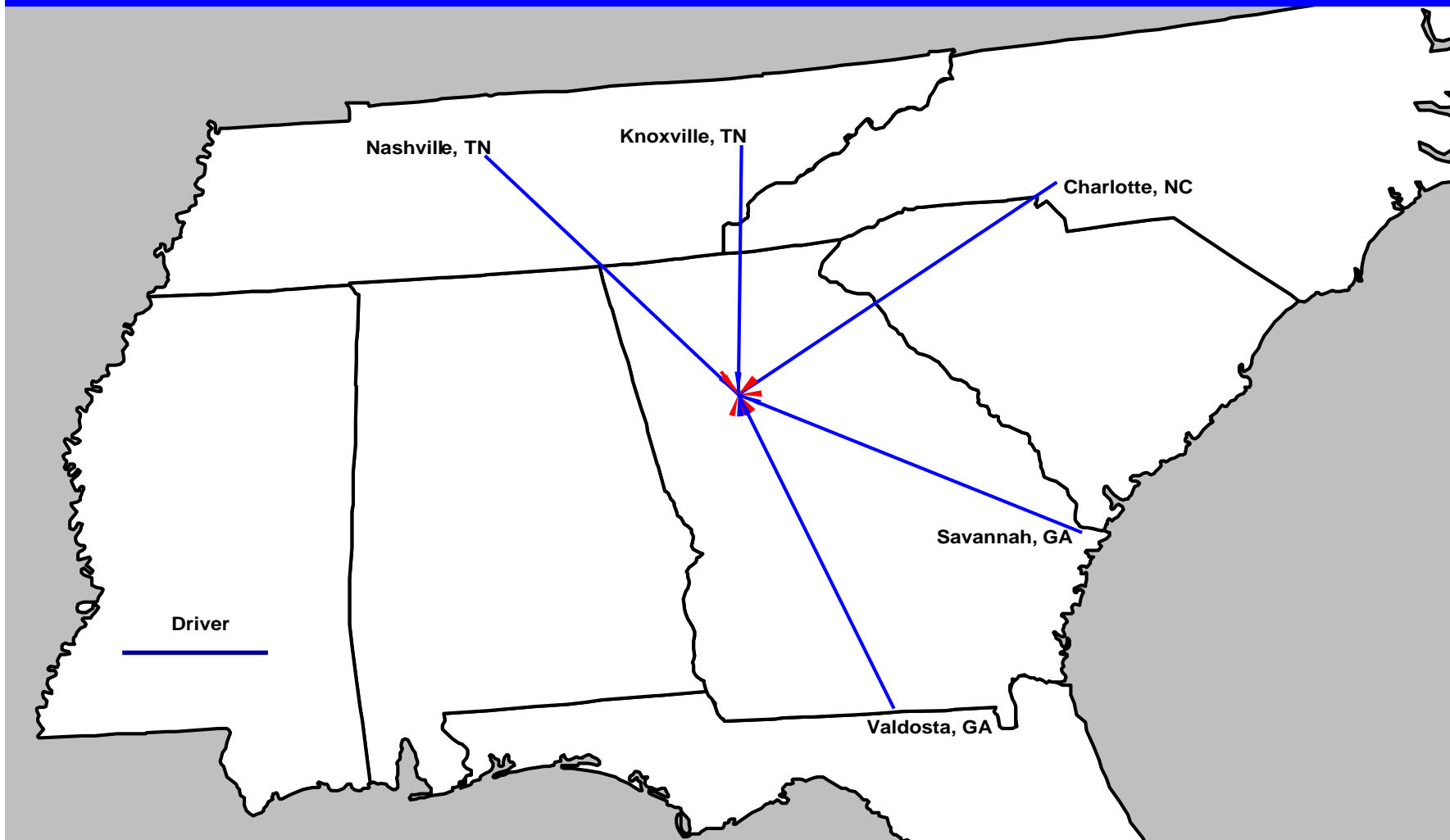


AKRON, OHVEL OCITY SORT HUB (Driver Flow)

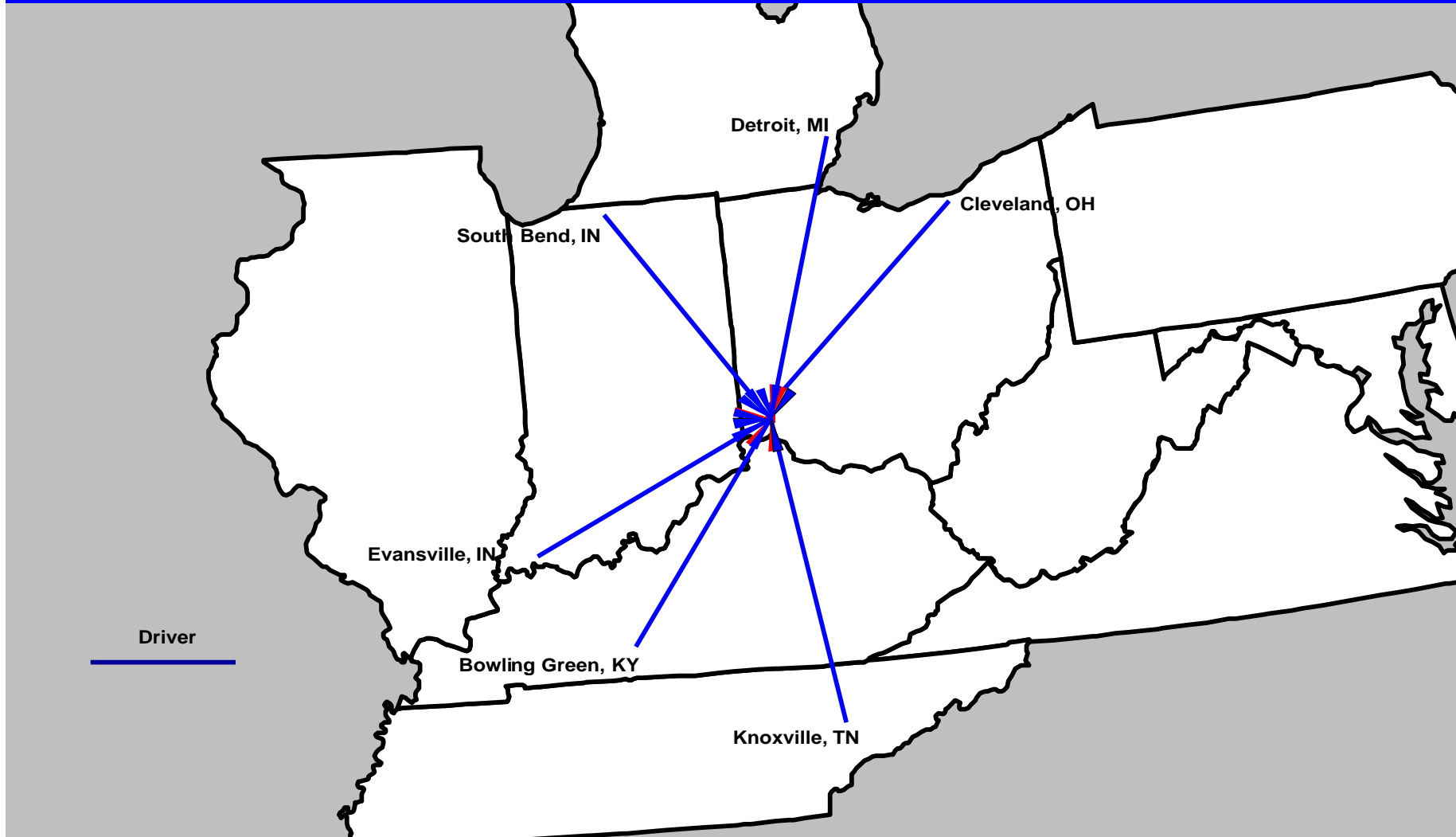


ATLANTA, GAVELO CITYSO RTHUB

(Driver Flow)

