

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

FORM 10-K

(Mark One)
 **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
[NO FEE REQUIRED]**

For the fiscal year ended December 31, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934 [NO FEE REQUIRED]**

For the transition period from _____ to _____

Commission file number 0-12255

YRC WORLDWIDE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

10990 Roe Avenue, Overland Park, Kansas
(Address of principal executive offices)

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

66211
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$1 Par Value Per Share
(Title of class)

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by nonaffiliates of the registrant at June 30, 2006 was \$2,420,908,490.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class
Common Stock, \$1 Par Value Per Share

Outstanding at January 31, 2007
57,209,694 shares

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference into the Form 10-K:

- 1) Proxy Statement related to the 2007 Annual Meeting of Shareholders - Part III
-

Table of Contents

YRC Worldwide Inc.
Form 10-K
Year Ended December 31, 2006

Index

<u>Item</u>	<u>Page</u>
<u>PART I</u>	
1. <u>Business</u>	3
1A. <u>Risk Factors</u>	11
1B. <u>Unresolved Staff Comments</u>	15
2. <u>Properties</u>	15
3. <u>Legal Proceedings</u>	15
4. <u>Submission of Matters to a Vote of Security Holders</u>	15
<u>PART II</u>	
5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	16
6. <u>Selected Financial Data</u>	19
7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	20
7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	37
8. <u>Financial Statements and Supplementary Data</u>	38
9. <u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	85
9A. <u>Controls and Procedures</u>	85
9B. <u>Other Information</u>	85
<u>PART III</u>	
10. <u>Directors and Executive Officers of the Registrant</u>	86
11. <u>Executive Compensation</u>	87
12. <u>Security Ownership of Certain Beneficial Owners and Management</u>	87
13. <u>Certain Relationships and Related Transactions</u>	87
14. <u>Principal Accountant Fees and Services</u>	87
<u>PART IV</u>	
15. <u>Exhibits, Financial Statement Schedules</u>	88
<u>Exhibits Index</u>	88
<u>Report of Independent Registered Public Accounting Firm on Financial Statement Schedule</u>	95
<u>Financial Statement Schedule II</u>	96
<u>Signatures</u>	97

Table of Contents

This entire annual report, including (among other items) “Item 7, Management’s Discussion of Analysis of Financial Condition and Results of Operations” and certain statements in the Notes to Consolidated Financial Statements contained in “Item 8, Financial Statements and Supplementary Data”, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (each a “forward-looking statement”). Forward-looking statements include those preceded by, followed by or including the words “should,” “could,” “may,” “expect,” “believe,” “estimate” or similar expressions. Our actual results could differ materially from those projected by these forward-looking statements due to a number of factors, including (without limitation), inflation, inclement weather, price and availability of fuel, sudden changes in the cost of fuel or the index upon which the Company bases its fuel surcharge, competitor pricing activity, expense volatility, including (without limitation) expense volatility due to changes in rail service or pricing of rail service, ability to capture cost reductions, including (without limitation) those cost reduction opportunities arising from acquisitions, changes in equity and debt markets, a downturn in general or regional economic activity, effects of a terrorist attack, and labor relations, including (without limitation), the impact of work rules, work stoppages, strikes or other disruptions, any obligations to multi-employer health, welfare and pension plans, wage requirements and employee satisfaction.

Other factors as well as more details regarding certain of these factors are provided in greater detail in “Item 1A – Risk Factors”.

PART I

Item 1. Business

General Description of the Business

YRC Worldwide Inc. (also referred to as “YRC Worldwide”, “the Company”, “we” or “our”), one of the largest transportation service providers in the world, is a holding company that through wholly owned operating subsidiaries offers its customers a wide range of transportation services. The Company adopted the name YRC Worldwide in January 2006 to reflect the fact that its services have expanded to encompass logistics as well as global, national and regional transportation. The YRC Worldwide portfolio of brands provides a comprehensive suite of services for the shipment of industrial, commercial and retail goods domestically and internationally. The brands operate independently in the marketplace, providing customers with a differentiated choice of services and providers. It is our strategy to allow each individual brand to develop its own franchise. We believe that this strategy can result in a greater share of market than we might create under a one brand approach. Additionally, we believe open competition in the marketplace strengthens our individual franchises to a greater extent than restricting the brands from such competition. Our operating subsidiaries, which are also our reportable segments, include the following:

- Yellow Transportation, Inc. (“Yellow Transportation”) is a leading transportation services provider that offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods, primarily through centralized management and customer facing organizations. Approximately 44% of Yellow Transportation shipments are completed in two days or less. In addition to the United States, Yellow Transportation also serves parts of Canada, Mexico and Puerto Rico.
- Roadway Express, Inc. (“Roadway”) is a leading transportation services provider that offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods, primarily through regionalized management and customer facing organizations. Approximately 32% of Roadway shipments are completed in two days or less. Roadway owns 100% of Reimer Express Lines Ltd. (“Reimer”), located in Canada, that specializes in shipments into, across and out of Canada.
- YRC Regional Transportation, Inc. (“Regional Transportation”) is a holding company for our transportation service providers focused on business opportunities in the regional and next-day delivery markets. Regional Transportation is comprised of New Penn Motor Express, Inc. (“New Penn”), USF Holland Inc. and USF Reddaway Inc., which provide regional, next-day ground services through a network of facilities located across the United States (“U.S.”); Quebec, Canada; Mexico and Puerto Rico. USF Glen Moore Inc., a provider of truckload services throughout the U.S., is also a subsidiary of Regional Transportation. Approximately 90% of Regional Transportation LTL shipments are completed in two days or less. In 2006, Regional Transportation also included USF Bestway Inc. In February 2007, we consolidated the majority of USF Bestway’s operations into USF Reddaway.

Table of Contents

- Meridian IQ, Inc. (“Meridian IQ”) is a global logistics management company that plans and coordinates the movement of goods worldwide to provide customers a single source for logistics management solutions. Meridian IQ delivers a wide range of global logistics management services, with the ability to provide customers improved return-on-investment results through flexible, fast and easy-to-implement logistics services and technology management solutions.

In January 2007, we announced organizational changes that bring the management of Yellow Transportation and Roadway under one organization established as YRC National Transportation. Accordingly, beginning in 2007 we will combine these previously separate segments into one.

For revenue and other information regarding these segments, see the Business Segments note under “Item 8, Financial Statements and Supplementary Data”.

Incorporated in Delaware in 1983 and headquartered in Overland Park, Kansas, we employed approximately 66,000 people as of December 31, 2006. The mailing address of our headquarters is 10990 Roe Avenue, Overland Park, Kansas 66211, and our telephone number is (913) 696-6100. Our website is www.yrcw.com. Through the “SEC Filings” link on our website, we make available the following filings as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (“SEC”): our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended. All of these filings may be viewed or printed from our website free of charge.

Narrative Description of the Business

Operating Units

Yellow Transportation

Yellow Transportation offers a full range of services for the movement of industrial, commercial, and retail goods and provides transportation services by moving shipments through its regional, national and international networks of service centers, utilizing primarily ground transportation equipment that we own or lease. The Yellow Transportation mission is to be the leading provider of guaranteed, time-definite, defect-free, hassle-free transportation services for business customers worldwide. Yellow Transportation addresses the increasingly complex transportation needs of its customers through service offerings such as:

- *Exact Express*[®] – a premium expedited and time-definite ground service with an industry-leading 100% satisfaction guarantee;
- *Definite Delivery*[®] – a guaranteed on-time service with constant shipment monitoring and proactive notification;
- *Standard Ground*[™] – a ground service with complete coverage of North America;
- *Expedited Direct*[™] – an expedited air forwarding solution for one, two and three-day shipments;
- *MyYellow*^{®.com} – a leading edge e-commerce web site offering secure and customized online resources to manage transportation activity.

Yellow Transportation provides transportation services for various categories of goods, which may include (among others) apparel, appliances, automotive parts, chemicals, food, furniture, glass, machinery, metal, metal products, non-bulk petroleum products, rubber, textiles, wood and other manufactured products or components. Yellow Transportation provides both less-than-truckload (“LTL”) and truckload service. Most of Yellow Transportation’s deliveries are LTL service; however, Yellow Transportation also offers truckload services to complement the LTL services, usually to fill back hauls and maximize equipment utilization. Back haul is the process of moving trailers (often empty or partially full) back to their destination after a delivery.

Yellow Transportation, founded in 1924, serves more than 300,000 manufacturing, wholesale, retail and government customers throughout North America. Operating from 330 strategically located facilities with 13,414 doors, Yellow Transportation provides service throughout North America, including within Puerto Rico and Hawaii. The Yellow Transportation affiliates, YRC Services, S. de R.L. de C.V. and Yellow Transportation of Ontario, Inc. and Yellow Transportation of British Columbia, Inc., provide services in Mexico and Canada, respectively. Yellow Transportation’s shipments have an average shipment size of 1,200 pounds and travel an average distance of roughly 1,200 miles.

As of December 31, 2006, approximately 22,000 Yellow Transportation employees are dedicated to operating its system, which supports 280,000 shipments in transit at any time. An operations research and engineering team is responsible for the equipment, routing, sequencing and timing of nearly 64 million miles per month. At December 31, 2006, Yellow Transportation had 7,967 owned tractors, 648 leased tractors, 32,982 owned trailers and 769 leased trailers.

Based in Overland Park, Kansas, Yellow Transportation accounted for 35% of our total operating revenue in 2006, 39% of our total operating revenue in 2005 and 47% of our total operating revenue in 2004.

Roadway

Founded in 1930, Roadway serves more than 300,000 manufacturing, wholesale, retail and government customers throughout North America through its extensive network of 336 service centers with 13,480 doors located throughout North America. Roadway offers long-haul, interregional and regional LTL transportation services on two-day and longer lanes and is a leading transporter of industrial, commercial and retail goods with a variety of innovative services designed to meet customer needs. Roadway provides seamless, general commodity freight service among all 50 states, Canada, Mexico and Puerto Rico, and offers import and export services to more than 100 additional countries worldwide through offshore agents. Reimer Express Lines, a subsidiary of Roadway, provides service in Canada, and the Roadway affiliate, YRC Services, S. de R.L. de C.V, provides services in Mexico. Roadway’s shipments have an average shipment size of 1,200 pounds and travel an average distance of roughly 1,200 miles.

[Table of Contents](#)

Roadway provides transportation services for similar categories of goods as those that Yellow Transportation delivers. Roadway primarily offers LTL service yet also offers truckload services to complement its LTL service, usually to fill back hauls and maximize equipment utilization. In addition, Roadway provides higher margin specialized services, including guaranteed expedited services, time-specific delivery, North American international services, coast-to-coast air delivery, sealed trailers, product returns, cold-sensitive protection and government material shipments. The Roadway suite of time-based services provides customers the flexibility to choose next day and beyond service on the ground or in the air at any hour, day or night, anywhere across North America with extreme reliability. These service offerings include:

- *Time-Critical™ Service* – a premium expedited and time-definite service via ground or air anywhere in North America with a 100% on-time guarantee, delivery windows as precise as one hour, and options to charter partial or entire aircraft.
- *Time-Critical™ Multi-Day Window Service* – a service option providing customers the ability to select any size multiple day delivery window and is guaranteed not to deliver early or late. Multi-Day Window service is ideal for vendors shipping to retailers trying to avoid costly charge-backs when faced with strict window delivery requirements.
- *Time-Advantage™ Service* – Roadway's newest expedited service option providing customers the ability to pick the speed to match their need on the ground or in the air anywhere throughout North America.
- *Sealed Divider™* – a patented, dedicated service providing extra protection and verifiable security in transit through a numbered rod-lock seal system with customers paying only for the space used on the trailer.
- *My.Roadway.com* – a secure e-commerce web site offering online resources for shipment visibility and management in real time.

Roadway employed approximately 22,000 employees as of December 31, 2006. At that date, it owned 6,807 tractors and 27,268 trailers and leased 2,064 tractors and 3,183 trailers. Headquartered in Akron, Ohio, Roadway accounted for 34% of our total operating revenue in 2006, 38% of our total operating revenue in 2005 and 46% of our total operating revenue in 2004.

Reimer Express Lines

Founded in 1952, Reimer, a wholly owned subsidiary of Roadway, offers Canadian shippers a selection of direct connections within Canada, throughout North America and around the world. Its network and information systems are completely integrated with those of Roadway. Integration with Roadway enables Reimer to provide seamless cross-border services between Canada, Mexico and the U.S.

