

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2
to
Form S-4
on
Form S-4/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Yellow Roadway Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4213
(Primary Standard Industrial
Classification Code Number)

48-0948788
(I.R.S. Employer
Identification No.)

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
Yellow Roadway Corporation
Senior 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:

Charles L. Strauss
Fulbright & Jaworski L.L.P.
1301 McKinney, Suite 5100
Houston, Texas 77010
(713) 651-5151

Robert Evans III
Shearman & Sterling LLP
599 Lexington Ave.
New York, New York 10022
(212) 848-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please 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(d) 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. ☐

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 of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	SIC	I.R.S. Employer Identification No.
Yellow Transportation, Inc.	Indiana	4213	44-0594706
Yellow Roadway Technologies, Inc.	Delaware	4213	48-1115792
Mission Supply Company	Kansas	4213	48-0911571
Yellow Relocation Services, Inc.	Kansas	4213	48-1067939
Meridian IQ, Inc.	Delaware	4731	48-1233134
MIQ LLC	Delaware	4731	48-1119865
Globe.com Lines, Inc.	Delaware	4213	52-2068065
Roadway LLC	Delaware	4213	34-1956254
Roadway Express, Inc.	Delaware	4213	34-0492670
Roadway Next Day Corporation	Pennsylvania	4213	23-2255947

The address, including zip code, and telephone number, including area code, of each registrant's principal executive offices is shown on the cover page of this Registration Statement on Form S-4.

EXPLANATORY NOTE

This Amendment is being filed solely to update certain exhibits to this registration statement. No other changes are made hereby.

PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 21. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1*	—Form of Dealer Manager Agreement.
3.1	—Certificate of Incorporation of Yellow Roadway Corporation, formerly known as Yellow Corporation (incorporated herein by reference to Exhibit 3.1 to Yellow Corporation's Annual Report on Form 10-K for the year ended December 31, 2002, filed March 6, 2003, Reg. No. 000-12255).
3.2	—Certificate of Amendment to the Certificate of Incorporation of Yellow Roadway Corporation, formerly known as Yellow Corporation (incorporated herein by reference to Exhibit 4.2 to Yellow Roadway Corporation's Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-111499).
3.3	—Bylaws of Yellow Roadway Corporation, as amended (incorporated herein by reference to Exhibit 3.1 to Yellow Roadway's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed August 9, 2004, Reg. No. 000-12255).
3.4	—Certificate of Incorporation of Meridian IQ, Inc., formerly known as Yellow Dot Com Subsidiary, Inc., as amended (incorporated herein by reference to Exhibit 3.4 to Yellow Roadway Corporation's Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.5	—Amended and Restated Bylaws of Meridian IQ, Inc., formerly known as Yellow Dot Com Subsidiary, Inc. (incorporated herein by reference to Exhibit 3.5 to Yellow Roadway Corporation's Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.6	—Certificate of Incorporation of Yellow Roadway Technologies, Inc., formerly known as Yellow Technologies Inc., as amended (incorporated herein by reference to Exhibit 3.7 to Yellow Corporation's Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.7	—Certificate of Amendment of Certificate of Incorporation of Yellow Roadway Technologies, Inc., formerly known as Yellow Technologies, Inc. (incorporated herein by reference to Exhibit 3.7 to Post-Effective Amendment No. 8 to Yellow Roadway Corporation's Registration Statement on Form S-3, filed August 16, 2004, Reg. No. 333-109896).
3.8	—Amended and Restated Bylaws of Yellow Roadway Technologies, Inc., formerly known as Yellow Technologies Inc., (incorporated herein by reference to Exhibit 3.7 to Yellow Roadway Corporation's Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.9	—Certificate of Incorporation of Globe.com Lines, Inc., as amended (incorporated herein by reference to Exhibit 3.9 to Yellow Corporation's Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.10	—Amended and Restated Bylaws of Globe.com Lines, Inc. (incorporated herein by reference to Exhibit 3.9 to Yellow Roadway Corporation's Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.11	—Articles of Incorporation of Yellow Relocation Services, Inc. (incorporated herein by reference to Exhibit 3.11 to Yellow Corporation's Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).

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3.12	—Amended and Restated Bylaws of Yellow Relocation Services, Inc. (incorporated herein by reference to Exhibit 3.11 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.13	—Articles of Incorporation of Mission Supply Company, as amended (incorporated herein by reference to Exhibit 3.15 to Yellow Corporation’s Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.14	—Amended and Restated Bylaws of Mission Supply Company (incorporated herein by reference to Exhibit 3.13 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.15	—Articles of Incorporation of Yellow Transportation, Inc., as amended (incorporated herein by reference to Exhibit 3.14 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.16	—Amended and Restated Bylaws of Yellow Transportation, Inc. (incorporated herein by reference to Exhibit 3.15 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.17	—Certificate of Formation of Yellow GPS, LLC, as amended (incorporated herein by reference to Exhibit 3.21 to Yellow Corporation’s Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.18	—Certificate of Amendment to the Certificate of Formation of Yellow GPS, LLC changing its name to MIQ LLC (incorporated herein by reference to Exhibit 3.17 to Post-Effective Amendment No. 7 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed August 3, 2004, Reg. No. 333-109896).
3.19	—Amended and Restated Limited Liability Company Agreement of MIQ LLC, formerly known as Yellow GPS, LLC, and before that formerly known as Yellow Global, LLC (incorporated herein by reference to Exhibit 3.22 to Yellow Corporation’s Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.20	—Certificate of Formation of Roadway LLC, as amended (incorporated herein by reference to Exhibit 3.18 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.21	—Limited Liability Company Agreement of Roadway LLC, formerly known as Yankee LLC (incorporated herein by reference to Exhibit 3.19 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.22	—Amended and Restated Certificate of Incorporation of Roadway Express, Inc. (incorporated herein by reference to Exhibit 3.20 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.23	—Amended and Restated By-Laws of Roadway Express, Inc. (incorporated herein by reference to Exhibit 3.21 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.24	—Certificate of Incorporation of Roadway Next Day Corporation, as amended (incorporated herein by reference to Exhibit 3.22 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.25	—By-Laws of Roadway Next Day Corporation, formerly known as Lion Corp., (incorporated herein by reference to Exhibit 3.23 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
4.1	—Paying Agency Agreement dated April 26, 1993 between Yellow Corporation and Citibank, N.A. (incorporated herein by reference to Exhibit 4.4 to Yellow Corporation’s Annual Report on Form 10-K for the year ended December 31, 2002, filed March 6, 2003, Reg. No. 000-1255).