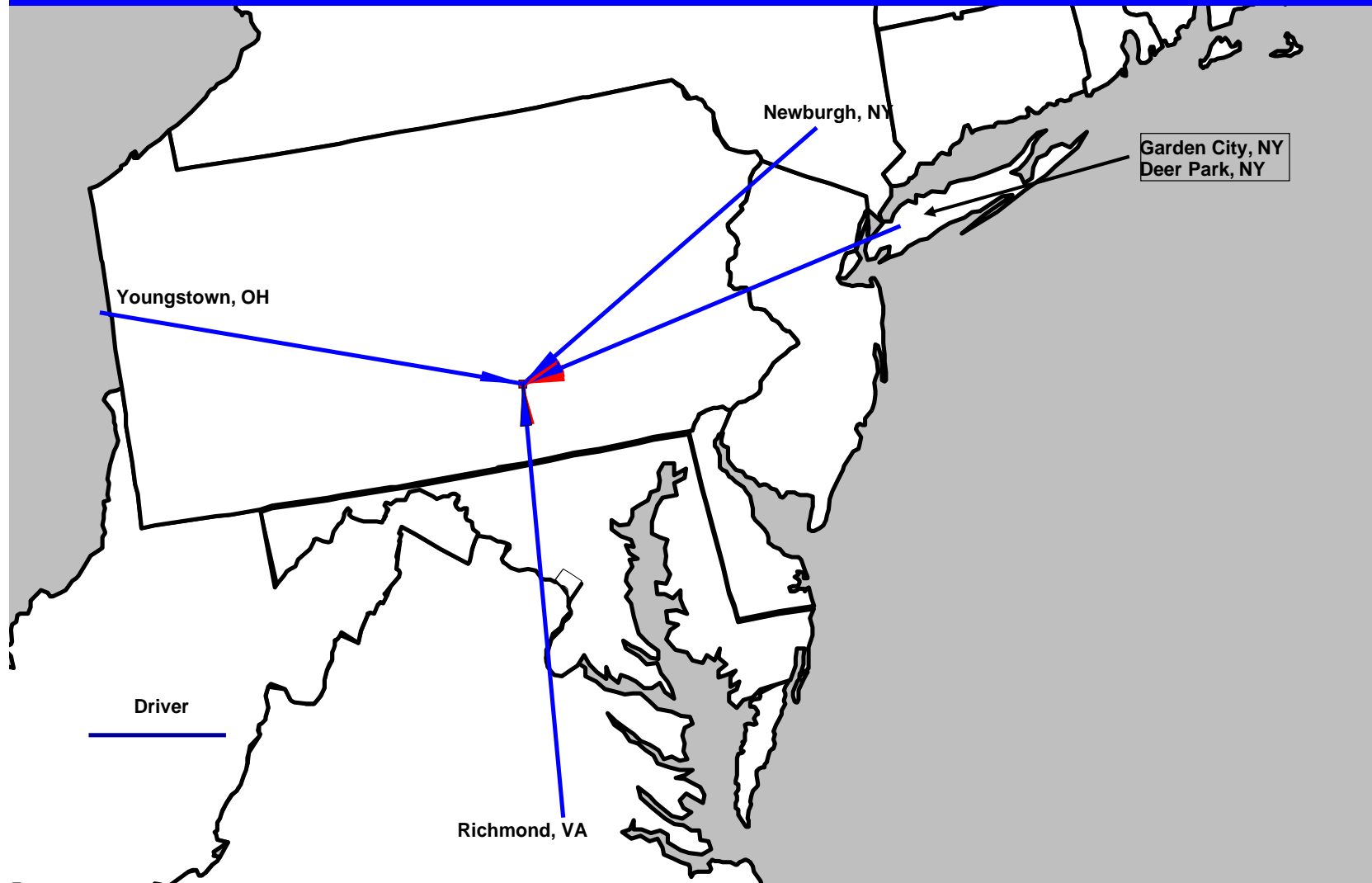


CINCINNATI, OHV ELOCITY SORTHUB (Driver Flow)



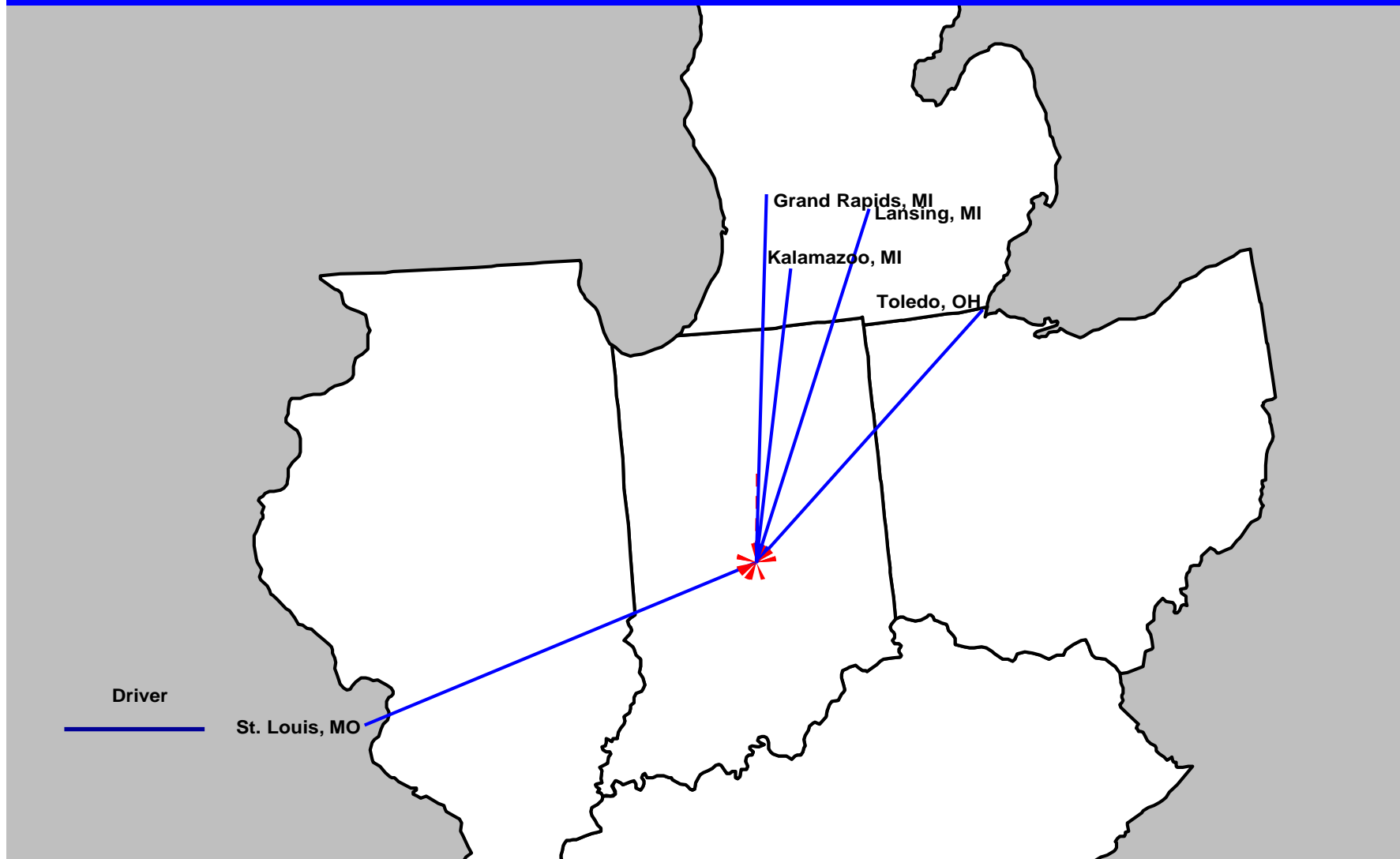
HARRISBURG, PA VELOCITY SORT HUB

(Driver Flow)



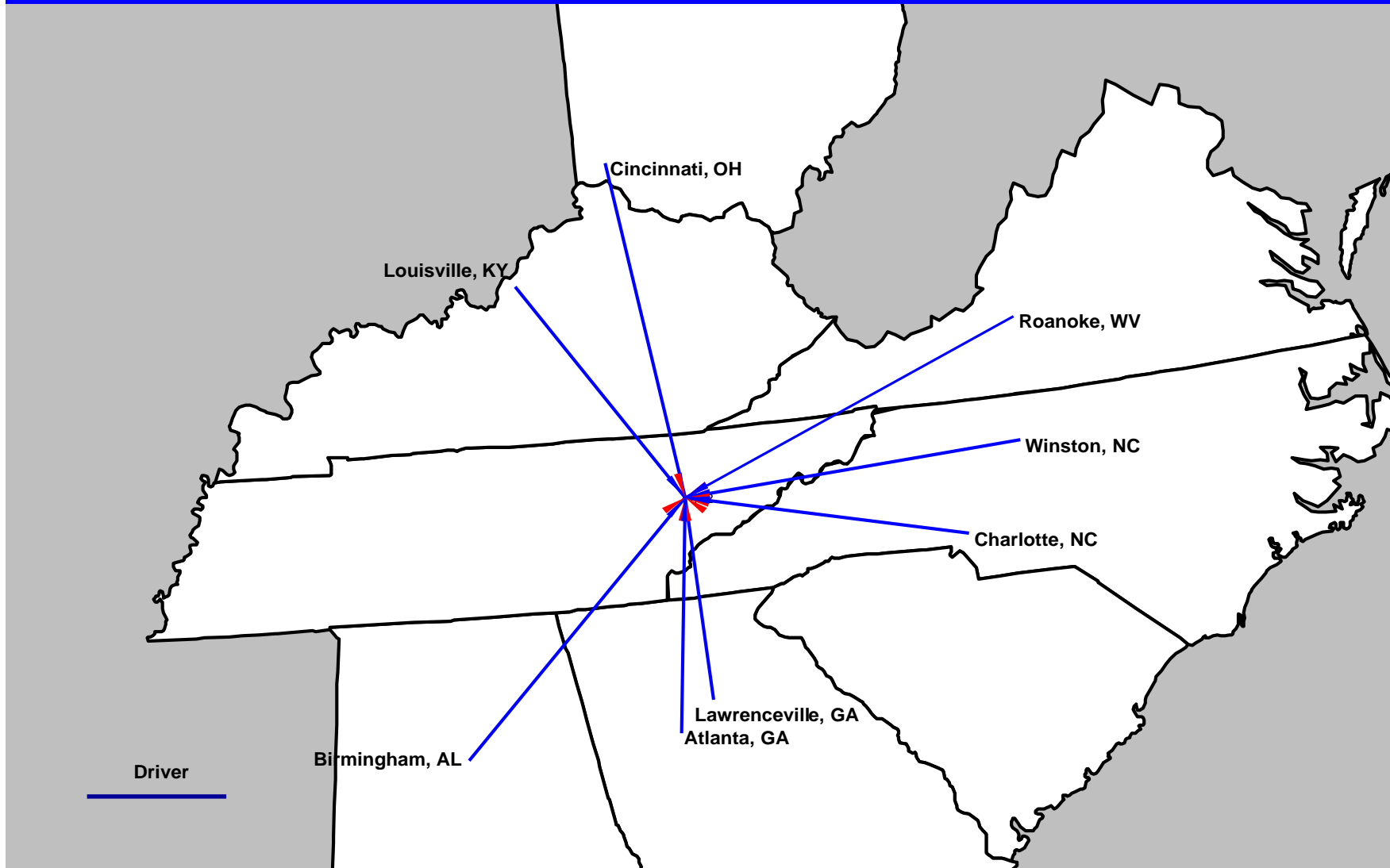
INDIANAPOLIS, IN VELOCITY SORT HUB

(Driver Flow)

