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

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 18, 2016

YRC Worldwide Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-12255
(Commission
File Number)

48-0948788
(IRS Employer
Identification No.)

10990 Roe Avenue
Overland Park, Kansas 66211
(Address of principal executive office)(Zip Code)

(913) 696-6100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

YRC Worldwide Inc. (the "Company") will meet with investors commencing August 18, 2016. A copy of the materials to be presented at the meetings is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | YRC Worldwide Inc. Investor Presentation |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

YRC WORLDWIDE INC.

By: /s/ Stephanie D. Fisher
Stephanie D. Fisher
Vice President and Controller

Date: August 18, 2016



YRC Worldwide®

INVESTOR PRESENTATION

August 2016



FORWARD-LOOKING DISCLOSURES

The information in this presentation is summary in nature and may not contain all information that is important to you. The Recipient acknowledges and agrees that (i) no representation or warranty regarding the material contained in this presentation is made by YRC Worldwide Inc. (the "Company" or "we") or any of its affiliates and (ii) that the Company and its affiliates have no obligation to update or supplement this presentation or otherwise provide additional information. This presentation is for discussion and reference purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or other property.

This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements relate to future events or future performance of the Company and include statements about the Company's expectations or forecasts for future periods and events. Specific forward-looking statements can be identified by the fact that they do not

relate strictly to historical or current facts and include, without limitation, words such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. We disclaim any obligation to update those statements, except as applicable law may require us to do so, and we caution you not to rely unduly on them. We have based those forward-looking statements on our current expectations and assumptions about future events, and while our management considers those expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those we discuss in the "Risk Factors" section of our Annual Report on Form 10-K and in other reports we

file with the Securities and Exchange Commission.

This presentation includes the presentation of Adjusted EBITDA, a non-GAAP financial measure. Adjusted EBITDA is not a measure of financial performance in accordance with generally accepted accounting principles and may exclude items that are significant in understanding and assessing our financial results. Therefore, this measure should not be considered in isolation or as an alternative to net income from operations, cash flows from operations, earnings per fully-diluted share or other measures of profitability, liquidity or performance under generally accepted accounting principles. You should be aware that this presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies. A reconciliation of this measure to the most comparable measures presented in accordance with generally accepted accounting principles has been included in this presentation.

THERE ARE FREIGHT COMPANIES AND THEN THERE'S YRCW

From the time we began traveling the roads more than 90 years ago, we have used a combination of extraordinary service, technology and good old fashioned hard work to evolve into the company we are today — one of the largest less-than-truckload carriers in North America with ~32,000 employees, driving more than 940 million miles a year and generating \$4.8 billion in annual revenue





YRC Worldwide



YRCW provides services under a portfolio of four operating companies

Among these four companies, we have approximately 20 - 25% of the public carrier market by tonnage. We provide the broadest coverage and more service capability throughout North America than any competitor. To put it simply, customers tell us where they want their freight to go and when it needs to be there, and we take it there; we carry the economy



We've got every corner of North America covered

(And the maps to prove it)

North American Coverage



In 2003, Yellow Transportation acquired Roadway Express. The two companies were integrated in 2009 and rebranded as YRC Freight in 2012. When customers need longer-haul LTL shipping solutions, YRC Freight is the expert

| YRC Freight | Metric |
|------------------------|---------------|
| LTM 2Q16 Revenue | \$3.0 billion |
| LTM 2Q16 Adj. EBITDA | \$156 million |
| # of Customers | ~125,000 |
| # of Terminals | 258 |
| Average Length of Haul | 1,300 miles |
| Average Weight | 1,200 lbs |
| Average Transit | 3-4 days |



For next-day and time-sensitive services, YRC regional has 3 distinct carriers: Holland, Reddaway and New Penn. All three brands are well-established and have long histories in their respective regions

| YRC Regional | Metric |
|------------------------|-------------------------|
| LTM 2Q16 Revenue | \$1.7 billion |
| LTM 2Q16 Adj. EBITDA | \$164 million |
| # of Customers | ~150,000 |
| # of Terminals | 126 |
| Average Length of Haul | 400 miles |
| Average Weight | 1,300 lbs |
| Average Transit | > 90% in 2 days or less |



Networks built for the future

YRC Freight, Holland, Reddaway and New Penn, provide service to more than 250,000 customers in all 50 states, Puerto Rico, Canada and Mexico. Plus, with extensive networks already in place and spanning North America, we are well-positioned to offer LTL services to an even greater number of future customers



PHILIPS

TARGET

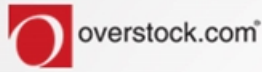


Panasonic



BRIDGESTONE

L'ORÉAL



ANHEUSER BUSCH



DOLLAR GENERAL



wayfair

American Airlines

Nestlé



amazon.com



The company you keep says a lot about you.

And we work with some very good companies.

We're fortunate to have stable, long-standing relationships with some of the greatest companies in the world, from large Fortune 500 companies to small, privately-held businesses

We delivered, and our customers noticed



4 out of the last 6 years, YRCW operating companies have received awards from Walmart for outstanding service



In 2015, Toyota named Holland and Reddaway their LTL logistics partners of the year



New Penn and Holland received Quest of Quality awards in 2016 from Logistics Management magazine

Highly Experienced Senior Management With More Than 150 Years of Operating Experience



James Welch

Chief Executive Officer, YRCW

- More than 34 years of experience in the transportation and logistics industry including 29 years at Yellow Transportation
- Returned to the Company in 2011 to become CEO



Jamie Pierson

Chief Financial Officer, YRCW

- Acted as an advisor to the Company from early 2009 – November 2011
- Joined as CFO in 2011
- Prior to YRCW, served as Vice President, Corporate Development and Integration with Greatwide Logistics Services



Justin Hall

Chief Customer Officer
YRCW

- Responsible for designing and deploying technology, logistics and innovative transportation solutions to enhance the customer experience and create growth opportunities
- Former President of Logistics Planning Services



