

WINSTON-SALEM, NC – LOCAL 391

Current Operation:

Winston-Salem is a distribution center and linehaul domicile handling some North to South lanes from the Northeast and Middle Atlantic States.

Proposed Operation:

Upon implementation of the load plan changes, Winston-Salem will have a decrease of approximately 1,301 shipments per week which will result in the loss of nine (9) positions from the distribution center.

Winston-Salem will further develop periodic loads, which will dispatch to HVXP locations. These will be handled by Road drivers as operational needs dictate and will be governed by our dispatch rules and practices.

Winston-Salem is also an HVXP location and may supplement the UEs on an as needed basis during the HVXP operation.

ATLANTA, GA – LOCAL 728

Current Operation:

Atlanta is a major North South Distribution Center for the Company and has a large linehaul domicile.

Proposed Operation:

Upon implementation of the load plan changes, Atlanta will have a decrease of approximately 398 shipments per week which will result in the loss of three (3) positions from the distribution center.

Atlanta will further develop periodic loads, which will dispatch to HVXP locations. These will be handled by Road drivers as operational needs dictate and will be governed by our dispatch rules and practices.

SOUTH CHICAGO, IL – LOCAL 710

Current Operation:

South Chicago is a major distribution center and linehaul domicile servicing primarily the Central States section of the country.

Proposed Operation:

Upon implementation of the load plan changes, South Chicago will have a decrease of approximately 727 shipments per week which will result in the loss of five (5) positions from the distribution center operation.

South Chicago will further develop periodic loads which will dispatch to HVXP locations. These will be handled by Road drivers as operational needs dictate and will be governed by our dispatch rules and practices.

LITTLE ROCK, AR – LOCAL 878

Current Operation:

Little Rock is a major distribution center and linehaul domicile servicing primarily the South Central section of the country.

Proposed Operation:

Upon implementation of the load plan changes, Little Rock will have a decrease of approximately 373 shipments per week. This will result in a loss of two (2) positions from the distribution center operation.

Little Rock will further develop periodic loads which will dispatch to HVXP locations. These will be handled by Road drivers as operational needs dictate and will be governed by our dispatch rules and practices.

Little Rock is also an HVXP location and may supplement the UEs on an as needed basis during the HVXP operation.

KANSAS CITY, MO – LOCAL 41

Current Operation:

Kansas City is a distribution center and linehaul domicile servicing primarily the Mid-West/Central section of the country.

Proposed Operation:

Upon implementation of the load plan changes, Kansas City will have a decrease of approximately 484 shipments per week which will result in the loss of three (3) positions from the distribution center operation.

Kansas City will further develop periodic loads which will dispatch to HVXP locations. These will be handled by Road drivers as operational needs dictate and will be governed by our dispatch rules and practices.

Kansas City is also an HVXP location and may supplement the UEs on an as needed basis, during the HVXP operation.

DALLAS, TX – LOCAL 745

Current Operation:

Dallas is a distribution center and linehaul domicile servicing primarily the Southwestern section of the country.

Proposed Operation:

Upon implementation of the load plan changes, Dallas will have an increase of 87 bills per week which calculates to an increase of one (1) position for the Dallas operation.

Dallas will further develop periodic loads which will dispatch to HVXP locations. These will be handled by Road drivers as operational needs dictate and will be governed by our dispatch rules and practices.

CURRENT AND PROPOSED OPERATIONS – EASTERN REGION

<u>Terminal Location</u>	<u>Local Union</u>	<u># of Additional UE Positions</u>
Buffalo, NY	Locals 375/449	1
Carlisle, PA	Local 776	1
Providence, RI	Local 251	1
Baltimore, MD	Local 355	2
Philadelphia, PA	Local 470	1
Charlotte, NC	Local 71	2
Dillon, SC	Local 71	1
Winston-Salem, NC	Local 391	1
Brockton, MA	Local 653	1
Brooklyn, NY	Local 707	2
Bay Shore, NY	Local 707	1
Vincentown, NJ	Local 470	1
Avenel, NJ	Local 560	2
Carlstadt, NJ	Local 560	1
Raleigh-Durham, NC	Local 391	1
Charleston, WV	Local 175	1
Wheeling, WV	Local 175	1
Dubois, PA	Local 110	1

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These Eastern Region terminals are all P&D local cartage locations with combination employees except for our Winston-Salem, NC DC. As a result of the load plan changes and the enhanced HVXP operations they will be involved in, each location will have **additional Utility Employee positions to fill**. Based on the provisions of Article 3, Section 7, these positions will be made available to be filled by those employees from the DCs that were holding positions that are being eliminated as a result of this change and the remaining positions will be filled by recalls from lay off or new hires as the operation grows.