Exhibit No.	Description
4.2	—Indenture (including form of note) dated August 8, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation’s 5.0% Contingent Convertible Senior Notes due 2023 (incorporated herein by reference to Exhibit 4.5 to Yellow Corporation’s Registration Statement on Form S-4, filed August 19, 2003, Reg. No. 333-108081).
4.3	—Registration Rights Agreement dated August 8, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Securities Inc., as representative of the initial purchasers (incorporated herein by reference to Exhibit 4.6 to Yellow Corporation’s Registration Statement on Form S-4, filed August 18, 2003, Reg. No. 333-108081).
4.4	—Indenture (including form of note) dated November 25, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation’s 3.375% Contingent Convertible Senior Notes due 2023 (incorporated herein by reference to Exhibit 4.7 to Yellow Roadway Corporation’s Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-11499).
4.5	—Registration Rights Agreement dated November 25, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Securities Inc., as representative of the initial purchasers (incorporated herein by reference to Exhibit 4.8 to Yellow Roadway Corporation’s Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-11499).
4.6	—Indenture (including form of note) dated November 30, 2001 among Roadway Corporation (predecessor in interest to Roadway LLC), certain subsidiary guarantors and SunTrust Bank, as trustee, relating to Roadway’s 8 1/4% Senior Notes due December 1, 2008 (incorporated herein by reference to Exhibit 4.9 to Yellow Roadway Corporation’s Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-11499).
4.7*	—Form of Indenture (including form of note) among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to the 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023.
4.8*	—Form of Indenture (including form of note) among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to the 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023.
5.1**	—Opinion of Fulbright & Jaworski L.L.P. regarding the legality of the securities to be offered hereby, including supporting opinions of local counsel attached thereto.
8.1*	—Opinion of Fulbright & Jaworski L.L.P. regarding tax matters.
12.1*	—Statement of Computation of Ratios.
21.1	—Subsidiaries of Yellow Roadway Corporation (incorporated herein by reference to Exhibit 21.1 to Yellow Roadway Corporation’s Annual Report on Form 10-K for the year ended December 31, 2003, Reg. No. 000-12255).
23.1*	—Consent of KPMG LLP, independent auditors for Yellow Roadway Corporation.
23.2*	—Consent of Ernst & Young LLP, independent accountants for Roadway Corporation.
23.3*	—Consent of Fulbright & Jaworski L.L.P. related to opinion regarding tax matters (included in Exhibit 8.1).
23.4**	—Consent of Fulbright and Jaworski L.L.P. related to opinion regarding the legality of the securities to be offered hereby (included in Exhibit 5.1).
24.1	—Powers of Attorney (included on the signature pages of the initial filing of this Registration Statement on October 27, 2004, and incorporated herein by reference).
24.2*	—Certified resolutions of subsidiary guarantors regarding Powers of Attorney.

Exhibit No.	Description
25.1*	—Statement of Eligibility and Qualification of Trustee under the Trust Indenture Act of 1939, as amended, on Form T-1.
99.1*	—Form of Letter of Transmittal.
99.2*	—Form of Notice of Guaranteed Delivery.
99.3*	—Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.4*	—Form of Letter to Clients.
99.5*	—Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

* Filed with Amendment No. 1 to this Registration Statement on November 30, 2004

** Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

YELLOW ROADWAY CORPORATION

By: /s/ DONALD G. BARGER, JR.
Donald G. Barger, Jr.
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

<u>Signature</u>	<u>Title</u>
<div>/s/ WILLIAM D. ZOLLARS</div> <div>William D. Zollars</div>	Chairman of the Board of Directors, President and Chief Executive Officer (principal executive officer)
<div>/s/ DONALD G. BARGER, JR.</div> <div>Donald G. Barger, Jr.</div>	Senior Vice President and Chief Financial Officer (principal financial officer)
<div>/s/ BHADRESH SUTARIA</div> <div>Bhadresh Sutaria</div>	Vice President—Controller and Chief Accounting Officer (principal accounting officer)
<div>*</div> <div>Cassandra C. Carr</div>	Director
<div>*</div> <div>Howard M. Dean</div>	Director
<div>*</div> <div>Dennis E. Foster</div>	Director
<div>*</div> <div>John C. McKelvey</div>	Director

<u>Signature</u>	<u>Title</u>
<hr/> *	Director
<hr/> William L. Trubeck	
<hr/> *	Director
<hr/> Carl W. Vogt	
<hr/> *	Director
<hr/> Frank P. Doyle	
<hr/> *	Director
<hr/> John F. Fiedler	
<hr/> *	Director
<hr/> Phillip J. Meek	

*By: /s/ DONALD G. BARGER, JR.
Donald G. Barger, Jr.
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

YELLOW TRANSPORTATION, INC.

