

SECURITIES AND EXCHANGE COMMISSION

FORM DEFC14A

Definitive proxy statement in connection with contested solicitations

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SUBJECT COMPANY

CONSOLIDATED FREIGHTWAYS INC

CIK: **23675** | IRS No.: **941444798** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **DEFC14A** | Act: **34** | File No.: **001-05046** | Film No.: **94522215**
SIC: **4213** Trucking (no local)

Business Address
3240 HILLVIEW AVE
PALO ALTO CA 94304
4154942900

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INTERNATIONAL BROTHERHOOD OF TEAMSTERS

CIK: **919788** | IRS No.: **530215427** | State of Incorporation: **DC** | Fiscal Year End: **1231**
Type: **DEFC14A**

Business Address
25 LOUISIANA AVENUE, NW
WASHINGTON DC 20010
2026246800

INDEPENDENT SHAREHOLDER SOLICITATION
Re: CONSOLIDATED FREIGHTWAYS
ANNUAL MEETING: APRIL 25, 1994

Dear Consolidated Freightways Shareholder,

Five final notes:

1. CF Significantly Underperforms the S&P 500 and its Peer Group

GRAPH FROM COMPANY PROXY

2. The Issue: Management's Lack of Accountability

Here are CF's anti-takeover provisions that insulate management from accountability.

CF's anti-takeover protections:

- * Classified Board
- * 80% supermajority voting requirement to change board structure
- * blank check preferred stock authorization
- * restrictions on shareholders right to call a special meeting

3. What's Missing in CF's Proxy

If you support a confidential voting policy for CF, the only way to register your support is to vote the green card. The company's ballot doesn't address this issue except as "other business." CF management opposes confidential voting, and will vote your proxy accordingly.

4. Also Missing in CF's Proxy

New tax law eliminates the deduction for executive pay exceeding \$1 million unless shareholders vote to approve a pay-for-performance test. Last year, CF paid CEO Don Moffitt \$1.6 million. This 113% raise comes though the company has yet to reinstitute the dividend. CF is not placing a pay-for-performance test on the ballot.

Not only does this decision bear on the company's tax liability, we believe it reflects reluctance to entertain shareholder input.

There's still time to vote.

Only your latest dated proxy counts. That means,

If you mailed in a proxy but want to change your vote, you can by using the enclosed green proxy card. If you already voted the Company's white card but want to support confidential voting, you can by using the enclosed green card.

VOTE TO MAKE CF ACCOUNTABLE TO ALL SHAREHOLDERS

Vote FOR an end to the staggered board
Vote FOR an end to the 80% supermajority requirement
Vote FOR confidential voting.

CF SHAREHOLDERS COMMITTEE
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