Jim Fry

Vice President, General Counsel &
Corporate Secretary, YRCW

- More than 20 years of industry experience
- Prior to YRCW, served as Executive Vice President, General Counsel, and Secretary for Swift Transportation Company

Highly Experienced Senior Management With More Than 150 Years of Operating Experience



Darren Hawkins

President, YRC Freight

- More than 27 years of industry experience
- Prior to being named President of YRC Freight, was Senior Vice President of Sales for the Company



Scott Ware

President, Holland

- More than 27 years of industry experience
- Prior to being named President of Holland, was Vice President of Operations and Linehaul for the Company



Don Foust

President, New Penn

- More than 35 years of industry experience
- Prior to being named President of New Penn, was a Division Vice President of Roadrunner Transportation



TJ O'Connor

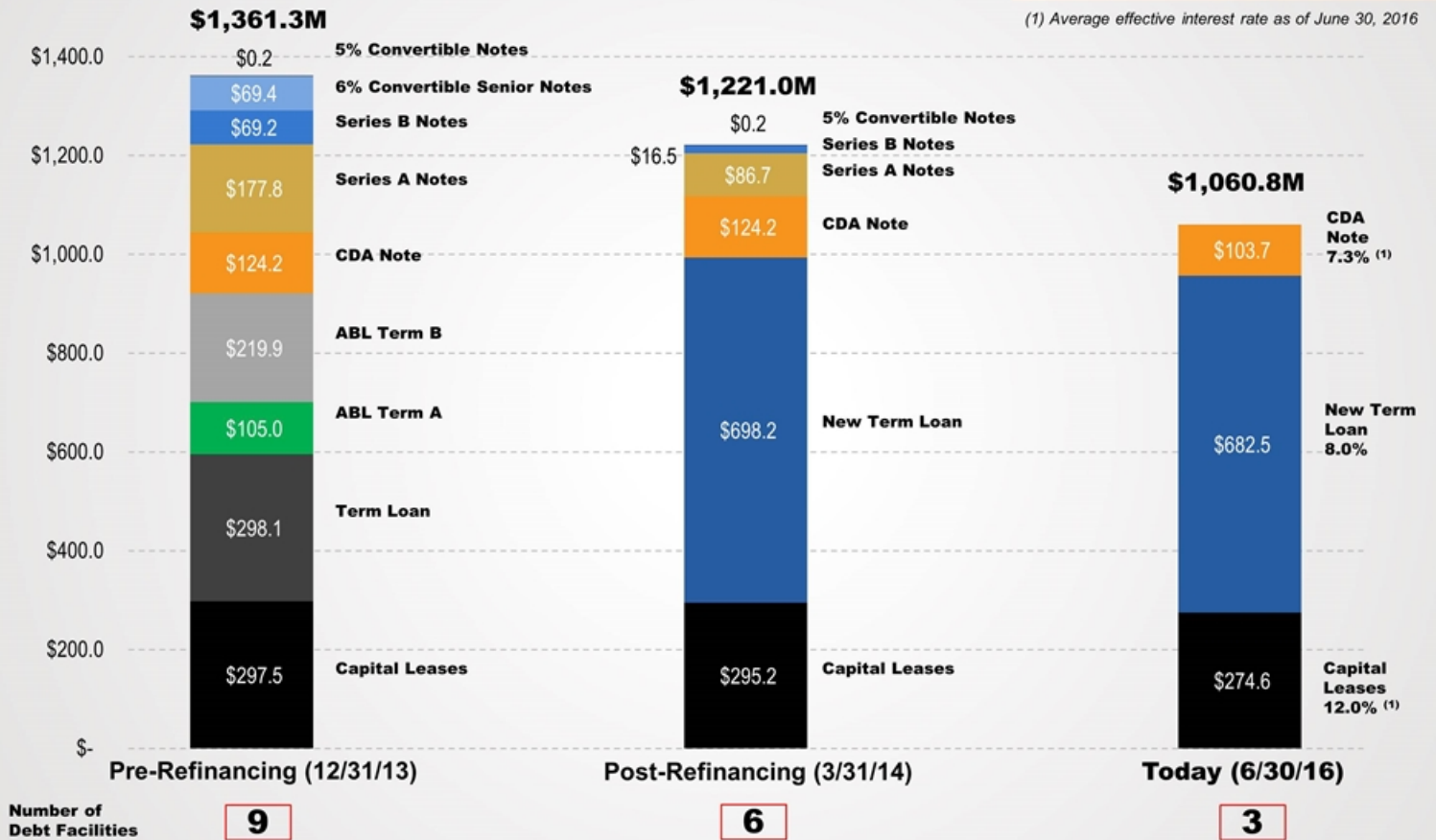
President, Reddaway

- More than 34 years of industry experience
- Prior to being named President of Reddaway in 2007, served as President and CEO of USF Bestway

Simplified Capital Structure

Reduced debt obligations by **\$300.5 million since 2013**

(1) Average effective interest rate as of June 30, 2016



Maturities extended to 2019 and cash interest payments reduced by ~\$40M per year

Leverage Ratio

YRCW Adjusted EBITDA



Funded Debt / Adjusted EBITDA



Note: Funded debt balances based on par value

- ▶ Adjusted EBITDA CAGR 20.3% 2011 – 2015
- ▶ Growing into capital structure
- ▶ Continue to de-risk the balance sheet

Steady progress every year since 2011

Funded Debt to Adjusted EBITDA ratio down 5.2 turns

Credit Facility Covenants

Maximum Total Leverage Ratio
Four Consecutive Fiscal Quarters Ending



YRCW's credit ratings as of June 30, 2016:

- Standard & Poor's corporate family rating is B- with a Stable outlook
- Moody's corporate family rating is B3 with a Stable outlook

