

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 3 TO
FORM S-3

Registration Statement Under
The Securities Act of 1933

YRC Worldwide Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

48-0948788

(I.R.S. Employer Identification Number)

10990 Roe Avenue
Overland Park, Kansas 66211
(913) 696-6100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Daniel J. Churay
Executive Vice President, General Counsel and Secretary

10990 Roe Avenue
Overland Park, Kansas 66211
(913) 696-6100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Dennis M. Myers, P.C.
Kirkland & Ellis LLP
300 North LaSalle Street
Chicago, IL 60654
(312) 862-2000

Steven E. Siesser, Esq.
Alan Wovsaniker, Esq.
Lowenstein Sandler P.C.
1251 Avenue of the Americas
New York, New York 10020
(212) 262-6700

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

☐

Accelerated filer

☒

Non-accelerated filer

☐ (Do not check if a smaller reporting company)

Smaller reporting company

☐

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS

<u>Exact Name of Co-Registrant as Specified in its Charter</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>	<u>I.R.S. Employer Identification No.</u>
Globe.com Lines, Inc.	Delaware	52-2068065
YRC Inc.	Delaware	34-0492670
YRC Logistics, Inc.	Delaware	48-1233134
YRC Logistics Global, LLC	Delaware	48-1119865
Roadway LLC	Delaware	20-0453812
Roadway Next Day Corporation	Pennsylvania	23-2200465
YRC Enterprise Services, Inc.	Delaware	20-0780375
YRC Regional Transportation, Inc.	Delaware	36-3790696
USF Sales Corporation	Delaware	36-3799036
USF Holland Inc.	Michigan	38-0655940
USF Reddaway Inc.	Oregon	93-0262830
USF Glen Moore Inc.	Pennsylvania	23-2443760
YRC Logistics Services, Inc.	Illinois	36-3783345
IMUA Handling Corporation	Hawaii	36-4305355

The address, including zip code and telephone number, including area code, of each additional registrant's principal executive offices is shown on the cover page of this registration statement on Form S-3. The name, address, including zip code, of the agent for service for each of the additional registrants is Daniel J. Churay, Executive Vice President, General Counsel and Secretary, YRC Worldwide Inc., 10990 Roe Avenue, Overland Park, Kansas 66211.

EXPLANATORY NOTE

This Amendment No. 3 to the Registration Statement on Form S-3 is being filed solely for the purposes of filing exhibits.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the estimated expenses to be incurred by the Company in connection with the offering of the securities registered under this registration statement. All amounts are estimated, except for the SEC registration fee.

SEC registration fee	\$ 7,687
Printing expenses	\$ 10,000
Legal fees and expenses	\$ 120,000
Accounting fees and expenses	\$ 10,000
Miscellaneous expenses	\$ 10,000
Total	<u>\$ 157,687</u>

Item 15. Indemnification of Directors and Officers.

The Certificate of Incorporation of the Company provides that the Company's directors shall not be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (the "DGCL"), or (iv) for any transaction from which the director derived an improper personal benefit.

The Bylaws of the Company and DGCL Section 145 together provide that the Company may indemnify its present or former directors and officers, as well as other employees and individuals (each an "Indemnified Party," and collectively, "Indemnified Parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative, other than in connection with actions by or in the right of the Company (a "derivative action"), if an Indemnified Party acted in good faith and in a manner such Indemnified Party reasonably believed to be in or not opposed to the Company's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that the Company may only indemnify an Indemnified Party for expenses (including attorneys' fees) incurred in connection with the defense or settlement of such derivative action. Additionally, in the context of a derivative action, DGCL Section 145 requires a court approval before there can be any indemnification where an Indemnified Party has been found liable to the Company. The statute provides that it is not exclusive of other indemnification arrangements that may be granted pursuant to a corporation's charter, bylaws, disinterested director vote, shareholder vote, agreement or otherwise. The Certificate of Incorporation and Bylaws of the Company also provide that if the DGCL is amended to permit further elimination or limitation of the personal liability of the directors, then the liability of the Company's directors shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Company maintains directors' and officers' liability insurance against any actual or alleged error, misstatement, misleading statement, act, omission, neglect or breach of duty by any director or officer, excluding certain matters including fraudulent, dishonest or criminal acts or self-dealing. The Company also maintains an employed lawyers' insurance policy for employees (including officers) that are licensed to practice law ("counsel").

The Company has entered into indemnification agreements with certain of its directors, officers, and counsel. Under the indemnification agreements, the Company agreed to indemnify each indemnified party,

subject to certain limitations, to the maximum extent permitted by Delaware law against all litigation costs, including attorneys fees and expenses, and losses, in connection with any proceeding to which the indemnified party is a party, or is threatened to be made a party, by reason of the fact that the indemnified party is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, trustee or agent of another entity related to the business of the Company. The indemnification agreements also provide (i) for the advancement of expenses by the Company, subject to certain conditions, (ii) a procedure for determining an indemnified party's entitlement to indemnification and (iii) for certain remedies for the indemnified party. In addition, the indemnification agreements require the Company to cover the indemnified party under any directors' and officers' insurance policy or, with respect to counsel, under any employed lawyers insurance policy, maintained by the Company.

Item 16. Exhibits.

See the Exhibit Index beginning on page E-1, which Exhibit Index is incorporated into this registration statement by reference.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that: paragraphs (a)(1)(i), (a)(1)(ii), and (a)(1)(iii) above do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

YRC Worldwide Inc.

By: /s/ SHEILA K. TAYLOR
Sheila K. Taylor
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ WILLIAM D. ZOLLARS</u> William D. Zollars	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	April 30, 2010
<u>/s/ SHEILA K. TAYLOR</u> Sheila K. Taylor	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 30, 2010
<u>/s/ PHIL J. GAINES</u> Phil J. Gaines	Senior Vice President – Finance and Chief Accounting Officer (Principal Accounting Officer)	April 30, 2010
<u>*</u> Michael T. Byrnes	Director	April 30, 2010
<u>*</u> Cassandra C. Carr	Director	April 30, 2010
<u>*</u> Howard M. Dean	Director	April 30, 2010
<u>*</u> Dennis E. Foster	Director	April 30, 2010
<u>*</u> Phillip J. Meek	Director	April 30, 2010
<u>*</u> Mark A. Schulz	Director	April 30, 2010
<u>William L. Trubeck</u>	Director	

Signature

Title

Date

*

Director

April 30, 2010

Carl W. Vogt

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: /s/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Globe.com Lines, Inc.

By: /s/ BRENDA STASIULIS

been signed by the following persons in the capacities and on the

Signature _____ Title _____ Date _____

<div> <div>/s/</div> <div>JOHN E. CARR</div> </div> <div>John E. Carr</div>	President (Principal Executive Officer) and Director	April 30, 2010
<div> <div>/s/</div> <div>BRENDA STASIULIS</div> </div> <div>Brenda Stasiulis</div>	Vice President - Finance (Principal Financial and Accounting Officer) and Director	April 30, 2010
<div> <div>*</div> <div>Reid A. Schultz</div> </div>	Director	April 30, 2010

Bv: /s/ DANIEL J. CHURAY

Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

YRC Inc.