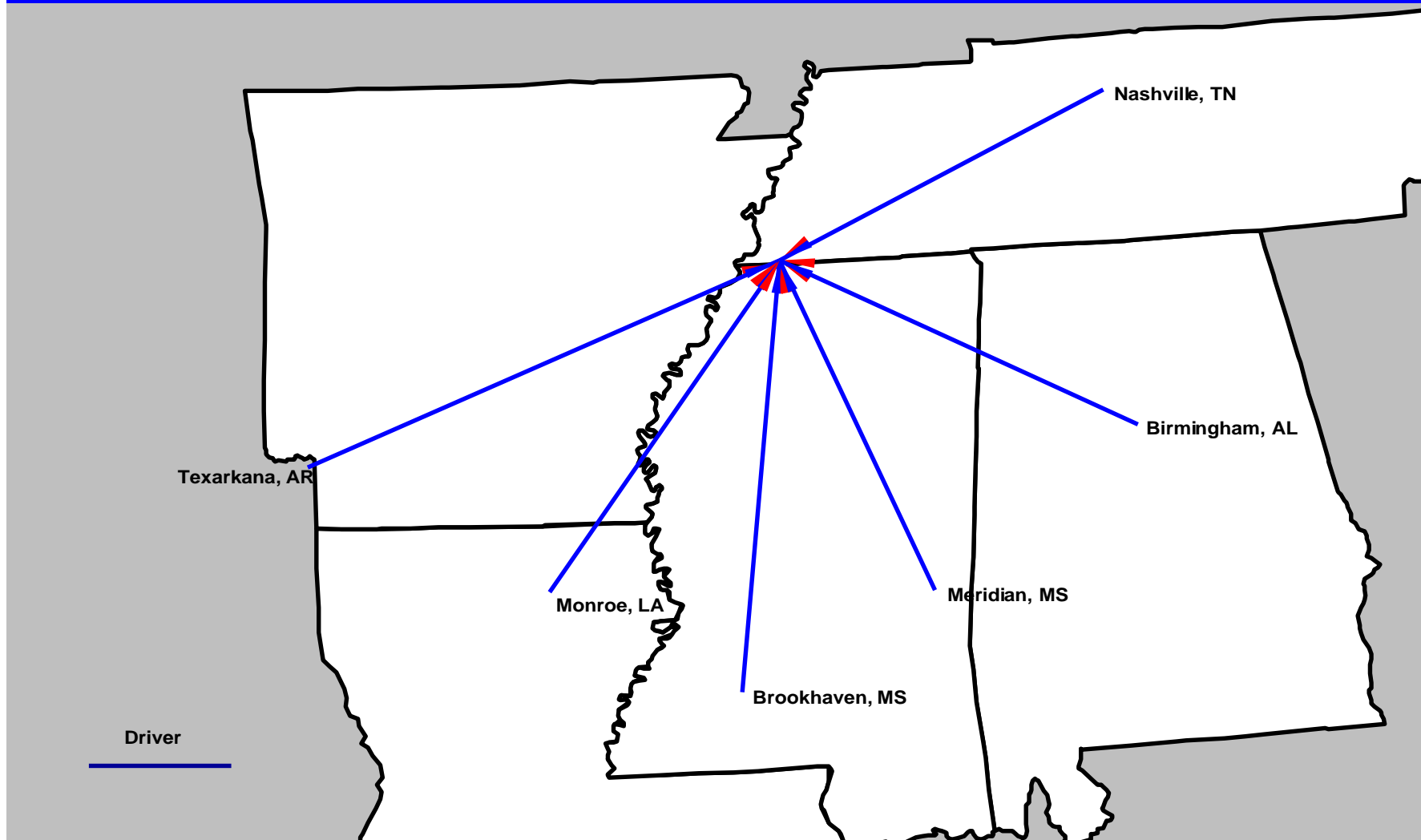


KNOXVILLE, TN VELOCITY SORT HUB

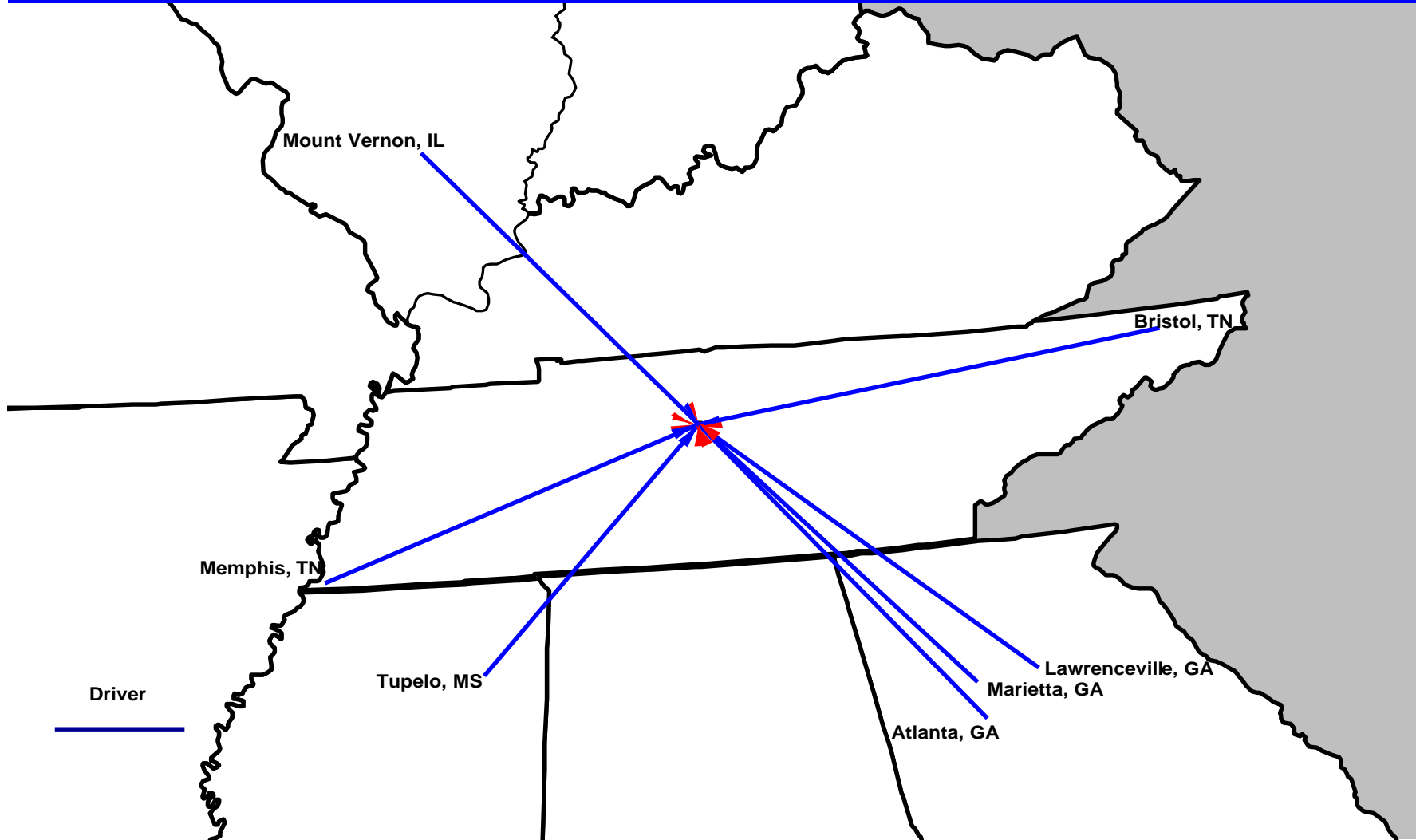
(Driver Flow)



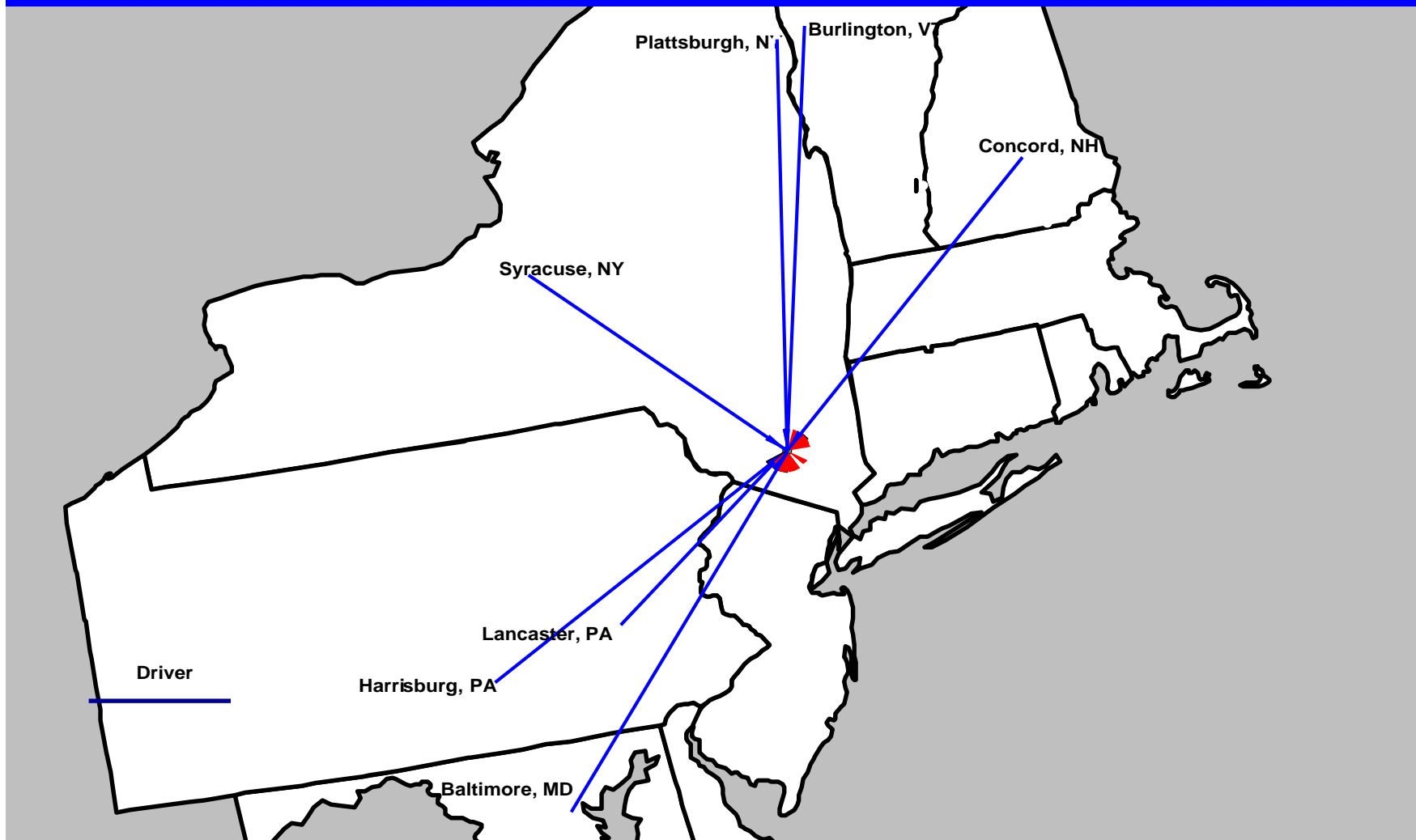
MEMPHIS, TN VELOCITY SORT HUB (Driver Flow)