No Near-Term Maturities



Significant extension of debt maturities provides longer runway to continue operational transformation

(1) ABL amendment in June 2016 provides for an extension of maturity, subject to certain conditions, from February 2019 to June 2021

2Q 2016 Financial and Operational Update

1

Added new Accelerated service at YRC Freight

- Allows customers' non-guaranteed shipments to reach their destinations 1 – 2 days faster than standard transit times

2

Executing strategy of prioritizing freight mix, yield improvements and profitability over market share and tonnage

- YOY revenue per hundredweight, excluding fuel surcharge, has increased 9 consecutive quarters at YRC Freight and 21 consecutive quarters at the Regional segment

3

Adjusted EBITDA of \$91.4 million in 2Q16 compared to \$109.4 million in 2Q15

- Impacted by an \$8.1 million increase in property damage and liability claims due to the unfavorable development of prior year outstanding claims

4

Continued reinvesting in the business in

- \$27.5 million in capital expenditures and new operating leases for revenue equipment that have a capital value equivalent of \$38.4 million for a total of \$65.9 million in 2Q16

5

\$450 million ABL facility amended

- 50 bps reduction in the interest rate
- Maturity may be extended, subject to certain conditions, from February 2019 to June 2021
- Reduces availability requirements allowing additional flexibility to utilize cash that was previously restricted

6

Liquidity continued to improve

- \$278.8 million in cash, cash equivalents and Managed Accessibility (as defined in the company's recently filed periodic reports) as of June 30, 2016. An increase of \$52.7 million compared to June 30, 2015

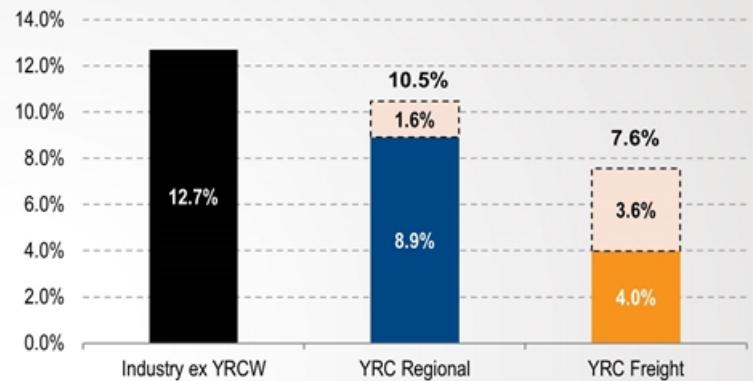
Opportunity for EBITDA Margin Growth & Further Deleveraging

Assuming current market performance of an OR of 91 to 93, the long-term EBITDA margin segment goals are as follows:

YRCF = 7.6% (equivalent to an OR of 95 – 96)

Regional = 10.5% (equivalent to an OR of 93 – 94)

LTM 2Q16 EBITDA Margin



Note: The peer groups LTM 2Q16 EBITDA and OR excludes XPO Logistics' LTL Division and UPS Freight

Significant opportunity for both segments to achieve margin improvements

| | LTM 2Q16 | YRC Regional | YRC Freight |
|----------------------|----------|--------------|-------------|
| Revenue | | \$ 1,742.6 | \$ 2,973.6 |
| Operating Income | | 86.1 | 27.8 |
| D&A | | 69.1 | 90.8 |
| GAAP EBITDA | | 155.2 | 118.7 |
| EBITDA margin | | 8.9% | 4.0% |

Note: For comparison purposes, EBITDA for all companies is defined as operating income plus depreciation and amortization. EBITDA used to calculate EBITDA margin for YRC Regional and YRC Freight above differs from the credit agreement definition of Adjusted EBITDA

Plan to Achieve Margin Segment Goals Include

All contribute to achieving goals

All contribute to achieving goals

1

Volume and Yield Growth

- Economic Growth
- Continued market price rationalization

4

Improving Productivity

- Rollout of dock supervisor tablets
- Utilizing Sysnet software to reduce linehaul miles

2

Delivering Award Winning Service and Partnering with Our Customers

- New YRC Freight Accelerated Service Available in 2Q16

5

Focusing on Safety

- In-cab safety equipment installation in existing fleet substantially complete
- SMITH system training, peer safety trainers and the expansion of driving schools

3

Enhancing Employee Engagement

- Union employees profit sharing bonus opportunity based on achieving OR metrics
- MOU in place through March 2019

6

Continue Investing in Technology and Revenue Equipment

- Optym linehaul route optimization software implementation in 2016
- The foundation for profitably growing the business

Reinvesting in the Business

After several years of curtailing investment in the business, capital spending has resumed

Fleet replenishment through operating leases beginning in 2013

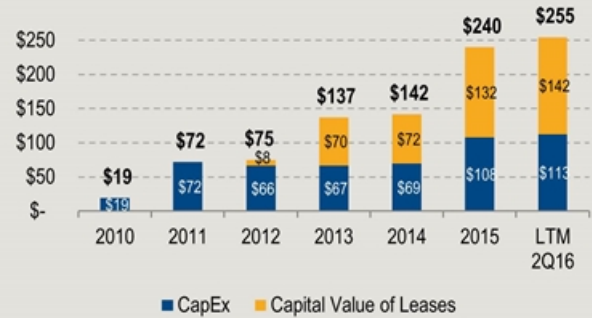
Increased leasing activity due to greater financing options resulting from the Company's improved financial condition

Acquired 70 dimensioners since 2014. Dimensioning technology is used to better cost, price and plan freight loading and flow

For the LTM 2Q16, the CapEx Equivalent (CapEx plus the Capital Value of Leases) was 5.4% of revenue. This brings the Company more in line with historical industry standards

Since the beginning of 2015, additions have included over 1,600 new tractors and over 3,000 new trailers

CapEx Equivalent



CapEx Equivalent - as a % of Revenue



Forward Looking Considerations

1

Plan to continue investing back into the business through combined purchasing and leasing to enhance shareholder value

