



Richard C. Pagano
Senior Vice President, General Counsel and Secretary
USFreightways Corporation
(773) 824-2286 DID
(773) 824-2346 Fax

USFreightways Corporation
8550 W. Bryn Mawr Ave., Suite 700
Chicago, Illinois 60631
773.824.1000
773.824.2200 Fax

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VIA AIRBORNE

August 12, 2002

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

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OFFICE OF THE SECRETARY

AUG 13 2002

RE: USFreightways Corporation – Statements Under Oath of Principal Executive Officer and Principal Financial Officer

Dear Secretary Katz:

On behalf of the Principal Executive Officer and Principal Financial Officer of USFreightways Corporation, pursuant to Order No. 4-460 of the Securities and Exchange Commission dated June 27, 2002 that requires the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, enclosed are one (1) original and one (1) copy of each of the following documents:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

Please acknowledge receipt of this letter and the attached statements by file stamping the enclosed (i) copy of this letter and (ii) each copy of the attached statements and returning those file stamped copies in the enclosed self-addressed stamped envelope.

Please feel free to contact me if you have any questions.

Very truly yours,

Richard C. Pagano
Senior Vice President, General Counsel and Secretary

RCP:rp

Enclosures

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**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE
ACT FILINGS**

I, Samuel K. Skinner, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of USFreightways Corporation, (the "Company") and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit Committee of the Board of Directors of the Company.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - the Annual Report on Form 10-K of USFreightways Corporation filed on March 22, 2002 with the Commission;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of USFreightways Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

By: Samuel K. Skinner
Samuel K. Skinner
August 12, 2002

Subscribed and sworn to
before me this 12th day
of August 2002.

Richard C. Pagano
Notary Public

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OFFICE OF THE SECRETARY
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My Commission Expires:
OFFICIAL SEAL
Richard C. Pagano
Notary Public, State of Illinois
My Commission Exp. 11/14/2002