

Yellow / Roadway

This change of operations

- Completes the consolidation of seniority rosters into a common seniority list.
- Moves from having 26 Velocity Centers in both the Roadway and Yellow network to having 16 in the New Network.
- Will be implemented on a single day.
- Changes the parameters for designating a Utility employee from 220 miles or less to between 50 and 200 miles.
- Allows Yellow / Roadway to effectively complete the process of merging into a single carrier.

Change of Operations (Article 3, Section 7)

JAN 2009

Yellow / Roadway

December 22, 2008

Mr. James P. Hoffa
President, IBT
25 Louisiana Ave., NW
Washington, DC 20001-2198

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

Gentlemen,

Yellow / Roadway is requesting a special Multi-Region Change of Operations hearing on January, 2009 in accordance with Article 3 Section 7 of the current NMFA. This Change of Operations request is the "Cutover Change" that completes the process Yellow/Roadway merging into a single carrier. This proposed Change of Operations is in compliance with the provisions of the current NMFA, applicable supplements and agreements and involves the Central, Eastern, Southern and Western Regions.

Company representatives have personally met with National Freight Director Tyson Johnson, Assistant National Freight Director Gordon Sweeton and their representatives and have had numerous telephone conversations with them concerning issues and concerns about this proposed Change of Operations.

Sincerely,

Lamar Beinhower
Roadway
VP Labor Relations
Southern Region

CC
Mr. Tyson Johnson
IBT VP, National Freight Director
1007 Jonelle St.
Dallas, TX 75217

Mr. Gordon Sweeton
IBT
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
25 Louisiana Ave., NW
Washington, DC 20001-2198

Mr. Robert Paffenroth
Western Region of Teamsters
379 W. Valley BLVD
Rialto, CA 92376

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

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

Mr. Pat Flynn
International VP
4217 Halsted Street
Chicago, IL 60609

GENERAL OPERATING STATEMENT

Based on the current economic conditions it is imperative that operations of Yellow and Roadway be merged as quickly as possible to eliminate duplication and thus realize any cost efficiencies.

As a result of the merger of Yellow and Roadway, this change of operations completes the merger into a single carrier. In doing so, the following Velocity locations will have Utility employees come into them 5 days per week to provide next day service in and out of the new Velocity Center.

New Network Velocity Locations – Formally Roadway

Cincinnati, OH; Harrisburg, PA; Memphis, TN;

New Network Velocity Locations – Formally Yellow

Atlanta, GA; Maybrook, NY; Charlotte, NC; Chicago, IL; Cleveland / Richfield, OH; Coldwater, MI; Dallas, TX; Indianapolis, IN; Jackson, MS; Kansas City, MO; Los Angeles, CA; Nashville, TN; St. Louis, MO;

As a result of the merger of Yellow and Roadway, the following Velocity locations will close.

Current Roadway Velocity - Closing

Akron, OH; Atlanta, GA; Bloomington, CA; Indianapolis, IN; Knoxville, TN; Nashville, TN; Newburgh, NY; Richmond, VA; St. Louis, MO; Winston Salem, NC

Current Yellow Velocity - Closing

Cincinnati, OH; Harrisburg, PA; Memphis, TN; Richmond, VA; San Antonio, TX; Shreveport, LA

Exhibit #1 lists all approved Roadway Utility positions from previous Changes of Operation. Exhibit #2 lists all approved Yellow Utility positions from previous Changes of Operation. As a result of the change to merge the two companies and create a single network, Exhibit #3 lists the new Utility positions. Exhibit #4 shows the net impact by location.