By: /s/ PHIL J. GAINES
Phil J. Gaines
Senior Vice President—Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ MICHAEL J. SMID Michael J. Smid	President (Principal Executive Officer) and Director	April 30, 2010
/s/ PHIL J. GAINES Phil J. Gaines	Senior Vice President—Chief Financial Officer (Principal Financial and Accounting Officer) and Director	April 30, 2010
* Jeff P. Bennett	Director	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: _____ /s/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

YRC Enterprise Services, Inc.

By: /s/ PHIL J. GAINES
Phil J. Gaines
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ MICHAEL J. SMID Michael J. Smid	President and Chief Executive Officer (Principal Executive Officer) and Director	April 30, 2010
/s/ PHIL J. GAINES Phil J. Gaines	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) and Director	April 30, 2010
* Jeff P. Bennett	Director	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: /s/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

YRC Logistics, Inc.

By: /S/ BRENDA STASIULIS
Brenda Stasiulis
Vice President—Finance

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /S/ JOHN E. CARR </u> John E. Carr	President (Principal Executive Officer) and Director	April 30, 2010
<u> /S/ BRENDA STASIULIS </u> Brenda Stasiulis	Vice President - Finance (Principal Financial and Accounting Officer) and Director	April 30, 2010
<u> *</u> Reid A. Schultz	Director	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: /S/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

Roadway LLC

By: /s/ PHIL J. GAINES
Phil J. Gaines
Senior Vice President—Finance

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ MICHAEL J. SMID Michael J. Smid	President (Principal Executive Officer) and Manager	April 30, 2010
/s/ PHIL J. GAINES Phil J. Gaines	Senior Vice President - Finance (Principal Financial and Accounting Officer) and Manager	April 30, 2010
* Jeff P. Bennett	Manager	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: _____ /s/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

SIGNATURES

USF Sales Corporation

By: /s/ PAUL E. LILJEGREN

Paul F. Liljegren
Vice President

Signature _____ Title _____ Date _____

<div> <div>/s/</div> <div>JEFF P. BENNETT</div> </div> <div> <div>Jeff P. Bennett</div> </div>	<div>President and Secretary (Principal Executive Officer) and Director</div>	<div>April 30, 2010</div>
<div> <div>/s/</div> <div>PAUL F. LILJEGREN</div> </div> <div> <div>Paul F. Liljegen</div> </div>	<div>Vice President (Principal Financial and Accounting Officer) and Director</div>	<div>April 30, 2010</div>
<div> <div>*</div> </div> <div> <div>Michael J. Smid</div> </div>	<div>Director</div>	<div>April 30, 2010</div>

Bv: /s/ DANIEL J. CHURAY

Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

USF Reddaway Inc.

By: /S/ THOMAS S. PALMER
Thomas S. Palmer
Vice President - Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ THOMAS J. O'CONNOR</u> Thomas J. O'Connor	President and Chief Executive Officer (Principal Executive Officer) and Director	April 30, 2010
<u>/S/ THOMAS S. PALMER</u> Thomas S. Palmer	Vice President - Finance and Chief Financial Officer (Principal Financial and Accounting Officer) and Director	April 30, 2010
<u>*</u> Joseph Pec	Director	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: /S/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

USF Glen Moore Inc.

By: _____ /S/ GARY PRUDEN
Gary Pruden
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____/S/ GARY PRUDEN Gary Pruden	President (Principal Executive Officer) and Director	April 30, 2010
_____/S/ PHIL J. GAINES Phil J. Gaines	Senior Vice President - Finance (Principal Financial and Accounting Officer) and Director	April 30, 2010
_____* Joseph Pec	Director	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: _____ /S/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

SIGNATURES

YRC Logistics Services, Inc.

By: /s/ BRENDA STASIULIS

been signed by the following persons in the capacities and on the

Signature _____ Title _____ Date _____

<div> <div>/s/</div> <div>JOHN E. CARR</div> </div> <div>John E. Carr</div>	<div>President and Chief Executive Officer (Principal Executive Officer) and Director</div>	<div>April 30, 2010</div>
<div> <div>/s/</div> <div>BRENDA STASIULIS</div> </div> <div>Brenda Stasiulis</div>	<div>Vice President - Finance (Principal Financial and Accounting Officer) and Director</div>	<div>April 30, 2010</div>
<div> <div>*</div> <div>Reid A. Schultz</div> </div>	<div>Director</div>	<div>April 30, 2010</div>

Bv: /s/ DANIEL J. CHURAY

Daniel J. Churay
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on April 30, 2010.

IMUA Handling Corporation

By: _____ /S/ BRENDA STASIULIS
Brenda Stasiulis
Vice President - Finance

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<div>/s/ JOHN E. CARR</div> <div>John E. Carr</div>	President (Principal Executive Officer) and Director	April 30, 2010
<div>/s/ BRENDA STASIULIS</div> <div>Brenda Stasiulis</div>	Vice President - Finance (Principal Financial and Accounting Officer) and Director	April 30, 2010
<div>*</div> <div>Reid A. Schultz</div>	Director	April 30, 2010

* The undersigned, by signing his name hereto, does execute this registration statement on behalf of the persons identified above pursuant to a power of attorney

By: _____ /s/ DANIEL J. CHURAY
Daniel J. Churay
Attorney-in-Fact

Schedule of Exhibits

- 3.1 Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K for the year ended December 31, 2002, File No. 000-12255), as amended by Certificate of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8, filed on December 23, 2003, File No. 000-12255), Certificate of Ownership and Merger (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed on January 3, 2006, File No. 000-12255) and Certificate of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 3.1.4 to the Annual Report on Form 10-K for the year ended December 31, 2009, File No. 000-12255).
- 3.2 Bylaws of the Company, as amended through May 14, 2009 (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, filed on May 14, 2009, File No. 000-12255).
- 3.3 Certificate of Incorporation of Globe.com Lines, Inc., as amended (incorporated by reference to Exhibit 3.9 to Yellow Corporation's Registration Statement on Form S-3 filed on October 22, 2003, File No. 333-109896).
- 3.4 Amended and Restated Bylaws of Globe.com Lines, Inc. (incorporated by reference to Exhibit 3.9 to Yellow Roadway Corporation's Registration Statement on Form S-3 filed on February 23, 2004, File No. 333-113021).
- 3.5* Amended and Restated Certificate of Incorporation of YRC Inc., as further amended.
- 3.6 Amended and Restated Bylaws of YRC Inc., f/k/a Roadway Express, Inc. (incorporated by reference to Exhibit 3.21 to Yellow Roadway Corporation's Registration Statement on Form S-3 filed on February 23, 2004, File No. 333-113021).
- 3.7* Certificate of Incorporation of YRC Logistics, Inc., as amended.
- 3.8* Amended and Restated Bylaws of YRC Logistics, Inc.
- 3.9* Certificate of Formation of YRC Logistics Global, LLC, as amended.
- 3.10* Amended and Restated Limited Liability Company Agreement of YRC Logistics Global, LLC
- 3.11 Certificate of Formation of Roadway LLC, as amended (incorporated by reference to Exhibit 3.18 to Yellow Roadway Corporation's Registration Statement on Form S-3 filed on February 23, 2004, File No. 333-113021).
- 3.12 Limited Liability Company Agreement of Roadway LLC (incorporated by reference to Exhibit 3.19 to Yellow Roadway Corporation's Registration Statement on Form S-3 filed on February 23, 2004, File No. 333-113021).
- 3.13 Certificate of Incorporation of Roadway Next Day Corporation (incorporated by reference to Exhibit 3.22 to Yellow Roadway Corporation's Registration Statement on Form S-3 filed on February 23, 2004, File No. 333-113021).
- 3.14 Bylaws of Roadway Next Day Corporation (incorporated by reference to Exhibit 3.23 to Yellow Roadway Corporation's Registration Statement on Form S-3 filed on February 23, 2004, File No. 333-113021).
- 3.15* Certificate of Incorporation of YRC Enterprise Services, Inc., as amended.
- 3.16* Bylaws of YRC Enterprise Services, Inc.
- 3.17* Certificate of Incorporation of YRC Regional Transportation, Inc., as amended.
- 3.18 Amended and Restated Bylaws of YRC Regional Transportation, Inc., f/k/a USF Corporation (incorporated by reference to Exhibit 3.27 to Yellow Roadway Corporation's Registration Statement on Form S-4 filed on June 21, 2005, File No. 333-126006).
- 3.19* Certificate of Incorporation of USF Sales Corporation, as amended.