NASHVILLE, TN VELO CITY SORT HUB (Driver Flow)

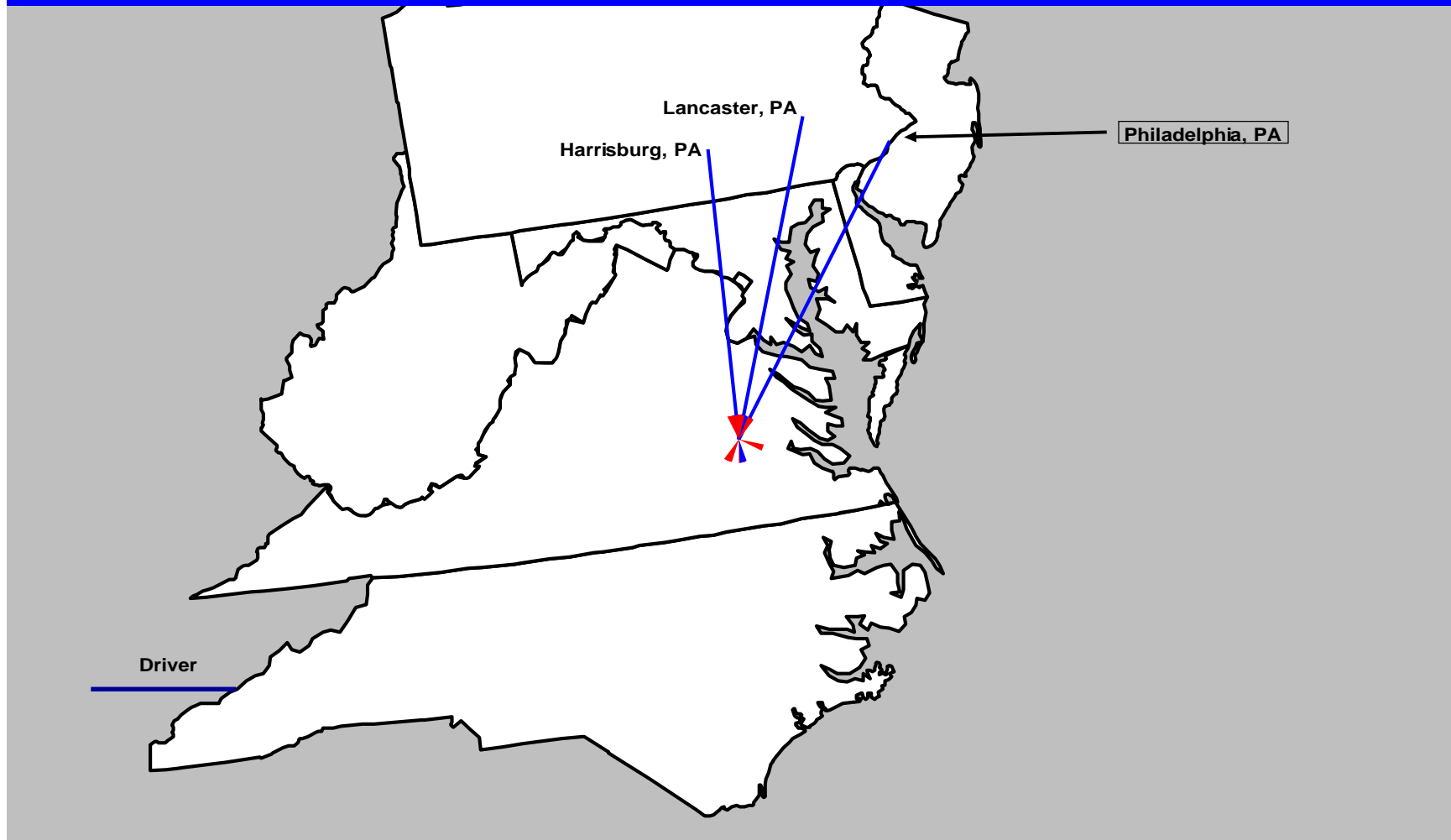


NEWBURGH, NY VELOCITY SORT HUB (Driver Flow)



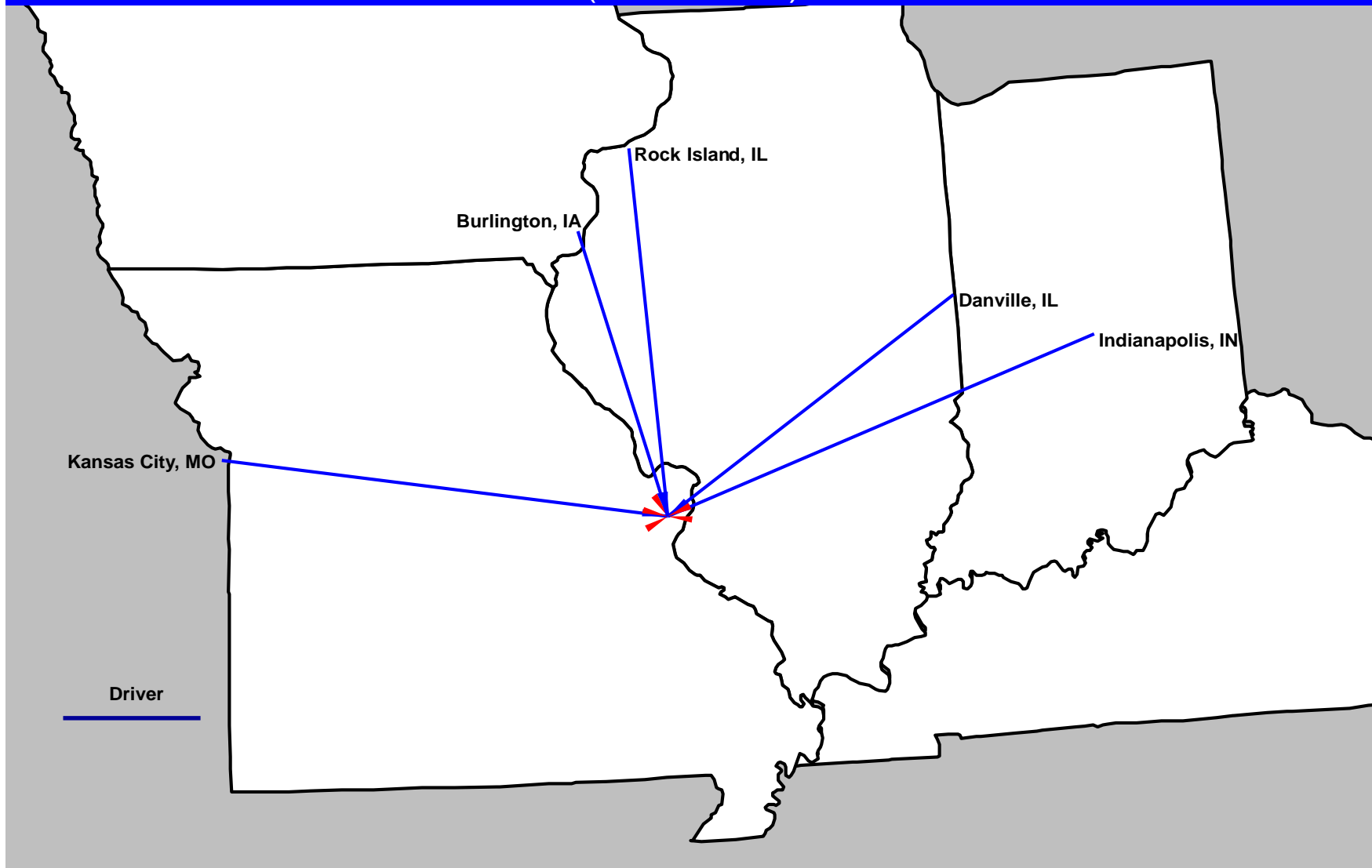
RICHMOND, VA VELOCITY SORT HUB

(Driver Flow)