CENTRAL REGION LOCAL UNIONS – 49 locals

<p>Teamster Local Union No. 7 3330 Miller Road Kalamazoo, MI 49003</p>	<p>Teamster Local Union No. 20 435 South Hawley Street Toledo, OH 43609</p>
<p>Teamster Local Union No. 24 727 Grant Street Akron, OH 44311</p>	<p>Teamster Local Union No. 26 908 N. Neil Street Champaign, IL 61820</p>
<p>Local #40 P.O. Box 3652 Mansfield, OH 44907</p>	<p>Teamster Local Union No. 41 4501 Emanuel Cleaver II Boulevard Kansas City, MO 64130</p>
<p>Local #50 1609 North Illinois St. Swansea, IL 62226</p>	<p>Teamster Local Union No. 89 3813 Taylor Boulevard Louisville, KY 40215</p>
<p>Teamster Local Union No. 92 1127 Ninth Street SW Canton, OH 44707</p>	<p>Teamster Local Union No. 100 2100 Oak Road Cincinnati, OH 45241</p>
<p>Teamster Local Union No. 135 1233 Shelby Street Indianapolis, IN 46203</p>	<p>Teamster Local Union No. 179 1000 NE I-55 Frontage Road Joliet, IL 60431</p>
<p>Teamster Local Union No. 200 6200 West Bluemound Road Milwaukee, WI 53213</p>	<p>Local # 215 P.O Box 1040 Evansville, IN 47706-1040</p>
<p>Teamster Local Union No. 236 P.O. Box 7454 Paducah, KY 42002</p>	<p>Local # 238 (Burlington IA) 5000 J Street S W Cedar Rapids, IA 52406</p>
<p>Teamster Local Union No. 245 1850 East Division Springfield, MO 65803</p>	<p>Teamster Local Union No. 247 2741 Trumbull Avenue Detroit, MI 48216</p>
<p>Teamster Local Union No. 279 2210 East Hickory Street Decatur, IL 62526</p>	<p>Teamster Local Union No. 299 2741 Trumbull Avenue Detroit, MI 48216</p>
<p>Teamster Local Union No. 301 36990 North Greenbay Road Waukegan, IL 60087</p>	<p>Teamster Local Union No. 325 5533 Eleventh Street Rockford, IL 61109</p>
<p>Teamster Local Union No. 364 2405 East Edison Road South Bend, IN 46615</p>	<p>Teamster Local Union No. 371 7909 42nd Street W Rock Island, IL 61201</p>
<p>Teamster Local Union No. 377 1223 Teamsters Drive Youngstown, OH 44502</p>	<p>Local # 406 3315 Eastern SE Grand Rapids, MI 49508</p>
<p>Local #407 3320 Superior Ave. Cleveland / Cleveland / Richfield, OH 44114</p>	<p>Local #413 555 East Rich Street, Suite 101 Columbus, OH 43215</p>

Teamster Local Union No. 414 2644 Cass Street Fort Wayne, IN 46808	Local #486 805 Bridgeview South Saginaw, MI 48604
Local #554 4349 South 90 St. Omaha, NE 68127	Local #580 5800 Executive Dr. Lansing, MI 48910
Local #600 161 Weldon Pkwy Maryland Heights, MO 63043	Local #627 7101 North Allen Road Peoria, IL 61614
Local #637 100 Timber Run Road P.O. Box 2746 Zanesville, OH 43702-2746	Local #651 100 Blue Sky Parkway Lexington, KY 40509
Teamster Local Union No. 682 5730 Elizabeth Avenue St. Louis, MO 63110	Local # 688 (Quincy, IL) 2905 St. Marys Hannibal, MO 63401
Local 695 1314 N. Stoughton Rd. Madison, WI 53714-1293	Teamster Local Union No. 696 3600 NE Sardou Avenue, Bldg 2 Topeka, KS 66608
Teamster Local Union No. 705 1645 West Jackson Blvd., Suite 700 Chicago, IL 60612	Teamster Local Union No. 710 4217 South Halsted Street Chicago, IL 60609
Teamster Local Union No. 722 344 North 30th Road La Salle, IL 61301	Local # 749 105 North Conklin Sioux Falls, South Dakota 57103
Teamster Local Union No. 823 1601 Maiden Lane P.O. Box 1299 Joplin, MO 64802	Teamster Local Union No. 833 230 West Dunklin Jefferson City, MO 65101
Local #908 Box 1806 800 - St. Johns Ave. Lima, OH 45802	Teamster Local Union No. 955 4501 Emanuel Cleaver II Boulevard Kansas City, MO 64130
Local #957 P.O. Box 13357 Dayton, OH 45413-0357	

EASTERN REGION LOCAL UNIONS - 46 locals

Local # 22 (Danville, VA) P.O. Box 368 Collinsville, VA 24078	Local #25 544 Main Street Boston, MA 02129
Local #29 29 Stoneridge Dr. Suite 207 Waynesboro, VA 22980	Local # 61 45 Sardis Road Ashville, NC 28806
Local # 71 P.O. Box 560248 Charlotte, NC 28256	Local #107 2845 Southampton Road Philadelphia, PA 19154
Local #110 153 Ebony Road P.O. Box 180 Ebensburg, PA 15931	Local #170 330 SW Cutoff Worcester, MA 01604
Local # 171 (Roanoke) 2550 W. Main Street Salem, VA 24153	Local #175 267 Staunton Avenue, S.W. South Charleston, WV 25303
Local #229 3104 N. Main Street Scranton, PA 18504	Local # 249 4701 Butler ST. PO Box 40128 Pittsburgh, PA 15201
Local #251 121 Brightridge Ave. East Providence, RI 02914	Local #294 890 Third Street Albany, NY 12206
Local #317 P.O. Box 11037 Syracuse, NY 13218-1037	Local #326 451 E. New Churchmans RD. New Castle, DE 19720
Local #355 1030 South Dukland St. Baltimore, MD 21223	Local #375 656 Englewood Buffalo, NY 14223
Local #384 2910 Hannah Ave. Norristown, PA 19401	Local #391 P. O. Box 35405 Greensboro, NC 27425-5405
Local #397 1344 East 11 Street Erie, PA 16503	Local #404 115 Progress Ave. Springfield, MA 01101
Local # 445 P. O. Box 2097 Newburgh, NY 12550	Local #449 2175 Williams Street Buffalo, NY 14206
Local # 509 (Columbia) 1213 State Street Cayce, SC 29033	Local #529 129 E. Chemung PL. Elmira, NY 14904
Local #560 707 Summit Ave., Fifth Floor Union City, NJ 07087	Local #592 3705 Carolina Ave. Richmond, VA 23222