3.20*	Amended and Restated Bylaws of USF Sales Corporation.
3.21*	Certificate of Incorporation of USF Holland Inc., as amended.
3.22	Amended and Restated Bylaws of USF Holland Inc. (incorporated by reference to Exhibit 3.29 to Yellow Roadway Corporation's Registration Statement on Form S-4 filed on June 21, 2005, File No. 333-126006).
3.23*	Certificate of Incorporation of USF Reddaway Inc., as amended.
3.24*	Bylaws of USF Reddaway Inc.
3.25*	Certificate of Incorporation of USF Glen Moore Inc., as amended.
3.26*	Bylaws of USF Glen Moore Inc.
3.27*	Certificate of Incorporation of YRC Logistics Services, Inc., f/k/a USF Distribution Services, Inc., as amended.
3.28*	Amended and Restated Bylaws of YRC Logistics Services, Inc., as further amended.
3.29*	Certificate of Incorporation of IMUA Handling Corporation, as amended.
3.30*	Bylaws of IMUA Handling Corporation, as amended.
4.1	Certificate of Designations, Preferences, Powers and Rights of Class A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, filed on January 7, 2010, File No. 000-12255).
4.2	Indenture (including form of note), among the Company, the guarantors named therein and U.S. Bank National Association, as trustee, relating to the Company's 6% Convertible Senior Notes due 2014 (incorporated by reference to Exhibit 4.1 of Current Report on Form 8-K, filed on February 24, 2010, File No. 000-12255).
4.3	Registration Rights Agreement, dated as of February 11, 2010, among the Company, the guarantors named therein and the purchasers named therein (incorporated by reference to Exhibit 4.2 of Current Report on Form 8-K, filed on February 11, 2010, File No. 000-12255).
5.1**	Opinion of Kirkland & Ellis LLP regarding the legality of the securities being registered hereby.
5.2**	Opinion of Kobayashi, Sugita & Goda with respect to IMUA Handling Corporation.
5.3**	Opinion of Clark Hill PLC with respect to USF Holland Inc.
5.4**	Opinion of Stoel Rives, LLP with respect to USF Reddaway Inc.
5.5**	Opinion of Morgan, Lewis & Bockius LLP with respect to Roadway Next Day Corporation.
5.6**	Opinion of Morgan, Lewis & Bockius LLP with respect to USF Glen Moore Inc.
10.1	Note Purchase Agreement, dated February 11, 2010, among the Company, the guarantors named therein and the purchasers named therein (incorporated by reference to Exhibit 99.1 of Current Report on Form 8-K, filed on February 11, 2010, File No. 000-12255).
10.2	Escrow Agreement, by and among the Company, the investors named therein and U.S. Bank National Association, as escrow agent (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K, filed on February 24, 2010, File No. 000-12255).
12.1*	Statement re Computation of Ratios.
23.1*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2**	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
23.3**	Consent of Kobayashi, Sugita & Goda (included in Exhibit 5.2).

23.4**	Consent of Clark Hill PLC (included in Exhibit 5.3).
23.5**	Consent of Stoel Rives, LLP (included in Exhibit 5.4).
23.6**	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.5).
23.7**	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.6).
24.1*	Powers of Attorney (included in signature pages).
25.1	Statement of Eligibility of Trustee on Form T-1 (incorporated by reference to Exhibit 25.1 to Current Report on Form 8-K, filed on February 24, 2010, File No. 000-12255).

* Previously filed.

** Indicates documents filed herewith.

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS300 North LaSalle
Chicago, Illinois 60654

(312) 862-2000

www.kirkland.com

April 30, 2010

Facsimile:
(312) 862-2200YRC Worldwide Inc.
10990 Roe Avenue
Overland Park, Kansas 66211

Dear YRC Worldwide Inc.:

We are acting as special counsel to YRC Worldwide Inc., a Delaware corporation (the “Company”), and each of the Company’s subsidiaries listed on Schedule I hereto (collectively, the “Guarantors”), in connection with the preparation of the Registration Statement on Form S-3 (as amended or supplemented, the “Registration Statement”) originally filed with the Securities and Exchange Commission (the “Commission”) on February 12, 2010, under the Securities Act of 1933, as amended (the “Securities Act”), by the Company and the Guarantors. The Registration Statement relates to the resale by the selling securityholders named therein from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act (the “Rules”), of up to \$70,000,000 in aggregate principal amount of the Company’s 6% Convertible Senior Notes due 2014 (the “Notes”), the guarantees of the Guarantors with respect to the Notes (the “Guarantees”) and up to 201,880,000 shares of the Company’s common stock, par value \$0.01 per share, which are issuable on account of the Notes (the “Shares” and together with the Notes and the Guarantees, the “Securities”), as described in the Registration Statement.

On February 23, 2010, Notes in an aggregate principal amount of \$49,800,000 (the “Initial Notes”), were issued pursuant to that certain Note Purchase Agreement (the “NPA”), dated as of February 11, 2010, by and among the Company, the Guarantors and the purchasers named therein and an indenture, dated as of February 23, 2010, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee (the “Indenture” and collectively with the NPA, the “Transaction Documents”). Additional Notes in an aggregate principal amount of \$20,200,000 (the “Additional Notes”) will be issued pursuant to the Transaction Documents provided that certain additional closing conditions as set forth in the NPA are satisfied or waived in accordance with the terms of the NPA. The Initial Notes and the Additional Notes are collectively referred to herein as the Notes.

Hong Kong London Los Angeles Munich NewYork Palo Alto San Francisco Shanghai Washington, D.C.

In connection with the registration of the Securities, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the organizational documents of the Company and the Guarantors, (ii) minutes and records of the corporate proceedings of the Company and the Guarantors, (iii) the Registration Statement and the exhibits thereto, (iv) the Transaction Documents and (v) the Initial Notes and the Guarantees in respect to the Initial Notes (the “Initial Guarantees”).