By: /s/ BRENDA LANDRY
Brenda Landry
Vice President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

Signature	Title
*	
James L. Welch	President, Chief Executive Officer and Director (principal executive officer)
*	
Phillip J. Gaines	Senior Vice President—Finance and Administration and Director (principal financial officer and principal accounting officer)
*	
Jerry C. Bowlin	Director

*By: /s/ DONALD G. BARGER, JR.
Donald G. Barger, Jr.
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

YELLOW ROADWAY TECHNOLOGIES, INC.

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

Signature

Title

*

President (principal executive officer)

Michael J. Smid

*

Vice President—Finance (principal financial officer and principal accounting officer)

Mart in Kraus

*

Director

Jerry C. Bowlin

*

Director

Phillip J. Gaines

*

Director

James L. Welch

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

MISSION SUPPLY COMPANY

By: /S/ BRENDA LANDRY
Brenda Landry
Vice President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

Signature	Title
* James L. Welch	President and Director (principal executive officer)
* D. Bruce Gress	Vice President—Finance (principal financial officer and principal accounting officer)
* Jerry C. Bowlin	Director
* Phillip J. Gaines	Director

*By: /S/ DONALD G. BARGER, JR.
Donald G. Barger, Jr.
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

YELLOW RELOCATION SERVICES, INC.

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

Signature

*

Donald E. Emery

*

D. Bruce Gress

*

Jerry C. Bowlin

*

Phillip J. Gaines

*

James L. Welch

Title

President (principal executive officer)

Vice President—Finance (principal financial officer and principal accounting officer)

Director

Director

Director

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

SIGNATURES	
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MERIDIAN IQ, INC.	
By:	<u>/s/ BRENDA LANDRY</u> Brenda Landry Vice President and Assistant Secretary
Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14 th day of December, 2004.	
<u>Signature</u>	<u>Title</u>
*	
James Ritchie	President and Chief Executive Officer (principal executive officer)
*	
Eric Friedlander	Vice President—Finance and Controller (principal financial officer and principal accounting officer)
*	
Todd M. Hacker	Director
*	
Bhadresh A. Sutaria	Director
*	
James McMullen	Director
*By: <u>/s/ DONALD G. BARGER, JR.</u> Donald G. Barger, Jr. Attorney-in-Fact	

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

MERIDIAN IQ, INC.

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

Signature

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James Ritchie

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Eric Friedlander

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Todd M. Hacker

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Bhadresh A. Sutaria

*

James McMullen

Title

President and Chief Executive Officer
(principal executive officer)

Vice President—Finance and Controller
(principal financial officer and principal
accounting officer)

Director

Director

Director

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Overland Park, State of Kansas, on the 14th day of December, 2004.

MIQ LLC

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

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Signature

*

James Ritchie

*

Eric Friedlander

*

James McMullen

Title

President, Chief Executive Officer and Manager
(principal executive officer)

Vice President—Finance and Controller
(principal financial officer and principal
accounting officer)

Manager

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

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ROADWAY LLC

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2004.

Signature

*

James D. Staley

*

John G. Coleman

*

Jack E. Peak

*

Robert L. Stull

Title

President and Chief Executive Officer
(principal executive officer)

Vice President—Finance and Manager
(principal financial officer and principal
accounting officer)

Manager

Manager

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

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ROADWAY EXPRESS, INC.

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

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Signature

*

Robert L. Stull

*

John G. Coleman

*

Jack E. Peak

Title

President, Chief Executive Officer and
Director
(principal executive officer)

Senior Vice President—Finance and
Administration and Director (principal
financial officer and principal accounting
officer)

Director

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

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ROADWAY NEXT DAY CORPORATION

By: /s/ BRENDA LANDRY

Brenda Landry
Vice President and Assistant Secretary

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James D. Staley

*

John G. Coleman

*

Jack E. Peak

*

Robert L. Stull

Title

President (principal executive officer)

Vice President—Finance and Director
(principal financial officer and principal
accounting officer)

Director

Director

*By: /s/ DONALD G. BARGER, JR.