We will offer the additional positions to qualified employees prior to implementation, as these positions will play an integral role at the end of line and HVXP locations in our new Regional initiative.

In the event there is a need to supplement the HVXP operations on any given day, we will provide that labor from the host HVXP terminal or additional UEs from participating terminals.

CURRENT AND PROPOSED OPERATIONS – CENTRAL REGION

<u>Terminal Location</u>	<u>Local Union</u>	<u># of Additional UE Positions</u>
St. Louis, MO	Local 600	2
Detroit, MI	Local 299	2
Milwaukee, WI	Local 200	1
Bedford, IL	Local 705	1
Indianapolis, IN	Local 135	1
Columbus, OH	Local 413	1
Cincinnati, OH	Local 100	1
Cape Girardeau, MO	Local 600	1
Omaha, NE	Local 554	1
South Bend, IN	Local 364	1
Aurora, IL	Local 179	2
Rockford, IL	Local 325	1
Fairfield, IA	Local 238	1
Des Plains, IL	Local 705	1
Pontiac, MI	Local 614	1
Terre Haute, IN	Local 135	1
Wichita, KS	Local 795	1
Champaign, IL	Local 26	1
Dayton, OH	Local 957	1
Lincoln, NE	Local 554	1
Des Moines, IA	Local 238	1
Racine, WI	Local 43	1
Sioux City, IA	Local 554	1

These Central Region terminals are all P&D local cartage operations that will have available additional UE positions as a result of this change of operations. As a result of the load plan changes and the enhanced HVXP operations they will be involved in, each location will have **additional Utility Employee positions to fill**. Based on the provisions of Article 3, Section 7, these positions

will be made available to be filled by those employees from the DCs that were holding positions that are being eliminated as a result of this change and the remaining positions will be filled by recalls from lay off or new hires, as the operation grows.

Fairfield, IA currently does not have any PSE/UEs approved from previous changes. The one position being offered in this change will be a newly established UE position.

We will offer the additional positions to qualified employees prior to implementation, as these positions will play an integral role at the end of line and HVXP locations in our new Regional initiative.

In the event there is a need to supplement the HVXP operations on any given day, we will provide that labor from the host HVXP terminal or additional UEs from participating terminals.

CURRENT AND PROPOSED OPERATIONS – SOUTHERN REGION

<u>Terminal Location</u>	<u>Local Union</u>	<u># of Additional U E Positions</u>
Shreveport, LA	Local 568	1
Memphis, TN	Local 667	2
Dallas, TX	Local 745	1
Dallas, TX	Local 745	1 DC position
Fort Worth, TX	Local 745	1
Houston, TX	Local 988	1
Nashville, TN	Local 480	2
West Palm Beach, FL	Local 769	1
Miami, FL	Local 769	2
Tampa, FL	Local 79	1
Jacksonville, FL	Local 512	1
Pensacola, FL	Local 991	1
Jackson, TN	Local 217	1
Greenville, MS	Local 891	1
Jackson, MS	Local 891	1
Tupelo, MS	Local 667	1
Rio Grande Val, TX	Local 657	1
Monroe, LA	Local 568	1
<u>Alexandria, LA</u>	<u>Local 568</u>	<u>1</u>

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These Southern Region terminals are P&D local cartage except for Dallas. As a result of the load plan changes and the enhanced HVXP operations they will be involved in, each location will have **additional Utility Employee** positions to fill and in Dallas, an additional DC position. Based on the provisions of Article 3, Section 7, these positions will be made available to be filled by those employees from the DCs that were holding positions that are being eliminated as a result of this change and the remaining positions will be filled by recalls from lay off or new hires, as the operation grows.

We will offer the additional positions to qualified employees prior to implementation, as these positions will play an integral role at the end of line and HVXP locations in our new Regional initiative.

In the event there is a need to supplement the HVXP operations on any given day, we will provide that labor from the host HVXP terminal or additional UEs from participating terminals.

