

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Post-Effective Amendment No. 1  
to  
FORM S-1  
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 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)*

**Michelle A. Russell  
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  
Chicago, IL 60654  
(312) 862-2000**

**Approximate date of commencement of proposed sale to public:** As soon as practicable after the effective date of this Registration Statement.

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, 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 of 1933, 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 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.

This post-effective registration statement amends registration statement number 333-176971.

Indicate by checkmark 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**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>
YRC Inc.	Delaware	34-0492670
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 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
YRC Association Solutions, Inc.	Delaware	20-3720424
Express Lane Service, Inc.	Delaware	20-1557186
YRC International Investments, Inc.	Delaware	20-0890711
USF RedStar LLC	Delaware	N/A
USF Dugan Inc.	Kansas	48-0760565
YRC Mortgages, LLC	Delaware	20-1619478
New Penn Motor Express, Inc.	Pennsylvania	23-2209533
Roadway Express International, Inc.	Delaware	34-1504752
Roadway Reverse Logistics, Inc.	Ohio	34-1738381
USF Bestway Inc.	Arizona	86-0104184

The address, including zip code and telephone number, including area code, of each additional registrant's principal executive offices is as shown on the cover page of this Post-Effective Amendment No. 1 to Registration Statement on Form S-1, except the address, including zip code and telephone number, including area code for the principal executive offices of (i) New Penn Motor Express, Inc. is 625 South Fifth Ave., Lebanon, PA 17042, (800) 285-5000, (ii) USF Holland Inc. is 750 East 40 St., Holland, MI 49423, (616) 395-5000 and (iii) USF Reddaway Inc. is 16277 SE 130 Ave., Clackamas, OR 97015, (503) 650-1286. The name, address, including zip code, of the agent for service for each of the additional registrants is Michelle A. Russell, Executive Vice President, General Counsel and Secretary, YRC Worldwide Inc., 10990 Roe Avenue, Overland Park, Kansas 66211.

## ADDITION OF EXHIBIT

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 was filed to include as an exhibit to registration statement number 333-176971 KPMG LLP's consent to the use of its reports dated February 28, 2012, with respect to the consolidated financial statements, the related financial statement schedule and the effectiveness of internal control over financial reporting of YRC Worldwide Inc. and its subsidiaries (the "Company") included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2011 in such registration statement and the related prospectus. KPMG LLP's report on the consolidated financial statements includes an explanatory paragraph that states that the Company has changed its policy for accounting for tires. KPMG LLP's report on the consolidated financial statements also includes an explanatory paragraph that states that the Company has experienced recurring net losses from continuing operations and operating cash flow deficits and forecasts that it will not be able to comply with certain debt covenants through 2012 and these conditions raise substantial doubt about the Company's ability to continue as a going concern. The reports of KPMG LLP were filed in the Prospectus Supplement No. 3 dated February 28, 2012 filed pursuant to Rule 424(b)(3).

**Item 16. Exhibits and Financial Statement Schedules.**

- (a) The following exhibits are filed as part of this registration statement or incorporated by reference herein:

<u>Exhibit No.</u>	<u>Description</u>
23.1*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.

\* Filed herewith.



\* The undersigned, by signing his name hereto, does execute this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 on behalf of the persons identified above pursuant to a power of attorney.

By: \_\_\_\_\_ /s/ JEFF P. BENNETT  
Jeff P. Bennett  
Attorney-in-Fact







**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on February 28, 2012.

Roadway Next Day Corporation

By: \_\_\_\_\_  
\*  
Paul F. Liljegen  
Vice President—Finance

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 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/ JEFFREY A. ROGERS Jeffrey A. Rogers	President (Principal Executive Officer) and Director	February 28, 2012
_____ * Paul F. Liljegen	Vice President—Finance (Principal Financial and Accounting Officer) and Director	February 28, 2012
_____ /S/ JEFF P. BENNETT Jeff P. Bennett	Vice President and Secretary and Director	February 28, 2012

\* The undersigned, by signing his name hereto, does execute this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 on behalf of the persons identified above pursuant to a power of attorney.

By: \_\_\_\_\_  
/S/ JEFF P. BENNETT  
Jeff P. Bennett  
Attorney-in-Fact





**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clackamas, State of Oregon, on February 28, 2012.

USF Reddaway Inc.

By: \_\_\_\_\_  
\*  
Thomas S. Palmer  
Vice President—Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Thomas J. O'Connor	President and Chief Executive Officer (Principal Executive Officer) and Director	February 28, 2012
_____ * Thomas S. Palmer	Vice President—Finance and Chief Financial Officer (Principal Financial and Accounting Officer) and Director	February 28, 2012
_____ /s/ JEFF P. BENNETT Jeff P. Bennett	Vice President—Legal and Secretary and Director	February 28, 2012

\* The undersigned, by signing his name hereto, does execute this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 on behalf of the persons identified above pursuant to a power of attorney.

By: \_\_\_\_\_  
/s/ JEFF P. BENNETT  
Jeff P. Bennett  
Attorney-in-Fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on February 28, 2012.

USF Glen Moore Inc.

By: \_\_\_\_\_  
\*  
Paul F. Liljegren  
Vice President—Finance

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 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/ JEFF P. BENNETT</u> Jeff P. Bennett	President and Secretary (Principal Executive Officer) and Director	February 28, 2012
<u>*</u> Paul F. Liljegren	Vice President—Finance (Principal Financial and Accounting Officer) and Director	February 28, 2012
<u>/s/ TERRY GERROND</u> Terry Gerrond	Director	February 28, 2012

\* The undersigned, by signing his name hereto, does execute this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 on behalf of the persons identified above pursuant to a power of attorney.

By: \_\_\_\_\_  
/s/ JEFF P. BENNETT  
Jeff P. Bennett  
Attorney-in-Fact











**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on February 28, 2012.

USF Dugan Inc.

By: \_\_\_\_\_  
\*  
Paul F. Liljegren  
Vice President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 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/ JEFF P. BENNETT</u> Jeff P. Bennett	President and Secretary (Principal Executive Officer) and Director	February 28, 2012
<u>*</u> Paul F. Liljegren	Vice President (Principal Financial and Accounting Officer) and Director	February 28, 2012
<u>/s/ TERRY GERROND</u> Terry Gerrond	Director	February 28, 2012

\* The undersigned, by signing his name hereto, does execute this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 on behalf of the persons identified above pursuant to a power of attorney.

By: \_\_\_\_\_  
/s/ JEFF P. BENNETT  
Jeff P. Bennett  
Attorney-in-Fact











Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statement on Form S-1 (number 333-175971) of YRC Worldwide Inc. of our reports dated February 28, 2012, with respect to the consolidated balance sheets of YRC Worldwide Inc. and subsidiaries (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of operations, cash flows, shareholders' equity (deficit) and comprehensive loss for each of the years in the three-year period ended December 31, 2011, the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2011.

Our report on the consolidated financial statements includes an explanatory paragraph that states that the Company changed its policy for accounting for tires. Our report on the consolidated financial statements also includes an explanatory paragraph that states that the Company has experienced recurring net losses from continuing operations and operating cash flow deficits and forecasts that it will not be able to comply with certain debt covenants through 2012 and these conditions raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements and the financial statement schedule do not include any adjustments that might result from the outcome of this uncertainty.

/s/ KPMG LLP

---

Kansas City, Missouri

February 28, 2012