2

No material long-term debt / facility maturities until 1Q19

3

International Brotherhood of Teamsters memorandum of understanding (MOU) in place through March 2019

- Annual wage increases of \$0.34 per hour in April from 2016 - 2018
- Annual health and welfare benefit contributions increase in August from 2016 – 2018; estimated increase in 2016 is approximately 7%

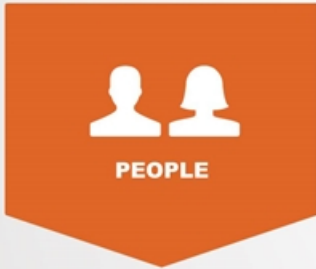
4

Total federal net operating losses (NOLs) of \$700.2 million as of December 31, 2015 that expire between 2028 - 2035

- Due to IRS limitations, usable NOLs projected at \$465.5 million
- Helps mitigate federal cash income tax payments

Competitive Strengths

YRCW's competitive strengths provide a platform for continued improvement and long-term growth



Competitive Strengths



PEOPLE

- ▶ ~32,000 highly experienced employees throughout North America
- ▶ Average tenure of union employees approximately 15 years
- ▶ Union employee turnover less than 10%
- ▶ Long-term relationships with more than 250,000 customers
- ▶ Experienced senior management with 150 combined years of operating experience leading the transformation



Competitive Strengths



PEOPLE

Typical LTL driving distance contributes to stable workforce and low turnover

YRCW drivers covered over 940 million miles in 2015

- The equivalent of more than 168,000 round trips between New York and Los Angeles

Active million mile drivers – accident-free through specific career anniversaries

2,134 drivers > 1 million miles

683 drivers > 2 million miles

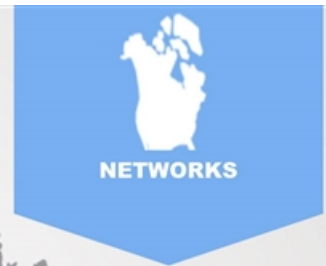
108 drivers > 3 million miles

20 drivers > 4 million miles

1 driver > 6 million miles



Competitive Strengths



Networks include
384 terminals

- YRC Freight Service Center
- ▲ Border Gateway
- New Penn Service Center
- Holland Service Center
- Reddaway Service Center

Competitive Strengths



PHYSICAL ASSETS

- ▶ YRC Freight operates a large hub and spoke network
- ▶ Regional carriers operate direct loading and quick sort networks
- ▶ YRCW Totals
 - 384 terminals
 - ~21,000 doors
 - ~15,000 tractors
 - ~45,000 trailers
- ▶ Reinvesting in the business by replenishing the fleet through a combined approach of purchasing and leasing
- ▶ Acquired over 1,600 new tractors and over 3,000 new trailers since the beginning of 2015



Competitive Strengths



Implementing tools for continuous improvement in safety, efficiency, and productivity



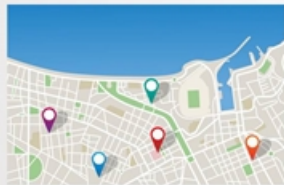
In-Cab Safety Technology – installation completed in 2016 and in service



Dimensioners – in service



Dock Supervisor Tablets – in service



Pickup and Delivery Route Optimization Software – implementation expected by end of 2017



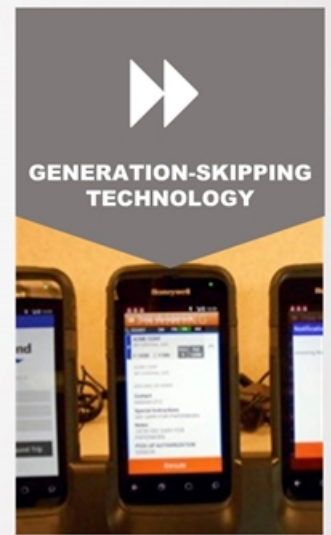
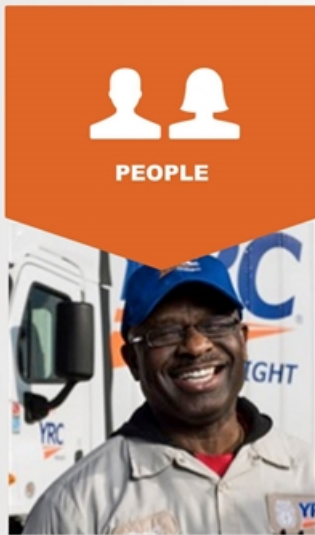
Pick Up & Delivery Handheld Units – in service



Optym Linehaul Route Optimization Software – implementation in 2016

Competitive Strengths

The result is award-winning customer service with a flexible supply chain that provides the broadest coverage throughout North America



HOW WE WILL MOVE FREIGHT, OUR COMPANY AND YOUR INVESTMENT FORWARD

It starts with a flexible supply chain focused on ensuring customers can ship industrial, commercial and retail goods with confidence



**Experienced
Leadership
Team**



**Strong
Industry
Position**



**National
Footprint /
Tremendous
Asset Base**



**Simplified
& Stable
Capital
Structure**



**Diversified
Business
Model**



**Reinvestment
Back Into the
Business**



**Turnaround
Still Has
Legs Via
Margin
Expansion**

INVESTOR RELATIONS

NASDAQ:

YRCW



www.yrcw.com

COMPANY CONTACT:

Tony Carreño

Vice President – Investor Relations

(913) 696-6108

tony.carreno@yrcw.com



APPENDIX

Multi-Employer Pension Plans Contingent Liability

Employees covered by collective bargaining agreements

Required contributions anticipated to be an average of \$1.75* per hour in 2016

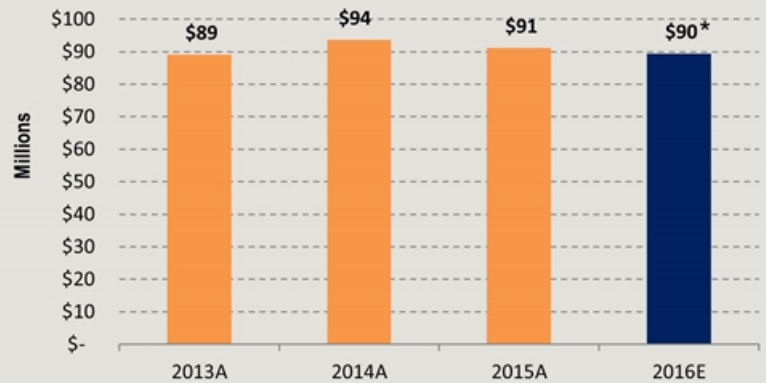
- 2016 cash contributions to be approximately \$90 million*
- Expense included in EBITDA

Contributions are made to 32 multi-employer pension plans with various levels of underfunding

- Pension plans are managed by independent trustees

If the Company were to withdraw from or there was a termination of all of the multi-employer pension plans, the Company's portion of the contingent liability would be an estimated \$10 billion

Cash Contributions to Multi-Employer Pension Plans



However.....YRC Worldwide has and expects to continue making its required contractual contributions to the multi-employer pension plans thus SIGNIFICANTLY minimizing the potential of any material contingent liability becoming due

Additionally, to our knowledge, there are no regulations that would change our average per hour contribution for the remaining term of the Memorandum of Understanding (MOU) as that is contractually agreed to by and between the Company and the individual funds nor are we aware of any regulations that would materially change the status or amount of our contingent liability. As long as we continue to pay what is contractually agreed to, there should be no issue

* The estimated contribution amount is subject to potential increases under the 2014 MOU Extension Agreement if the company's health and welfare contributions made to maintain the current level of health and welfare benefits are less than the health and welfare contribution amounts already negotiated.

Single-Employer Pension Plans

Certain employees not covered by collective bargaining agreements

Plans closed to new participants effective January 1, 2004 with benefit accrual for active employees frozen effective July 1, 2008

Future funding requirements primarily driven by benefits paid, actuarial gains and losses and company contributions

Long-term strategy is to reduce the risk of the underfunded plans

On average, the simple-employer pension expense from 2013 – 2015 was approximately \$21 million, excluding the expense recognition of settlements from lump sum payouts in 2015



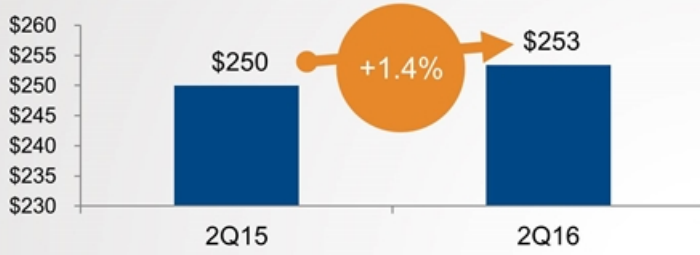
(a) Reflects a \$10.9 million contribution due in January 2016 that was paid in December 2015

KEY FINANCIAL RESULTS

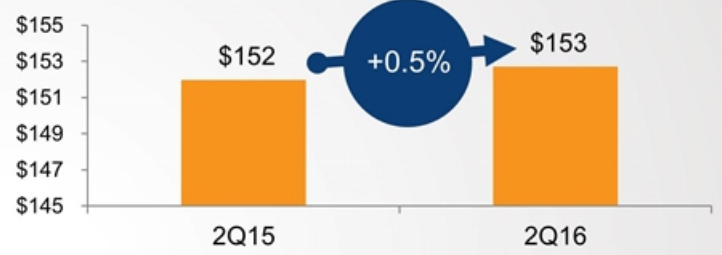


YOY Revenue Per Shipment and Revenue Per CWT

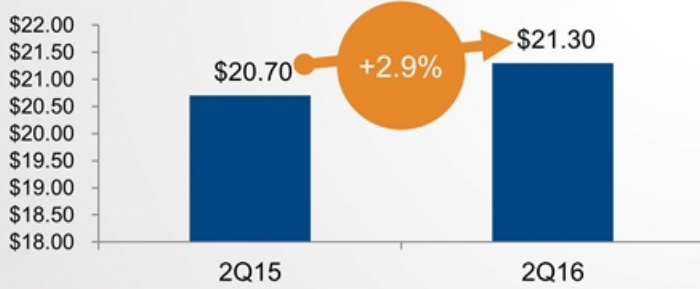
YRC Freight Revenue per Shipment (x-FSC)



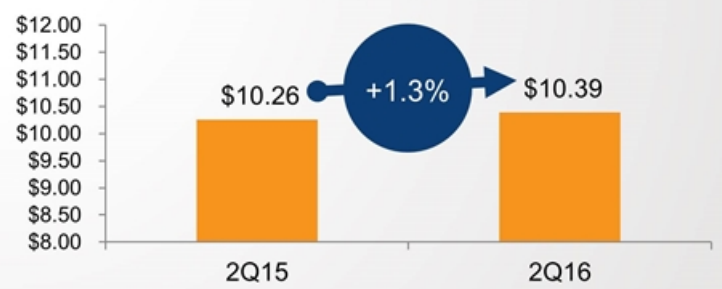
Regional Revenue per Shipment (x-FSC)



YRCF Revenue per cwt (x-FSC)

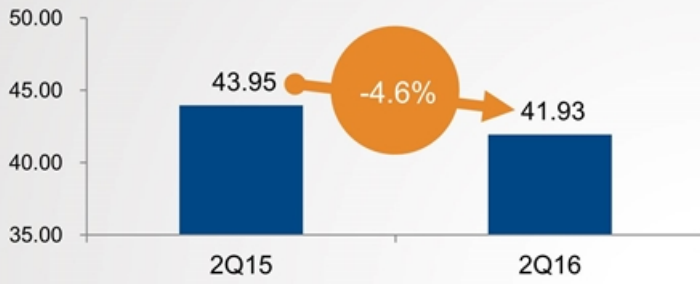


Regional Revenue per cwt (x-FSC)