Local # 597 PO Box 277, Quarry Hill Rd. South Barre, VT 05670-0277	Local # 633 P.O. Box 870 Manchester, NH 03105
Teamster Local Union No. 639 3100 Ames Place NE Washington, DC 20018	Teamster Local Union No. 641 714 Rahway Avenue Union, NJ 07083
Local #653 4-A Hampden Drive South Easton, MA 02375-1158	Teamster Local Union No. 671 22 Britton Drive Bloomfield, CT 06002
Local #676 101 Crescent Blvd. Collingswood, NJ 08108-2999	Local #677 1871 Baldwin St. Waterbury, CT 06706
Local #687 14 Elm St. Potsdam, NY 13676	Local #693 41 Howard Avenue Binghamton, NY 13904
Local #701 2003 US Route #130, Suite B N. Brunswick, NJ 08902	Local #707 14 Front St. Hempstead, NY 11550
Local #764 450 Beaver Street Milton, PA 17847	Local #771 1025 N. Duke Street Lancaster, PA 17602
Local # 773 1345 Hamilton St. Allentown, PA 18102	Local # 776 2552 Jefferson St. Harrisburg, PA 17110
Local #822 PO 12673 Norfolk, VA 23541	Local #992 10312 Remington Dr. Hagerstown, MD 21740

SOUTHERN REGION LOCAL UNIONS -19 Locals

Local #5 1772 Dallas Drive Baton Rouge, LA 70806	Local #217 621 Old Hickory Blvd. Suite 8 Jackson, TN 38305
Local #270 P O Box 3398 New Orleans, LA 70177	Local #402 2208 E. 2 nd St. Muscle Shoals, AL 35661
Local #480 PO Box 100230 Nashville, TN 37224-0230	Local #519 2306 Montclair Ave. Knoxville, TN 37917
Local #528 2540 Lakewood Ave., SW Atlanta, GA 30315	Local #549 2857 Highway 11 - W Blountville, TN 37617-3607
Local # 568 P. O. Box 7805 Shreveport, LA 71137	Local #577 PO Box 1609 Amarillo, TX 79105
Local # 612 50 Bagby Drive, P.O. Box 19008 Birmingham, AL 35219	Local # 657 8214 Roughrider San Antonio, TX 78239
Local #667 796 E. Brooks Ave. Memphis, TN 38116	Local #728 2540 Lakewood Ave., S.W. Atlanta, GA 30315
Local #745 1007 Jonelle St. Dallas, TX 75217	Local #878 PO Box 190070 Little Rock, AR 72219
Local #891 2560 Valley St. Jackson, MS 39204	Local #988 4303 N. Sam Houston Pkwy.East Houston, TX 77032
Local # 991 S. Broad Street Mobile, AL 36602-1109	

WESTERN REGION LOCAL UNIONS -8 locals

Local #63 845 Oak Park Rd. Covina, CA 91724-3624	Local # 63 379 W. Valley BLVD Rialto, CA 92376
Teamster Local Union No. 87 2531 "G" Street Bakersfield, CA 93301	Teamster Local Union No. 186 1534 Eastman Avenue, Suite B Ventura, CA 93003
Teamster Local Union No. 431 1140 West Olive Fresno, CA 93728	Teamster Local Union No. 631 700 North Lamb Street Las Vegas, NV 89110
Teamster Local Union No. 848 818 South Oak Park Road, Suite 200 Covina, CA 91724	Teamster Local Union No. 952 140 South Marks Way Orange, CA 92868

UTILITY EMPLOYEE CLASSIFICATION

PRESENT OPERATION - Roadway

Utility employees are currently running from their domicile to one of thirteen established Velocity Centers in the network where they perform dock and/or drop and hook work then return to their home domicile.

- Current Roadway Velocity Centers:
 - Akron, Ohio
 - Atlanta, Georgia
 - Bloomington, California
 - Cincinnati, Ohio
 - Harrisburg, Pennsylvania
 - Indianapolis, Indiana
 - Knoxville, Tennessee
 - Newburgh, New York
 - Memphis, Tennessee
 - Nashville, Tennessee
 - Richmond, Virginia
 - St. Louis, Missouri
 - Winston, North Carolina

PRESENT OPERATION - Yellow

Utility employees are currently running from their domicile to/from one of thirteen Velocity Centers in the network where they perform dock and/or drop and hook work then return to their home domicile.

- Current Yellow Velocity Centers:
 - Coldwater, Michigan
 - Charlotte, North Carolina
 - Cincinnati, Ohio
 - Harrisburg, Pennsylvania
 - Los Angeles, California
 - Maybrook, New York
 - Memphis, Tennessee
 - Nashville, Tennessee
 - Richfield, Ohio
 - Richmond, Virginia
 - San Antonio, Texas
 - Shreveport, Louisiana
 - St. Louis, Missouri

PROPOSED OPERATION – YRC Inc.