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the Guarantors and the due authorization, execution and delivery of all documents by the parties thereto other than the Company and the Guarantors. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company and the Guarantors.

We have also assumed that:

(i) the Registration Statement will be effective at the time the Securities are offered as contemplated by the Registration Statement;

(ii) any applicable prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby to the extent necessary;

(iii) all Securities will be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement;

(iv) the Additional Notes and the Guarantees with respect to the Additional Notes (the “Additional Guarantees”) will be issued and sold in accordance with, and in the form and containing the terms as set forth in, the Transaction Documents; and

(v) the Company will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other federal regulatory agencies necessary for the Securities to be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that:

1. The Initial Notes constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.
2. The Initial Guarantees constitute valid and binding obligations of the Guarantors enforceable against the respective Guarantors in accordance with their terms.
3. The Additional Notes and the Additional Guarantees, when duly authorized, executed and delivered by the Company and the Guarantors, respectively, in accordance with the Transaction Documents, will be valid and binding obligations of the Company and the Guarantors, respectively, enforceable against the Company and the respective Guarantors in accordance with their terms.
4. The Shares issuable on account of the Notes are duly authorized and, when issued and delivered by the Company in accordance with the terms of the Notes and the Indenture, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), (iii) public policy considerations which may limit the rights of parties to obtain certain remedies, and (iv) any laws except the federal securities laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware constitution and reported judicial decisions interpreting these laws and, with respect to YRC Logistics Services, Inc., an Illinois corporation, the Illinois Business Corporation Act of 1983, including the applicable statutory provisions, the rules and regulations underlying those provisions, and applicable judicial and regulatory determinations of the State of Illinois. For purposes of our opinion that the Initial Guarantees are valid and binding obligations of the Guarantors and that the Additional Guarantees, when duly authorized, executed and delivered by the Guarantors in accordance with the Transaction Documents, will be valid and binding obligations of the Guarantors, we have, without conducting any research or investigation with respect thereto, relied on the opinions of: (i) Morgan Lewis & Bockins LLP, with respect to Roadway Next Day Corporation and USF Glen Moore Inc., each a Pennsylvania corporation, (ii) Clark Hill PLC, with respect to USF Holland Inc., a Michigan corporation, (iii) Stoel Rivers LLP, with respect to USF Reddaway Inc., an Oregon corporation, and (iv) Kobayashi, Sugifa & Goda, with respect to IMUA Handling Corporation, a Hawaii

YRC Worldwide, Inc.
April 30, 2010
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corporation, that such Guarantors have the requisite corporate power and authority to perform their respect obligations under the Indenture and the applicable Guarantees and that such Guarantees do not conflict with, or require consents under the laws of the Guarantors' respective states of organization. We are not licensed to practice in any of these states.

We express no opinion with respect to the enforceability of: (i) consents to, or restrictions upon, judicial relief or jurisdiction or venue; (ii) waivers of rights or defenses with respect to stay, extension or usury laws; (iii) advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law, or other procedural rights; (iv) waivers of broadly or vaguely stated rights; (v) provisions for exclusivity, election or cumulation of rights or remedies; (vi) provisions authorizing or validating conclusive or discretionary determinations; (vii) grants of setoff rights; (viii) provisions for the payment of attorneys' fees where such payment is contrary to law or public policy; (ix) proxies, powers and trusts; (x) restrictions upon non-written modifications and waivers; (xi) provisions prohibiting, restricting, or requiring consent to assignment or transfer of any right or property; (xii) any provision to the extent it requires any party to indemnify any other person against loss in obtaining the currency due following a court judgment in another currency; and (xiii) provisions for liquidated damages, default interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty.

To the extent that the obligations of the Company under the Indenture may be dependent on such matters, we assume for purposes of this opinion that the applicable trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that such trustee is duly qualified to engage in the activities contemplated by the Indenture; that the Indenture has been duly authorized, executed and delivered by the applicable trustee and constitutes the legally valid and binding obligations of such trustee, enforceable against such trustee in accordance with its terms; that the applicable trustee is in compliance, generally and with respect to acting as an agent under the Indenture with all applicable laws and regulations; and that the applicable trustee has the requisite organizational and legal power and authority to perform its obligations under the Indenture.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission. This opinion and consent may be incorporated by reference in a subsequent registration statement filed pursuant to Rule 462(b) of the Rules with respect to the registration of additional Securities for sale in any offering contemplated by the Registration Statement and shall cover such additional Securities.

YRC Worldwide, Inc.
April 30, 2010
Page 5

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the sale of the Securities.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Securities may be sold from time to time by the holders thereof as contemplated by the Registration Statement, and this opinion is limited to the laws, including the Rules, as in effect on the date hereof, which laws are subject to change with possible retroactive effect. We assume no obligation to revise or supplement this opinion should the present federal securities laws of the United States, laws of the State of New York, the General Corporation Law of the State of Delaware or the Illinois Business Corporation Act of 1983 be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

/s/ Kirkland & Ellis LLP

Kirkland & Ellis LLP

Schedule I

Subsidiary Guarantors

<u>Exact Name as Specified in its Charter</u>	<u>State of Incorporation or Organization</u>
Globe.com Lines, Inc.	Delaware
YRC Inc.	Delaware
YRC Logistics, Inc.	Delaware
YRC Logistics Global, Inc.	Delaware
Roadway LLC	Delaware
Roadway Next Day Corporation	Pennsylvania
YRC Enterprise Services, Inc.	Delaware
YRC Regional Transportation, Inc.	Delaware
USF Sales Corporation	Delaware
USF Holland Inc.	Michigan
USF Reddaway Inc.	Oregon
USF Glen Moore Inc.	Pennsylvania
YRC Logistics Services, Inc.	Illinois
IMUA Handling Corporation	Hawaii

KOBAYASHI SUGITA & GODA

ATTORNEYS ✕ AT ✕ LAW

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Kenneth Y. Sugita*
Alan M. Goda*
Lex R. Smith*
Wendell H. Fuji*
Robert K. Ichikawa*
Clifford K. Higa*
John F. Lezak*
Larry L. Myers*
Craig K. Shikuma*
Christopher T. Kobayashi*
Burt T. Lau*
David B. Tongg*
Bruce A. Nakamura*
Lanson K. Kupau*
Kenneth M. Nakasone*

Gregory M. Sato*
Joseph A. Stewart*
Robert A. Ueoka*
Charles W. Gall*

Michael M. Colon
Neal T. Gota
Jonathan S. Moore
Lisa K.Y. Nakahara
Shohei Nishimoto
Jesse W. Schiel
Doris Tam
Thao T. Tran
Maria Y.Y. Wang
Sarah S.P. Wong
Thomas H. Yee

*A Law Corporation

April 30, 2010

Imua Handling Corporation
c/o YRC Worldwide Inc.
10990 Roe Avenue
Overland Park, Kansas 66211

Re: Registration Statement on Form S-3 (File No. 333-164877)

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special counsel to Imua Handling Corporation, a Hawaii corporation (the “Guarantor”), in connection with the preparation of the Registration Statement on Form S-3 (File No. 333-164877) (as amended or supplemented, the “Registration Statement”) originally filed with the Securities and Exchange Commission (the “Commission”) on February 12, 2010, under the Securities Act of 1933, as amended (the “Securities Act”), by YRC Worldwide Inc., a Delaware corporation (the “Company”), the Guarantor and the other guarantors named therein (collectively, the “Guarantors”). The Registration Statement relates to the resale by the selling security holders named therein from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act (the “Rules”), of up to \$70,000,000 in aggregate principal amount of the Company’s 6% Convertible Senior Notes due 2014 (the “Notes”), the guarantees of the Guarantors with respect to the Notes (the “Guarantees”) and up to 201,880,000 shares of the Company’s common stock, par value \$0.01 per share, which are issuable on account of the Notes (the “Shares” and together with the Notes and the Guarantees, the “Securities”), as described in the Registration Statement.