Donald G. Barger, Jr.
Attorney-in-Fact

EXHIBIT INDEX

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3.13	—Articles of Incorporation of Mission Supply Company, as amended (incorporated herein by reference to Exhibit 3.15 to Yellow Corporation’s Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.14	—Amended and Restated Bylaws of Mission Supply Company (incorporated herein by reference to Exhibit 3.13 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.15	—Articles of Incorporation of Yellow Transportation, Inc., as amended (incorporated herein by reference to Exhibit 3.14 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.16	—Amended and Restated Bylaws of Yellow Transportation, Inc. (incorporated herein by reference to Exhibit 3.15 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.17	—Certificate of Formation of Yellow GPS, LLC, as amended (incorporated herein by reference to Exhibit 3.21 to Yellow Corporation’s Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.18	—Certificate of Amendment to the Certificate of Formation of Yellow GPS, LLC changing its name to MIQ LLC (incorporated herein by reference to Exhibit 3.17 to Post-Effective Amendment No. 7 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed August 3, 2004, Reg. No. 333-109896).
3.19	—Amended and Restated Limited Liability Company Agreement of MIQ LLC, formerly known as Yellow GPS, LLC, and before that formerly known as Yellow Global, LLC (incorporated herein by reference to Exhibit 3.22 to Yellow Corporation’s Registration Statement on Form S-3, filed October 22, 2003, Reg. No. 333-109896).
3.20	—Certificate of Formation of Roadway LLC, as amended (incorporated herein by reference to Exhibit 3.18 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.21	—Limited Liability Company Agreement of Roadway LLC, formerly known as Yankee LLC (incorporated herein by reference to Exhibit 3.19 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.22	—Amended and Restated Certificate of Incorporation of Roadway Express, Inc. (incorporated herein by reference to Exhibit 3.20 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.23	—Amended and Restated By-Laws of Roadway Express, Inc. (incorporated herein by reference to Exhibit 3.21 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.24	—Certificate of Incorporation of Roadway Next Day Corporation, as amended (incorporated herein by reference to Exhibit 3.22 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
3.25	—By-Laws of Roadway Next Day Corporation, formerly known as Lion Corp., (incorporated herein by reference to Exhibit 3.23 to Yellow Roadway Corporation’s Registration Statement on Form S-3, filed February 23, 2004, Reg. No. 333-113021).
4.1	—Paying Agency Agreement dated April 26, 1993 between Yellow Corporation and Citibank, N.A. (incorporated herein by reference to Exhibit 4.4 to Yellow Corporation’s Annual Report on Form 10-K for the year ended December 31, 2002, filed March 6, 2003, Reg. No. 000-1255).

Exhibit No.	Description
4.2	—Indenture (including form of note) dated August 8, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation’s 5.0% Contingent Convertible Senior Notes due 2023 (incorporated herein by reference to Exhibit 4.5 to Yellow Corporation’s Registration Statement on Form S-4, filed August 19, 2003, Reg. No. 333-108081).
4.3	—Registration Rights Agreement dated August 8, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Securities Inc., as representative of the initial purchasers (incorporated herein by reference to Exhibit 4.6 to Yellow Corporation’s Registration Statement on Form S-4, filed August 18, 2003, Reg. No. 333-108081).
4.4	—Indenture (including form of note) dated November 25, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation’s 3.375% Contingent Convertible Senior Notes due 2023 (incorporated herein by reference to Exhibit 4.7 to Yellow Roadway Corporation’s Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-11499).
4.5	—Registration Rights Agreement dated November 25, 2003 among Yellow Corporation, certain subsidiary guarantors and Deutsche Bank Securities Inc., as representative of the initial purchasers (incorporated herein by reference to Exhibit 4.8 to Yellow Roadway Corporation’s Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-11499).
4.6	—Indenture (including form of note) dated November 30, 2001 among Roadway Corporation (predecessor in interest to Roadway LLC), certain subsidiary guarantors and SunTrust Bank, as trustee, relating to Roadway’s 8 1/4% Senior Notes due December 1, 2008 (incorporated herein by reference to Exhibit 4.9 to Yellow Roadway Corporation’s Registration Statement on Form S-8, filed December 23, 2003, Reg. No. 333-11499).
4.7*	—Form of Indenture (including form of note) among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to the 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023.
4.8*	—Form of Indenture (including form of note) among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to the 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023.
5.1**	—Opinion of Fulbright & Jaworski L.L.P. regarding the legality of the securities to be offered hereby, including supporting opinions of local counsel attached thereto.
8.1*	—Opinion of Fulbright & Jaworski L.L.P. regarding tax matters.
12.1*	—Statement of Computation of Ratios.
21.1	—Subsidiaries of Yellow Roadway Corporation (incorporated herein by reference to Exhibit 21.1 to Yellow Roadway Corporation’s Annual Report on Form 10-K for the year ended December 31, 2003, Reg. No. 000-12255).
23.1*	—Consent of KPMG LLP, independent auditors for Yellow Roadway Corporation.
23.2*	—Consent of Ernst & Young LLP, independent accountants for Roadway Corporation.
23.3*	—Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 8.1).
23.4**	—Consent of Fulbright & Jaworski L.L.P. related to opinion regarding the legality of the Securities to be offered hereby (included in Exhibit 5.1).
24.1	—Powers of Attorney (included on the signature pages of the initial filing of this Registration Statement on October 27, 2004, and incorporated herein by reference).
24.2*	—Certified resolutions of subsidiary guarantors regarding Powers of Attorney.
25.1*	—Statement of Eligibility and Qualification of Trustee under the Trust Indenture Act of 1939, as amended, on Form T-1.
99.1*	—Form of Letter of Transmittal.