- As a result of the network realignments as described in this Change of Operations, the Utility Positions will be reduced. The following locations will serve as Velocity Centers in the new network with Utility employees running to/from these locations.

New Network Velocity Locations – Formally Roadway

Cincinnati, OH; Harrisburg, PA; Memphis, TN;

New Network Velocity Locations – Formally Yellow

Atlanta, GA; Maybrook, NY; Charlotte, NC; Chicago, IL; Cleveland / Richfield, OH; Coldwater, MI; Dallas, TX; Indianapolis, IN; Jackson, MS; Kansas City, MO; Los Angeles, CA; Nashville, TN; St. Louis, MO;

Exhibit #1
Current Utility Employees - Roadway

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

Total **264**

Exhibit # 2

Current Utility Employees - Yellow

Albany, NY	4	GARDENA, CA	2	Pittsburgh, PA	7
Alexandria, LA	1	Garland, TX	4	Poplar Bluff, MO	2
Allentown, PA	3	Grand Rapids, MI	4	PORT HURON, MI	1
Altoona, PA	1	Greenville, MS	1	Providence, RI	6
Asheville, NC	1	Greenville, SC	4	Quincy, IL	1
Athens, GA	2	Grenada, MS	1	Raleigh, NC	5
Augusta, GA	2	Hagerstown, MD	6	Roanoke, VA	2
Austin, TX	2	Harrisburg, PA	12	Rolla, MO	1
Baltimore, MD	6	High Point, NC	4	Rutland, VT	1
Baton Rouge, LA	2	Houston, TX	3	SAGINAW, MI	1
Beaumont, TX	2	Huntsville, AL	4	Salem, IL	1
Binghamton, NY	2	Indianapolis, IN	3	Salisbury, MD	1
Birmingham, AL	4	Jackson, MS	3	SAN DIEGO, CA	1
				SANTA FE	
Bowling Green, KY	1	Jackson, TN	3	SPRINGS, CA	2
Buffalo, NY	3	Johnson City, TN	1	Scranton, PA	2
Camden, NJ	3	Keene, NH	1	Shelbyville, TN	1
CANTON, OH	1	Knoxville, TN	1	South Bend, IN	2
Charleston, SC	2	Lafayette, LA	2	Springfield, MA	4
Chattanooga, TN	5	Lakewood, NJ	2	Springfield, MO	4
CHULA VISTA, CA	1	Lancaster, PA	4	Staunton, VA	3
Columbia, MO	5	Laredo, TX	3	SUN VALLEY, CA	1
Columbia, SC	4	Lexington, KY	3	Sunbury, PA	2
Columbus, MS	1	Lima, OH	3	Syracuse, NY	3
Columbus, OH	12	Little Rock, AR	18	Terre Haute, IN	3
Cookeville, TN	1	Louisville, KY	14	Texarkana, AR	8
Corpus Christi, TX	1	Manassas, VA	2	Toledo, OH	3
Dallas, TX	3	MANSFIELD, OH	1	Tupelo, MS	1
Dayton, OH	3	Maybrook, NY	9	Tyler, TX	3
Decatur, IL	1	Middletown, CT	4	Victoria, TX	1
Del Rio, TX	1	Monroe, LA	3	Waco, TX	1
DETROIT, MI	4	Norfolk, VA	3	Warren, OH	1
EL CENTRO, CA	1	North Reading, MA	4	Washington, DC	2
El Dorado, AR	1	ORANGE, CA	3	West Plains, MO	1
Erie, PA	2	OXNARD, CA	1	Wilmington, DE	3
Evansville, IN	2	Paducah, KY	7	Wilmington, NC	1
Florence, SC	2	PARKERSBURG, WV	1	Wilson, NC	4
FONTANA, CA	2	Peoria, IL	1	Worcester, MA	5
FORT WAYNE, IN	1	Philadelphia, PA	5	Wytheville, VA	1
				ZANESVILLE, OH	2
		Total			339