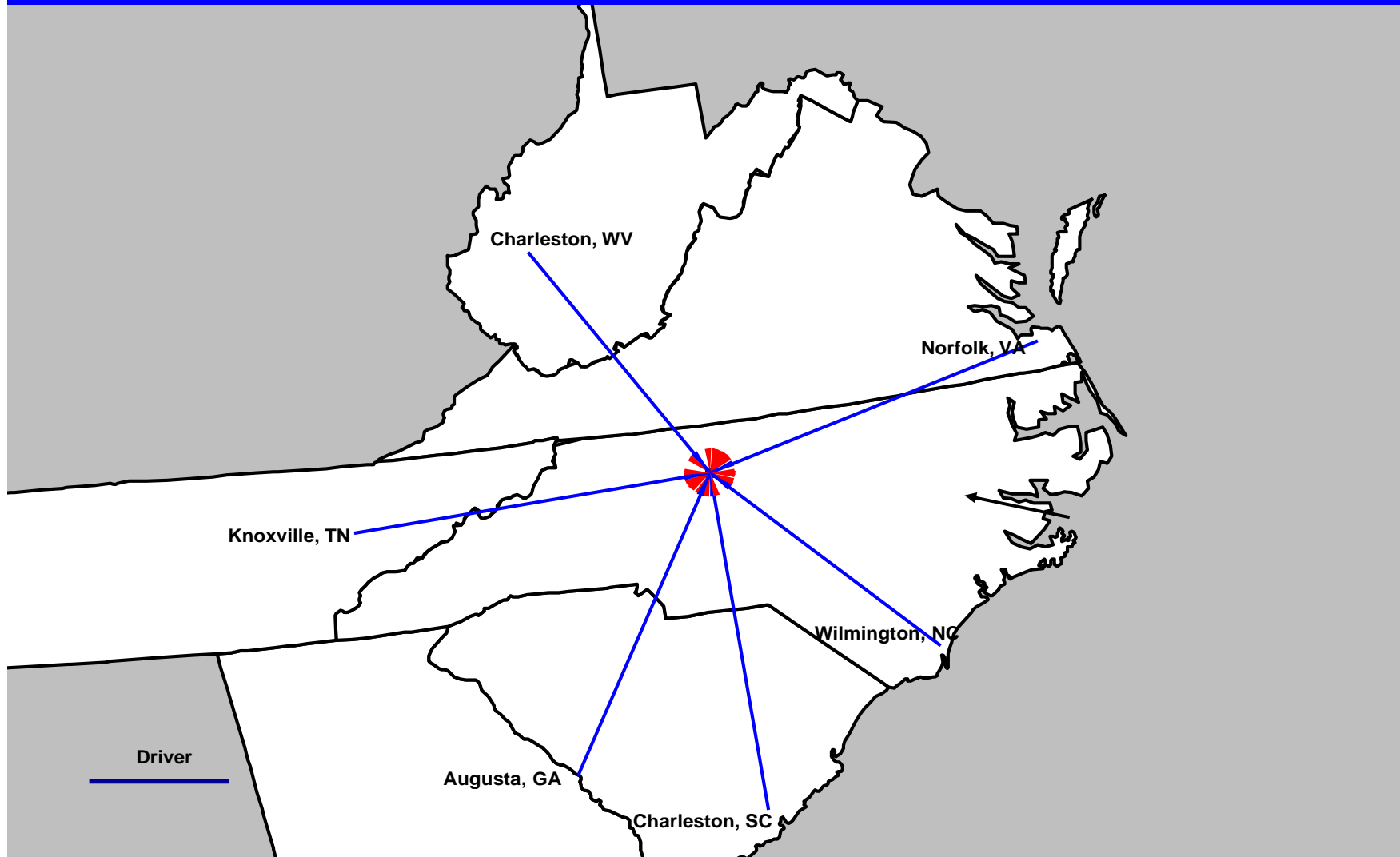
ST. LOUIS, MO VELOCITY SORT HUB

(Driver Flow)

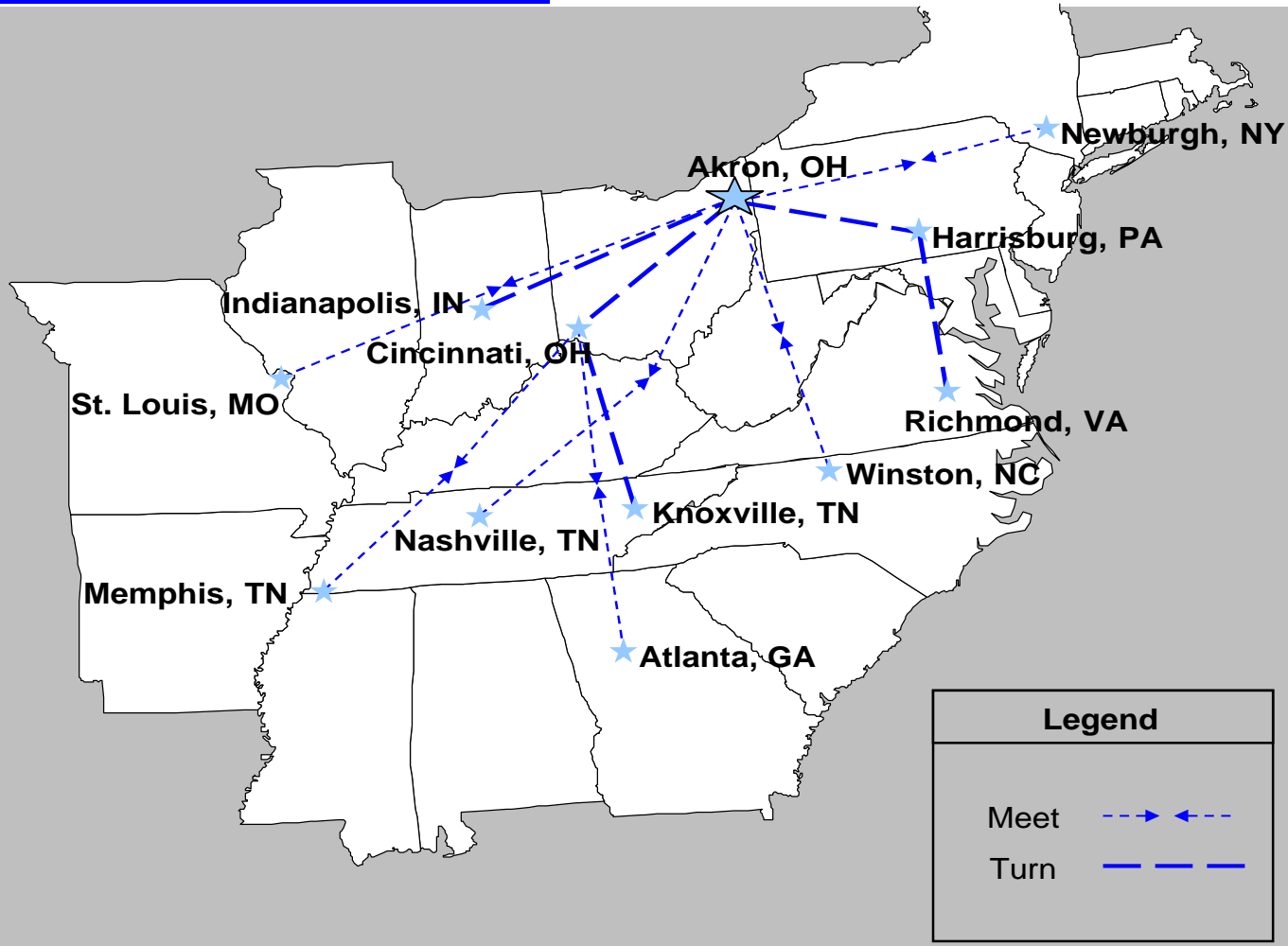


WINSTON, NC VELOCITY SORT HUB

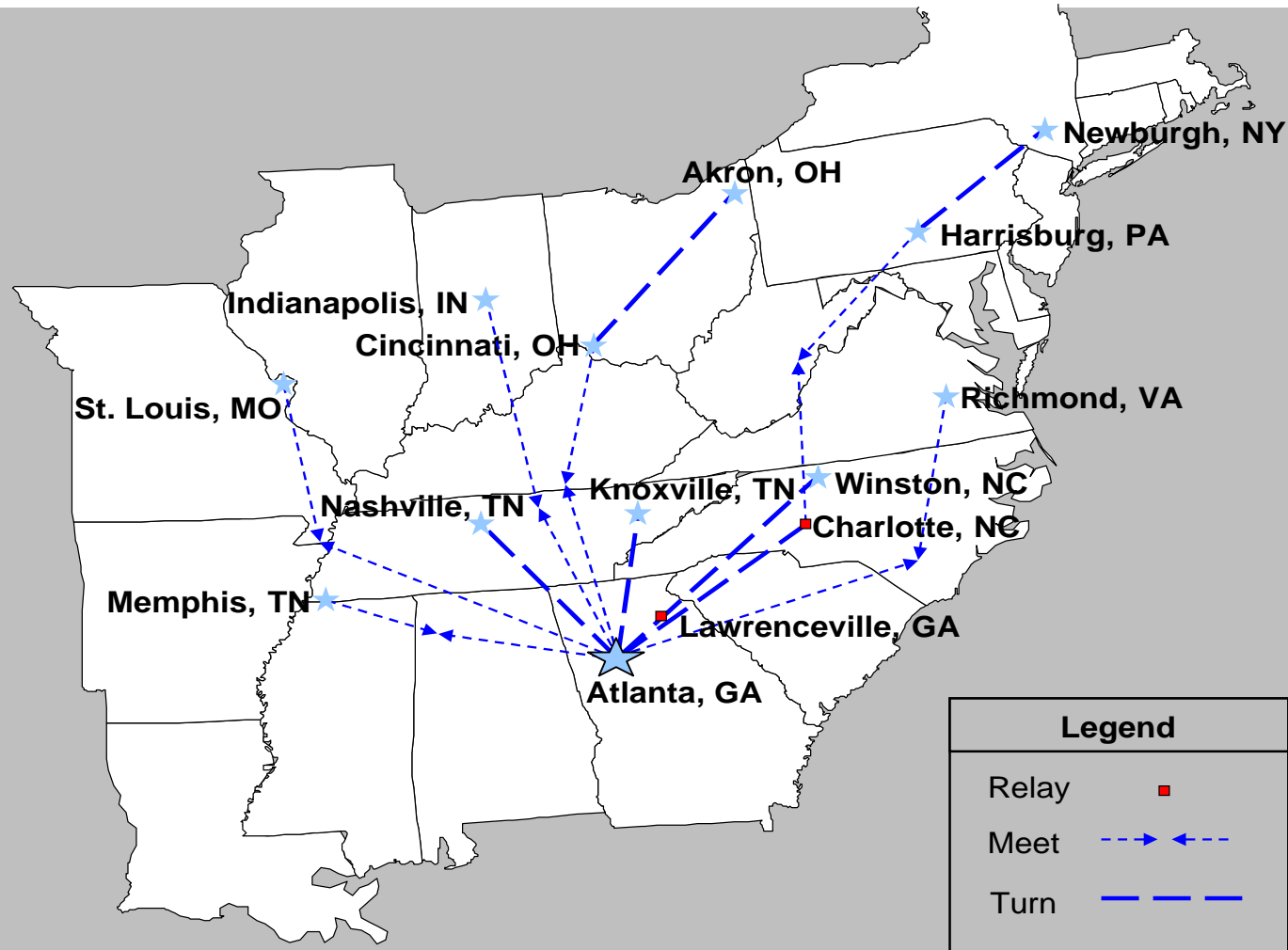
(Driver Flow)