Exhibit No.	Description
99.2*	—Form of Notice of Guaranteed Delivery.
99.3*	—Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.4*	—Form of Letter to Clients.
99.5*	—Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
*	Filed with Amendment No. 1 to this Registration Statement on November 30, 2004
**	Filed herewith

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100

HOUSTON, TEXAS 77010-3095

WWW.FULBRIGHT.COM

TELEPHONE: (713) 651-5151

FACSIMILE: (713) 651-5246

December 14, 2004

Yellow Roadway Corporation
10990 Roe Avenue
Overland Park, Kansas 66211

Ladies and Gentlemen:

We have acted as counsel to Yellow Roadway Corporation, a Delaware corporation (the “Company”), and the subsidiaries listed on Schedule I hereto (collectively, the “Guarantors”) in connection with the preparation and filing of the Registration Statement on Form S-4 (Reg. No. 333-119990; as amended, the “Registration Statement”) relating to the proposed exchange offers by the Company to (1) issue up to \$250,000,000 aggregate principal amount of new 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 5.0% Notes”) in exchange for any and all outstanding 5.0% Contingent Convertible Senior Notes due 2023 (the “Existing 5.0% Notes”) that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers and (2) issue up to \$150,000,000 aggregate principal amount of new 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 3.375% Notes”) and, together with the New 5.0% Notes, the “New Notes”) in exchange for any and all outstanding 3.375% Contingent Convertible Senior Notes due 2023 (the “Existing 3.375% Notes” and, together with the Existing 5.0% Notes, the “Existing Notes”), that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers. The offer to exchange the New 5.0% Notes for the Existing 5.0% Notes is referred to herein as the “5.0% Notes Exchange Offer”; the offer to exchange the New 3.375% Notes for the Existing 5.0% Notes is referred to herein as the “3.375% Notes Exchange Offer”; and the 5.0% Notes Exchange Offer and the 3.375% Notes Exchange Offer are collectively referred to herein as the “Exchange Offers”. The New 5.0% Notes will be issued pursuant to an indenture (the “5.0% Indenture”) to be entered into among the Company, the Guarantors and Deutsche Bank Trust Company Americas, as trustee (the “Trustee”). The New 3.375% Notes will be issued pursuant to an indenture (the “3.375% Indenture” and, together with the 5.0% Indenture, the “Indentures”) to be entered into among the Company, the Guarantors and the Trustee. The New Notes will be convertible, upon the occurrence of certain events, into shares of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), in accordance with the terms of the Indentures. Each of the Guarantors will issue a guarantee with respect to the New Notes (collectively, the “Guarantees”).

In connection with the foregoing, we have examined originals or copies of such corporate records, as applicable, of the Company and the Guarantors, certificates and other

communications of public officials, certificates of officers of the Company and the Guarantors and such other documents as we have deemed necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and the Guarantors and on certificates and other communications of public officials. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, the due authorization (other than the authorization of the New Notes and the Guarantees), execution and delivery by the parties thereto of all documents examined by us, and the legal capacity of each individual who signed any of those documents.

Based upon the foregoing, and having due regard for such legal considerations as we deem relevant, we are of the opinion that:

(i) The New Notes and the Guarantees have been duly authorized;

(ii) When (a) the Registration Statement has been declared effective under the Securities Act of 1933, as amended, (b) the 5.0% Indenture has been duly executed and delivered by the Company and each Guarantor and duly authorized, executed and delivered by the Trustee and (c) the New 5.0% Notes have been duly executed and authenticated in accordance with the terms of the 5.0% Indenture and have been issued and delivered upon consummation of the 5.0% Notes Exchange Offer against receipt of the Existing 5.0% Notes in accordance with the terms of the 5.0% Notes Exchange Offer, the New 5.0% Notes will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms;

(iii) When (a) the Registration Statement has been declared effective under the Securities Act of 1933, as amended, (b) the 3.375% Indenture has been duly executed and delivered by the Company and each Guarantor and duly authorized, executed and delivered by the Trustee and (c) the New 3.375% Notes have been duly executed and authenticated in accordance with the terms of the 3.375% Indenture and have been issued and delivered upon consummation of the 3.375% Notes Exchange Offer against receipt of the Existing 3.375% Notes in accordance with the terms of the 3.375% Notes Exchange Offer, the New 3.375% Notes will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms;

(iv) When (a) the Registration Statement has been declared effective under the Securities Act of 1933, as amended, (b) each of the Indentures has been duly executed and delivered by the Company and each Guarantor and duly authorized, executed and delivered by the Trustee and (c) the guarantees related to the New Notes have been duly executed and authenticated in accordance with the terms of the Indentures and have been issued and delivered upon consummation of the Exchange Offers, the Guarantees will constitute valid and binding obligations of each of the Guarantors, enforceable against each of the Guarantors in accordance with their terms; and

(v) the shares of Common Stock into which the New Notes are convertible have been duly authorized and when issued on conversion of New 5% Notes or New 3.375% Notes in accordance with the New 5% Notes or New 3.375% Notes, as the case may be, and the terms of the 5.0% Indenture or the 3.375% Indenture, as the case may be, will be duly and validly issued, fully paid and nonassessable.

The opinions expressed herein are limited exclusively to the federal laws of the United States of America, the laws of the State of New York and the General Corporation Law and the Limited Liability Company Act of the State of Delaware and reported judicial interpretations of such laws, and, except as set forth in the succeeding sentence, we are expressing no opinion as to the effect of the laws of any other jurisdiction. With regard to Guarantors that are incorporated under the laws of Indiana, Kansas or Pennsylvania, we have relied on the opinions of Ice Miller, Michelle Russell, Assistant General Counsel of the Company and Morgan, Lewis & Bockius LLP, attached hereto as Exhibits A, B and C, respectively, as to the matters set forth in such opinions.