YRC Regional Transportation

Regional Transportation is comprised of New Penn, USF Glen Moore, USF Holland and USF Reddaway. In 2006, Regional Transportation also included USF Bestway Inc. In February 2007, we consolidated the majority of USF Bestway's operations into USF Reddaway. Together, the Regional Transportation companies deliver services in the next-day, second-day and time-sensitive markets nationwide, which are among the fastest-growing transportation segments. The Regional Transportation service portfolio includes:

- *Regional delivery* – including next-day local area delivery and second-day services; consolidation/distribution services; protect-from-freezing and hazardous materials handling; and a variety of other specialized offerings.
- *Expedited delivery* – including day-definite, hour-definite and time definite capabilities.
- *Truckload delivery* – including regional, national, dedicated and team-based services.
- *Inter-regional delivery* – combining our best-in-class regional networks with reliable sleeper teams, Regional Transportation provides reliable, high-value services between our regional operations.
- *Cross-border delivery* – through strategic partnerships, the Regional Transportation companies provide full-service capabilities between the U.S. and Canada, Mexico and Puerto Rico.
- *USFNet.com and NewPenn.com* – are both leading edge e-commerce web sites offering secure and customized online resources to manage transportation activity.

[Table of Contents](#)

The Regional Transportation companies are described as follows:

- *New Penn Motor Express*, headquartered in Lebanon, Pennsylvania, provides local next-day, day-definite, and time-definite services through a network of 23 service centers with 1,213 doors located in the Northeastern United States; Quebec, Canada; and Puerto Rico. New Penn employs over 2,000 people and owns and operates a fleet of nearly 900 tractors and 1,800 trailers.
- *USF Glen Moore*, headquartered in Carlisle, Pennsylvania, provides spot, dedicated and single-source customized truckload services through the use of company and team-based drivers. USF Glen Moore has two primary domiciles located in Carlisle, Pennsylvania, and Knoxville, Tennessee. USF Glen Moore employs over 750 people and owns and operates a fleet of over 800 tractors and 2,700 trailers.
- *USF Holland*, headquartered in Holland, Michigan, provides local next-day, regional and expedited services through a network of 74 service centers with 4,542 doors located in the Midwestern, Southeastern and portions of the Northeast United States. They also provide service to the provinces of Ontario and Quebec, Canada. USF Holland employs over 9,500 people and owns and operates a fleet of over 5,000 tractors and 9,000 trailers.
- *USF Reddaway*, headquartered in Clackamas, Oregon, provides local next-day, regional and expedited services through a network of 57 service centers with 1,309 doors located in California, the Pacific Northwest, and the Rocky Mountain States. Additionally USF Reddaway provides services to Alaska and to the provinces of Alberta and British Columbia, Canada. USF Reddaway employs over 2,800 people and owns and operates a fleet of over 1,300 tractors and 4,000 trailers.
- *USF Bestway*, headquartered in Scottsdale, Arizona, provided next-day, regional and expedited services through a network of 55 service centers with 1,454 doors located in the Southwest and Midwest areas. In February 2007, we consolidated the majority of USF Bestway's operations into USF Reddaway. USF Bestway employed over 2,200 people and owned and operated a fleet of over 1,000 tractors and 3,400 trailers. Most of these employees now work for USF Reddaway, and most of this equipment is now utilized by USF Reddaway and USF Holland. The new *USF Reddaway*, headquartered in Clackamas, Oregon, provides local next-day, regional and expedited services through a network of 94 service centers with 2,441 doors throughout the entire Northwest and Southwest United States. Additionally, USF Reddaway provides services to Alaska and to the provinces of Alberta and British Columbia, Canada. USF Reddaway employs over 4,700 people and owns and operates a fleet of over 2,300 tractors and 7,700 trailers.

The Regional Transportation companies serve more than 200,000 manufacturing, wholesale, retail and government customers throughout North America. Regional Transportation's 17,000 employees are dedicated to supporting the delivery of over 15.6 million shipments annually. In addition to over 371 local, company-based sales executives, Regional Transportation has 20 corporate account managers who provide corporate sales services to the entire group of companies. In 2006, each of our four companies was recognized with the prestigious *Quest for Quality* award by the readers of *Logistics Management* magazine.

Headquartered in Fairlawn, Ohio, the Regional Transportation companies accounted for 25% of our total operating revenue in 2006, 18% of the total operating revenue in 2005 and New Penn, prior to the creation of Regional Transportation upon the acquisition of USF in 2005, accounted for 4% of our operating revenue in 2004.

Meridian IQ

Meridian IQ is a global logistics management company that plans and coordinates the movement of goods worldwide to provide customers a single source for logistics management solutions. Meridian IQ arranges for and expedites the movement of goods and materials through the supply chain. With the May 2005 acquisition of USF Corporation, Meridian IQ has integrated the USF Logistics business, expanding the breadth and depth of our service offering.

Meridian IQ delivers a wide range of global logistics management services, with the ability to provide customers improved return-on-investment results through flexible, fast and easy-to-implement logistics services and technology management solutions. Meridian IQ has approximately 18,000 transactional and 350 contractual customers.

Meridian IQ offers the following services:

- International supply chain services - arranging for the administration, transportation and delivery of goods worldwide;
- Multi-modal brokerage services - providing companies with daily shipment needs with access to volume capacity and specialized equipment at competitive rates;
- Domestic forwarding and expedited services - arranging guaranteed, time-definite transportation for companies within North America requiring time-sensitive delivery options and guaranteed reliability;

[Table of Contents](#)

- Transportation solutions and technology management - web-native transportation management systems enabling customers to manage their transportation network centrally with increased efficiency and visibility. When combined with network consulting and operations management any organization, regardless of size, can outsource transportation functions partially or even entirely with Meridian IQ; and
- Flow-thru distribution, dedicated fleet and dedicated warehouse services - solutions that deliver advance technology, effective facility layouts and efficient operations that maximize product flow, improving cycle-time and cost effectiveness.

At December 31, 2006, Meridian IQ had more than 2,700 employees, including 2,300 located in North America, 200 located in Asia, 75 located in Latin America, and 130 located in Europe (predominately in the United Kingdom). Based in Overland Park, Kansas, Meridian IQ accounted for 6% of our total operating revenue in 2006, 5% of our total operating revenue in 2005 and 3% of our total operating revenue in 2004.

Shared Services

We have three wholly owned subsidiaries that provide shared support services across the YRC Worldwide enterprise. These are YRC Worldwide Technologies, YRC Worldwide Enterprise Services, and YRC Assurance Co. Ltd (“YRC Assurance”).

YRC Worldwide Technologies is headquartered in Overland Park, Kansas and has approximately 600 employees. YRC Worldwide Technologies and Meridian IQ together provide hosting, infrastructure services and managed transportation business systems development.

YRC Worldwide Enterprise Services, headquartered in Overland Park, Kansas, provides a variety of support services including payroll, cash disbursements and cash receipts through common resources to the consolidated group. This entity employs approximately 1,100 people.

YRC Assurance Co. Ltd., is a captive insurance company domiciled in Bermuda and a wholly owned and consolidated subsidiary of YRC Worldwide Inc. YRC Assurance provides insurance services to certain wholly owned subsidiaries of YRC Worldwide.

In addition, YRC Worldwide provides certain services to its subsidiaries such as legal, risk management, finance and coordination services.

In January 2007, we announced the formation of YRC Enterprise Solutions Group. YRC Enterprise Solutions Group will provide sales and marketing services to our operating subsidiaries for an identified group of large accounts who desire to buy services from more than one of these operating subsidiaries in a coordinated manner.

Each of our shared services organizations charges the operating companies for their services, either based upon usage or on an overhead allocation basis.

Competition

Customers have a wide range of choices. The companies of YRC Worldwide believe that overall brand strategy, service quality, technology, a broad service portfolio, responsiveness and flexibility are important competitive differentiators.

Few U.S.-based transportation companies offer comparable transportation and logistics capabilities. By integrating traditional ground, expedited, air, ocean and managed transportation capabilities, we provide business organizations with a single source answer to shipping challenges globally. Our market studies show a continued preference among customers for transportation logistics providers based on “service value”, which is the relationship between overall quality and price. We believe that we can compete against any transportation and logistics competitor from a value perspective.

Yellow Transportation, Roadway, Regional Transportation, and Meridian IQ operate in a highly competitive environment against a wide range of transportation and logistics service providers. These competitors include global, integrated transportation services providers; global forwarders; national transportation services providers; regional or interregional providers; and small, intraregional transportation companies. The companies of YRC Worldwide also compete against providers within several modes of transportation including: less-than-truckload, truckload, air and ocean cargo, rail, transportation consolidators and privately owned fleets.

[Table of Contents](#)

Ground-based transportation includes private fleets and two “for-hire” carrier groups. The private carrier segment consists of fleets that companies who move their own goods own and operate. The two “for-hire” groups are based on typical shipment sizes that transportation service companies handle. Truckload refers to providers transporting shipments that generally fill an entire 48 or 53 foot trailer, and less-than-truckload or ‘shared load’ refers to providers transporting goods from multiple shippers in a single load that would not fill a full-sized trailer on their own.

Shared load or LTL transportation providers consolidate numerous orders generally ranging from 100 to 10,000 pounds from varying businesses into individual service centers within close proximity to where those shipments originated. Utilizing expansive networks of pickup and delivery operations around these local service centers, shipments are moved between origin and destination utilizing distribution centers when necessary, where consolidation and deconsolidation of loads occurs. Depending on the distance shipped, shared load providers (asset and non-asset based) are often classified into one of four sub-groups:

- Regional - Average distance is typically less than 500 miles with a focus on one- and two-day delivery times. Regional transportation companies can move shipments directly to their respective destination centers, which increases service reliability and avoids costs associated with intermediate handling.
- Interregional - Average distance is usually between 500 and 1,000 miles with a focus on two- and three-day delivery times. There is a competitive overlap between regional and national providers in this category as each group sees the interregional segment as a growth opportunity, and there are no providers focusing exclusively on this sector.
- National - Average distance is typically in excess of 1,000 miles with focus on two- to five-day delivery times. National providers rely on interim shipment handling through a network of terminals, which require numerous satellite service centers, multiple distribution centers, and a relay network. To gain service and cost advantages, they often ship directly between service centers, minimizing intermediate handling.
- Global - providing freight forwarding and final mile delivery services to companies shipping to and from multiple regions around the world. This service can be offered through a combination of owned assets or through a purchased transportation or third-party logistics model.

Competitive cost of entry into the asset-based LTL sector on a small scale, within a limited service area, is relatively small (although more than in other sectors of the transportation industry). The larger the service area, the greater the barriers to entry, due primarily to the need for additional equipment and facilities associated with broader geographic service coverage. Broader market coverage in the competitive transportation landscape also requires increased technology investment and the ability to capture cost efficiencies from shipment density (scale), making entry on a national basis more difficult.

Yellow Transportation, Roadway, and Meridian IQ (through transportation management services) provide service in all four sub-groups. Regional Transportation competes in the regional, interregional and national transportation marketplace. Each brand competes against a number of providers in these markets from small firms with one or two vehicles, to global competitors with thousands of physical assets.

The competition specifically for Meridian IQ includes all of the same types of providers mentioned previously in addition to transportation management systems providers, domestic and international freight forwarders, freight brokers, warehouse management providers, and third party logistics companies.

Regulation

Yellow Transportation, Roadway, Regional Transportation and other interstate carriers were substantially deregulated following the enactment of the Motor Carrier Act of 1980, the Trucking Industry Regulatory Reform Act of 1994, the Federal Aviation Administration Authorization of 1994 and the ICC Termination Act of 1995. Prices and services are now largely free of regulatory controls, although the states retained the right to require compliance with safety and insurance requirements, and interstate motor carriers remain subject to regulatory controls that agencies within the U.S. Department of Transportation impose.

Our operating companies are subject to regulatory and legislative changes, which can affect our economics and those of our competitors. Various state agencies regulate us, and our operations are also subject to various federal, foreign, state, provincial and local environmental laws and regulations dealing with transportation, storage, presence, use, disposal and handling of hazardous materials, discharge of storm-water and underground fuel storage tanks.

We are also subject to regulations to combat terrorism that the Department of Homeland Security and other agencies impose.

[Table of Contents](#)

We believe that our operations are in substantial compliance with current laws and regulations.

We further describe our operations in “Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations”, of this report.

Environmental Matters

Our operations are subject to U.S. federal, foreign, state, provincial and local regulations with regard to air and water quality and other environmental matters. We believe that we are in substantial compliance with these regulations. Regulation in this area continues to evolve and changes in standards of enforcement of existing regulations, as well as the enactment and enforcement of new legislation may require us and our customers to modify, supplement or replace equipment or facilities or to change or discontinue present methods of operation.