**Exhibit #3
New Utility Positions**

	Total UE's	ATLANTA	CHARLOTTE	CHICAGO_RIDGE	CINCINNATI	COLDWATER	DALLAS	HARRISBURG	INDIANAPOLIS	JACKSON	KANSAS_CITY	LOS_ANGELES	MAYBROOK	MEMPHIS	NASHVILLE	RICHFIELD	ST_LOUIS
107 CHESHIRE	2												X				
108 PROVIDENCE	2												X				
111 KEARNY	2							X					X				
112 TRENTON	3							X					X				
116 DEER PARK	1												X				
120 STROUDSBURG	2							X					X				
138 MILTON	1							X									
141 PHILADELPHIA	3							X					X				
143 LANSDALE	2							X					X				
153 HAGERSTOWN	2							X									
155 BALTIMORE	2							X									
165 ATLANTIC CITY	1							X									
167 DOVER	1							X									
187 BROOKLYN	1												X				
190 CARLSTADT	2							X					X				
198 ELMIRA	2							X					X				
203 DU BOIS	1																X
212 YOUNGSTOWN	1																X
213 PITTSBURGH	1																X
226 DOVER	1																X
232 ERIE	1																X
241 CINCINNATI	1								X								
243 DAYTON	1								X								
244 LOUISVILLE	6				X				X						X		
246 FORT WAYNE	4			X	X	X			X								
250 LIMA	3				X				X								X
251 TOLEDO	3				X	X											X
261 DETROIT	2					X											X
265 LANSING	1					X											
271 KALAMAZOO	2			X		X											
272 GRAND RAPIDS	2			X		X											
295 ZANESVILLE	2				X												X
309 CHICAGO	2					X			X								
312 SOUTH BEND	3			X		X			X								
313 MILWAUKEE	3			X													
318 CHICAGO WEST	2					X			X								
319 ROCKFORD	1			X													
321 INDIANAPOLIS	2			X	X												
328 KOKOMO	2			X					X								
350 BLOOMINGTON	2				X				X								
354 CRYSTAL LAKE	1			X													

	Total UE's	ATLANTA	CHARLOTTE	CHICAGO_RIDGE	CINCINNATI	COLDWATER	DALLAS	HARRISBURG	INDIANAPOLIS	JACKSON	KANSAS_CITY	LOS_ANGELES	MAYBROOK	MEMPHIS	NASHVILLE	RICHFIELD	ST._LOUIS
367 SALINA	1										X						
371 ROCK ISLAND	1			X													
375 DES MOINES	1										X						
392 OSHKOSH	1			X													
394 MADISON	1			X													
412 LA GRANGE	1	X															
418 ALBANY	1	X															
421 BIRMINGHAM	2	X													X		
424 GADSDEN/ANNISTON	1	X															
425 HUNTSVILLE	2	X													X		
432 KNOXVILLE	1														X		
433 CHATTANOOGA	2	X													X		
435 JACKSON	2													X	X		
445 COOKEVILLE	1														X		
452 GREENVILLE	1													X			
457 MERIDIAN	1									X							
461 HATTIESBURG	1									X							
465 GULFPORT	1									X							
518 KILGORE	1						X										
519 LUFKIN	1						X										
522 AUSTIN	1						X										
547 SPRINGFIELD	1										X						
563 IOLA	1										X						
573 JONESBORO	1													X			
612 MOUNT VERNON	1																X
631 DANVILLE	2			X					X								
637 EFFINGHAM	1								X								
646 WYTHEVILLE	1		X														
647 HARRISONBURG	1							X									
652 SANFORD	1		X														
667 DANVILLE	1		X														
671 WINSTON SALEM	2		X														
672 DURHAM	1		X														
673 ASHEVILLE	1		X														
676 HICKORY	1		X														
679 FAYETTEVILLE	1		X														
682 GREENVILLE	3	X	X														
683 COLUMBIA	1		X														
820 ADELANTO	1											X					
821 LOS ANGELES	1											X					
822 BAKERSFIELD	1											X					
825 ORANGE	1											X					
828 LONG BEACH	1											X					
833 POMONA	1											X					

	Total UE's	ATLANTA	CHARLOTTE	CHICAGO_RIDG	CINCINNATI	COLDWATER	DALLAS	HARRISBURG	INDIANAPOLIS	JACKSON	KANSAS_CITY	LOS_ANGELES	MAYBROOK	MEMPHIS	NASHVILLE	RICHFIELD	ST_LOUIS
837 SAN DIEGO	1											X					
852 ABILENE	1						X										
962 LONDON	1				X												
ALE ALLENTOWN	2							X					X				
ANY ALBANY	1												X				
ATH ATHENS	1	X															
ATO ALTOONA	1							X									
AUG AUGUSTA	2	X	X														
AXD ALEXANDRIA	1									X							
BAX BAXTER_SPRINGS	1										X						
BIG BINGHAMTON	1							X									
BLT BALTIMORE	3							X									
BOW BOWLING_GREEN	1														X		
BTO BATON_ROUGE	1									X							
BWD BROWNWOOD	1						X										
BYA BRYAN	1						X										
CDN CAMDEN	1							X									
CGB CHICAGO_RIDGE	2					X			X								
CHV CHULA_VISTA	1											X					
CLD COLDWATER	2			X					X								
CLS COLUMBUS	2									X				X			
CMO COLUMBIA	2										X						X
CNJ CARLSTADT	2							X					X				
COL COLUMBUS	3				X				X							X	
DET DETROIT	4					X										X	
DTN DAYTON	2				X				X								
DTR DECATUR	3			X					X								X
EDS EDISON	2							X					X				
ERI ERIE	1															X	
EVL EVANSVILLE	3								X						X		X
FSC FLORENCE	1		X														
GDE GARDENA	1											X					
GPD GRAND_RAPIDS	2			X		X											
GRA GRENADA	1													X			
HVA HUNTSVILLE	2													X	X		
IND INDIANAPOLIS	2			X	X												
LAK LAKEWOOD	1							X									
LCP LANCASTER	2							X									
LFE LAFAYETTE	2			X					X								
LGI LONG_ISLAND	1												X				
LIR LITTLE_ROCK	1													X			
LIZ ELIZABETH	2							X					X				
LSL LA_SALLE	1			X													
LXK LEXINGTON	2				X				X								
MDW MADISON	1			X													