The enforceability of the New Notes and the Guarantees may be limited or affected by (a) bankruptcy, insolvency, reorganization, moratorium, liquidation, rearrangement, probate, conservatorship, fraudulent transfer, fraudulent conveyance and other similar laws (including court decisions) now or hereafter in effect and affecting the rights and remedies of creditors generally or providing for the relief of debtors, (b) the refusal of a particular court to grant (i) equitable remedies, including, without limiting the generality of the foregoing, specific performance and injunctive relief, or (ii) a particular remedy sought under such documents as opposed to another remedy provided for therein or another remedy available at law or in equity, (c) general principles of equity (regardless of whether such remedies are sought in a proceeding in equity or at law) and (d) judicial discretion.

This opinion is given as of the date hereof, and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus included as part of the Registration Statement.

Very truly yours,

/s/ Fulbright & Jaworski L.L.P.

Fulbright & Jaworski L.L.P.

SCHEDULE I

- Yellow Transportation, Inc., an Indiana corporation
- Yellow Roadway Technologies, Inc., a Delaware corporation
- Mission Supply Company, a Kansas corporation
- Yellow Relocation Services, Inc., a Kansas corporation
- Meridian IQ, Inc., a Delaware corporation
- MIQ LLC, a Delaware limited liability company
- Globe.com Lines, Inc., a Delaware corporation
- Roadway LLC, a Delaware limited liability company
- Roadway Express, Inc., a Delaware corporation
- Roadway Next Day Corporation, a Pennsylvania corporation

[Ice Miller Letterhead]

December 14, 2004

Yellow Roadway Corporation
10990 Roe Avenue
Overland Park, Kansas 66211

Ladies and Gentlemen:

We have acted as special Indiana counsel for Yellow Transportation, Inc., an Indiana corporation (the “Company”), in connection with the preparation and filing by Yellow Roadway Corporation, a Delaware corporation (“Yellow Roadway”), and certain subsidiary guarantors of Yellow Roadway, including the Company, of the Registration Statement on Form S-4 (Reg. No. 333-119990; as amended, the “Registration Statement”) relating to the proposed exchange offers by Yellow Roadway to (1) issue up to \$250,000,000 aggregate principal amount of new 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 5.0% Notes”) in exchange for any and all outstanding 5.0% Contingent Convertible Senior Notes due 2023 that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers and (2) issue up to \$150,000,000 aggregate principal amount of new 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 3.375% Notes” and, together with the New 5.0% Notes, the “New Notes”) in exchange for any and all outstanding 3.375% Contingent Convertible Senior Notes due 2023, that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers. The New 5.0% Notes will be issued pursuant to an indenture (the “5.0% Indenture”) to be entered into among Yellow Roadway, certain subsidiary guarantors of Yellow Roadway and Deutsche Bank Trust Company Americas, as trustee (the “Trustee”). The New 3.375% Notes will be issued pursuant to an indenture (the “3.375% Indenture” and, together with the 5.0% Indenture, the “Indentures”) to be entered into among Yellow Roadway, certain subsidiary guarantors of Yellow Roadway and the Trustee. The New Notes will be convertible, upon the occurrence of certain events, into shares of Yellow Roadway’s common stock, par value \$1.00 per share, in accordance with the terms of the Indentures. The Company will issue guarantees with respect to the New Notes (the “Guarantees”).

In connection with the foregoing, we have examined originals or copies of such corporate records, as applicable, of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as we have deemed necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied upon and assumed the accuracy of such records, documents, certificates of officers of the Company, and certificates and other communications of public officials. We have made such examination of the laws of the

State of Indiana as we deemed relevant for purposes of this opinion, but we have not made a review of, and express no opinion concerning, the laws of any jurisdiction other than the State of Indiana.

Except as described in this letter, we are not generally familiar with the Company's business, records, transactions, or activities. Our knowledge of its business, records, transactions, and activities is limited to the information that is set forth below and on Exhibit A and that otherwise has been brought to our attention by certificates executed and delivered to us by officers of the Company in connection with this opinion letter. We have examined copies, certified or otherwise identified to our satisfaction, of the Indentures, the Guarantees and the documents listed in the attached Exhibit A, which is made a part hereof. For the purposes of this opinion, the documents listed in Exhibit A are hereinafter referred to collectively as the "Authorization Documents."

We have relied upon and assumed the truth and accuracy of the representations, certifications and warranties made in the Authorization Documents, and have not made any independent investigation or verification of any factual matters stated or represented therein. Except to the extent expressly set forth herein, we have not undertaken any independent investigation to determine the existence or absence of such facts or circumstances or the assumed facts set forth herein, we accept no responsibility to make any such investigation, and no inference as to our knowledge of the existence or absence of such facts or circumstances or of our having made any independent review thereof should be drawn from our representation of the Company. Our representation of the Company is limited to the transactions contemplated by the Registration Statement and other matters specifically referred to us by the Company.

In rendering this opinion letter to you, we have assumed with your permission:

- (a) The genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, the due authorization (other than the authorization of the Indentures and the Guarantees), execution and delivery by the parties thereto of all documents examined by us, and the legal capacity of each individual who signed any of those documents.
- (b) All official public records (including their proper indexing and filing) furnished to or obtained by us, electronically or otherwise, were accurate, complete and authentic when delivered or issued and remain accurate, complete and authentic as of the date of this opinion letter.
- (d) The corporate records or other organizational records of the Company provided to us are accurate and complete.