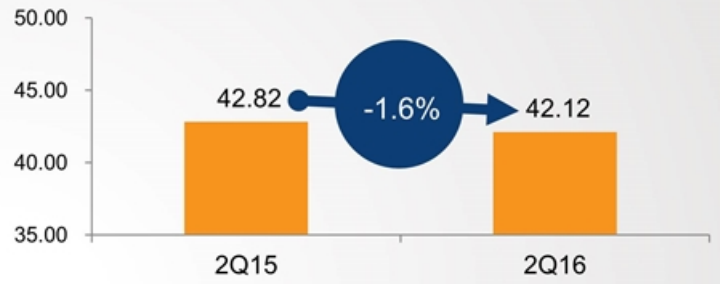


YOY Volume

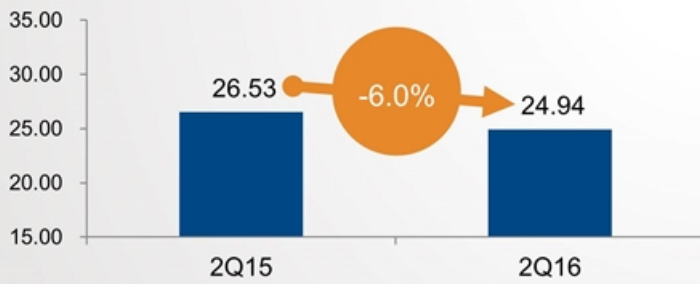
YRC Freight Shipments per Day



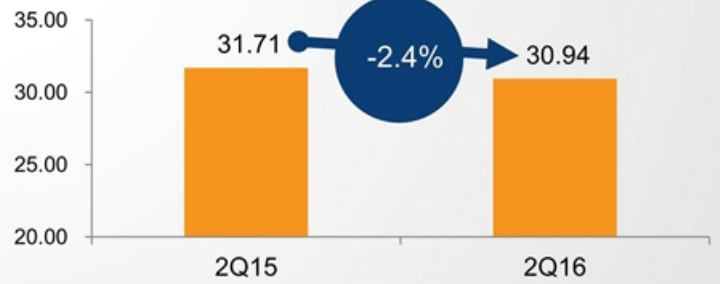
Regional Shipments per Day



YRC Freight Tonnage per Day

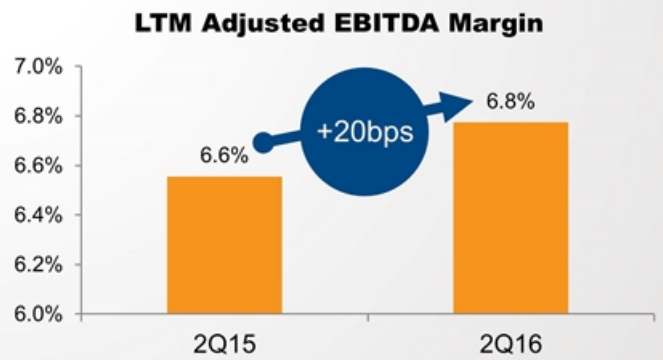
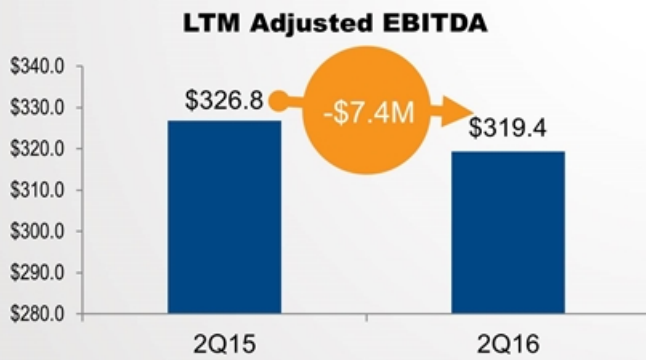
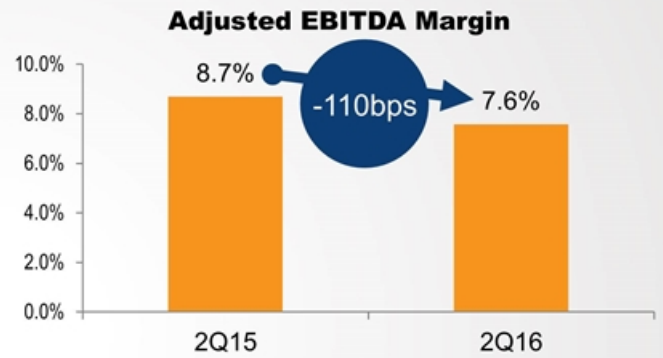
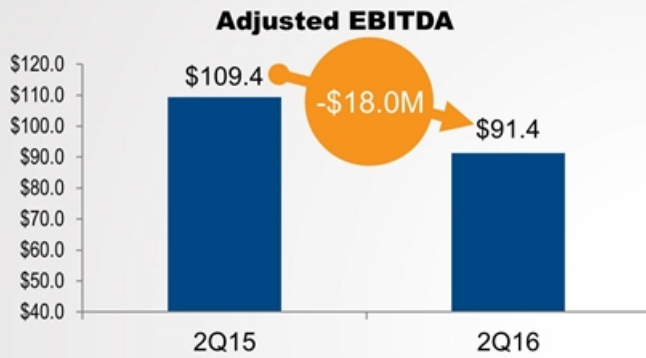