	Total UE's	ATLANTA	CHARLOTTE	CHICAGO_RIDGE	CINCINNATI	COLDWATER	DALLAS	HARRISBURG	INDIANAPOLIS	JACKSON	KANSAS_CITY	LOS_ANGELES	MAYBROOK	MEMPHIS	NASHVILLE	RICHFIELD	ST_LOUIS
MGA MACON	1	X															
MOB MOBILE	1									X							
MRE MONROE	1									X							
MSD MANSFIELD	2				X											X	
MTC MIDDLETOWN	2												X				
MTG MONTGOMERY	1	X															
MVA MANASSAS	1							X									
MVY MOUNT_VERNON	1												X				
NEW NEW_ORLEANS	1									X							
OMA OMAHA	1										X						
ONG ORANGE	1											X					
OXN OXNARD	1											X					
PBF POPLAR_BLUFF	1																X
PDU PADUCAH	3													X	X		X
PEO PEORIA	2			X													X
PGH PITTSBURGH	2							X								X	
PHI PHILADELPHIA	3							X					X				
PKB PARKERSBURG	1				X												
PNJ PINE_BROOK	2							X					X				
PTH PORT_HURON	1					X											
QNS QUEENS	1												X				
QUN QUINCY	1																X
RLA ROLLA	1																X
RLE RALEIGH	1		X														
ROA ROANOKE	1		X														
RUT RUTLAND	1												X				
SAG SAGINAW	1					X											
SAY SALISBURY	1							X									
SBV SHELBYVILLE	1														X		
SCA																	
SAN_BERNARDINO	1											X					
SCR SCRANTON	2							X					X				
SDO SAN_DIEGO	1											X					
SHO SHENANDOAH	1										X						
SHR SHERMAN	1						X										
SJF ST._JOSEPH	1										X						
SMS SPRINGFIELD	1												X				
SON STAUNTON	1							X									
SUV SUN_VALLEY	1											X					
SVT SHREVEPORT	1						X										
TPK TOPEKA	1										X						
TPO TUPELO	1													X			
TRH TERRE_HAUTE	3			X					X								X
TXR TEXARKANA	1						X										
WAC WACO	1						X										