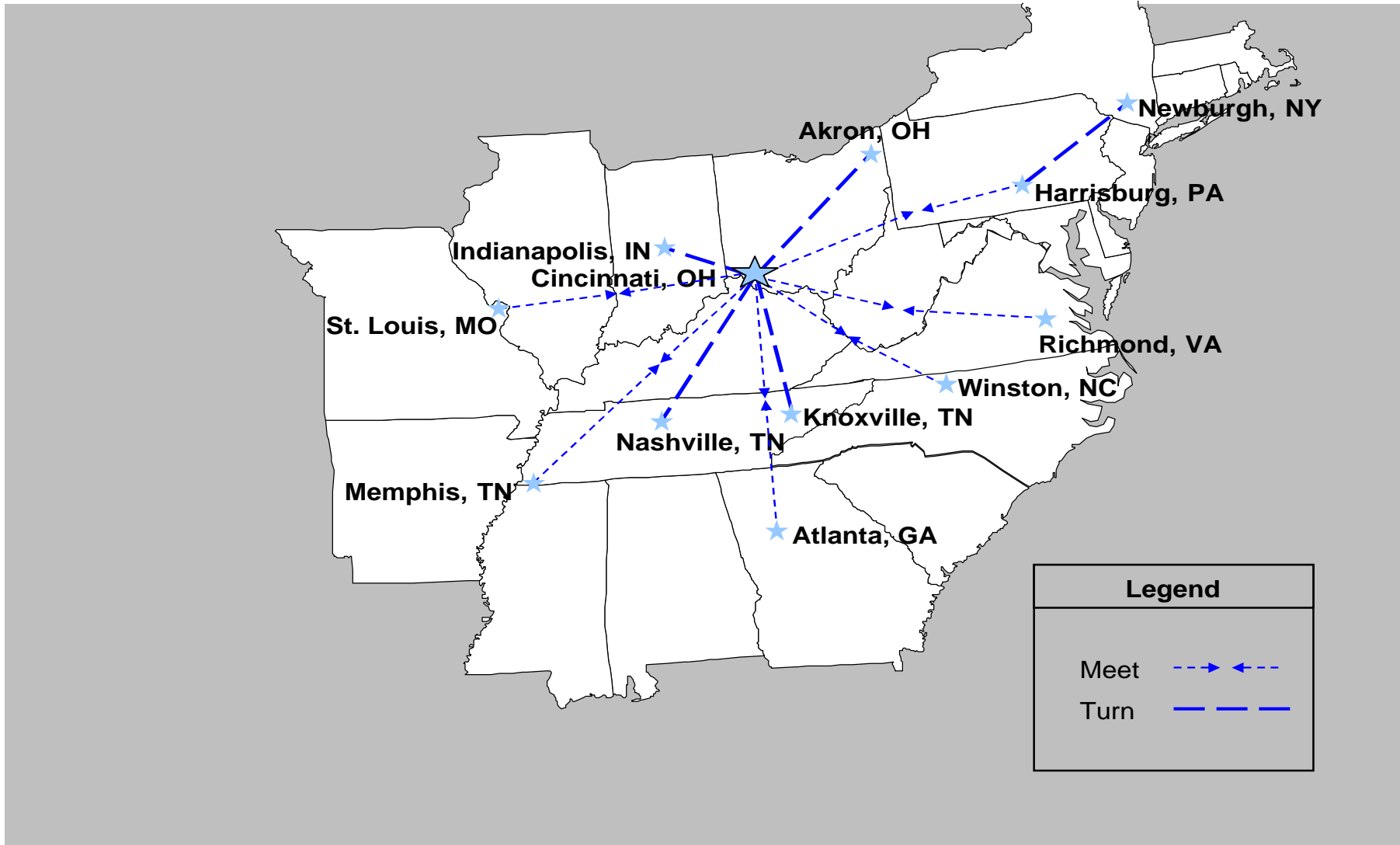
Akron, OH Velocity Sort Hub



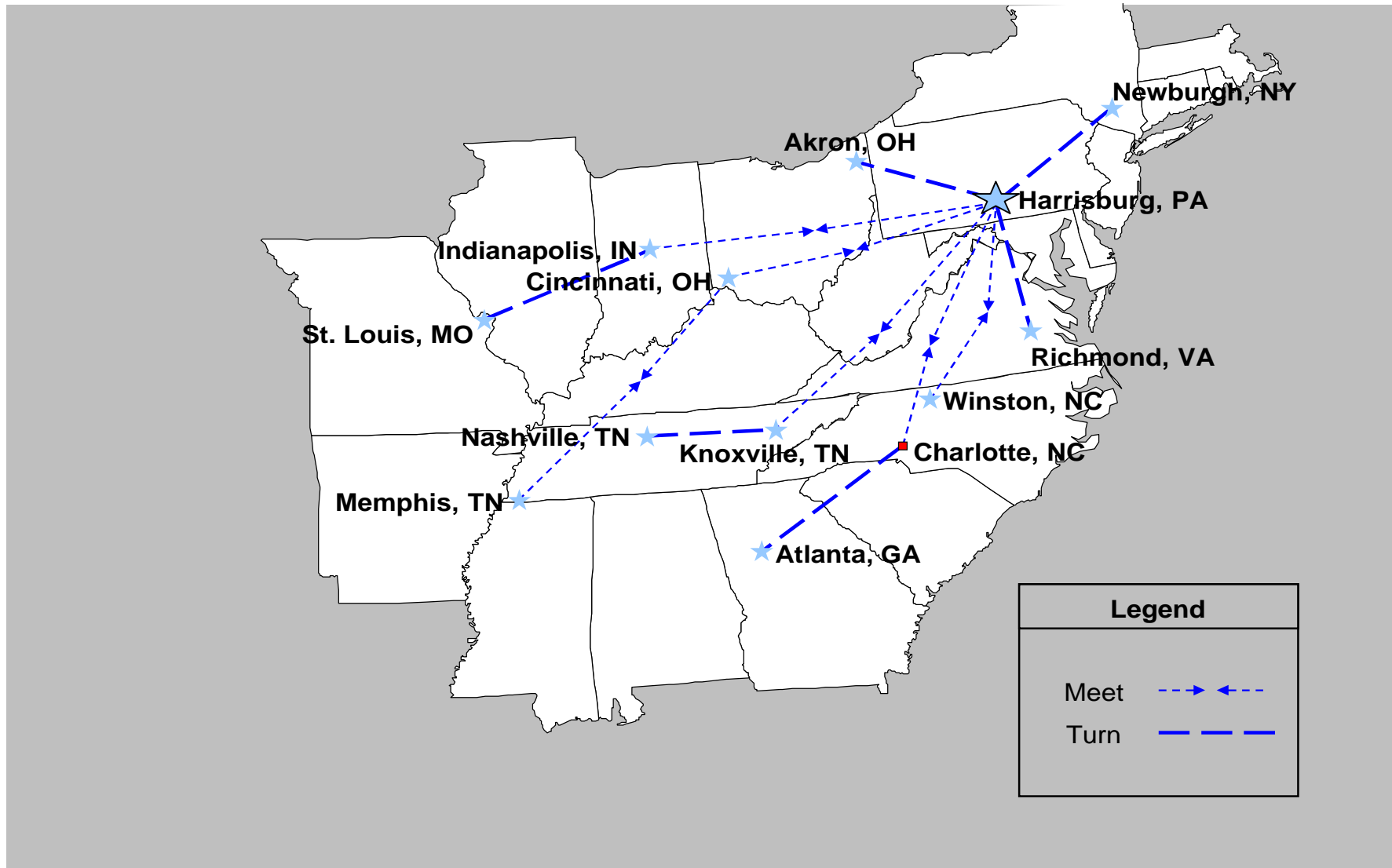
Atlanta, GA Velocity Sort Hub



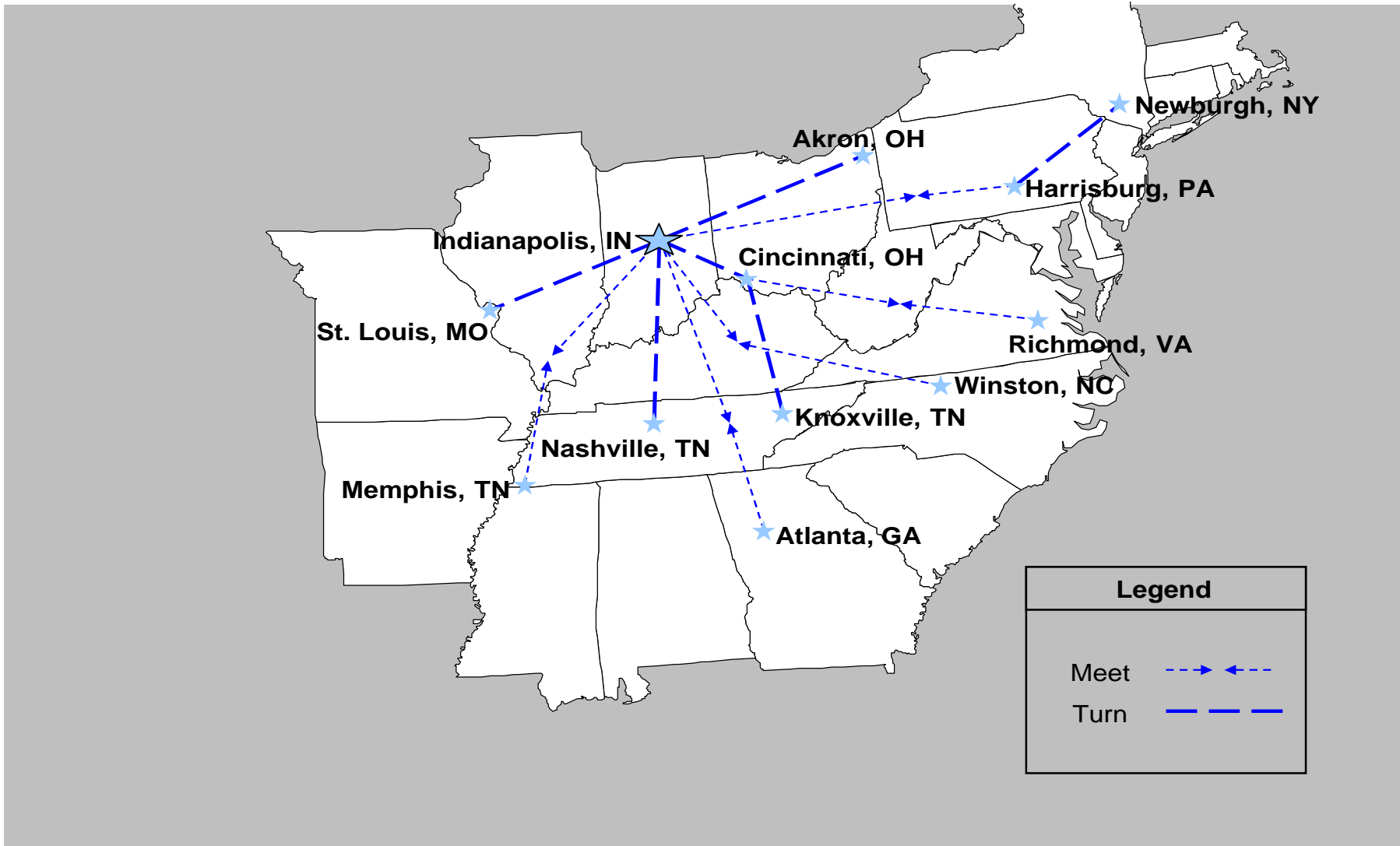
Cincinnati, OH Velocity Sort Hub