On February 23, 2010, Notes in an aggregate principal amount of \$49,800,000 (the “Initial Notes”), were issued pursuant to that certain Note Purchase Agreement (the “NPA”), dated as of February 11, 2010, by and among the Company, the Guarantors and the purchasers named therein and an indenture, dated as of February 23, 2010, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee (the “Indenture” and collectively with

the NPA, the “Transaction Documents”). Additional Notes in an aggregate principal amount of \$20,200,000 (the “Additional Notes”) will be issued pursuant to the Transaction Documents provided that certain additional closing conditions as set forth in the NPA are satisfied or waived in accordance with the terms of the NPA. The Initial Notes and the Additional Notes are collectively referred to herein as the Notes.

In connection with the registration of the Securities, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the organizational documents of the Guarantor, (ii) minutes and records of the corporate proceedings of the Guarantor, (iii) the Registration Statement and the exhibits thereto, (iv) the Transaction Documents and (v) the Initial Notes and the Guarantees in respect to the Initial Notes (the “Initial Guarantees”).

Further, we have reviewed and examined the Certificate of Good Standing for the Guarantor dated April 30, 2010, issued and certified by the Director of Commerce and Consumer Affairs of the State of Hawaii on such date, and have made such legal and factual examinations and have made such inquiries and examined such other documents as deemed necessary or appropriate for the purposes of this opinion.

In addition, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, certificates of public officials and other documents and instruments as we have deemed necessary or advisable for purposes of this opinion.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Guarantor and the due authorization, execution and delivery of all documents by the parties thereto other than the Guarantor. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company, the Guarantor and others.

We have also assumed that:

(i) the Registration Statement will be effective at the time the Securities are offered as contemplated by the Registration Statement;

(ii) any applicable prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby to the extent necessary;

(iii) all Securities will be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement;

(iv) the Additional Notes and the Guarantees with respect to the Additional Notes (the "Additional Guarantees") will be issued and sold in accordance with, and in the form and containing the terms as set forth in, the Transaction Documents; and

(v) the Company will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other federal regulatory agencies necessary for the Securities to be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that:

1. The Guarantor is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Hawaii.
2. The Guarantor has duly authorized, executed and delivered the Indenture and the Initial Guarantees and has the corporate power and authority to perform its obligations under the Indenture and the Initial Guarantees and has the corporate power and authority to execute and deliver, and perform its obligations under, any Additional Guarantees issued pursuant to the Transaction Documents.
3. No consent, waiver, approval, authorization or order of any State of Hawaii court or governmental authority of the State of Hawaii was required in connection with the execution and delivery of the Indenture and the Initial Guarantees or will be required in connection with the execution and delivery of the Additional Guarantees issued pursuant to the Transaction Documents.
4. The execution and delivery of the Indenture by the Guarantor and the performance by the Guarantor of its obligations thereunder (including with respect to the Initial Guarantee) do not and will not conflict with or constitute or result in a breach or default under (or an event which with notice or the passage of time or both would constitute a default under) or result in the creation of a lien or encumbrance under or violation of any of,

(i) the articles of incorporation or bylaws of the Guarantor or (ii) any state or governmental rule or regulation of the State of Hawaii.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of: (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public policy considerations which may limit the rights of parties to obtain certain remedies; (iv) any laws except the laws of the State of Hawaii and the State of Hawaii case law decided thereunder; and (v) the "Blue Sky" laws and regulations of the State of Hawaii.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Securities may be sold from time to time by the holders thereof as contemplated by the Regulation Statement, and this opinion is limited to the laws, including the rules and regulations, of the State of Hawaii as in effect on the date on which the Registration Statement is declared effective by the Commission under the Securities Act, which laws are subject to change with possible retroactive effect. We assume no obligation to revise or supplement this opinion should the present laws of the State of Hawaii be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. Kirkland & Ellis LLP may rely upon this opinion in connection with its opinion addressed to the Company, dated the date hereof and filed with the Registration Statement, to the same extent as if it were an addressee hereof.

We hereby consent to the filing of this opinion with the commission as Exhibit 5.2 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement with respect to the laws of the State of Hawaii. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ David B. Tongg
David B. Tongg
for
KOBAYASHI, SUGITA & GODA

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200 Ottawa Avenue NW
Suite 500
Grand Rapids, Michigan 49503
T 616.608.1100
F 616.608.1199

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Jeffrey J. Van Winkle
T 616.608.1113
F 616.608.1173
Email: jvanwinkle@clarkhill.com

April 30, 2010

Exhibit 5.3

USF Holland Inc.
c/o YRC Worldwide Inc.
10990 Roe Avenue
Overland Park, Kansas 66211

Re: Registration Statement on Form S-3 (File No. 333-164877)

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special counsel to USF Holland Inc., a Michigan corporation (the “Guarantor”), in connection with the preparation of the Registration Statement on Form S-3 (File No. 333-164877) (as amended or supplemented, the “Registration Statement”) originally filed with the Securities and Exchange Commission (the “Commission”) on February 12, 2010, under the Securities Act of 1933, as amended (the “Securities Act”), by the Company, the Guarantor and the other guarantors named therein (collectively, the “Guarantors”). The Registration Statement relates to the resale by the selling securityholders named therein from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act (the “Rules”), of up to \$70,000,000 in aggregate principal amount of the Company’s 6 percent Convertible Senior Notes due 2014 (the “Notes”), the guarantees of the Guarantors with respect to the Notes (the “Guarantees”) and up to 201,880,000 shares of the Company’s common stock, par value \$0.01 per share, which are issuable on account of the Notes (the “Shares,” and together with the Notes and the Guarantees, the “Securities”), as described in the Registration Statement.

On February 23, 2010, Notes in an aggregate principal amount of \$49,800,000 (the "Initial Notes"), were issued pursuant to that certain Note Purchase Agreement (the "NPA"), dated as of February 11, 2010, by and among the Company, the Guarantors and the purchasers named therein and an indenture, dated as of February 23, 2010, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee (the "Indenture" and collectively with the NPA, the "Transaction Documents"). Additional Notes in an aggregate principal amount of \$20,200,000 (the "Additional Notes") will be issued pursuant to the Transaction Documents provided that certain additional closing conditions as set forth in the NPA are satisfied or waived in accordance with the terms of the NPA. The Initial Notes and the Additional Notes are collectively referred to herein as the Notes.