(e) The financial condition of the Company at all relevant times will be such as will permit the authorization, execution and performance of the Indentures and the Guarantees under Ind. Code 23-1-28.

Based on the foregoing and upon such investigation as we have deemed necessary, and subject to the assumptions, qualifications, exceptions and limitations set forth herein, we are of the opinion that:

1. The Company is a corporation duly incorporated and validly existing under the laws of the State of Indiana, for which the most recent required biennial report has been filed with the Indiana Secretary of State and no Articles of Dissolution appear as filed in the Indiana Secretary of State's records.

2. The execution and delivery of the Indentures and the Guarantees by the Company and the performance of the Company's obligations thereunder have been duly authorized by all requisite corporate action on the part of the Company.

3. The Company has requisite corporate power and corporate authority under Indiana law to enter into each of the Indentures and the Guarantees.

4. The Indentures and the Guarantees will be (A) duly executed when signed by an officer of the Company designated in the resolutions of the Board of Directors of the Company relating thereto and (B) duly delivered when duly executed by the Company and delivered to the Trustee.

5. Neither the issuance and sale of the New Notes, nor the compliance with or fulfillment of the other provisions of the New Notes, the Indentures and the Guarantees by the Company nor the consummation of the other transactions contemplated therein on the date hereof require the consent, approval, authorization, or order of any court or Indiana governmental agency or other authority of the State of Indiana, except (a) such as have been obtained and are in full force and effect and (b) as may be required under state securities law, including Indiana state securities law, as to which we express no opinion.

The opinions expressed herein are matters of professional judgment, are not a guarantee of result and are effective only as of the date hereof. We do not undertake to advise you of any matter within the scope of this letter that comes to our attention after the date of this letter and disclaim any responsibility to advise you of any future changes in law or fact that may affect the opinions set forth herein. We express no opinion other than as hereinbefore expressly set forth. No expansion of the opinions expressed herein may or should be made by implication or otherwise.

We are informed that you are relying on this opinion letter in connection with the registration of the New Notes under the federal Securities Act of 1933, as amended. The foregoing opinion shall not be relied upon for any other purpose, except that Fulbright & Jaworski L.L.P. may rely upon this opinion in connection with the Registration Statement and related transactions. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Ice Miller

EXHIBIT A

LIST OF DOCUMENTS REVIEWED

1. Certificate of Existence for each of the Company issued by the Indiana Secretary of State, dated December 13, 2004.
2. Articles of Incorporation of the Company, as certified by the Indiana Secretary of State on December 14, 2004, to be a true and complete copy of the Articles of Incorporation of the Company, as amended.
3. Bylaws of the Company as certified by an authorized officer of the Company as of the date hereof, to be a true and complete copy of the Bylaws of the Company.
4. Resolutions of the Board of Directors of the Company, as certified by an authorized officer of the Company as of the date hereof.
5. Officer's Certificate of the Company dated the date hereof, as to certain factual matters.

[YELLOW ROADWAY LETTERHEAD]

December 14, 2004

Yellow Roadway Corporation
10990 Roe Avenue
Overland Park, Kansas 66211

Ladies and Gentlemen:

I am Assistant General Counsel of Yellow Roadway Corporation, a Delaware corporation (“Yellow Roadway”), and in such capacity have acted as counsel to Mission Supply Company, a Kansas corporation, and Yellow Relocation Services, Inc., a Kansas corporation (collectively, the “Companies”), each of which is indirectly a wholly-owned subsidiary of Yellow Roadway, in connection with the preparation and filing by Yellow Roadway and certain subsidiary guarantors of Yellow Roadway, including the Companies, of the Registration Statement on Form S-4 (Reg. No. 333-119990; as amended, the “Registration Statement”) relating to the proposed exchange offers by Yellow Roadway to (1) issue up to \$250,000,000 aggregate principal amount of new 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 5.0% Notes”) in exchange for any and all outstanding 5.0% Contingent Convertible Senior Notes due 2023 that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers and (2) issue up to \$150,000,000 aggregate principal amount of new 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 3.375% Notes” and, together with the New 5.0% Notes, the “New Notes”) in exchange for any and all outstanding 3.375% Contingent Convertible Senior Notes due 2023, that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers. The New 5.0% Notes will be issued pursuant to an indenture (the “5.0% Indenture”) to be entered into among Yellow Roadway, certain subsidiary guarantors of Yellow Roadway and Deutsche Bank Trust Company Americas, as trustee (the “Trustee”). The New 3.375% Notes will be issued pursuant to an indenture (the “3.375% Indenture” and, together with the 5.0% Indenture, the “Indentures”) to be entered into among Yellow Roadway, certain subsidiary guarantors of Yellow Roadway and the Trustee. The New Notes will be convertible, upon the occurrence of certain events, into shares of Yellow Roadway’s common stock, par value \$1.00 per share, in accordance with the terms of the Indentures. The Companies will each issue guarantees with respect to the New Notes (the “Guarantees”).

In connection with the foregoing, I have examined originals or copies of such corporate records, as applicable, of each of the Companies, certificates and other communications of public

officials and such other documents as I have deemed necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, I have, to the extent I deemed appropriate, relied on statements of officers of the Company and on certificates and other communications of public officials. I have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to me as originals, the conformity to authentic original documents of all documents submitted to me as copies, the due authorization (other than the authorization of the Guarantees), execution and delivery by the parties thereto of all documents examined by me, and the legal capacity of each individual who signed any of those documents.