Harrisburg, PA Velocity Sort Hub



Indianapolis, IN Velocity Sort Hub



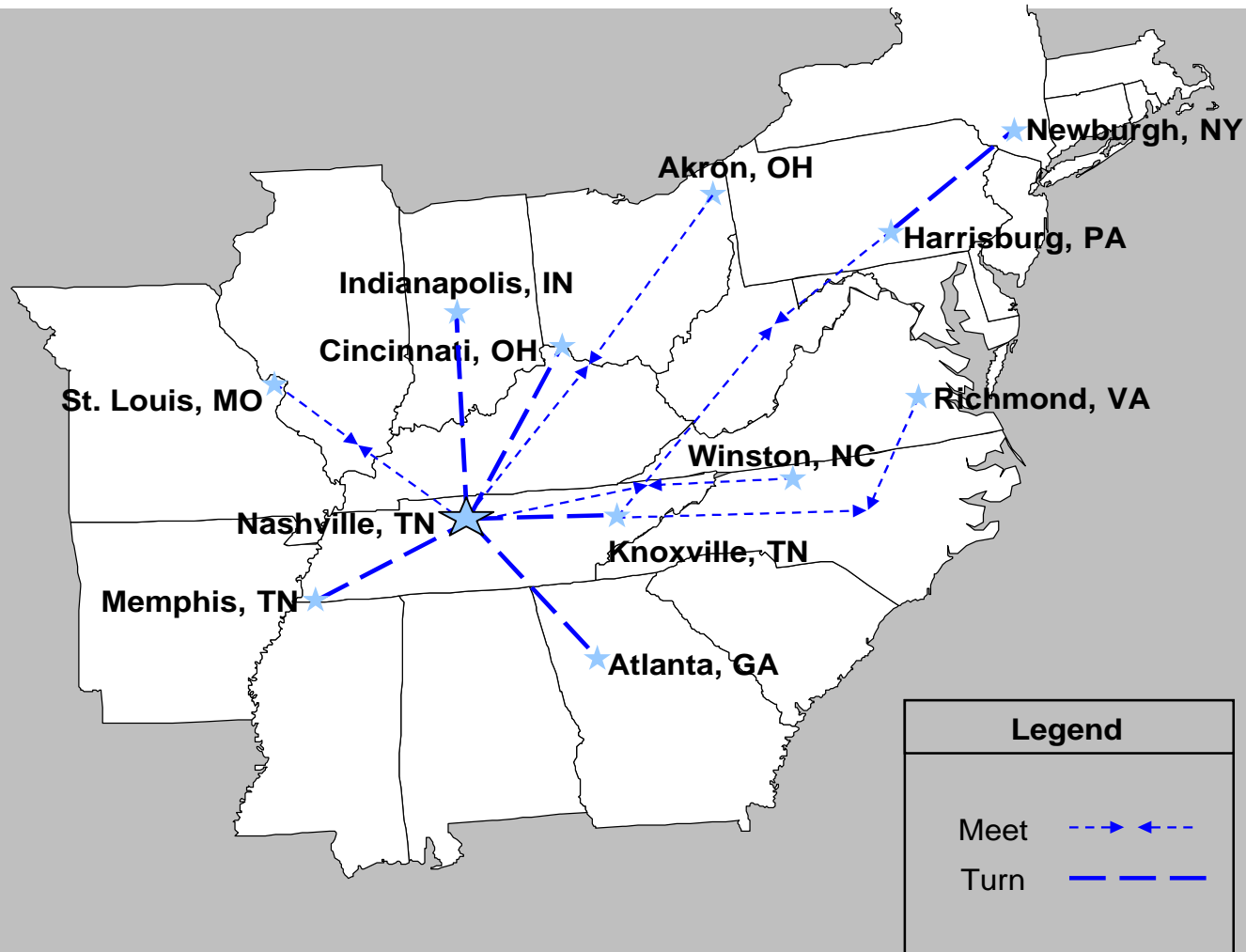
Knoxville, TN Velocity Sort Hub



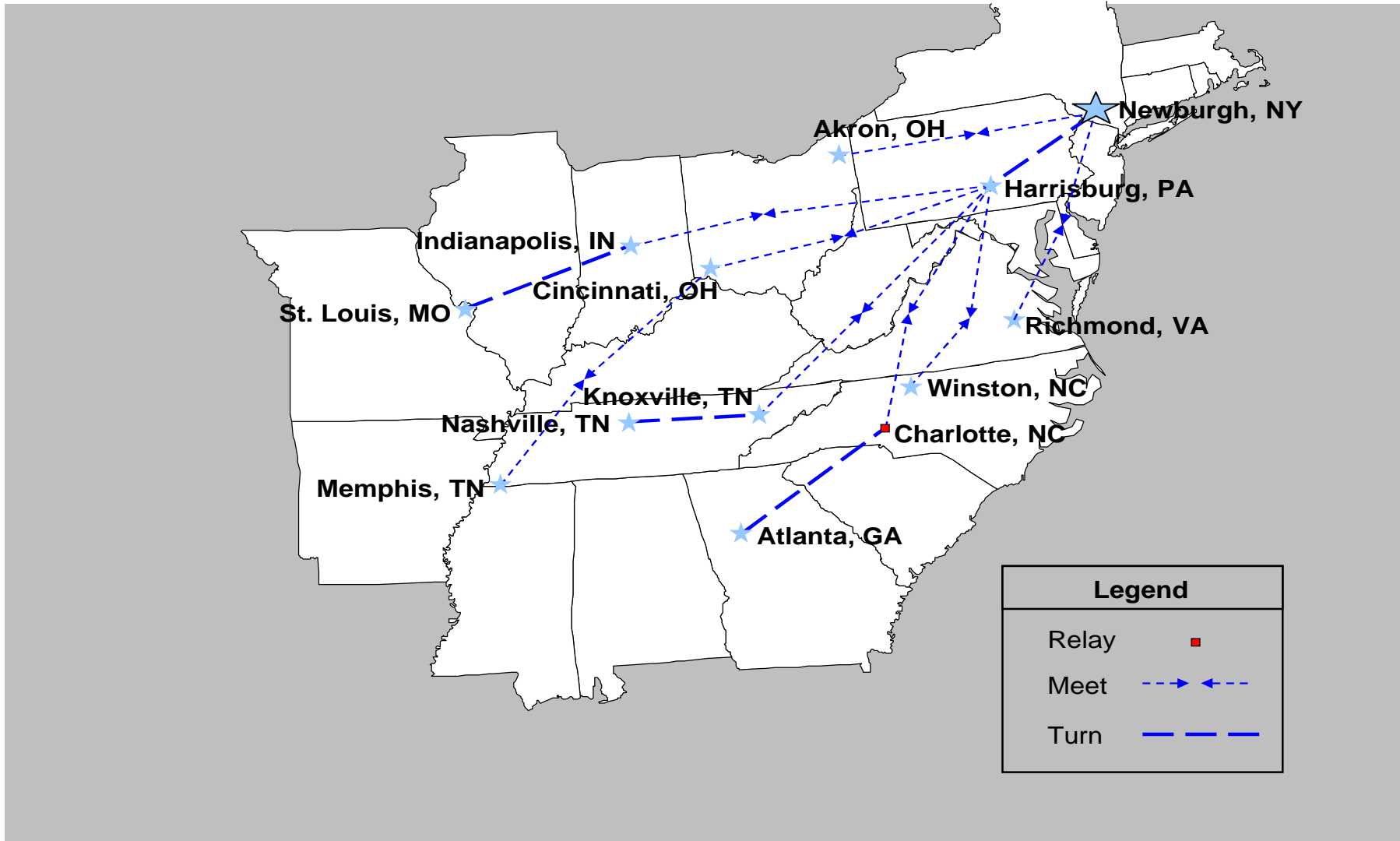
Memphis, TN Velocity Sort Hub