During 2006, we spent approximately \$5.3 million to comply with U.S. federal, state and local provisions regulating the discharge of materials into the environment or otherwise relating to the protection of the environment (collectively, “Environmental Regulations”). In 2007, we expect to spend approximately \$5.8 million to comply with the Environmental Regulations. Based upon current information, we believe that our compliance with Environmental Regulations will not have a material adverse effect upon our capital expenditures, results of operation and competitive position because we have either made adequate reserves for such compliance expenditures or the cost for such compliance is expected to be small in comparison with our overall net worth.

We estimate that we will incur approximately \$1.0 million in capital expenditures for environmental control equipment during 2007. We believe that capital expenditures for environmental control equipment for 2007 will not have a material adverse effect upon our financial condition because the aggregate amount of these expenditures is expected to be immaterial.

The Comprehensive Environmental Response, Compensation and Liability Act (known as the “Superfund Act”) imposes liability for the release of a “hazardous substance” into the environment. Superfund liability is imposed without regard to fault and even if the waste disposal was in compliance with the then current laws and regulations. With the joint and several liability imposed under the Superfund Act, a potentially responsible party (“PRP”) may be required to pay more than its proportional share of such environmental remediation. Several of our subsidiaries have been identified as PRPs at various sites discussed below. The U.S. Environmental Protection Agency (the “EPA”) and appropriate state agencies are supervising investigative and cleanup activities at these sites. The EPA has identified Yellow Transportation as a PRP for four locations: Ilada Waste Co., a site at Dupo, IL; Alburn Incinerator, Inc., Chicago, IL; Mercury Refinery, Albany, NY and IWI, Inc., Summit, IL. We estimate that the combined potential costs at these sites will not exceed \$0.1 million. With respect to these sites, it appears that Yellow Transportation delivered minimal amounts of waste to these sites, which is *de minimis* in relation to other respondents. The EPA has identified Roadway as a PRP for five locations: Operating Industries Site, Monterey Park, CA; BEMS Landfill, Mt. Holly, NJ; Double Eagle Site, Oklahoma City, OK; Jones Industrial, South Brunswick, NJ and Berry’s Creek, Carlstadt, NJ. We estimate that combined potential costs at the first four sites will not exceed \$0.6 million. The EPA has notified Roadway and 140 other potential parties of their potential responsibility status at the Berry’s Creek site where Roadway owns and operates a service center in the watershed area that discharges into Berry’s Creek. We estimate the Berry’s Creek potential cost to be \$0.6 million. The EPA has identified USF Red Star, a non-operating subsidiary, as a PRP at six locations: Champion Chemical, Malboro, NJ; Booth Oil, N. Tonanwanda, NJ; Quanta Resources, Syracuse, NY and three separate landfills in Byron, NJ, Moira, NY and Palmer, MA. We believe the potential combined costs at these sites to be \$0.4 million. The EPA has identified New Penn as a PRP for one location, Pennsauken Landfill, Pennsauken, NJ. We believe the potential cost at this site to be immaterial.

While PRPs in Superfund actions have joint and several liabilities for all costs of remediation, it is not possible at this time to quantify our ultimate exposure because the projects are either in the investigative or early remediation stage. Based upon current information, we do not believe that probable or reasonably possible expenditures in connection with the sites described above are likely to have a material adverse effect on our results of operations because:

- To the extent necessary, we have established adequate reserves to cover the estimate we presently believe will be our liability with respect to the matter;
- We and our subsidiaries have only limited or *de minimis* involvement in the sites based upon a volumetric calculation;
- Other PRPs involved in the sites have substantial assets and may reasonably be expected to pay their share of the cost of remediation;
- We have adequate resources to cover the ultimate liability; and

[Table of Contents](#)

- We believe that our ultimate liability is small compared with our overall net worth.

We are subject to various other governmental proceedings and regulations, including foreign regulations, relating to environmental matters, but we do not believe that any of these matters are likely to have a material adverse effect on our financial condition or results of operation.

This section, “Environmental Matters,” contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words “believe”, “expect”, “estimate”, “may” and similar expressions are intended to identify forward-looking statements. Our expectations regarding our compliance with Environmental Regulations and our expenditures to comply with Environmental Regulations, including (without limitation) our capital expenditures on environmental control equipment, and the effect that liability from Environmental Regulation or Superfund sites may have on our financial condition or results of operations, are only our forecasts regarding these matters. These forecasts may be substantially different from actual results, which may be affected by the following factors: changes in Environmental Regulations; unexpected, adverse outcomes with respect to sites where we have been named as a PRP, including (without limitation) the sites described above; the discovery of new sites of which we are not aware and where additional expenditures may be required to comply with Environmental Regulations; an unexpected discharge of hazardous materials in the course of our business or operations; an acquisition of one or more new businesses; a catastrophic event causing discharges into the environment of hydrocarbons; the inability of other PRPs to pay their share of liability for a Superfund site; and a material change in the allocation to us of the volume of discharge and a resulting change in our liability as a PRP with respect to a site.

Economic Factors and Seasonality

Our business is subject to a number of general economic factors that may have a materially adverse effect on the results of our operations, many of which are largely out of our control. These include recessionary economic cycles and downturns in customers’ business cycles, particularly in market segments and industries, such as retail and manufacturing, where we have a significant concentration of customers. Economic conditions may adversely affect our customers’ business levels, the amount of transportation services they need and their ability to pay for our services. We operate in a highly price-sensitive and competitive industry, making pricing, customer service, effective asset utilization and cost control major competitive factors. Yellow Transportation, Roadway, Regional Transportation and Meridian IQ revenues are subject to seasonal variations. Customers tend to reduce shipments after the winter holiday season, and operating expenses as a percent of revenue tend to be higher in the winter months primarily due to colder weather. Generally, the first quarter is the weakest while the third quarter is the strongest. The availability and cost of labor can significantly impact our cost structure and earnings.

Financial Information About Geographic Areas

Our revenue from foreign sources is largely derived from Canada, the United Kingdom, Asia and Mexico. We have certain long-lived assets located in these countries as well. We discuss this information in the “Business Segments” note under “Item 8, Financial Statements and Supplementary Data”, of this report.

Item 1A. Risk Factors

We are subject to general economic factors that are largely out of our control, any of which could significantly reduce our operating margins and income.

Our business is subject to a number of general economic factors that may significantly reduce our operating margins and income, many of which are largely out of our control. These include recessionary economic cycles and downturns in customers’ business cycles and changes in their business practices, particularly in market segments and industries, such as retail and manufacturing, where we have a significant concentration of customers. Economic conditions may adversely affect our customers’ business levels, the amount of transportation services they need and their ability to pay for our services. Customers encountering adverse economic conditions represent a greater potential for loss, and we may be required to increase our reserve for bad-debt losses.

The transportation industry is affected by business risks and increasing costs that are largely out of our control, any of which could significantly reduce our operating margins and income.

Businesses operating in the transportation industry are affected by risks and costs increases that are largely out of our control, any of which could significantly reduce our operating margins and income. These factors include weather, excess capacity in the transportation industry, interest rates, fuel prices and taxes, fuel surcharge collection, terrorist attacks, license and registration fees, insurance premiums and self-insurance levels, difficulty in recruiting and retaining qualified drivers, the risk of outbreak of epidemical illnesses, the risk of widespread disruption of our technology systems, and increasing equipment and operational costs.

[Table of Contents](#)

Our results of operations may also be affected by seasonal factors. Because of our self-insurance program, we may be required to accrue or pay additional amounts if the number and severity of claims is greater than originally estimated.

We operate in a highly competitive industry, and our business will suffer if we are unable to adequately address potential downward pricing pressures and other factors that may adversely affect our operations and significantly reduce our operating margins and income.

Numerous competitive factors could impair our ability to maintain our current profitability. These factors include the following:

- We compete with many other transportation service providers of varying sizes, some of which have a lower cost structure, more equipment and greater capital resources than we do or have other competitive advantages.
- Some of our competitors periodically reduce their prices to gain business, especially during times of reduced growth rates in the economy, which limits our ability to maintain or increase prices or maintain significant growth in our business.
- Our customers may negotiate rates or contracts that minimize or eliminate our ability to continue to offset fuel price increases through a fuel surcharge on our customers.
- Many customers reduce the number of carriers they use by selecting so-called “core carriers” as approved transportation service providers, and in some instances, we may not be selected.
- Many customers periodically accept bids from multiple carriers for their shipping needs, and this process may depress prices or result in the loss of some business to competitors.
- The trend towards consolidation in the ground transportation industry may create other large carriers with greater financial resources and other competitive advantages relating to their size.
- Advances in technology require increased investments to remain competitive, and our customers may not be willing to accept higher prices to cover the cost of these investments.
- Competition from non-asset-based logistics and freight brokerage companies may adversely affect our customer relationships and prices.

If our relationship with our employees were to deteriorate, we may be faced with labor disruptions or stoppages, which could adversely affect our business and reduce our operating margins and income and place us at a disadvantage relative to non-union competitors.

Virtually all of our operating subsidiaries have employees who are represented by the International Brotherhood of Teamsters (the “IBT”). These employees represent approximately 70% of our workforce.

Each of Yellow Transportation, Roadway, New Penn and USF Holland employ most of their unionized employees under the terms of a common national master agreement as supplemented by additional regional supplements and local agreements. This current five-year agreement will expire on March 31, 2008. Other unionized employees are employed pursuant to more localized agreements. The IBT represents a number of employees at USF Reddaway under these localized agreements, which have wages, benefit contributions and other terms and conditions that better fit the cost structure and operating models of these business units.

Certain of our subsidiaries are regularly subject to grievances, arbitration proceedings and other claims concerning alleged past and current non-compliance with applicable labor law and collective bargaining agreements.

Neither we nor any of our subsidiaries can predict the outcome of any of the actions, activities or claims discussed above. These actions, activities and claims, if resolved in a manner unfavorable to us, could have a material adverse effect on our financial condition, businesses and results of operations.

Ongoing insurance and claims expenses could significantly reduce our income.

Our future insurance and claims expenses might exceed historical levels, which could significantly reduce our earnings. We currently self-insure for a portion of our claims exposure resulting from cargo loss, personal injury, property damage and workers’ compensation. If the number or severity of claims for which we are self-insured increases, our earnings could be significantly reduced.

We will have significant ongoing capital requirements that could reduce our income if we are unable to generate sufficient cash from operations.

The transportation industry is capital intensive. If we are unable to generate sufficient cash from operations in the future, we may have to limit our growth, enter into additional financing arrangements or operate our revenue equipment for longer periods, any of which could reduce our income. Revenue equipment includes, among other things, tractors and trailers. Our ability to incur additional indebtedness could be adversely affected by any increase in requirements that we post letters of credit in support of our insurance policies. See “—Ongoing insurance and claims expenses could significantly reduce our income”. If needed, additional credit capacity to support letters of credit may not be available on terms acceptable to us.

We operate in an industry subject to extensive government regulations, and costs of compliance with, or liability for violation of, existing or future regulations could significantly increase our costs of doing business.

The U.S. Departments of Transportation and Homeland Security and various federal, state, local and foreign agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations, safety and permits to conduct transportation business. We may also become subject to new or more restrictive regulations imposed by the Departments of Transportation and Homeland Security, the Occupational Safety and Health Administration or other authorities relating to engine exhaust emissions, the hours of service that our drivers may provide in any one time period, security and other matters. Compliance with these regulations could substantially impair equipment productivity and increase our costs.

The Environmental Protection Agency has issued regulations that require progressive reductions in exhaust emissions from diesel engines through 2010. These reductions began with diesel engines manufactured late in 2002. The regulations currently include subsequent reductions in the sulfur content of diesel fuel in 2006 and the introduction of emissions after-treatment devices on newly manufactured engines in 2007. In 2010 further measures will be required by the EPA, most likely involving additional emissions after treatment devices. These devices will be required for new vehicles manufactured 2010 and after. These regulations could result in higher prices for tractors and increased fuel and maintenance costs.

We are subject to various environmental laws and regulations, and costs of compliance with, or liabilities for violations of, existing or future regulations could significantly increase our costs of doing business.

Our operations are subject to environmental laws and regulations dealing with, among other things, the handling of hazardous materials, underground fuel storage tanks and discharge and retention of stormwater. We operate in industrial areas, where truck terminals and other industrial activities are located, and where groundwater or other forms of environmental contamination may have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage, and hazardous waste disposal, among others. If we are involved in a spill or other accident involving hazardous substances, or if we are found to be in violation of applicable laws or regulations, it could significantly increase our cost of doing business. Under specific environmental laws, we could be held responsible for all of the costs relating to any contamination at our past or present terminals and at third party waste disposal sites. If we fail to comply with applicable environmental regulations, we could be subject to substantial fines or penalties and to civil and criminal liability.

The IRS may issue an adverse tax determination concerning a deduction taken by USF (purchased by the Company in May 2005) in connection with its disposition of USF Worldwide.