In connection with the registration of the Securities, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the Articles of Incorporation of the Guarantor, as amended, (ii) the Amended and Restated Bylaws of the Guarantor, as adopted on June 10, 2005, (iii) the written consent of the Board of Directors of the Guarantor, dated February 9, 2010, (iv) the Registration Statement and the exhibits thereto, (v) the Transaction Documents and (vi) the Initial Notes and the Guarantees in respect to the Initial Notes (the "Initial Guarantees").

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the Guarantors and the due authorization, execution and delivery of all documents by the parties thereto other than the Company and the Guarantors. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company and the Guarantors.

We have also assumed that:

(i) the Registration Statement will be effective at the time the Securities are offered as contemplated by the Registration Statement;

(ii) any applicable prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby to the extent necessary;

CLARK HILL

(iii) all Securities will be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement;

(iv) the Additional Notes and the Guarantees with respect to the Additional Notes (the "Additional Guarantees") will be issued and sold in accordance with, and in the form and containing the terms as set forth in, the Transaction Documents; and

(v) the Company will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other federal regulatory agencies necessary for the Securities to be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that:

1. The Guarantor is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Michigan.
2. The Guarantor has duly authorized, executed and delivered the Indenture and the Initial Guarantees and has the corporate power and authority to perform its obligations under the Indenture and the Initial Guarantees and has the corporate power and authority to execute and deliver, and perform its obligations under, any Additional Guarantees issued pursuant to the Transaction Documents.
3. No consent, waiver, approval, authorization or order of any State of Michigan court or governmental authority of the State of Michigan was required in connection with the execution and delivery of the Indenture and the Initial Guarantees or will be required in connection with the execution and delivery of the Additional Guarantees issued pursuant to the Transaction Documents.
4. The execution and delivery of the Indenture by the Guarantor and the performance by the Guarantor of its obligations thereunder (including with respect to the Initial Guarantee) do not and will not conflict with or constitute or result in a breach or default under (or an event which with notice or the passage of time or both would constitute a default under) or result in the creation of a lien or encumbrance under or violation of any of, (i) the articles of incorporation or bylaws of the Guarantor or (ii) any state or governmental rule or regulation of the Michigan.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of: (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public

CLARK HILL

policy considerations which may limit the rights of parties to obtain certain remedies; (iv) any laws except the laws of the State of Michigan and the Michigan case law decided thereunder; and (v) the “Blue Sky” laws and regulations of Michigan.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Securities may be sold from time to time by the holders thereof as contemplated by the Registration Statement, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date on which the Registration Statement is declared effective by the Commission under the Securities Act, which laws are subject to change with possible retroactive effect. We assume no obligation to revise or supplement this opinion should the present laws of the State of Michigan be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. Kirkland & Ellis LLP may rely upon this opinion in connection with its opinion addressed to the Company, dated the date hereof and filed with the Registration Statement, to the same extent as if it were an addressee hereof.

We hereby consent to the filing of this opinion with the commission as Exhibit 5.3 to the Registration Statement. We also consent to the reference to our firm under the heading “Legal Matters” in the Registration Statement with respect to the laws of the State of Michigan. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Sincerely,

/s/ CLARK HILL PLC

CLARK HILL PLC

CLARK HILL

April 30, 2010

USF Reddaway Inc.
c/o YRC Worldwide Inc.
10990 Roe Avenue
Overland Park, Kansas 66211

Re: Registration Statement on Form S-3 (File No. 333-164877)

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special counsel to USF Reddaway Inc., an Oregon corporation (the "Guarantor"), in connection with the preparation of the Registration Statement on Form S-3 (File No. 333-164877) (as amended or supplemented, the "Registration Statement").

You have advised us as follows:

(a) That the Registration Statement was originally filed with the Securities and Exchange Commission (the "Commission") on February 12, 2010, under the Securities Act of 1933, as amended (the "Securities Act"), by YRC Worldwide Inc., a Delaware corporation (the "Company"), the Guarantor and certain other guarantors named therein (collectively, the "Guarantors").

(b) The Registration Statement relates to the resale by the selling securityholders named therein from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act (the "Rules"), of up to \$70,000,000 in aggregate principal amount of the Company's 6% Convertible Senior Notes due 2014 (the "Notes"), the guarantees of the Guarantors with respect to the Notes (the "Guarantees") and up to 201,880,000 shares of the Company's common stock, par value \$0.01 per share, which are issuable on account of the Notes (the "Shares" and together with the Notes and the Guarantees, the "Securities").

(c) On February 23, 2010, Notes in an aggregate principal amount of \$49,800,000 (the "Initial Notes"), were issued pursuant to that certain Note Purchase Agreement (the "NPA"), dated as of February 11, 2010, by and among the Company, the Guarantors and the purchasers named therein and an indenture, dated as of February 23, 2010, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee (the "Indenture" and collectively with the NPA, the "Transaction Documents").

(d) Additional Notes in an aggregate principal amount of \$20,200,000 (the "Additional Notes") will be issued pursuant to the Transaction Documents provided that certain additional closing conditions as set forth in the NPA are satisfied or waived in accordance with the terms of the NPA. The Initial Notes and the Additional Notes are collectively referred to herein as the Notes.

In connection with the registration of the Securities, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (a) the organizational documents of the Guarantor, (b) minutes and records of the corporate proceedings of the Guarantor, (c) the Transaction Documents, (d) the Initial Notes, (e) the Guarantee by Guarantor in respect to the Initial Notes (the "Initial Guarantee"), (f) the form of Additional Note, and (g) the form of Guarantee with respect to the Additional Notes (the "Additional Guarantees").

For purposes of this opinion, in addition to the foregoing, which we have assumed is correct, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Guarantor and the due authorization, execution and delivery of all documents by the parties thereto other than the Guarantor. We have not independently investigated, established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company and the Guarantors.

We have also assumed that:

(i) the Registration Statement will be effective at the time the Securities are offered as contemplated by the Registration Statement;

(ii) any applicable prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby to the extent necessary;

(iii) all Securities will be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement and in compliance with applicable federal and state securities laws;

(iv) the Initial Notes and the Initial Guarantees were issued and sold in accordance with, and in the form and containing the terms as set forth in, the Transaction Documents and in compliance with applicable federal and state securities laws;

(v) the Additional Notes and the Additional Guarantees will be issued and sold in accordance with, and in the form and containing the terms as set forth in, the Transaction Documents and in compliance with applicable federal and state securities laws; and

(vi) the Company will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other federal regulatory agencies necessary for the Securities to be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that:

1. The Guarantor is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Oregon.
2. The Guarantor has duly authorized, executed and delivered the Indenture and the Initial Guarantees and has the corporate power and authority to perform its obligations under the Indenture and the Initial Guarantees and has the corporate power and authority to execute and deliver, and perform its obligations under, any Additional Guarantees issued pursuant to the Transaction Documents.
3. No consent, waiver, approval, authorization or order of any State of Oregon court or governmental authority of the State of Oregon was required in connection with the execution and delivery of the Indenture and the Initial Guarantees or will be required in connection with the execution and delivery of the Additional Guarantees issued pursuant to the Transaction Documents.
4. The execution and delivery of the Indenture by the Guarantor and the performance by the Guarantor of its obligations thereunder (including with respect to the Initial Guarantee) do not and will not conflict with or constitute or result in a breach or default under (or an event which with notice or the passage of time or both would constitute a default under) or result in the creation of a lien or encumbrance under or violation of any of, (i) the articles of incorporation or bylaws of the Guarantor or (ii) any state or governmental rule or regulation of the State of Oregon.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of: (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public policy considerations which may limit the rights of parties to obtain certain remedies; (iv) any laws except the laws of the State of Oregon and the Oregon case law decided thereunder; and (v) the "Blue Sky" laws and regulations of State of Oregon.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. You have advised us that the Securities may be sold from time to time by the holders thereof as contemplated by the Registration Statement, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date on which the Registration Statement is declared effective by the Commission under the Securities Act, which laws are subject to change with possible retroactive effect. We assume no obligation to revise or supplement this opinion should the present laws of the State of Oregon be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. Kirkland & Ellis LLP may rely upon this opinion in connection with its opinion addressed to the Company, dated the date hereof and filed with the Registration Statement, to the same extent as if it were an addressee hereof.

We hereby consent to the filing of this opinion with the commission as Exhibit 5.4 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement with respect to the laws of the State of Oregon. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

STOEL RIVES, LLP

By: /s/ GARY R. BARNUM

Gary R. Barnum

April 30, 2010

Roadway Next Day Corporation
c/oYRC Worldwide Inc.
10990 Roe Avenue
Overland Park, Kansas 66211

Re: Registration Statement on Form S-3 (File No. 333-164877)

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special counsel to Roadway Next Day Corporation, a Pennsylvania corporation (the “Pennsylvania Guarantor”), in connection with the preparation of the Registration Statement on Form S-3 (File No. 333-164877) (as amended, the “Registration Statement”) originally filed with the Securities and Exchange Commission (the “Commission”) on February 12, 2010, under the Securities Act of 1933, as amended (the “Securities Act”), by YRC Worldwide Inc. (the “Company”), the Pennsylvania Guarantor and the other guarantors named therein (collectively, the “Guarantors”). The Registration Statement relates to the resale by the selling securityholders named therein from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act (the “Rules”), of up to \$70,000,000 in aggregate principal amount of the Company’s 6% Convertible Senior Notes due 2014 (the “Notes”), the guarantees of the Guarantors with respect to the Notes (the “Guarantees”), and up to 201,880,000 shares of the Company’s common stock, par value \$0.01 per share, which are issuable on account of the Notes (the “Shares” and, collectively with the Notes and the Guarantees, the “Securities”), as described in the Registration Statement.

We understand that on February 23, 2010, Notes in an aggregate principal amount of \$49,800,000 (the “Initial Notes”), were issued pursuant to that certain Note Purchase Agreement (the “NPA”), dated as of February 11, 2010, by and among the Company, the Guarantors and the purchasers named therein, and an indenture, dated as of February 23, 2010, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee (the “Indenture” and, collectively with the NPA, the “Transaction Documents”). We understand that additional Notes in an aggregate principal amount of \$20,200,000 (the “Additional Notes”) may be issued pursuant to the Transaction Documents provided that certain additional closing conditions as set forth in the NPA are satisfied or waived in accordance with the terms of the NPA. The Initial Notes and the Additional Notes are collectively referred to herein as the “Notes.”

In connection with the registration of the offering of the Securities for resale by the selling securityholders named in the Registration Statement, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the organizational documents of the Pennsylvania Guarantor, (ii) minutes and records of the corporate proceedings of the Pennsylvania Guarantor, (iii) the Registration Statement and the

exhibits thereto, (iv) the Transaction Documents, (v) the Initial Notes and the Guarantees in respect to the Initial Notes (the "Initial Guarantees"), and (vi) such other documents and records, and other instruments as we have deemed appropriate for purposes of the opinions set forth here.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Pennsylvania Guarantor and the due authorization, execution and delivery of all documents by the parties thereto other than the Pennsylvania Guarantor. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied without investigation upon statements and representations of officers and other representatives of the Company, the Pennsylvania Guarantor and others.

We have also assumed that:

(i) the Registration Statement will be effective at the time the Securities are offered as contemplated by the Registration Statement;

(ii) any applicable prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby to the extent necessary;

(iii) all Securities will be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement;

(iv) the Additional Notes and the Guarantees with respect to the Additional Notes (the "Additional Guarantees") will be issued and sold in accordance with, and will be identical to the form and contain the terms as set forth in, the Transaction Documents; and

(v) the Company will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other federal regulatory agencies necessary for the Securities to be offered and sold in the manner stated in the prospectus included in the Registration Statement or any applicable prospectus supplement.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations and qualifications set forth below, we are of the opinion that:

1. The Pennsylvania Guarantor is a corporation validly existing and presently subsisting under the laws of the Commonwealth of Pennsylvania.
2. The Pennsylvania Guarantor has duly authorized, executed and delivered the Indenture and the Initial Guarantees and has the corporate power and authority to enter into and perform its obligations under the Indenture and the Initial Guarantees and has the corporate power and authority to execute and deliver, and perform its obligations under, any Additional Guarantees issued pursuant to the Transaction Documents.

3. No consent, waiver, approval, authorization or order of any governmental authority of the Commonwealth of Pennsylvania was required in connection with the execution and delivery by the Pennsylvania Guarantor of the Indenture and the Initial Guarantees or will be required in connection with the execution and delivery by the Pennsylvania Guarantor of the Additional Guarantees issued pursuant to the Transaction Documents.
4. The execution and delivery of the Indenture by the Pennsylvania Guarantor and the performance by the Pennsylvania Guarantor of its obligations thereunder (including with respect to the Initial Guarantee) do not and will not conflict with or constitute or result in a breach or default under (or an event which with notice or the passage of time or both would constitute a default under) or result in the creation of a lien or encumbrance under or violation of any of, (i) the articles of incorporation or bylaws of the Pennsylvania Guarantor or (ii) any law of the Commonwealth of Pennsylvania or any rule or regulation thereunder.

Our opinions expressed above are subject to the following limitations, exceptions, assumptions and qualifications:

- A. We express no opinion as to the applicability of, compliance with, or effect of: (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public policy considerations which may limit the rights of parties to obtain certain remedies; (iv) any laws except the laws of the Commonwealth of Pennsylvania and the Commonwealth of Pennsylvania case law decided thereunder; and (v) the "Blue Sky" laws and regulations of the Commonwealth of Pennsylvania or any other state.
- B. For purposes of our opinion in paragraph 1 hereof as to the valid existence and subsistence of the Pennsylvania Guarantor, we have relied solely upon a subsistence certificate issued by the appropriate authorities in the Commonwealth of Pennsylvania.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Securities may be sold from time to time by the holders thereof as contemplated by the Registration Statement, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect. We assume no obligation or responsibility to revise, update or supplement this opinion as of any date subsequent to its date, and we assume no responsibility for advising you of any changes with respect to any matters described in this opinion letter should the present laws of the Commonwealth of Pennsylvania be changed by legislative action, judicial decision or otherwise or from the discovery, subsequent to the date hereof, of information not previously known to us pertaining to the events occurring prior to such date.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act promulgated by the Commission. Kirkland & Ellis LLP may rely upon this opinion in connection with its opinion addressed to the Company, dated the date hereof and filed with the Registration Statement, to the same extent as if it were an addressee hereof.