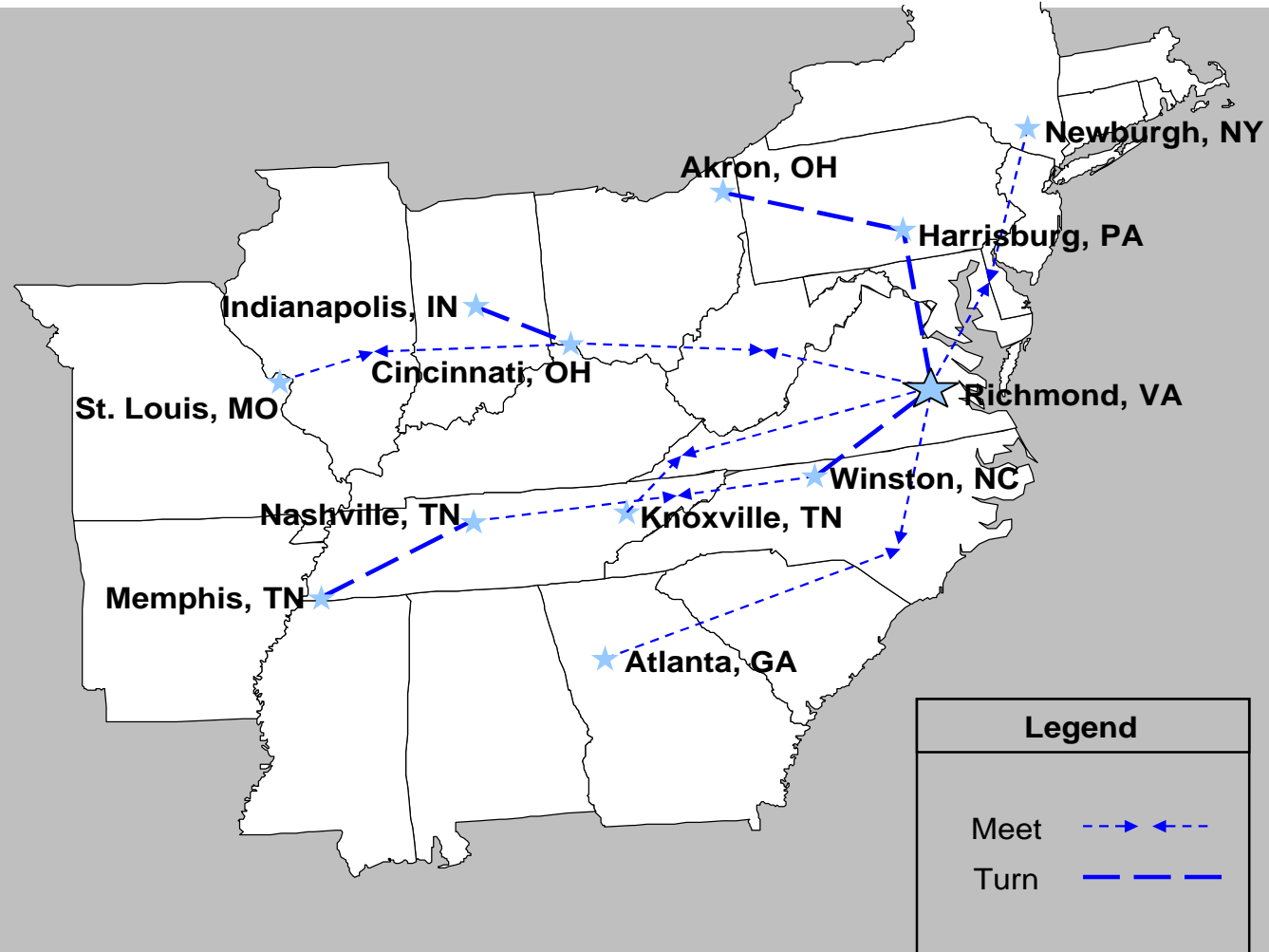
Nashville, TN Velocity Sort Hub



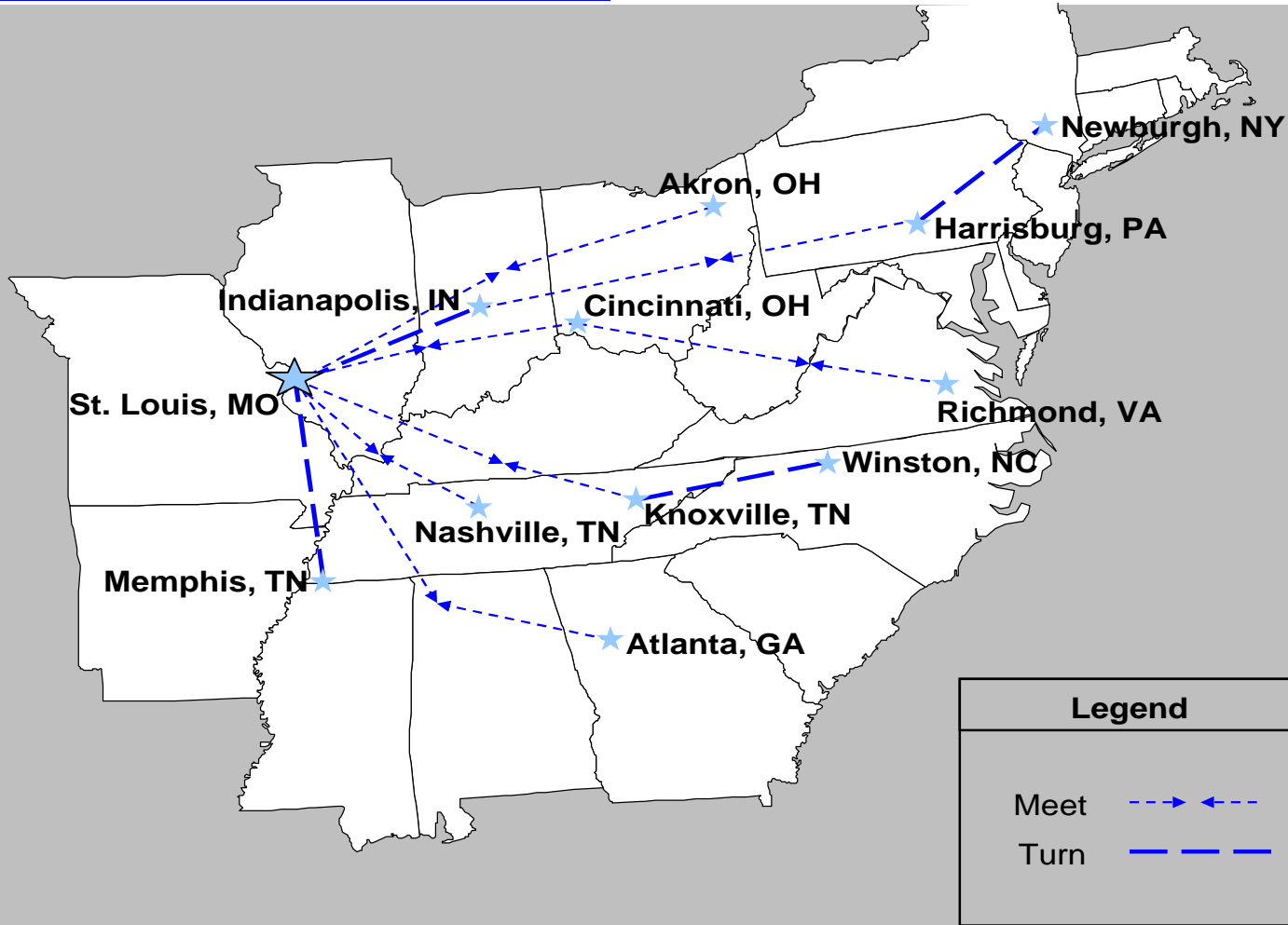
Newburgh, NY Velocity Sort Hub



Richmond, VA Velocity Sort Hub



St. Louis, MO Velocity Sort Hub



Winston, NC Velocity Sort Hub