Exhibit # 4
Change in Utility Employees

DOM	Location	ST	Gains	DOM	Location	ST	Loss	DOM	Location	ST	Loss
820	ADELANTO	CA	0	211	AKRON	OH	-1	455	JACKSON	MS	-2
AXD	ALEXANDRIA	LA	0	418	ALBANY	GA	-1	JMI	JACKSON	MS	-3
ATO	ALTOONA	PA	0	104	ALBANY	NY	-2	435	JACKSON	TN	-1
AUG	AUGUSTA	GA	0	ANY	ALBANY	NY	-3	JAK	JACKSON	TN	-3
822	BAKERSFIELD	CA	0	164	ALEXANDRIA	VA	-3	JTC	JOHNSON CITY	TN	-1
350	BLOOMINGTON	IN	0	148	ALLENTOWN	PA	-3	111	KEARNY	NJ	-3
BOW	BOWLING GREEN	KY	0	ALE	ALLENTOWN	PA	-1	KEE	KEENE	NH	-1
CHV	CHULA VISTA	CA	0	204	ALTOONA	PA	-2	K1V	KNOXVILLE	TN	-1
631	DANVILLE	IL	0	115	ASBURY PARK	NJ	-1	412	LA GRANGE	GA	-1
116	DEER PARK	NY	0	673	ASHEVILLE	NC	-1	LAF	LAFAYETTE	LA	-2
261	DETROIT	MI	0	ASV	ASHEVILLE	NC	-1	LAK	LAKEWOOD	NJ	-1
DET	DETROIT	MI	0	ATH	ATHENS	GA	-1	147	LANCASTER	PA	-2
LIZ	ELIZABETH	NJ	0	165	ATLANTIC CITY	NJ	-1	LCP	LANCASTER	PA	-2
452	GREENVILLE	MS	0	684	AUGUSTA	GA	-1	143	LANSDALE	PA	-2
682	GREENVILLE	SC	0	AUS	AUSTIN	TX	-2	LRO	LAREDO	TX	-3
GRA	GRENADA	MS	0	155	BALTIMORE	MD	-5	405	LAWRENCEVILLE	GA	-2
573	JONESBORO	AR	0	BLT	BALTIMORE	MD	-3	247	LEXINGTON	KY	-4
432	KNOXVILLE	TN	0	BTO	BATON ROUGE	LA	-1	L1K	LEXINGTON	KY	-1
328	KOKOMO	IN	0	BMT	BEAUMONT	TX	-2	LMA	LIMA	OH	-3
250	LIMA	OH	0	180	BELLOWS FALLS	VT	-1	580	LITTLE ROCK	AR	-3
962	LONDON	KY	0	199	BINGHAMTON	NY	-1	LIR	LITTLE ROCK	AR	-17
828	LONG BEACH	CA	0	BIG	BINGHAMTON	NY	-1	LGI	LONG ISLAND	NY	-4
821	LOS ANGELES	CA	0	421	BIRMINGHAM	AL	-1	LOU	LOUISVILLE	KY	-14
825	ORANGE	CA	0	BHM	BIRMINGHAM	AL	-4	414	MACON	GA	-2
OXN	OXNARD	CA	0	100	BOSTON	MA	-4	MVA	MANASSAS	VA	-1
PKB	PARKERSBURG	WV	0	298	BOWLING GREEN	KY	-1	217	MANSFIELD	OH	-2
PTH	PORT HURON	MI	0	644	BRISTOL	TN	-2	403	MARIETTA	GA	-2
QUN	QUINCY	IL	0	101	BROCKTON	MA	-3	290	MARIETTA	OH	-2
RLA	ROLLA	MO	0	187	BROOKLYN	NY	-4	MTC	MIDDLETOWN	CT	-2
RUT	RUTLAND	VT	0	231	BUFFALO	NY	-3	138	MILTON	PA	-1
SAG	SAGINAW	MI	0	BUF	BUFFALO	NY	-3	MRE	MONROE	LA	-2
SAY	SALISBURY	MD	0	827	BURBANK	CA	-1	415	MONTGOMERY	AL	-1
837	SAN DIEGO	CA	0	583	CABOOL	MO	-1	612	MOUNT VERNON	IL	-1
SDO	SAN DIEGO	CA	0	CDN	CAMDEN	NJ	-2	MVY	MOUNT VERNON	NY	-4
SCR	SCRANTON	PA	0	CAN	CANTON	OH	-1	181	NASHUA	NH	-2
SBV	SHELBYVILLE	TN	0	345	CAPE GIRARDEAU	MO	-2	434	NASHVILLE	TN	-1
SUV	SUN VALLEY	CA	0	190	CARLSTADT	NJ	-3	121	NEW BRUNSWICK	NJ	-4
TRH	TERRE HAUTE	IN	0	CHR	CHARLESTON	SC	-2	657	NORFOLK	VA	-2
112	TRENTON	NJ	0	292	CHARLESTON	WV	-1	NRF	NORFOLK	VA	-3
TPO	TUPELO	MS	0	681	CHARLOTTE	NC	-2	NRM	NORTH READING	MA	-4
WAC	WACO	TX	0	433	CHATTANOOGA	GA	-2	ONG	ORANGE	CA	-2
67X	WINSTON SALEM	NC	0	CHT	CHATTANOOGA	TN	-5	348	PADUCAH	KY	-1
295	ZANESVILLE	OH	0	107	CHESHIRE	CT	-2	PDU	PADUCAH	KY	-4
852	ABILENE	TX	1	241	CINCINNATI	OH	-1	141	PHILADELPHIA	PA	-4
522	AUSTIN	TX	1	221	CLEVELAND	OH	-1	PHI	PHILADELPHIA	PA	-2
BAX	BAXTER SPRINGS	KS	1	343	COLUMBIA	MO	-2	213	PITTSBURGH	PA	-3
BWD	BROWNWOOD	TX	1	CMO	COLUMBIA	MO	-3	PGH	PITTSBURGH	PA	-5
BYA	BRYAN	TX	1	683	COLUMBIA	SC	-1	PBF	POPLAR BLUFF	MO	-1
CNJ	CARLSTADT	NJ	2	CMB	COLUMBIA	SC	-4	108	PROVIDENCE	RI	-1