In 2002, USF Corporation deducted a loss for its worthless investment in the stock of its subsidiary USF Worldwide upon the disposition of that stock for no consideration. IRS has concluded that that deduction should be treated as a capital loss (because IRS questions whether the stock was totally worthless) which would not be fully deductible in 2002 or any other open tax year. We have protested that adjustment and requested an Appeals conference. The additional tax that could result should the loss ultimately be treated as a capital loss is approximately \$50 million. USF established a reserve of approximately \$19 million prior to our acquisition which has since been adjusted to approximately \$18 million. We believe treatment as an ordinary loss is appropriate but have elected to retain the reserve previously established until resolution with the IRS is reached. An acceptable resolution may require litigation. Any tax liability other than \$18 million would be an adjustment to the goodwill recorded in the purchase price allocation for the USF acquisition.

We may be obligated to make additional contributions to multi-employer pension plans.

Yellow Transportation, Roadway, New Penn, USF Holland and USF Reddaway contribute to approximately 20 separate multi-employer pension plans for employees that our collective bargaining agreements cover (approximately 70% of total YRC Worldwide employees). The largest of these plans, the Central States Southeast and Southwest Areas Pension Plan (the “Central States Plan”), provides retirement benefits to approximately 41% of our total employees. Our labor agreements with the IBT determine the amounts of these contributions. The pension plans provide defined benefits to retired participants. We recognize as net pension cost the contractually required contribution for the period and recognize as a liability any contributions due and unpaid.

[Table of Contents](#)

We do not directly manage multi-employer plans. The trusts covering these plans are generally managed by trustees, half of whom the IBT appoints and half of whom various contributing employers appoint.

Under current law regarding multi-employer pension plans, a termination, withdrawal or significant partial withdrawal from any multi-employer plan in an underfunded status would render us liable for a proportionate share of the multi-employer plans' unfunded vested liabilities. This potential unfunded pension liability also applies to other contributing employers, including our unionized competitors who contribute to multi-employer plans. The plan administrators and trustees do not routinely provide us with current information regarding the amount of each multi-employer pension plan's funding. However, based on publicly available information, which is often dated, and on the limited information available from plan administrators or plan trustees, which we cannot independently validate, we believe that our portion of the contingent liability in the case of a full withdrawal or termination from all of the multi-employer pension plans to which we contribute would be in a range from \$3.0 billion to \$4.0 billion on a pre-tax basis. The increase in this estimated range from 2005 reflects a change by the Central States Plan to a more current mortality table in the determination of their unfunded vested benefit liability. Yellow Transportation, Roadway and the applicable subsidiaries of Regional Transportation have no current intention of taking any action that would subject us to withdrawal obligations. If the company did incur withdrawal liabilities, those amounts would generally be payable over periods of up to 20 years.

In 2006, the Pension Protection Act became law and modified both the Internal Revenue Code (as amended, the "Code") as it applies to multi-employer pension plans and the Employment Retirement Income Security Act of 1974 (as amended, "ERISA"). The Code and ERISA (in each case, as so modified) and related regulations establish minimum funding requirements for multi-employer pension plans. The funding status of these plans is determined by the following factors:

- the number of participating active and retired employees
- the number of contributing employers
- the amount of each employer's contractual contribution requirements
- the investment returns of the plans
- plan administrative costs
- the number of employees and retirees participating in the plan who no longer have a contributing employer
- the discount rate used to determine the funding status
- the actuarial attributes of plan participants (such as age, estimated life and number of years until retirement)

If any of our multi-employer pension plans fails to:

- meet minimum funding requirements
- meet a required funding improvement or rehabilitation plan that the Pension Protection Act may require for certain of our underfunded plans
- obtain from the IRS certain changes to or a waiver of the requirements in how the applicable plan calculates its funding levels or
- reduce pension benefits to a level where the requirements are met

The Pension Protection Act could require us to make additional contributions to the multi-employer pension plan from five to ten percent of the contributions that our collective bargaining agreement requires until the collective bargaining agreement expires.

If we fail to make our required contributions to a multi-employer plan under a funding improvement or rehabilitation plan or if the benchmarks that an applicable funding improvement plan provides are not met by the end of a prescribed period, the IRS could impose an excise tax on us with respect to the plan. These excise taxes are not contributed to the deficient funds, but rather are deposited in the United States general treasury funds.

Depending on the amount involved, a requirement to increase contributions beyond our contractually agreed rate or the imposition of an excise tax on us could have a material adverse impact on the financial results of YRC Worldwide.

The Central States Plan has applied for, and the IRS has granted, an extension on the amortization of its unfunded liabilities through 2014, subject to Central States Plan improving its funding levels during that period and certain other conditions. The company expects these funding levels and conditions could form the basis of a funding improvement or rehabilitation plan. Assuming that the Central States Plan meets these conditions, it is expected to meet the minimum funding requirements, as the IRS has modified them, through at least 2014, as well as a funding improvement plan. Absent the benefit of the amortization extension that the IRS has granted to the Central States Plan, the Company believes that the plan would not meet the minimum funding requirements that the Code and related regulations require and the ability for the Central States Plan trustees to adopt a funding improvement plan acceptable to the IRS would be uncertain.

[Table of Contents](#)

Our management team is an important part of our business and loss of key personnel could impair our success.

We benefit from the leadership and experience of our senior management team and depend on their continued services to successfully implement our business strategy. Other than our Chief Executive Officer, William D. Zollars, and James D. Staley, head of Regional Transportation, we have not entered into employment agreements for a fixed period with members of our current management. The loss of key personnel could have a material adverse effect on our operating results, business or financial condition.

Our business may be harmed by anti-terrorism measures.

In the aftermath of the terrorist attacks on the United States, federal, state and municipal authorities have implemented and are implementing various security measures, including checkpoints and travel restrictions on large trucks. Although many companies will be adversely affected by any slowdown in the availability of freight transportation, the negative impact could affect our business disproportionately. For example, we offer specialized services that guarantee on-time delivery. If the security measures disrupt or impede the timing of our deliveries, we may fail to meet the needs of our customers, or may incur increased expenses to do so. We cannot assure you that these measures will not significantly increase our costs and reduce our operating margins and income.

Item 1B. Unresolved Staff Comments

We did not have any unresolved staff comments during the current fiscal year.

Item 2. Properties

At December 31, 2006, we operated a total of 970 transportation service centers located in 50 states, Puerto Rico, Canada and Mexico. Of this total, 522 were owned and 448 were leased, generally with renewal terms of three years or less. The number of vehicle back-in doors totaled 35,412, of which 28,684 were at owned facilities and 6,728 were at leased facilities. The transportation service centers vary in size ranging from one to three doors at small local facilities, to over 420 doors at the largest consolidation and distribution facility. We own substantially all of the larger facilities which contain the greatest number of doors. In addition, we and our subsidiaries own and occupy general office buildings in Overland Park, Kansas, Akron, Ohio, Lebanon, Pennsylvania; Carlisle, Pennsylvania; Holland, Michigan and Winnipeg, Manitoba. Our owned transportation service centers and office buildings are unencumbered.

Our facilities and equipment are adequate to meet current business requirements in 2007. Refer to "Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations", for a more detailed discussion of expectations regarding capital spending in 2007.

Item 3. Legal Proceedings

We discuss legal proceedings in the "Commitments, Contingencies, and Uncertainties" note under "Item 8, Financial Statements and Supplementary Data", of this report.

Item 4. Submission of Matters to a Vote of Security Holders

We did not submit any matters to the vote of our stockholders during the fourth quarter of the most recent fiscal year.

[Table of Contents](#)

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Common Stock

As of January 31, 2007, approximately 16,500 shareholders of record held YRC Worldwide common stock. Our only class of stock outstanding is common stock, traded through the NASDAQ Stock Market. Trading activity averaged 1,324,000 shares per day during 2006, down from 1,563,000 per day in 2005. The NASDAQ Stock Market quotes prices for our common stock under the symbol "YRCW." The high and low prices at which YRC Worldwide common stock traded for each calendar quarter in 2006 and 2005 are shown below.

Quarterly Financial Information (unaudited)

(in thousands, except per share data)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter ^(b)
2006				
Operating revenue	\$2,374,161	\$2,565,779	\$2,571,087	\$2,407,663
Losses (gains) on property disposals, net	882	(3,226)	2,427	(8,443)
Operating income	87,828	172,281	177,591	107,734
Net income	42,136	92,252	95,785	46,459
Diluted earnings per share	0.71	1.58	1.64	0.80
Common stock:				
High	51.54	45.32	44.43	42.49
Low	37.10	36.07	35.27	36.40
2005 ^(a)				
Operating revenue	\$1,677,961	\$2,088,846	\$2,491,650	\$2,483,100
Losses (gains) on property disposals, net	(3,234)	1,250	1,638	(5,042)
Operating income	89,989	135,818	156,787	153,716
Net income	49,893	76,105	85,285	76,847
Diluted earnings per share	0.96	1.38	1.42	1.30
Common stock:				
High	63.40	60.43	56.17	49.03
Low	51.01	47.89	39.25	40.23

(a) Includes the results of all YRC Worldwide entities including USF entities from the date of acquisition, May 24, 2005.

(b) The 2006 amounts reflect lower employee benefits expense of \$12 million for a change in a non-union vacation payout practice, lower depreciation expense of \$14 million for revised depreciation policies and higher acquisition charges of \$13 million related to the USF Red Star multi-employer pension plan withdrawal liability.

Purchases of Equity Securities by the Issuer

We consider several factors in determining when to make share repurchases including, among other things, our cash needs and the market price of the stock. In April 2006, our Board of Directors authorized a \$100 million share repurchase program. During September 2006, we purchased and converted to treasury stock 521,100 shares of common stock at a cost of approximately \$20 million with an average price paid per share of \$38.34.

In September 2005, our Board of Directors authorized a \$50 million share repurchase program. During the fourth quarter of 2005, we purchased and converted to treasury stock 1,064,382 shares of common stock at a cost of approximately \$50 million.

The following table presents the total number of shares repurchased during fiscal year 2005 by month and the average price paid per share:

Fiscal Period	Total Number of Shares Purchased	Average Price Paid per Share
November 1, 2005, through November 30, 2005	832,917	\$ 47.46
December 1, 2005, through December 31, 2005	231,465	\$ 45.08
Total Fiscal 2005	1,064,382	\$ 46.95

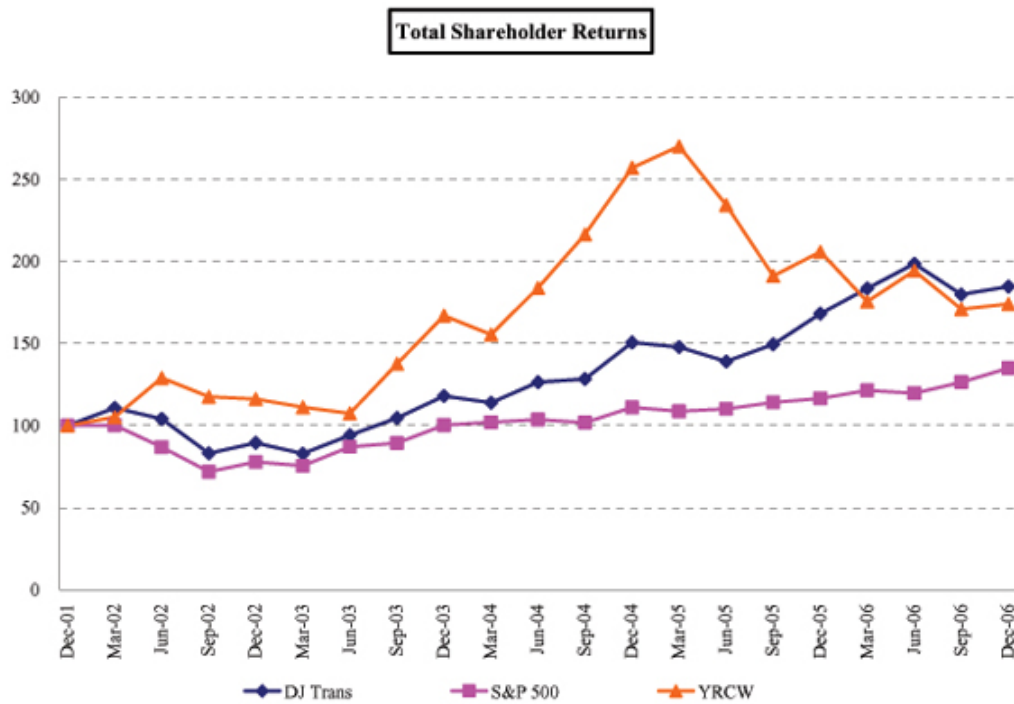
[Table of Contents](#)

We did not declare any cash dividends on our common stock in 2006 or 2005.

The information required by this item with respect to information regarding our equity compensation plans is included under the caption “Equity Compensation Plan Information” in our Proxy Statement related to the 2007 Annual Meeting of Shareholders and is incorporated herein by reference.

Common Stock Performance

Set forth below is a line graph comparing the yearly percentage change in the cumulative total stockholder return of the Company’s common stock against the cumulative total return of the S&P Composite-500 Stock Index and the Dow Jones Transportation Average Stock Index for the period of five years commencing December 31, 2001 and ending December 31, 2006.



	DJ Trans Index	S&P 500 Index	YRC Worldwide Inc.
Dec-01	100	100	100
	111	100	105
	104	87	129
	83	72	118
Dec-02	90	78	116
	83	75	111
	94	87	107
	105	89	138
Dec-03	118	100	167
	114	102	156
	126	104	184
	128	102	216
Dec-04	151	111	257
	148	109	270
	139	110	234
	150	114	191
Dec-05	168	117	206
	184	121	176
	199	120	194
	180	127	171
Dec-06	185	135	174

Table of Contents

Item 6. Selected Financial Data

(in thousands except per share data)	2006	2005 ^(a)	2004	2003 ^(b)	2002 ^(c)
For the Year					
Operating revenue	\$9,918,690	\$8,741,557	\$6,767,485	\$3,068,616	\$2,624,148
Operating income	545,434	536,310	361,601	88,602	46,864
Losses (gains) on property disposals, net	(8,360)	(5,388)	(4,547)	(167)	425
Reorganization and acquisition charges	26,302	13,029	—	3,124	8,010
Interest expense	87,760	63,371	43,954	20,606	7,211
Asset backed securitization (“ABS”) facility charges	—	—	—	—	2,576
Income from continuing operations (after tax)	276,632	288,130	184,327	40,683	23,973
Net income (loss)	276,632	288,130	184,327	40,683	(93,902)
Depreciation and amortization expense ^(f)	274,184	250,562	171,468	87,398	79,334
Net capital expenditures from continuing operations	303,057	256,435	164,289	99,134	82,830
Net cash from operating activities from continuing operations	532,304	497,677	435,718	155,736	25,808
At Year-End					
Net property and equipment	2,269,846	2,205,792	1,422,718	1,403,268	564,976
Total assets	5,952,237	5,734,189	3,627,169	3,463,229	1,042,985
Long-term debt, less current portion	1,058,496	1,113,085	403,535	836,082	50,024
ABS facility	225,000	374,970	—	71,500	50,000
Total debt, including ABS facility	1,283,496	1,488,055	657,935	909,339	124,285
Total shareholders’ equity ^(g)	2,192,549	1,936,488	1,214,191	1,002,085	359,958
Measurements					
Basic per share data:					
Income from continuing operations	4.82	5.30	3.83	1.34	0.86
Net income (loss)	4.82	5.30	3.83	1.34	(3.35)
Average common shares outstanding – basic	57,361	54,358	48,149	30,370	28,004
Diluted per share data:					
Income from continuing operations	4.74	5.07	3.75	1.33	0.84
Net income (loss)	4.74	5.07	3.75	1.33	(3.31)
Average common shares outstanding – diluted	58,339	56,905	49,174	30,655	28,371
Debt to capitalization	36.9%	43.5%	35.1%	47.6%	25.7%
Debt to capitalization, less cash	35.5%	42.1%	31.2%	45.4%	21.0%
Shareholders’ equity per share	38.33	33.80	24.66	20.97	12.17
Common stock price range:					
High	51.54	63.40	56.49	36.96	32.21
Low	35.27	39.25	29.77	21.18	18.31
Other Data					
Average number of employees	66,000	68,000	50,000	50,000 ^(d)	23,000
Operating ratio:					
Yellow Transportation	94.0%	92.5%	94.0%	95.7%	97.2%
Roadway	93.7%	93.7%	94.9%	—	—
Regional Transportation	94.2%	94.5%	87.0%	^(e) —	—
Meridian IQ	97.8%	96.6%	98.2%	99.8%	103.3%

(a) Includes the results of all YRC Worldwide entities including USF entities from the date of acquisition, May 24, 2005.

(b) Includes the results of all YRC Worldwide entities including Roadway and New Penn entities from the date of acquisition, December 11, 2003.

(c) In 2002, we completed the spin-off of SCS Transportation, Inc. (“SCST”) now known as Saia Inc. Financial Summary data for 2002 presents SCST as a discontinued operation.

(d) In 2003, prior to the acquisition of Roadway on December 11, 2003, we had an average of 25,000 employees.

(e) Includes the results of New Penn only in 2004.

(f) Depreciation lives and salvage values were revised effective July 1, 2006. See Property and Equipment footnote.

(g) SFAS No. 158 was adopted effective December 31, 2006. See Employee Benefits – Pension and Other Postretirement Benefit Plans footnote.

[Table of Contents](#)

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

“Management’s Discussion and Analysis of Financial Condition and Results of Operations” contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. See the introductory section immediately prior to “Part I” of this Annual Report on Form 10-K regarding these statements.

Overview

YRC Worldwide Inc. (also referred to as “YRC Worldwide”, “the Company”, “we” or “our”), one of the largest transportation service providers in the world, is a holding company that through wholly owned operating subsidiaries offers its customers a wide range of transportation services. These operating subsidiaries are primarily represented by Yellow Transportation and Roadway, both leading transportation service providers offering a full range of regional, national and international services; YRC Regional Transportation, a holding company for our transportation service providers focused on business opportunities in the regional and next-day delivery markets; and Meridian IQ, a global logistics management company that plans and coordinates the movement of goods worldwide to provide customers a single source for logistics management solutions. These companies represent our reporting segments and are more fully described in “Item 1 – Business”.

The following management’s discussion and analysis explains the main factors impacting our results of operations, liquidity and capital expenditures and the critical accounting policies of YRC Worldwide. This information should be read in conjunction with the accompanying financial statements and notes thereto, as well as our detailed discussion of risk factors included in Item 1A.

Our Operating Environment

We operate in a highly competitive environment, yet one where we believe the right value proposition for our customers permits us to recover our cost of capital over the business cycle. Over the last several years significant changes have occurred in our environment, including: consolidation and liquidation of LTL carriers; the increased presence of large global, service providers; and increasing needs and demands of our customers. We continue to proactively address these changes through our strategy of being a global transportation services provider. Over the last few years we have expanded our service offerings and completed multiple acquisitions of asset and non-asset-based companies. In 2003, we acquired Roadway which roughly doubled our presence in the LTL sector and allowed us to focus on opportunities to reduce costs. In 2005, we acquired USF and created our Regional Transportation group which enhanced our service offerings and further increased the opportunities for significant synergies. During the latter part of 2005, we expanded globally by completing a freight forwarding joint venture with a Chinese corporation. In 2006, we announced our name change to YRC Worldwide Inc. to reflect the fact that our services have expanded to become a global transportation and logistics provider. In January 2007, we announced the consolidation of management of our national LTL companies, Yellow Transportation and Roadway, and the creation of our Enterprise Solutions Group to increase customer focus and service improvements. This combination will allow more focus on offering our entire portfolio of services to our customers.

We will continue to face challenges in the environment that we operate, primarily due to the changing competitive landscape and meeting our stakeholders’ demands. Specific economic areas that impact our ability to generate profits and cash flows include the levels of consumer spending, manufacturing and overall economic activity. We monitor these areas primarily through several common economic indices, including the gross domestic product (“GDP”) and the industrial production index (“IPI”). Real GDP measures the value of goods and services produced in the U.S., excluding inflation, and the IPI measures the physical units and inputs into the U.S. production process. Over time these measures have been good indicators for general levels of freight volume available in our markets. We manage the impact of our customers’ spending, manufacturing and economic activity through, among others, pricing discipline, cost management programs, maintaining adequate debt capacity, investment in technology and continuous improvement programs. We continue to be well positioned in the transportation industry with a strong ability to take advantage of the positive economic conditions.

Acquisitions and Investments

USF Corporation

On May 24, 2005, YRC Worldwide completed the acquisition of USF Corporation (“USF”), headquartered in Chicago, IL, through the merger (the “Merger”) of a wholly owned subsidiary of YRC Worldwide with and into USF, resulting in USF becoming a wholly owned subsidiary of YRC Worldwide. USF, a leader in the transportation industry, specializes in high-value next-day, regional and national LTL transportation, third-party logistics, and premium regional and national truckload transportation. The company serves the North American market, including the United States, Canada and Mexico, as well as the U.S. territories of Puerto Rico and Guam under the following brands: USF Holland, USF Reddaway, USF Glen Moore and USF Logistics. The

[Table of Contents](#)

acquisition further advances YRC Worldwide as one of the leading transportation services companies in the world. The combined entity offers customers a broad range of transportation services including next day, inter-regional, national and international capabilities.

Pursuant to the Merger, each share of common stock of USF was converted into the right to receive \$29.25 in cash and 0.31584 shares of YRC Worldwide common stock resulting in consideration of approximately \$835.4 million in cash and 9 million shares for a total purchase price of \$1.3 billion. The purchase price also included approximately \$14.6 million for investment banking, legal and accounting fees that YRC Worldwide incurred to consummate the acquisition, resulting in total cash consideration of \$743.1 million, net of cash acquired. The cash portion of the merger consideration was financed with a combination of proceeds from the issuance of floating rate notes, borrowings under our ABS facility and cash on hand.

GPS Asia

In March 2005, Meridian IQ exercised and closed its option to purchase GPS Logistics Group Ltd., the Asian freight forwarding operations of GPS Logistics and in turn, made a payment of \$5.7 million (\$3.2 million net of cash acquired). Under the terms of the purchase agreement, this payment was subject to subsequent upward and downward adjustments based on the financial performance of the Asia business through March 2007. Additional earn-out payments could have been required based on the financial performance of the Asia business during the period March 2007 to March 2009.

In January 2006, we paid an additional \$11.1 million and issued a promissory note in the amount of \$10.8 million representing a buyout of the earn out arrangements and potential purchase price adjustments related to GPS Logistics Group Ltd. These amounts have been allocated to goodwill in the consolidated balance sheet. In December 2006, we paid \$10.8 million to satisfy the promissory note in full.

JHJ

On September 1, 2005, the Company completed the purchase of a 50% equity interest in JHJ International Transportation Co., Ltd., (“JHJ”) a Shanghai, China-based freight forwarder, with a purchase price of \$46.0 million including transaction costs. The Company accounts for its ownership in JHJ using the equity method of accounting.

Results of Operations

This section focuses on the highlights and significant items that impacted our operating results over the last three years. We will discuss the areas that caused material fluctuations and required specific evaluation by management. Our discussion will also explain the adjustments to operating income that management excludes when internally evaluating segment performance because the items are not related to the segments’ core operations.

Consolidated Results

Our consolidated results include the results of each of the operating segments discussed below and corporate charges for the entire periods presented. In 2005, consolidated results also included the results of USF from the date of acquisition, May 24, through December 31. A more detailed discussion of the operating results of our segments is presented below.

The following table summarizes the Statement of Consolidated Operations for the three years ended December 31:

(in millions)	2006	2005	2004	Percent Change	
				2006 vs. 2005	2005 vs. 2004
Operating revenue	\$9,918.7	\$8,741.6	\$6,767.5	13.5%	29.2%
Operating income	545.4	536.3	361.6	1.7%	48.3%
Nonoperating expenses, net	89.5	64.0	63.9	39.8%	— %
Net income	<u>\$ 276.6</u>	<u>\$ 288.1</u>	<u>\$ 184.3</u>	<u>(4.0%)</u>	<u>56.3%</u>

2006 compared to 2005

Our consolidated revenue increased during 2006 as a result of the 2005 USF acquisition and moderate growth at all of our operating segments, including fuel surcharge revenue. In general, pricing or yield increased modestly while overall volumes were down slightly compared to the year ago. The volume decline is reflective of a weaker economy especially during the second half of

[Table of Contents](#)

2006. The fuel surcharge is common throughout our industry and represents an amount that we charge to customers that adjusts with changing fuel prices. We base our fuel surcharge on a published national index and adjust it weekly. Rapid material changes in the index or our cost of fuel can positively or negatively impact our revenue and operating income versus prior periods as there is a lag in the Company's adjustment of base rates in response to changes in fuel surcharge. Fuel surcharge is an accepted and important component of the overall pricing of our services to our customers. Without an industry accepted fuel surcharge program, our base pricing for our transportation services would require changes. We believe the distinction between base rates and fuel surcharge has been blurring over time, and it is impractical to clearly separate all the different factors that influence the price that our customers are willing to pay. In general, under our present fuel surcharge program, we believe rising fuel costs are beneficial to us in the short term.

Consolidated operating income for the year ended December 31, 2006 improved slightly versus the year ago period primarily due to the USF acquisition, however our consolidated operating ratio declined 0.6 percentage points. Our 2006 results were impacted by adverse development in prior years' workers' compensation claims offset by favorable accounting changes related to a change in depreciable lives and salvage values and a change in employees' vacation benefit at Roadway as more fully described in our segment discussion. Overall, our operating results were below our internal expectations. As a result, we reduced our performance incentive awards for nearly all employees thereby reducing our expense by \$56.3 million versus the year ago period. Our consolidated operating income in 2006 was also unfavorably impacted by a \$13.3 million charge related to a USF Red Star multi-employer pension plan matter, \$10.2 million of restructuring and reorganization charges and \$2.8 million due to the loss on sale of a subsidiary. These amounts were offset by \$8.4 million of gains generated from the sale of property and equipment.

Our 2006 nonoperating expenses of \$89.5 million included \$87.8 million of interest expense while the 2005 comparable amount was \$63.4 million. The increase is reflective of our higher interest rates on variable rate debt in 2006 as compared to 2005 and our higher average debt levels due to the USF acquisition. We did reduce our overall indebtedness by \$204.6 million since December 31, 2005. The 2006 nonoperating expense amount also includes \$4.6 million of impairment charges relating to certain nonoperating assets with no corresponding amount in the prior year.

Our effective tax rate for 2006 was 39.3% compared to 39.0% for 2005. The 2006 amount is reflective of a slightly higher effective state rate.

Adjustments to operating income included in the operating companies' segment discussion represent charges that management excludes when evaluating segment performance to better understand the results of our core operations. With the exception of property disposals, most of these charges do not occur on a regular basis and can distort our operating results. Management excludes the impact of gains and losses from the disposal of property as they reflect charges not related to the segment's primary business.

2005 compared to 2004

Our consolidated revenue was reflective of increased revenue at all of our operating companies, the addition of the USF operating companies which contributed \$1,453.9 million, increased fuel surcharge revenue and a strong economic environment. When compared to 2004 amounts, our consolidated revenue increased 29.2% with increases in premium services and an overall positive pricing environment.

Consolidated operating income of \$536.3 million greatly exceeded 2004 operating income of \$361.6 million. This improvement is due to a variety of factors including the addition of the USF operating companies which contributed \$59.0 million, fuel surcharge revenue, the strong economy and our ability to capture cost synergies in excess of \$150 million through our cost reduction program. Corporate expenses reflect increased salaries and benefits related to additional personnel within the corporate group to support our overall growth. These expenses were offset by a decrease in insurance expense and incentive compensation expense. Corporate expenses for 2005 also included approximately \$0.7 million for acquisition-related charges and \$4.0 million of executive severance charges.

Consolidated nonoperating expenses included interest expense of \$63.4 million, an increase of \$19.4 million from 2004 due to additional debt we issued to consummate the USF acquisition and the assumption of \$250.0 million of senior notes issued by USF. The 2004 nonoperating expenses included a write-off of deferred debt costs of \$18.3 million.

Our effective tax rate for 2005 was 39.0% compared to 38.1% for 2004. The increase in tax rate is primarily related to a change in the accounting treatment of Roadway deferred taxes established at the acquisition date of Roadway, which is not expected to impact our 2006 rate.

[Table of Contents](#)

Yellow Transportation Results

Yellow Transportation represented approximately 35%, 39% and 47% of our consolidated revenue in 2006, 2005 and 2004, respectively. The table below provides summary information for Yellow Transportation for the three years ended December 31:

(in millions)	2006	2005	2004	Percent Change	
				2006 vs. 2005	2005 vs. 2004
Operating revenue	\$3,460.5	\$3,421.3	\$3,180.6	1.1%	7.6%
Operating income	208.5	255.3	191.5	(18.4%)	33.3%
Adjustments to operating income ^(a)	2.2	(7.1)	(3.1)	n/m	n/m ^(b)
Adjusted operating income ^(c)	210.7	248.2	188.4	(15.1%)	31.7%
Operating ratio	94.0%	92.5%	94.0%	(1.5pp)	1.5pp ^(d)
Adjusted operating ratio	93.9%	92.7%	94.1%	(1.2pp)	1.4pp

(a) Represents charges that management excludes when evaluating segment performance to better understand our core operations (see discussion below).

(b) Not meaningful.

(c) This measurement is used for internal management purposes and should not be construed as a better measurement than operating income as defined by generally accepted accounting principles.

(d) Percentage points.

2006 compared to 2005

Yellow Transportation revenue increased \$39.2 million or 1.1% in the year ended December 31, 2006 versus the year ago period primarily due to a firm pricing environment including higher fuel surcharge. The two primary components of LTL revenue are volume, comprised of the number of shipments and the weight per shipment, and price, usually evaluated on a per hundred weight basis. LTL revenue per hundred weight, which includes increased fuel surcharge revenue, increased during the year ended December 31, 2006 by 2.9% compared to the year ended December 31, 2005. In the year ended December 31, 2006, Yellow Transportation LTL shipments per day declined 2.8% while LTL weight per shipment increased 1.6% and LTL tonnage per day decreased 1.2%. This decline in volumes was primarily attributable to slower economic growth than the prior year.

Premium services at Yellow Transportation include, among others, Exact Express[®], an expedited and time-definite ground service with a 100% satisfaction guarantee; and Definite Delivery[®], a guaranteed on-time service with constant shipment monitoring and notification. In 2006, premium services revenue increased 15.6% or \$39.6 million versus 2005.

Operating income for Yellow Transportation decreased \$46.8 million or 18.4% in the year ended December 31, 2006 as compared to the year ended December 31, 2005. Increases in overall revenue of \$39.2 million, including a favorable impact related to fuel surcharge revenue, as well as decreased depreciation expense of \$13.2 million, due to the change in useful lives and salvage values, and lower performance incentive accruals of \$21.0 million were offset by higher wages and benefits of \$68.7 million due primarily to contractual labor increases, higher operating expenses and supplies (mainly fuel) of \$23.5 million, higher workers' compensation expense of \$22.5 million due primarily to unfavorable development of prior year claims and higher purchased transportation costs of \$15.7 million. A portion of the purchased transportation increase is due to the railroad providers discontinuing their business practice of providing Yellow Transportation with rail-owned trailers for intermodal movement. This change led to leasing and purchasing additional trailers, making arrangements to get trailers repositioned and declining productivity. Yellow Transportation also incurred \$3.5 million of costs associated with hosting an industry conference in January 2006 and \$2.2 million related to a second quarter 2006 realignment of operations. With the cost increases, operating expenses as a percentage of revenue increased for the year 2006 by 1.5 percentage points compared to 2005, resulting in a year-to-date 2006 operating ratio of 94.0%. Operating ratio refers to a common industry measurement calculated by dividing a company's operating expenses by its operating revenue.

For the year ended December 31, 2006 total adjustments to operating income were \$2.2 million primarily related to severance costs associated with a significant realignment in operations and a related reduction in workforce in the second quarter 2006. For the year ended December 31, 2005 total adjustments to operating income were (\$7.1) million representing gains from the disposal of property and equipment.

[Table of Contents](#)

2005 compared to 2004

Yellow Transportation revenue increased by \$240.7 million in 2005 compared to 2004 due to improving economic conditions, continued emphasis on premium services and meeting customer requirements and increased revenue from fuel surcharge. In 2005, Yellow Transportation LTL tonnage decreased by 0.1% per day, and LTL revenue per hundred weight improved by 7.4% from 2004 (\$22.89/cwt in 2005 versus \$21.32/cwt in 2004).

In 2005, Exact Express and Definite Delivery revenue continued to show double digit year-over-year growth. In February 2005, Yellow Transportation launched a new service offering, Standard Ground™ Service Improvement. Our 2005 results for this service offering were in line with our internal projections.

Yellow Transportation operating income improved by \$63.8 million or 33.3% in 2005 compared to 2004. Operating income increased due to higher revenue, including fuel surcharge revenue, benefits from acquisition synergy activities and our continued ability to effectively balance volume and price. Increased wage and benefit rates, primarily contractual labor rates and increased purchased transportation partially offset these improvements. A portion of this increase is due to the railroads discontinuing their business practice of providing us with rail-owned trailers for intermodal movement. This change led to leasing and purchasing additional trailers, making arrangements to get trailers repositioned and declining productivity over the last half of 2005. Despite this increase, operating expenses as a percentage of revenue decreased in 2005 by 1.5 percentage points compared to 2004, resulting in an operating ratio of 92.5%.

Roadway Results

Roadway represented approximately 34%, 38% and 46% of our consolidated revenue in 2006, 2005 and 2004, respectively. The table below provides summary financial information for Roadway for the three years ended December 31:

<u>(in millions)</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>Percent Change</u>	
				<u>2006 vs. 2005</u>	<u>2005 vs. 2004</u>
Operating revenue	\$3,427.1	\$3,321.1	\$3,119.9	3.2%	6.4%
Operating income	214.8	209.1	158.3	2.7%	32.1%
Adjustments to operating income ^(a)	(4.3)	1.2	(1.4)	n/m	n/m ^(b)
Adjusted operating income ^(c)	210.5	210.3	156.9	0.1%	34.0%
Operating ratio	93.7%	93.7%	94.9%	0.0pp	1.2pp ^(d)
Adjusted operating ratio	93.9%	93.7%	95.0%	(0.2pp)	1.3pp

(a) Represents charges that management excludes when evaluating segment performance to better understand our core operations (see discussion below).

(b) Not meaningful.

(c) This measurement is used for internal management purposes and should not be construed as a better measurement than operating income as defined by generally accepted accounting principles.

(d) Percentage points.

2006 compared to 2005

Roadway reported revenue of \$3,427.1 million for 2006 compared to \$3,321.1 million in 2005, an increase of \$106.0 million or 3.2%. The revenue increase resulted primarily from higher yield including the impact of fuel surcharge and was partially offset by the impact of lower tonnage. LTL revenue per hundred weight increased 3.4% compared to 2005. LTL tonnage per day increased 0.3% due in part to the impact of a change of operations earlier in the year but was partially offset by the impact of a slowing economy. Overall total tonnage was down due to a decline in truckload tonnage of 2.4% due to increasing capacity within the truckload market as well as one fewer day in 2006 compared to 2005. LTL weight per shipment was up 0.9% compared to the prior year. LTL weight per shipment although higher for the full year declined by 1.4% in the fourth quarter of 2006 compared to the prior year.

Premium services continue to be an integral part of our strategy to provide timely and relevant solutions to meet the ever changing needs of our customers. Roadway offers premium services including expedited ground, air and time-definite deliveries. Additionally, Roadway offers guaranteed service products including Time Critical™ and Time Advantage™. During 2006, premium services revenue increased \$65.2 million or 24.4%.

Roadway reported operating income of \$214.8 million in 2006, an increase of 2.7% or \$5.7 million compared to the prior year. Higher revenues of \$106.0 million, including the impact of fuel surcharge revenue and \$4.0 million associated with the recovery of business interruption insurance related to hurricane Katrina, as well as lower incentive compensation of \$20.2 million, the

[Table of Contents](#)

favorable impact of \$11.8 million associated with a change in the vacation payout practice in the fourth quarter of 2006, and the favorable impact of \$6.5 million associated with decreased depreciation due to the increase in useful lives and salvage values all contributed to increased operating income.

Higher purchased transportation costs of \$29.9 million, higher workers' compensation costs of \$11.3 million due mainly to unfavorable development of prior year claims and higher claims and insurance costs of \$11.3 million all contributed towards partially offsetting the benefits discussed above. Salaries and wages along with the associated benefits increased \$54.2 million, due primarily to the contractual labor increase, but were partially offset by the \$11.8 million vacation payout practice change and lower incentive compensation of \$20.2 million described above. Operating expenses and supplies (mainly fuel) were \$47.4 million higher than last year and depreciation was higher by \$7.1 million associated with a shift towards more owned equipment versus leased. Depreciation expense was higher than the prior year despite the favorable impact of the depreciation change discussed above.

Purchased transportation costs were higher due in part to higher fuel costs and costs associated with repositioning empty rail trailers as mentioned in the Yellow Transportation discussion. The costs associated with repositioning empty rail trailers will continue to increase as rail providers phase out the availability of rail controlled trailers.

For the year ended December 31, 2006, adjustments to operating income were \$4.3 million and related primarily to net gains of \$6.4 million on the disposal of property partially offset by \$2.2 million of severance costs associated with a significant realignment in operations and a related reduction in workforce.