Regional Tonnage per Day



Consolidated Adjusted EBITDA

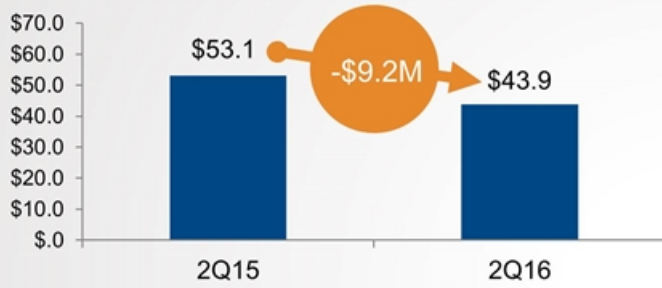
(\$ in millions)



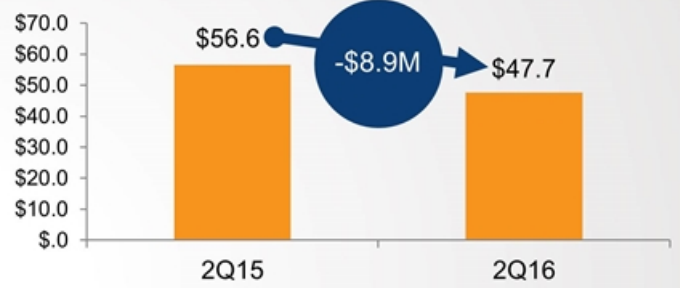
Segment Adjusted EBITDA

(\$ in millions)

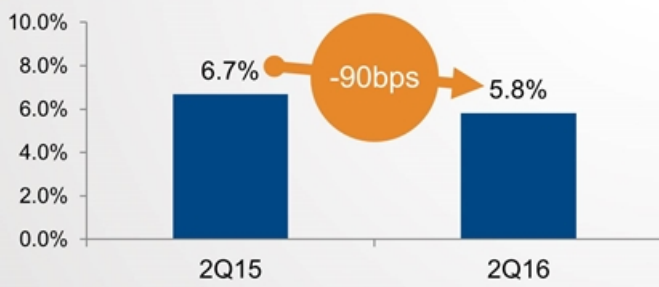
YRCF Adjusted EBITDA



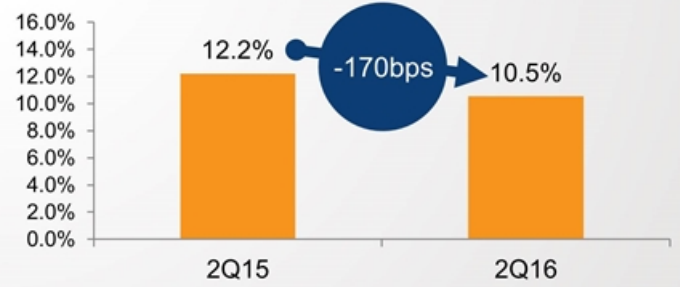
Regional Adjusted EBITDA



YRCF Adjusted EBITDA Margin



Regional Adjusted EBITDA Margin



EBITDA Reconciliation - Consolidated

(\$ in millions)

| YRCW Consolidated | FY 2011 | FY 2012 | FY 2013 | FY 2014 | FY 2015 | LTM 2Q 2015 | LTM 2Q 2016 | 2Q 2015 | 2Q 2016 |
|---|------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|----------------|
| Reconciliation of Net (Loss) Income to Adjusted EBITDA | | | | | | | | | |
| Net (loss) income | \$ (354.4) | \$ (136.5) | \$ (83.6) | \$ (67.7) | \$ 0.7 | \$ 11.8 | \$ 11.4 | \$ 26.0 | \$ 27.1 |
| Interest expense, net | 155.7 | 150.1 | 163.8 | 149.5 | 107.1 | 115.0 | 103.9 | 27.9 | 26.1 |
| Income tax (benefit) expense | (7.5) | (15.0) | (45.9) | (16.1) | (5.1) | (0.4) | (5.9) | 2.3 | 4.7 |
| Depreciation and amortization | 195.7 | 183.8 | 172.3 | 163.6 | 163.7 | 164.5 | 160.0 | 41.3 | 38.5 |
| EBITDA | \$ (10.5) | \$ 182.4 | \$ 206.6 | \$ 229.3 | \$ 266.4 | \$ 290.9 | \$ 269.4 | \$ 97.5 | \$ 96.4 |
| Adjustments for debt covenants: | | | | | | | | | |
| (Gains) / loss on property disposals, net | (8.2) | (9.7) | (2.2) | (11.9) | 1.9 | (5.0) | (10.1) | (0.7) | (11.1) |
| Letter of credit expense | 35.2 | 36.3 | 33.9 | 12.1 | 8.8 | 9.2 | 8.7 | 2.2 | 2.1 |
| Restructuring professional fees | 44.0 | 3.0 | 12.0 | 4.2 | 0.2 | 3.1 | 0.2 | - | - |
| Nonrecurring consulting fees | - | - | - | - | 5.1 | 5.9 | (0.8) | 3.0 | - |
| Permitted dispositions and other | 6.2 | (4.0) | 1.7 | 1.8 | 0.4 | 1.9 | (0.3) | 0.1 | (0.4) |
| Equity based compensation expense | 0.6 | 3.8 | 5.8 | 14.3 | 8.5 | 8.9 | 9.3 | 3.2 | 2.7 |
| Union equity awards | 14.9 | - | - | - | - | - | - | - | - |
| Restructuring transaction costs | 17.8 | - | - | - | - | - | - | - | - |
| Fair value adjustment of derivative liabilities | 79.2 | - | - | - | - | - | - | - | - |
| Amortization of ratification bonus | - | - | - | 15.6 | 18.9 | 20.2 | 13.7 | 4.6 | - |
| Non-union pension settlement | - | - | - | - | 28.7 | - | 28.7 | - | - |
| Equity Investment Impairment | - | 30.8 | - | - | - | - | - | - | - |
| (Gains) / loss on extinguishment of debt | (25.8) | - | - | (11.2) | 0.6 | 0.6 | - | - | - |
| Other, net ^(a) | 5.8 | (3.1) | (2.9) | (9.7) | (6.2) | (8.9) | 0.6 | (0.5) | 1.7 |
| Adjusted EBITDA | \$ 159.2 | \$ 239.5 | \$ 254.9 | \$ 244.5 | \$ 333.3 | \$ 326.8 | \$ 319.4 | \$ 109.4 | \$ 91.4 |
| Revenue | \$ 4,868.8 | \$ 4,850.5 | \$ 4,865.4 | \$ 5,068.8 | \$ 4,832.4 | \$ 4,985.1 | \$ 4,715.5 | \$ 1,258.4 | \$ 1,207.6 |
| Adjusted EBITDA Margin | 3.3% | 4.9% | 5.2% | 4.8% | 6.9% | 6.6% | 6.8% | 8.7% | 7.6% |
| Funded Debt | \$ 1,358.8 | \$ 1,381.0 | \$ 1,361.3 | \$ 1,116.2 | \$ 1,081.9 | \$ 1,089.2 | \$ 1,060.8 | | |
| Leverage Ratio | 8.54x | 5.77x | 5.34x | 4.57x | 3.25x | 3.33x | 3.32x | | |