We hereby consent to the filing of this opinion with the commission as Exhibit 5.5 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the prospectus included in the Registration Statement with respect to the laws of the Commonwealth of Pennsylvania. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/S/ MORGAN, LEWIS & BOCKIUS LLP
Morgan, Lewis & Bockius LLP

April 30, 2010

USF Glen Moore Inc.
c/o YRC Worldwide Inc.
10990 Roe Avenue
Overland Park, Kansas 66211

Re: Registration Statement on Form S-3 (File No. 333-164877).

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special counsel to USF Glen Moore Inc., a Pennsylvania corporation (the “Pennsylvania Guarantor”), in connection with the preparation of the Registration Statement on Form S-3 (File No. 333-164877) (as amended, the “Registration Statement”) originally filed with the Securities and Exchange Commission (the “Commission”) on February 12, 2010, under the Securities Act of 1933, as amended (the “Securities Act”), by YRC Worldwide Inc. (the “Company”), the Pennsylvania Guarantor and the other guarantors named therein (collectively, the “Guarantors”). The Registration Statement relates to the resale by the selling securityholders named therein from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act (the “Rules”), of up to \$70,000,000 in aggregate principal amount of the Company’s 6% Convertible Senior Notes due 2014 (the “Notes”), the guarantees of the Guarantors with respect to the Notes (the “Guarantees”), and up to 201,880,000 shares of the Company’s common stock, par value \$0.01 per share, which are issuable on account of the Notes (the “Shares” and, collectively with the Notes and the Guarantees, the “Securities”), as described in the Registration Statement.

We understand that on February 23, 2010, Notes in an aggregate principal amount of \$49,800,000 (the “Initial Notes”), were issued pursuant to that certain Note Purchase Agreement (the “NPA”), dated as of February 11, 2010, by and among the Company, the Guarantors and the purchasers named therein, and an indenture, dated as of February 23, 2010, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee (the “Indenture” and, collectively with the NPA, the “Transaction Documents”). We understand that additional Notes in an aggregate principal amount of \$20,200,000 (the “Additional Notes”) may be issued pursuant to the Transaction Documents provided that certain additional closing conditions as set forth in the NPA are satisfied or waived in accordance with the terms of the NPA. The Initial Notes and the Additional Notes are collectively referred to herein as the “Notes.”

In connection with the registration of the offering of the Securities for resale by the selling securityholders named in the Registration Statement, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the organizational documents of the Pennsylvania Guarantor, (ii) minutes and records of the corporate proceedings of the Pennsylvania Guarantor, (iii) the Registration Statement and the

exhibits thereto, (iv) the Transaction Documents, (v) the Initial Notes and the Guarantees in respect to the Initial Notes (the "Initial Guarantees"), and (vi) such other documents and records, and other instruments as we have deemed appropriate for purposes of the opinions set forth here.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Pennsylvania Guarantor and the due authorization, execution and delivery of all documents by the parties thereto other than the Pennsylvania Guarantor. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied without investigation upon statements and representations of officers and other representatives of the Company, the Pennsylvania Guarantor and others.

We have also assumed that:

(i) the Registration Statement will be effective at the time the Securities are offered as contemplated by the Registration Statement;

(ii) any applicable prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby to the extent necessary;

(iii) all Securities will be offered and sold in the manner stated in the Registration Statement or any applicable prospectus supplement;

(iv) the Additional Notes and the Guarantees with respect to the Additional Notes (the "Additional Guarantees") will be issued and sold in accordance with, and will be identical to the form and contain the terms as set forth in, the Transaction Documents; and

(v) the Company will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other federal regulatory agencies necessary for the Securities to be offered and sold in the manner stated in the prospectus included in the Registration Statement or any applicable prospectus supplement.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations and qualifications set forth below, we are of the opinion that:

1. The Pennsylvania Guarantor is a corporation validly existing and presently subsisting under the laws of the Commonwealth of Pennsylvania.
2. The Pennsylvania Guarantor has duly authorized, executed and delivered the Indenture and the Initial Guarantees and has the corporate power and authority to enter into and perform its obligations under the Indenture and the Initial Guarantees and has the corporate power and authority to execute and deliver, and perform its obligations under, any Additional Guarantees issued pursuant to the Transaction Documents.

3. No consent, waiver, approval, authorization or order of any governmental authority of the Commonwealth of Pennsylvania was required in connection with the execution and delivery by the Pennsylvania Guarantor of the Indenture and the Initial Guarantees or will be required in connection with the execution and delivery by the Pennsylvania Guarantor of the Additional Guarantees issued pursuant to the Transaction Documents.
4. The execution and delivery of the Indenture by the Pennsylvania Guarantor and the performance by the Pennsylvania Guarantor of its obligations thereunder (including with respect to the Initial Guarantee) do not and will not conflict with or constitute or result in a breach or default under (or an event which with notice or the passage of time or both would constitute a default under) or result in the creation of a lien or encumbrance under or violation of any of, (i) the articles of incorporation or bylaws of the Pennsylvania Guarantor or (ii) any law of the Commonwealth of Pennsylvania or any rule or regulation thereunder.

Our opinions expressed above are subject to the following limitations, exceptions, assumptions and qualifications:

- A. We express no opinion as to the applicability of, compliance with, or effect of: (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public policy considerations which may limit the rights of parties to obtain certain remedies; (iv) any laws except the laws of the Commonwealth of Pennsylvania and the Commonwealth of Pennsylvania case law decided thereunder; and (v) the "Blue Sky" laws and regulations of the Commonwealth of Pennsylvania or any other state.
- B. For purposes of our opinion in paragraph 1 hereof as to the valid existence and subsistence of the Pennsylvania Guarantor, we have relied solely upon a subsistence certificate issued by the appropriate authorities in the Commonwealth of Pennsylvania.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Securities may be sold from time to time by the holders thereof as contemplated by the Registration Statement, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect. We assume no obligation or responsibility to revise, update or supplement this opinion as of any date subsequent to its date, and we assume no responsibility for advising you of any changes with respect to any matters described in this opinion letter should the present laws of the Commonwealth of Pennsylvania be changed by legislative action, judicial decision or otherwise or from the discovery, subsequent to

the date hereof, of information not previously known to us pertaining to the events occurring prior to such date.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. Kirkland & Ellis LLP may rely upon this opinion in connection with its opinion addressed to the Company, dated the date hereof and filed with the Registration Statement, to the same extent as if it were an addressee hereof.

We hereby consent to the filing of this opinion with the commission as Exhibit 5.6 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the prospectus included in the Registration Statement with respect to the laws of the Commonwealth of Pennsylvania. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ MORGAN, LEWIS & BOCKIUS LLP

Morgan, Lewis & Bockius LLP