Based upon the foregoing, and having due regard for such legal considerations as we deem relevant, I am of the opinion that:

(i) each of the Companies has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of Kansas;

(ii) each of the Indentures and the Guarantees have been duly authorized by each of the Companies;

(iii) each of the Companies has full corporate power and authority to enter into each of the Indentures and the Guarantees;

(iv) the Indentures and the Guarantees will be (A) duly executed when signed by an officer of each of the Companies designated in the resolutions of the Board of Directors of the applicable Company relating thereto and (B) duly delivered when duly executed by the applicable Company and delivered to the Trustee;

(v) no consent, approval, authorization or order of any court or governmental agency or body of the State of Kansas is required of the Companies for the consummation of the transactions contemplated by the Indentures or Guarantees.

The opinions expressed herein are limited exclusively to the laws of the State of Kansas and reported judicial interpretations of such law, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

This opinion is given as of the date hereof, and I assume no obligation to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to my attention or any changes in laws that may hereafter occur.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. Fulbright & Jaworski L.L.P. may rely upon this opinion in connection with the Registration Statement and related transactions.

Very truly yours,

/s/ Michelle Russell

Michelle Russell
Assistant General Counsel

[Morgan Lewis & Bockius LLP Letterhead]

December 14, 2004

Yellow Roadway Corporation
10990 Roe Avenue
Overland Park, Kansas 66211

Ladies and Gentlemen:

We have acted as special Pennsylvania counsel for Roadway Next Day Corporation, a Pennsylvania corporation (the “Company”), in connection with certain matters relating to the preparation and filing by Yellow Roadway Corporation, a Delaware corporation (“Yellow Roadway”), and certain subsidiaries of Yellow Roadway, including the Company, of the Registration Statement on Form S-4 (Reg. No. 333-119990; as amended, the “Registration Statement”) relating to the proposed exchange offers (the “Exchange Offers”) by Yellow Roadway to (1) issue up to \$250,000,000 aggregate principal amount of new 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 5.0% Notes”) in exchange for any and all outstanding 5.0% Contingent Convertible Senior Notes due 2023 that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers and (2) issue up to \$150,000,000 aggregate principal amount of new 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (the “New 3.375% Notes” and, together with the New 5.0% Notes, the “New Notes”) in exchange for any and all outstanding 3.375% Contingent Convertible Senior Notes due 2023 that are validly tendered and not validly withdrawn prior to the consummation of the exchange offers. The New 5.0% Notes will be issued pursuant to an indenture (the “5.0% Indenture”) to be entered into among Yellow Roadway, certain subsidiaries of Yellow Roadway, including the Company, as subsidiary guarantors, and Deutsche Bank Trust Company Americas, as trustee (the “5.0% Trustee”). The New 3.375% Notes will be issued pursuant to an indenture (the “3.375% Indenture” and, together with the 5.0% Indenture, the “Indentures”) to be entered into among Yellow Roadway, certain subsidiaries of Yellow Roadway, including the Company, as subsidiary guarantors, and Deutsche Bank Trust Company Americas, as trustee (the “3.375% Trustee” and, together with the 5.0% Trustee, the “Trustees”). The Company will guarantee the New Notes as provided in the Indentures (the “Guarantees”), and notations of such Guarantees will be endorsed on the Notes.

In connection with this opinion letter, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the Articles of Incorporation and Bylaws of the Company and such other documents and records as we have deemed appropriate for purposes of

the opinions set forth herein, including the proposed forms of the Indentures. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of the documents submitted to us as originals, the conformity to the original documents 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. As to any facts that are material to the opinions hereinafter expressed that we did not independently establish or verify, we have relied without investigation upon certificates of officers of the Company.

Based upon and subject to the foregoing, and to the limitations and qualifications described below, we are of the opinion as of the date hereof that:

1. The Company is validly existing as a corporation under the laws of the Commonwealth of Pennsylvania.
2. Each of the Indentures and the Guarantees has been duly authorized by the Company.
3. The Company has the requisite corporate power and authority to enter into each of the Indentures and the Guarantees.
4. The Indentures will be duly executed and delivered when they are signed on behalf of the Company by an officer of the Company designated in the resolutions of the Board of Directors of the Company relating thereto, executed by the other parties thereto and delivered by such an officer to the respective Trustees; and the Guarantees will be duly executed and delivered by the Company when the Indentures are signed and delivered on behalf of the Company by such an officer and the New Notes are duly executed, authenticated and delivered in connection with the Exchange Offers.
5. No consent, approval, authorization or order of any court or governmental agency is required of the Company under any Pennsylvania statute or regulation for the execution and delivery of the Indentures and the Guarantees.

The foregoing opinions expressed herein are limited to the laws of the Commonwealth of Pennsylvania.

We express no opinion as of the application of Pennsylvania securities laws to the offer and sale of the New Notes and the Guarantees.

This opinion letter is effective only as of the date hereof. We do not assume responsibility for updating this opinion letter 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 that may occur subsequent to the date of this opinion letter or from the discovery, subsequent to the date of this opinion letter, of information not previously known to us pertaining to the events occurring prior to such date.

Yellow Roadway Corporation

December 14, 2004

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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder. Fulbright & Jaworski L.L.P. may rely upon this opinion in connection with its opinion filed as an exhibit to the Registration Statement.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP