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March 31, 2007

VIA OVERNIGHT DELIVERY:

Attn: 1. General President James Hoffa, Jr.
2. General Executive Board
3. International Brotherhood of Teamsters
4. Teamsters National Automobile Transporters Industry Negotiating Committee
25 Louisiana Ave, NW
Washington, DC 20001

RE: The Yucaipa Companies / Upcoming Ballot / Inaccurate Literature

Dear Gentlemen:

This firm represents Teamsters Local 604. I write regarding more deceptive ballot literature provided by the IBT to its members. Specifically, your mailing and internet posting entitled "There is Only ONE Plan to Save Allied" contains several more misleading statements. Therefore, Local 604 demands that another written retraction and correction be sent to all affected members as soon as possible so that they can render fully-informed decisions based on complete and accurate information.

Preliminarily, and as I previously stated, Local 604 is not endorsing or supporting any bidder or "white knight," but merely seeks to ensure the right of all affected members to make a fully-informed and uncoerced decisions.

You inaccurately state that TDU, with whom the officers of Local 604 are not affiliated in any way, is spreading "misinformation" by "telling members that a different investor, Sopris, is offering a better deal." However, you fail to inform the affected members that Sopris is offering \$5 Million less concessions per year, totaling \$15 Million less concessions over the three year term. Informing the members that the Yucaipa plan is superior without disclosing that it requires \$15 Million more of concessions is misleading at best.

You inaccurately claim that there "is in fact one plan - the Yucaipa Teamster-Allied Joint Plan, and not two plans as TDU is trying to have you believe" and "There is NO Sopris plan." You deny the existence of the Sopris plan; however, that plan is attached hereto. You also expressly refer to the "Sopris Plan" in both your March 21, 2007 literature and on the second page of your new literature

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entitled "There is only ONE Plan to Save Allied." Thereby, you expressly acknowledge existence of the Sopris plan. It would have been accurate to state that only one plan has been filed with the bankruptcy court to date, but it is inaccurate and misleading to deny existence of a document which clearly exists.

You state that Sopris "can float a term sheet for the purpose of 'spoiling' the Yucaipa plan, and then offer nothing better (or nothing at all) in the future." This statement, without identifying any factual basis for such accusation, misleadingly implies that Sopris is likely to engage in such unethical conduct. To clarify this misleading accusation, please specifically immediately inform the members of any factual basis for such accusation or retract it.

You misleadingly make statements about the effect of debt on Allied without disclosing any proposed repayment plan or revenue stream. Please inform the members of all relevant economic factors, rather than simply criticizing potential debts in a vacuum.

Immediately after criticizing new \$200 to \$250 Million worth of debt which may or may not be taken on by Allied, you misleadingly state with approval, "the court granted a motion by Allied on March 26, 2007 to finance the company out of bankruptcy assuming the contract changes are approved." However, you fail to mention that the \$315 Million to be financed by Goldman Sachs Credit Partners, L.P., and approved by the bankruptcy court on March 26, 2007, is in fact debt financing, not equity financing.

You state that "[n]o one else" except Sopris and the shareholders supports the "Sopris plan." Preliminarily, again you expressly acknowledge existence of the "Sopris Plan," although you attempt to deny it in your literature. Also, you purport to speak for the members without polling them or even presenting them full and accurate information from which they may render informed decisions. The members need all the facts to render informed decisions, including the opportunity to fully consider and compare the Sopris plan and the terms of any other plan which may exist.

You inaccurately claim, "Sopris' terms demand the same concessions as in the Yucaipa plan." However, Sopris seeks \$5 Million less in concessions annually, totaling \$15 Million less concessions over three years. This is a highly important factor which should be disclosed to the member for their consideration.

You pose the question, "Isn't there a chance for a bidding war between Sopris and Yucaipa, like TDU says?," then you artfully dodge your own question with a misleading response. Obviously, this is because there is in fact a chance for a bidding war, which may benefit the members. Sopris has already proposed \$15 Million less concessions. Hence, the bidding war has already

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begun and should be permitted to develop. The facts should be disclosed to the members. Meanwhile, the method you endorse, specifically approval of the Yucaipa plan without consideration of any competing plan, eliminates any hope of a beneficial bidding process.

You again state that Sopris will not replace Allied's current management. However, Sopris' correction of your March 21, 2007 leaflet states, "The Sopris Plan **never** indicated that current owners would stay in place. In fact, Sopris would be the **new** majority owner and would elect a **new** Board of Directors. This new Board is expected to hire a new management team, including a new CEO who would replace Hugh Sawyer. **If you go to page 5 of the Sopris Plan, in Section C titled 'New Board of Directs and Management,' you will discover the truth**" (emphasis in original).

Your literature directs members to the wrong website for information regarding Sopris. This is both confusing and misleading to the members, especially considering that the website identified in your literature pertains to another company with a similar name which Sopris claims to be unaffiliated. Moreover, your arguments regarding Sopris' lack of financial capacity to invest the promised funds are based on information from the wrong company's website. Please correct this.

Please forward me a copy of the retraction and correction to be sent to the members.

Sincerely,

Mark Potashnick

Enclosure

cc: John Thyer
Independent Review Board