CURRENT HIGH VELOCITY EXCHANGE POINT LOCATIONS

<u>HVXPs</u>	<u>Alpha</u>	<u>Numeric</u>	<u>Off-Site</u>
Shreveport, LA	SHV	006	No
Moline, IL	MLI	015	No
Indianapolis, IN	IND	050	No
Winston-Salem, NC	WNS	051	No
Greenville-Sptbg., SC	GSP	055	No
Akron, OH	AKR	060	No
Louisville, KY	LOU	069	No
Birmingham, AL	BHM	084	No
Lafayette, LA	LAF	098	No
South Bend, IN	SBD	106	No
Scranton-Wilkes Barre, PA	SWB	184	No
Carlisle, PA	CAR	042	No
Orlando, FL	ORL	222	No
Kansas City, MO	KCI	003	No
Little Rock, AR	LIT	004	No
Knoxville, TN	KTN	257	Yes
San Antonio, TX	STX	274	Yes
Greensburg, PA	GBG	310	No
Dayton, OH	DAY	064	No
Orange, CT	OCT	408	Yes
Macon, GA	MGA	418	Yes
Tomah, WI	TMA	464	Yes

(HVXP locations can change as operational needs dictate.)

IMPLEMENTATION

1. We will commence a gradual implementation on or about July 7, 2008.
2. This change will not alter any dispatch procedures or practices that may currently be established in any domicile unless specifically referenced in this change.
3. Nothing in this change is intended to violate any portion of the National Master Freight Agreement or its Supplements.
4. Current past practices in any transferring location will not follow successful bidders to their new locations.
5. As a result of this change involving Multiple Regions, the Company would like to propose a phone bid or will fill the vacancies as otherwise decided and directed by the Committee. Each Local Union involved in this change, as well as each ABF Branch Manager, has been provided copies of all applicable seniority lists. A copy of those lists will be posted next to a list of available positions, by location, the first Monday after notification of approval of this change and will remain posted until the bidding process has been completed. We will further provide pool bid sign up forms for each losing domicile in the event pool bidding is decided.
6. We would propose a cut off date of June 1, 2008 to determine active/layoff status unless otherwise ruled by this Committee.
7. In accordance with Article 3, Section 7, employees electing to transfer in this change must be CDL qualified with required endorsements.
8. As standardized in our PSE changes, in the event a UE opportunity exists between two UE denoted locations, the Company will utilize the most cost effective means to accomplish the required movement of freight. The determining factors the Company will use to evaluate and reach this decision will be to optimize timing and efficiency.

JUSTIFICATION

Everyone in our Industry is well aware that the **downturn** in business we saw surface in October of 2006 has had a dramatic impact on all freight carriers. We further recognize that whenever these downturns occur, we have to be prepared for **recovery** and **upturn**! Approval of this change of operations allows that for ABF.

ABF's *Regional Performance Model* has been one of the keys to our continual success. The Regional Market is twice the size of the National Market and, as such, demands our attention. Many new customers take advantage of our current regional product and many existing customers have expanded their business with us. Customers want to do business with a winner. ABF has never been a "pricing leader"; we have always espoused the need and demonstrated quality. Our safety record and claims prevention programs are the models for the Industry. In short, we have all the tools in place. Our network of terminals is positioned for and has the capacity for growth. With growth comes jobs.

Our **PSE Phase 1** involved 13 locations in the Northeast providing same day and next day service.

Our **PSE Phase 2** involved the entire Eastern Region.

Our **PSE Phase 3** brought in the Central and Southern Regions.

Our *PHASE 3.5* (this proposed change) enhances the entire operation by facilitating the reduction of transit times on 3-4 day lanes within this defined area. If we were to experience the same success in 3.5 that we did in Phases 1, 2 and 3, the results would be astounding and the Company and IBT will reap the benefits.

REQUEST TO PARTICIPATE IN TELEPHONE POOL BID

(DATE)

To: Branch Manager
Subject HVXP Change of Operations (change number)

I wish to participate in the above referenced phone bid to be held on _____. 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 above reference phone bid by providing a written proxy and elect to transfer to an available gaining terminal, 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 terminal where I was the 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: If this form is not filled out and submitted on or before 11:59 PM on _____, you will be considered as having elected not to participate in the above referenced bid. Should you have any questions concerning this bid you should contact your Branch Manager.