DOM	Location	ST	Gains	DOM	Location	ST	Loss	DOM	Location	ST	Loss
309	CHICAGO	IL	2	242	COLUMBUS	OH	-3	PVD	PROVIDENCE	RI	-6
CGB	CHICAGO RIDGE	IL	2	COL	COLUMBUS	OH	-9	QNS	QUEENS	NY	-1
318	CHICAGO WEST	IL	2	445	COOKEVILLE	TN	-1	344	QUINCY	IL	-1
CLD	COLDWATER	MI	2	CKE	COOKEVILLE	TN	-1	680	RALEIGH	NC	-2
CLS	COLUMBUS	MS	1	CCI	CORPUS CHRISTI	TX	-1	RLE	RALEIGH	NC	-4
354	CRYSTAL LAKE	IL	1	DAL	DALLAS	TX	-3	162	RICHMOND	VA	-1
DTR	DECATUR	IL	2	667	DANVILLE	VA	-1	648	ROANOKE	VA	-2
375	DES MOINES	IA	1	243	DAYTON	OH	-2	ROA	ROANOKE	VA	-1
198	ELMIRA	NY	1	DTN	DAYTON	OH	-1	SAE	SALEM	IL	-1
EVL	EVANSVILLE	IN	1	DEL	DEL RIO	TX	-1	169	SALISBURY	MD	-1
246	FORT WAYNE	IN	4	490	DOTHAN	AL	-2	839	SAN YSIDRO	CA	-1
424	GADSDEN/ANNISTON	AL	1	167	DOVER	DE	-1	652	SANFORD	NC	-2
272	GRAND RAPIDS	MI	2	226	DOVER	OH	-1	STC	SANTA FE SPRINGS	CA	-2
465	GULFPORT	MS	1	203	DU BOIS	PA	-1	447	SHELBYVILLE	TN	-3
461	HATTIESBURG	MS	1	672	DURHAM	NC	-1	129	SOMERVILLE	NJ	-1
321	INDIANAPOLIS	IN	1	EIS	EAST ISLIP	NY	-1	SBD	SOUTH BEND	IN	-2
563	IOLA	KS	1	EDS	EDISON	NJ	-3	119	SPRINGFIELD	MA	-2
271	KALAMAZOO	MI	2	637	EFFINGHAM	IL	-1	SMS	SPRINGFIELD	MA	-3
518	KILGORE	TX	1	ETC	EL CENTRO	CA	-1	547	SPRINGFIELD	MO	-1
LSL	LA SALLE	IL	1	EDA	EL DORADO	AR	-1	SPG	SPRINGFIELD	MO	-4
LFE	LAFAYETTE	IN	2	232	ERIE	PA	-1	SON	STAUNTON	VA	-2
265	LANSING	MI	1	ERI	ERIE	PA	-1	120	STROUDSBURG	PA	-2
244	LOUISVILLE	KY	1	322	EVANSVILLE	IN	-3	SUP	SUNBURY	PA	-2
519	LUFKIN	TX	1	679	FAYETTEVILLE	NC	-1	SYR	SYRACUSE	NY	-3
MGA	MACON	GA	1	695	FLORENCE	SC	-1	589	TEXARKANA	AR	-1
394	MADISON	WI	1	FSC	FLORENCE	SC	-1	T1R	TEXARKANA	TX	-7
MDW	MADISON	WI	1	FON	FONTANA	CA	-2	TLD	TOLEDO	OH	-3
MSD	MANSFIELD	OH	1	FWA	FORT WAYNE	IN	-1	462	TUPELO	MS	-1
457	MERIDIAN	MS	1	193	GARDEN CITY	NY	-1	TYE	TYLER	TX	-3
313	MILWAUKEE	WI	3	GDE	GARDENA	CA	-1	823	VENTURA	CA	-1
MOB	MOBILE	AL	1	GAR	GARLAND	TX	-4	VTO	VICTORIA	TX	-1
MTG	MONTGOMERY	AL	1	GPD	GRAND RAPIDS	MI	-2	WRN	WARREN	OH	-1
NEW	NEW ORLEANS	LA	1	GVE	GREENVILLE	MS	-1	WDC	WASHINGTON	DC	-1
OMA	OMAHA	NE	1	650	GREENVILLE	NC	-1	WPM	WEST PLAINS	MO	-1
392	OSHKOSH	WI	1	GRN	GREENVILLE	SC	-4	WLM	WILMINGTON	DE	-2
PEO	PEORIA	IL	1	450	GRENADA	MS	-1	WMG	WILMINGTON	NC	-1
PNJ	PINE BROOK	NJ	1	153	HAGERSTOWN	MD	-3	WNA	WILSON	NC	-4
833	POMONA	CA	1	HGR	HAGERSTOWN	MD	-6	102	WORCESTER	MA	-3
371	ROCK ISLAND	IL	1	647	HARRISONBURG	VA	-1	WST	WORCESTER	MA	-4
319	ROCKFORD	IL	1	676	HICKORY	NC	-1	646	WYTHEVILLE	VA	-1
367	SALINA	KS	1	HIP	HIGH POINT	NC	-4	WYT	WYTHEVILLE	VA	-1
SCA	SAN BERNARDINO	CA	1	HOU	HOUSTON	TX	-3	212	YOUNGSTOWN	OH	-1
SHO	SHENANDOAH	IA	1	425	HUNTSVILLE	AL	-4	ZAV	ZANESVILLE	OH	-2
SHR	SHERMAN	TX	1	HVA	HUNTSVILLE	AL	-2				
SVT	SHREVEPORT	LA	1	IND	INDIANAPOLIS	IN	-1				
312	SOUTH BEND	IN	1								
SJF	ST. JOSEPH	MO	1								
251	TOLEDO	OH	1								
TPK	TOPEKA	KS	1								
WFL	WICHITA FALLS	TX	1								
TOTAL			70					TOTAL			-410
NET											-340