(a) As required under our Term Loan Agreement, other, net, shown above consists of the impact of certain items to be included in Adjusted EBITDA

EBITDA Reconciliation - Segment

(\$ in millions)

| YRC Freight Segment | FY 2011 | FY 2012 | FY 2013 | FY 2014 | FY 2015 | LTM 2Q 2015 | LTM 2Q 2016 | 2Q 2015 | 2Q 2016 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|----------------|----------------|
| Reconciliation of operating income (loss) to adjusted EBITDA | | | | | | | | | |
| Operating (loss) income | \$ (88.5) | \$ (37.3) | \$ (31.2) | \$ 0.5 | \$ 18.0 | \$ 56.0 | \$ 27.8 | \$ 22.5 | \$ 28.4 |
| Depreciation and amortization | 102.9 | 119.8 | 109.1 | 98.0 | 93.1 | 95.7 | 90.9 | 23.3 | 22.3 |
| (Gains) losses on property disposals, net | (10.5) | (9.9) | (3.0) | (15.9) | 1.9 | (8.4) | (10.7) | 0.8 | (11.2) |
| Letter of credit expense | 28.1 | 29.6 | 25.8 | 8.3 | 6.1 | 6.3 | 5.9 | 1.5 | 1.4 |
| Union equity awards | 10.3 | - | - | - | - | - | - | - | - |
| Nonrecurring consulting fees | - | - | - | - | 5.1 | 5.9 | (0.8) | 3.0 | - |
| Amortization of ratification bonus | - | - | - | 10.0 | 12.2 | 13.0 | 8.9 | 3.0 | - |
| Non-union pension settlement charge | - | - | - | - | 28.7 | - | 28.7 | - | - |
| Other, net ^(a) | 1.4 | 2.7 | 4.5 | (1.1) | 2.1 | (1.3) | 5.3 | (1.0) | 3.0 |
| Adjusted EBITDA | \$ 43.7 | \$ 104.9 | \$ 105.2 | \$ 99.8 | \$ 167.2 | \$ 167.2 | \$ 156.0 | \$ 53.1 | \$ 43.9 |
| Revenue | \$ 3,203.0 | \$ 3,206.9 | \$ 3,136.8 | \$ 3,237.4 | \$ 3,055.7 | \$ 3,171.3 | \$ 2,973.6 | \$ 795.2 | \$ 755.0 |
| Adjusted EBITDA Margin | 1.4% | 3.3% | 3.4% | 3.1% | 5.5% | 5.3% | 5.2% | 6.7% | 5.8% |
| Regional Transportation Segment | | | | | | | | | |
| Reconciliation of operating income to adjusted EBITDA | | | | | | | | | |
| Operating Income | \$ 32.9 | \$ 70.0 | \$ 79.9 | \$ 66.1 | \$ 85.4 | \$ 77.3 | \$ 86.1 | \$ 37.7 | \$ 30.6 |
| Depreciation and amortization | 61.6 | 63.3 | 63.1 | 65.8 | 70.7 | 69.0 | 69.1 | 18.1 | 16.2 |
| (Gains) losses on property disposals, net | (2.7) | 0.7 | 0.6 | 4.0 | 0.2 | 3.6 | 0.6 | (1.3) | 0.1 |
| Letter of credit expense | 6.6 | 6.2 | 6.8 | 2.9 | 2.1 | 2.1 | 2.5 | 0.5 | 0.7 |
| Union equity awards | 4.6 | - | - | - | - | - | - | - | - |
| Amortization of ratification bonus | - | - | - | 5.6 | 6.7 | 7.2 | 4.8 | 1.6 | - |
| Other, net ^(a) | 0.1 | - | 0.1 | - | 0.8 | - | 1.1 | - | 0.1 |
| Adjusted EBITDA | \$ 103.1 | \$ 140.2 | \$ 150.5 | \$ 144.4 | \$ 165.9 | \$ 159.2 | \$ 164.2 | \$ 56.6 | \$ 47.7 |
| Revenue | \$ 1,554.3 | \$ 1,640.6 | \$ 1,728.6 | \$ 1,831.4 | \$ 1,776.9 | \$ 1,813.9 | \$ 1,742.6 | \$ 463.2 | \$ 452.8 |
| Adjusted EBITDA Margin | 6.6% | 8.5% | 8.7% | 7.9% | 9.3% | 8.8% | 9.4% | 12.2% | 10.5% |

(a) As required under our Term Loan, other nonoperating, net, shown above does not include the impact of non-cash foreign currency gains or losses