2005 compared to 2004

Roadway reported revenue of \$3,321.1 million for 2005 compared to \$3,119.9 million in 2004, an increase of \$201.2 million or 6.4%. The increase is due primarily to slightly higher tonnage, improved LTL yield, growth in premium services and higher fuel surcharge revenue. Overall tonnage was up 0.1% compared to the previous year. Total LTL revenue per hundred weight increased 6.6% (\$24.56/cwt in 2005 versus \$23.03/cwt in 2004). LTL shipments were down 1.0% from the previous year, but weight per shipment increased 0.5% in the current year compared to 2004.

In 2005, total premium services revenue continued to show double digit year-over-year growth.

Roadway reported operating income of \$209.1 million in 2005, an improvement of 32.1% or \$50.8 million compared to the prior year. The reported operating ratio in 2005 was 93.7%, an improvement of 1.2 percentage points compared to 2004. The improvement in operating income and operating ratio was driven by improved yield, higher premium service revenue, fuel surcharge revenue, lower incentive compensation and synergy benefits, partially offset by lower efficiencies and higher transportation costs.

On-going synergy efforts in the areas of maintenance, purchasing, operational process improvements, technology, legal and other administrative services have contributed significant savings.

Labor productivities improved during the fourth quarter of 2005, but despite these improvements, productivities for the full year were well behind levels experienced in 2004. Rail costs in 2005 were 6.6% higher than the previous year despite a decline in overall rail miles. The higher cost of rail was due primarily to higher rates, including fuel surcharge, and higher costs associated with repositioning empty trailers. Costs associated with vehicle rents and other purchased transportation were also higher due primarily to a 6.6% increase in road miles during 2005 as compared to the previous year.

For the year ended December 31, 2005, adjustments to operating income were \$1.2 million and related primarily to gains and losses on the disposal of property. These disposals relate to a continued focus on operational effectiveness.

Regional Transportation Results

Regional Transportation represented approximately 25%, 18% and 4% of our consolidated revenue in 2006, 2005 and 2004, respectively. This segment includes the results of New Penn and, effective May 24, 2005, the results of the LTL and truckload ("TL") operating companies of USF. The 2006 results do not include the results of USF Red Star and USF Dugan, both shut down entities, that are now included in the corporate segment. The amounts presented below for 2004 include only the results of New Penn.

[Table of Contents](#)

The table below provides summary financial information for Regional Transportation for the three years ended December 31:

(in millions)	2006	2005	2004	Percent Change	
				2006 vs. 2005	2005 vs. 2004
Operating revenue	\$2,441.4	\$1,570.8	\$260.6	n/m ^(b)	n/m
Operating income	142.2	85.8	33.9	n/m	n/m
Adjustments to operating income ^(a)	(3.0)	8.8	—	n/m	n/m
Adjusted operating income ^(c)	139.2	94.6	33.9	n/m	n/m
Operating ratio	94.2%	94.5%	87.0%	0.3pp	(7.5pp) ^(d)
Adjusted operating ratio	94.3%	94.0%	87.0%	(0.3pp)	(7.0pp)

(a) Represents charges that management excludes when evaluating segment performance to better understand our core operations (see discussion below).

(b) Not meaningful.

(c) This measurement is used for internal management purposes and should not be construed as a better measurement than operating income as defined by generally accepted accounting principles.

(d) Percentage points.

2006 compared to 2005

Regional Transportation's 2005 results reflect the inclusion of the USF companies as of May 24, 2005. This makes the comparison of 2006 to 2005 less meaningful. Due to the lack of comparability, management evaluates the segment's results primarily based on a combination of sequential growth month over month and attainment of plan performance.

Regional Transportation reported revenue of \$2,441.4 million for the year ended December 31, 2006, as compared to \$1,570.8 million for the year ended December 31, 2005. The increased revenue, including higher fuel surcharge revenue, is primarily attributed to the USF acquisition reduced by the impact of a slowing economy. Regional Transportation companies have fuel surcharge programs that are substantially similar to those of our other operating companies.

Regional Transportation reported operating income of \$142.2 million for the year ended December 31, 2006 as compared to \$85.8 million, for the year ended December 31, 2005. The current period operating income reflects the contribution from the USF acquisition for a full year, higher fuel surcharge revenue and continued cost management.

For the year ended December 31, 2006 net adjustments to operating income were a negative \$3.0 million representing gains from the disposal of property and equipment, primarily related to the sale of USF Bestway's headquarters. For the year ended December 31, 2005 net adjustments to operating income were a positive \$8.8 million representing \$8.3 million of shut down and acquisition charges as well as \$0.5 million of losses on fixed asset disposals. Regional Transportation reported a 2006 operating ratio of 94.2% compared to 94.5% in 2005 which included New Penn for the entire year, and the USF companies after the May 24, 2005 acquisition.

2005 compared to 2004

Due to the acquisition date of May 24, 2005, USF results were not included in our 2004 results of operations, which make 2005 results more difficult to evaluate against prior periods. In 2004, Regional Transportation results reflected only those results related to the operations of New Penn. Due to the lack of comparability, management evaluates the segment's results primarily based on a combination of sequential growth month over month and attainment of plan performance.

Regional Transportation reported revenue of \$1,570.8 million for the year ended December 31, 2005 as compared to \$260.6 million, for the year ended December 31, 2004. The increased revenue, including higher fuel surcharge revenue, is primarily attributed to the USF acquisition and sales growth initiatives.

Regional Transportation reported operating income of \$85.8 million for the year ended December 31, 2005 as compared to \$33.9 million, for the year ended December 31, 2004. The current period operating income reflects the contribution from the USF acquisition, higher fuel surcharge revenue and margin and continued cost management. Included in this amount are \$8.3 million of shut down and acquisition charges as well as \$0.5 million of losses on fixed asset disposals. Regional Transportation reported a 2005 operating ratio of 94.5% compared to 87.0% in 2004 which included only the results of New Penn.

[Table of Contents](#)

Meridian IQ Results

Meridian IQ represented approximately 6%, 5% and 3% of our consolidated revenue in 2006, 2005 and 2004, respectively. This segment includes the results of Meridian IQ and, effective May 24, 2005, the results of the USF Logistics group of entities (“USFL”). The amounts presented below for 2004 include only the results of Meridian IQ. The table below provides summary financial information for Meridian IQ for the three years ended December 31:

(in millions)	2006	2005	2004	Percent Change	
				2006 vs. 2005	2005 vs. 2004
Operating revenue	\$609.7	\$447.6	\$213.2	36.2%	n/m ^(b)
Operating income	13.7	15.2	3.7	n/m	n/m
Adjustments to operating income ^(a)	7.1	(0.1)	—	n/m	n/m
Adjusted operating income ^(c)	20.8	15.1	3.7	37.7%	n/m
Operating ratio	97.8%	96.6%	98.2%	(1.1pp) ^(d)	1.6pp
Adjusted operating ratio	96.6%	96.6%	98.2%	0.0pp	1.6pp

(a) Represents charges that management excludes when evaluating segment performance to better understand our core operations (see discussion below).

(b) Not meaningful.

(c) This measurement is used for internal management purposes and should not be construed as a better measurement than operating income as defined by generally accepted accounting principles.

(d) Percentage points.

2006 compared to 2005

For the year 2006, Meridian IQ revenue increased by \$162.1 million or 36.2%. A significant portion of this increase is attributable to the USFL acquisition which occurred May 24, 2005. In addition to the acquisition growth, the Global North America and Contract Logistics business lines all had significant organic gains (approximately \$9 million and \$15 million, respectively). Operating income decreased from \$15.2 million in 2005 to \$13.7 million in 2006 yet reflects \$7.0 million in reorganization charges in 2006. Absent these charges operating income would have increased 37.7% from 2005.

In the second quarter of 2006 Meridian IQ decided to relocate substantially all of its operations in Greenwood, Indiana to Overland Park, Kansas. This relocation is now complete and reorganization charges of \$4.2 million were incurred.

In September 2006, Meridian IQ sold its China freight forwarding operations into the joint venture that it maintains with JHJ. This freight forwarding operation was acquired by Meridian IQ as part of the acquisition of GPS Logistics in 2005. Later in 2005 we acquired a 50% stake in the freight forwarding operations of JHJ, which is one of the largest freight forwarders in China. The two organizations had overlapping capabilities in multiple locations in China, and therefore a decision was made to combine the operations to increase operational focus. Reorganization charges of \$2.8 million were recorded as a result of the loss on the sale of this subsidiary.

In March 2005, Meridian IQ exercised and closed its option to purchase GPS Logistics Group Ltd., the Asian freight forwarding operations of GPS Logistics and in turn, made a payment of \$5.7 million (\$3.2 million net of cash acquired). Under the terms of the original purchase agreement, this payment was subject to subsequent upward and downward adjustments based on the financial performance of the Asia business through March 2007. Additional earn-out payments could have been required based on the financial performance of the Asia business during the period March 2007 to March 2009. In January 2006, Meridian IQ paid an additional \$11.1 million and issued a promissory note in the amount of \$10.8 million representing a buyout of all aforementioned earn-out arrangements and potential purchase price adjustments. In December 2006, we paid \$10.8 million to satisfy the promissory note in full.

In May 2006, Meridian IQ paid an additional \$2.5 million to the former owners of GPS Logistics (EU) Limited, which represented an earn-out payment related to the February 2004 acquisition. Additionally, during the second quarter of 2006, Meridian IQ acquired a company in Chile and formed a company in Colombia, in each case to support contractual customer activities.

[Table of Contents](#)

2005 compared to 2004

Meridian IQ revenue increased by \$234.4 million in 2005 over 2004. The significant increase in revenue resulted from a combination of recent acquisitions, with \$167.7 million or 71.5% of the improvement attributable to USFL, and strong organic growth within Meridian IQ existing services. Operating income increased by \$11.5 million in 2005 over 2004. The improved operating results are reflective of the increased revenue and scale. The USFL operations contributed \$7.4 million of operating income for the year.

Financial Condition

Liquidity

Our liquidity needs arise primarily from capital investment in new equipment, land and structures and information technology, as well as funding working capital requirements. To provide short-term and longer-term liquidity, we maintain capacity under an \$850 million unsecured bank credit agreement and a \$650 million asset backed securitization (“ABS”) agreement involving Yellow Transportation, Roadway, USF Holland and USF Reddaway accounts receivable. We believe these facilities, both of which are more fully described in the “Debt and Financing” note under “Item 8, Financial Statements and Supplementary Data”, provide adequate capacity to fund our current working capital and capital expenditure requirements.

The following table provides details of the outstanding components and available unused capacity under the current bank credit agreement and the ABS agreement at December 31:

<i>(in millions)</i>	<u>2006</u>	<u>2005</u>
Capacity:		
Unsecured credit facility:		
Revolving loan	\$ 850.0	\$ 850.0
ABS facility	<u>650.0</u>	<u>650.0</u>
Total capacity	1,500.0	1,500.0
Amounts outstanding:		
Revolving loan	—	(45.0)
Letters of credit	(482.0)	(459.3)
ABS facility	(225.0)	(375.0)
ABS usage for captive insurance company (see below)	<u>(189.4)</u>	<u>—</u>
Total outstanding	<u>(896.4)</u>	<u>(879.3)</u>
Available unused capacity	<u>\$ 603.6</u>	<u>\$ 620.7</u>

YRC Assurance Co. Ltd. (“YRC Assurance”) is the Company’s captive insurance company domiciled in Bermuda and a wholly owned and consolidated subsidiary of YRC Worldwide. YRC Assurance provides insurance services to certain wholly owned subsidiaries of YRC Worldwide. As a part of the structure of YRC Assurance, certain qualifying investments are periodically made by YRC Assurance as defined by Bermuda regulations. These investments can include taking an ownership position in certain receivables that secure our ABS facility. As a result, as shown above, our capacity under the ABS facility is reduced by YRC Assurance’s investment in receivables of \$189.4 million at December 31, 2006.

Contingent Convertible Notes

The balance sheet classification of our contingent convertible notes between short-term and long-term is dependent upon certain conversion triggers, as defined. At December 31, 2006 and 2005, the conversion triggers had not been met. Accordingly, based on the stated maturity date, this obligation has been classified as a long-term liability on the accompanying balance sheet.

Cash Flow Measurements

We use free cash flow as a measurement to manage working capital and capital expenditures. Free cash flow indicates cash available to fund additional capital expenditures, to reduce outstanding debt (including current maturities) or to invest in our growth strategies. This measurement is used for internal management purposes and should not be construed as a better measurement than net cash from operating activities as defined by generally accepted accounting principles.

