



March 18, 2009

Mr. James P. Iloff
President, International Brotherhood of Teamsters
25 Louisiana Ave. NW
Washington, DC 20001-2198

Mr. David Smith
President, TMI
566 El Dorado, Suite 101
Pasadena, CA 91101

Mr. Jim Roberts
President Emeritus, TMI
566 El Dorado, Suite 101
Pasadena, CA 91101

Gentlemen:

USF Holland is requesting an emergency Multi-Region Change of Operations hearing for March 25, 2009 in accordance with the terms of the National Master Freight Agreement. This Change of Operations request is to close, in their entirety, all operations at the Company locations in Albany, NY; Syracuse, NY; Philadelphia, PA; Allentown, PA; Wilkes Barre, PA; Harrisburg, PA; Bedford, PA; Dubois, PA; Baltimore, MD; Richmond, VA; and Wichita, KS and to retract from these markets.

USF Holland is experiencing heavy financial losses in today's economic downturn which have necessitated a review of the total operating portfolio of the Company. Those losses have approached two million dollars on a weekly basis. That initiative has identified predominately the Northeast as an area that must be eliminated immediately. It is imperative that the closings of the above listed operations be concluded by the end of the first quarter of 2009. The Company is asking for the consideration of the Teamsters National Freight Negotiating Committee (TNFNC) and the involved local union's to release USF Holland from the contractual thirty (30) day notification language, understanding the "life" of the corporation is in severe jeopardy should this request not be approved.

USF Holland has notified National Freight Director, Mr. Tyson Johnson and Assistant National Freight Director, Mr. Gordon Sweeton by telephone to communicate the need to expedite this request for an emergency Change of Operations.

This Change of Operations will request the closures of the above listed terminals be effective at the close of the business day of April 3, 2009.

Sincerely,



Sam Pilger
Manager -- Labor Relations
USF Holland

CC:

Mr. Tyson Johnson
IBT VP, National Freight Director
25 Louisiana Ave., NW
Washington, DC 20001-2198

Mr. Gordon Sweeton
IBT VP, Asst National Freight Director
PO Box 1299
Joplin, MO 64801

Mr. Walt Lytle
Central Region of Teamsters
10600 W. Higgins Rd. Suite 724
Rosemont, IL 60018

Mr. Ernie Soehl
Eastern Region of Teamsters
2003 US Route #130, Suite B
North Brunswick, NJ 08902

Mr. Ken Bryant
Southern Region of Teamsters
1007 Jonelle St.
Dallas, TX 75217

Mr. Pat Flynn
International Vice President, IBT
4217 Halstead Street
Chicago, IL 60609

Mr. Leo Deaner
25 Louisiana Ave., NW
Washington, DC 20001-2198

Teamsters Local No. 107
Philadelphia, PA

Teamsters Local No. 110
Ebensburg, PA

Teamsters Local No. 294
Albany, NY

Teamsters Local No. 317
Syracuse, NY

Teamsters Local No. 355
Baltimore, MD

Teamsters Local No. 401
Wilkes Barre, PA

Teamsters Local No. 453
Cumberland, MD

Teamsters Local No. 592
Richmond, VA



CHANGE of OPERATIONS REQUEST DOCUMENT

MR-CO-09-03/2009

PRESENT OPERATION – USE HOLLAND

USF Holland presently has Local Cartage and Road Operations at Terminal locations identified as Albany, NY; Syracuse, NY; Philadelphia, PA; Allentown, PA, Wilkes Barre, PA; Harrisburg, PA; Bedford, PA; DuBois, PA; Baltimore, MD; Richmond, VA and Wichita, KS.

PROPOSED OPERATION

To close the operations, in their entirety, at these locations and retract from these markets.

LOCAL UNION'S AFFECTED

Refer to the attached list.

EMPLOYEES AFFECTED

All employees covered by the collective bargaining agreement between the employer and the International Brotherhood of Teamsters will be issued letters of layoff in accordance with the terms of the agreement to be effective no later than the close of the business day of April 3, 2009.

JUSTIFICATION

To reduce the heavy financial losses stemming from predominately the northeast part of the country created by the very significant downturn in the current economy. Failure to take this initiative to reduce current day losses places the future of the remaining Company in severe jeopardy.

EFFECTIVE DATE

The Company is requesting that the closure of these terminal operations be effective at the close of the business day of April 3, 2009

Teamsters Local No. 773
Allentown, PA

Teamsters Local No. 776
Harrisburg, PA

Teamsters Local No. 795
Wichita, KS

EASTERN REGION LOCAL UNIONS

Teamsters Local No. 107
2845 Southampton Rd
Philadelphia, PA 19154
Cert Mail#
Fax (215) 552-0071

Teamsters Local No. 294
890 Third St Labor Temple
Albany, NY 12206
Cert Mail#
Fax (518) 453-9251

Teamsters Local No. 355
1033 S Dukeland St
Baltimore, MD 21223
Cert Mail#
Fax (410) 566-1485

Teamsters Local No. 453
200 S Lee St
Cumberland, MD 21502
Cert Mail#
Fax (301) 722-4369

Teamsters Local No. 773
1345 Hamilton St
Allentown, PA 18102
Cert Mail#
Fax (610) 770-9581

Teamsters Local No. 110
PO Box 180
Ebensburg, PA 15931
Cert Mail#
Fax (814) 472-6444

Teamsters Local No. 317
566 Spencer St
Syracuse, NY 13204
Cert Mail #
Fax (315) 471-4328

Teamsters Local No. 401
260 S Washington St
Wilkes Barre, PA 18703
Cert Mail#
Fax (570) 823-5131

Teamsters Local No. 592
3705 Carolina Ave
Richmond, VA 23222
Cert Mail#
Fax (804) 321-4074

Teamsters Local No. 776
2552 Jefferson St
Harrisburg, PA 17110
Cert Mail#
Fax (717) 233-6023

CENTRAL REGION LOCAL UNIONS

Teamsters Local No. 795

4921 Cessna St

Wichita, KS 67210

Cert Mail#

Fax (316) 683-0229