Table of Contents

The following table illustrates our calculation for determining free cash flow for the years ended December 31:

(in millions)	2006	2005	2004
Net cash from operating activities	\$ 532.3	\$ 497.7	\$ 435.7
Net property and equipment additions	(303.1)	(256.4)	(164.3)
Proceeds from stock options	5.7	11.2	15.9
Free cash flow	<u>\$ 234.9</u>	<u>\$ 252.5</u>	<u>\$ 287.3</u>

Net cash provided by operating activities increased \$34.6 million from the year ended December 31, 2005 versus the year ended December 31, 2006. Pre-tax operating income adjusted for non-cash items such as depreciation, amortization and gains/losses on dispositions increased \$34.8 million during the year ended December 31, 2006 as compared to the year ended December 31, 2005. This earnings-based increase was offset by increases in pension contributions of \$23.1 million, interest payments of \$27.9 million and income tax payments of \$9.1 million. Additionally, positive trends in accounts receivable resulting in cash provided of \$42.1 million was offset by a reduction in incentive bonus accruals of \$42.0 million. Prepaid amounts decreased by \$11.0 million and a USF investment account of \$7 million was liquidated, both of which provided cash in 2006.

Net cash provided by operating activities increased \$62.0 million from the year ended December 31, 2004 versus the year ended December 31, 2005. Pre-tax operating income adjusted for non-cash items such as depreciation, amortization, and gains/losses on dispositions increased \$233.2 million during the year ended December 31, 2005 as compared to the year ended December 31, 2004. This earnings-based increase was offset by increases in pension contributions of \$6.7 million, interest payments of \$3.1 million, income tax payments of \$15.0 million and USF Red Star MEPPA payments of \$6.7 million. Other asset and liability changes included increased wage and benefit obligations that approximated \$98.0 million, increased other current and accrued liabilities and claims and insurance accruals of \$28.9 million and an increase in other assets of \$3.8 million, all of which is offset by the absence of a \$41.4 million tax settlement in 2004 which did not recur in 2005 and a \$25.0 million decrease in prepaids from 2004 to 2005.

In 2006, net property and equipment additions increased by \$46.7 million compared to 2005. Gross property and equipment additions for 2006 were \$377.7 million versus \$304.7 million for 2005 with the increase primarily due to increased revenue equipment purchases at Roadway of \$37.4 million and Yellow Transportation of \$15.0 million in an effort to continue to reduce the overall age of our fleet.

In 2005, net property and equipment additions increased by \$92.1 million compared to 2004. Gross property and equipment additions for 2005 were \$304.7 million versus \$201.8 million for 2004 with the increase partially related to the USF companies as well as our overall plan to continue to invest in our operating companies and in turn reduce the overall age of our fleet.

Other than property and equipment activity discussed above, cash used in investing activities in 2006 also includes the additional payments of \$21.9 million to the seller of GPS Asia and \$2.5 million to GPS Logistics (EU) Limited, both under contractual earn-out obligations. The amounts reported for 2005 reflect our acquisition of the USF companies of \$742.7 million and our investment in the JHJ joint venture of \$46.0 million. The amounts reported for 2004 reflect our acquisition of GPS Logistics Limited of \$10.5 million.

Net cash used in financing activities was \$209.3 million for 2006 versus cash provided of \$522.5 million in 2005. The 2006 activity is the result of \$20.0 million of treasury stock repurchases and \$195.0 million of debt paydown offset by stock option proceeds of \$5.7 million. The 2005 activity reflects the borrowings related to the acquisition of the USF companies and stock option proceeds of \$11.2 million offset by treasury stock repurchases of \$50.0 million.

Net cash provided by financing activities was \$522.5 million for 2005 versus cash used of \$234.1 million in 2004. The 2005 activity is the result of \$50.0 million of treasury stock repurchases and \$565.5 million of borrowings related to the acquisition of the USF companies, offset by stock option proceeds of \$11.2 million. The 2004 activity reflects debt pay down of \$246.5 million offset by stock option proceeds of \$15.9 million.

Capital Expenditures

Our capital expenditures focus primarily on the replacement of revenue equipment, land and structures, investments in information technology and acquisitions. As reflected on our Consolidated Balance Sheets, our business is capital intensive with significant investments in service center facilities and a fleet of tractors and trailers. We determine the amount and timing of capital expenditures based on numerous factors, including anticipated growth, economic conditions, new or expanded services, regulatory actions and availability of financing. Our philosophy continues to be consistent funding of capital expenditures even during

[Table of Contents](#)

economic downturns while still generating free cash flow. The acquisitions of Roadway and USF did not change our capital expenditures philosophy from previous years, given the similarity of our operations. However, as we expected, our capital expenditures increased significantly due to both acquisitions.

The table below summarizes our actual net capital expenditures by type and investments for the years ended December 31:

(in millions)	2006	2005	2004
Revenue equipment	\$268.2	\$ 180.4	\$118.6
Land, structures and technology	34.9	76.0	45.7
Total net capital expenditures	303.1	256.4	164.3
Acquisition of companies and affiliates	25.6	799.9	10.5
Total	<u>\$328.7</u>	<u>\$1,056.3</u>	<u>\$174.8</u>

Capital expenditures for 2006 reflect a full year of revenue equipment purchases for Regional Transportation as well as continued reinvestment in the Yellow Transportation and Roadway fleets. The 2006 amount also reflects \$21.9 million related to GPS Asia. Capital expenditures for 2005 reflect the inclusion of \$63.7 million net expenditures of USF activity at Regional Transportation as discussed above in the "Liquidity" section and the cash portion of the USF acquisition of \$742.7 million. Capital expenditures for 2004 reflect the inclusion of \$66.4 million net expenditures of Roadway and Meridian IQ's acquisition of GPS Logistics (EU) Limited. We expect 2007 gross capital spending to approximate \$425 to \$450 million, including about \$300 million for revenue equipment and approximately \$85 million for technology. We also expect approximately \$50 million in proceeds from the disposition of real estate in 2007. At times the Company elects to procure revenue equipment via operating leases. During the years ended December 31, 2006, 2005 and 2004, we have leased revenue equipment with fair values of \$44.6 million, \$37.6 million and \$24.9 million, respectively. We believe our financial condition and access to capital, as they exist today, are adequate to fund our anticipated capital expenditures and future growth opportunities.

Our expectation regarding our ability to fund capital expenditures out of existing financing facilities and cash flow is only our forecast regarding this matter. This forecast may be substantially different from actual results. In addition to the factors previously described in the Forward-Looking Statements section, the following factors could affect levels of capital expenditures: the accuracy of our estimates regarding our spending requirements; the occurrence of any unanticipated acquisition opportunities; changes in our strategic direction; the need to spend additional capital on synergy opportunities; the need to replace any unanticipated losses in capital assets and our ability to dispose of excess real estate at our anticipated sales price.

Nonunion Pension Obligations

We provide defined benefit pension plans for certain employees not covered by collective bargaining agreements. The two largest plans are the qualified plans for Yellow Transportation and Roadway. The Yellow Transportation and Roadway qualified plans cover approximately 4,000 employees each. On January 1, 2004, the existing qualified benefit plans were closed to new participants. All new U.S. salaried nonunion employees (except those currently participating in other profit sharing plans) and all Meridian IQ employees now participate in a defined contribution retirement plan.

We expect pension funding and expense to remain an area of management focus over the next several years. The Pension Protection Act of 2006 encourages companies to fully fund their benefit obligation by 2011. Based on discussions with our pension advisors, we expect to accelerate our contributions in the near term to better meet the fully funded requirement. Given the dependence on the economy and the significant amounts involved, pension funding could have a material impact on our liquidity. Using our current plan assumptions, which include an assumed 8.75% return on assets and discount rate of 6.12%, we either recorded or expect to record the following for all YRC sponsored pension plans.

(in millions)	Cash Funding	Pension Expense	(Decrease) Increase in Shareholders' Equity, net of tax	Under Funded Status at December 31
2006 Actual	\$ 72.1	\$ 62.1	\$ (29.8)	\$ 302.8
2007 Expected	132.3	50.0	56.2	210.1
2008 Expected	126.9	36.4	57.6	115.0
2009 Expected	<u>52.8</u>	<u>29.6</u>	<u>16.4</u>	<u>88.0</u>

[Table of Contents](#)

Due to the impact of economic conditions on the Company's plan assumptions it is reasonably possible that such assumptions may change in the near term and that such changes could materially impact amounts recorded or expected to be recorded in the consolidated financial statements.

Our actual 2006 pension expense of \$62.1 million was higher than the \$58.9 million we estimated at December 31, 2005 due to variations in demographic experience.

The above discussion includes forward-looking statements as indicated by "expect" and "estimate" and the actual results may be materially different. Factors that affect these results include actual return on plan assets and discount rate changes among others.

Contractual Obligations and Other Commercial Commitments

The following tables provide aggregated information regarding our contractual obligations and commercial commitments as of December 31, 2006. Most of these obligations and commitments have been discussed in detail either in the preceding paragraphs or the notes to the financial statements. The tables do not include expected pension funding as disclosed separately in the previous section.

Contractual Cash Obligations

(in millions)	Payments Due by Period				Total
	Less than 1 year	2-3 years	4-5 years	After 5 years	
Balance sheet obligations:					
ABS borrowings	\$ 225.0	\$ —	\$ —	\$ —	\$ 225.0
Long-term debt including interest	66.1	573.5	197.7	610.7	1,448.0
USF Red Star pension plan withdrawal obligation including interest	13.1	17.2	11.3	43.2	84.8
Off balance sheet obligations:					
Operating leases	99.4	125.6	38.0	23.0	286.0
Capital expenditures	111.3	—	—	—	111.3
Total contractual obligations	<u>\$ 514.9</u>	<u>\$ 716.3</u>	<u>\$ 247.0</u>	<u>\$ 676.9</u>	<u>\$2,155.1</u>

Other Commercial Commitments

The following table reflects other commercial commitments or potential cash outflows that may result from a contingent event, such as a need to borrow short-term funds due to insufficient free cash flow.

(in millions)	Amount of Commitment Expiration Per Period				Total
	Less than 1 year	2-3 years	4-5 years	After 5 years	
Available line of credit	\$ 60.0	\$ —	\$ 543.6	\$ —	\$ 603.6
Letters of credit	482.0	—	—	—	482.0
Lease guarantees for SCST	0.8	0.4	—	—	1.2
Surety bonds	103.2	0.1	—	—	103.3
Total commercial commitments	<u>\$ 646.0</u>	<u>\$ 0.5</u>	<u>\$ 543.6</u>	<u>\$ —</u>	<u>\$1,190.1</u>

Our outstanding letters of credit at December 31, 2006 included \$1.1 million for workers' compensation, property damage and liability claims against SCST. We agreed to maintain the letters of credit outstanding at the spin-off date until SCST obtained replacement letters of credit or third party guarantees. SCST agreed to use its reasonable best efforts to obtain these letters of credit or guarantees, which in many cases would allow us to obtain a release of our letters of credit. SCST also agreed to indemnify us for any claims against the letters of credit that we provide. SCST reimburses us for all fees incurred related to the remaining outstanding letters of credit. We also provided a guarantee of \$1.2 million regarding certain lease obligations of SCST.

Critical Accounting Policies

Preparation of our financial statements requires accounting policies that involve significant estimates and judgments regarding the amounts included in the financial statements and disclosed in the accompanying notes to the financial statements. We continually

[Table of Contents](#)

review the appropriateness of our accounting policies and the accuracy of our estimates including discussion with the Audit/Ethics Committee of our Board of Directors who make recommendations to management regarding these policies. Even with a thorough process, estimates must be adjusted based on changing circumstances and new information. Management has identified the policies described below as requiring significant judgment and having a potential material impact to our financial statements.

Revenue Reserves

We consider our policies regarding revenue-related reserves as critical based on their significance in evaluating our financial performance by management and investors. We have an extensive system that allows us to accurately capture, record and control all relevant information necessary to effectively manage our revenue reserves.

For shipments in transit, Yellow Transportation, Roadway and Regional Transportation record revenue based on the percentage of service completed as of the period end and accrue delivery costs as incurred. In addition, Yellow Transportation, Roadway and Regional Transportation recognize revenue on a gross basis because the entities are the primary obligors even when they use other transportation service providers who act on their behalf. Yellow Transportation, Roadway and Regional Transportation remain responsible to their customers for complete and proper shipment, including the risk of physical loss or damage of the goods and cargo claims issues. Meridian IQ recognizes revenue upon the completion of services. In certain logistics transactions where Meridian IQ acts as an agent, revenue is recorded on a net basis. Net revenue represents revenue charged to customers less third party transportation costs. Where Meridian IQ acts as principal, it records revenue from these transactions on a gross basis, without deducting transportation costs. Management believes these policies most accurately reflect revenue as earned. Our revenue-related reserves involve three primary estimates: shipments in transit, rerate reserves and uncollectible accounts.

Shipments in Transit

We assign pricing to bills of lading at the time of shipment based primarily on the weight, general classification of the product, the shipping destination and individual customer discounts. This process is referred to as rating. At the end of each period, we estimate the amount of revenue earned on shipments in transit based on actual shipments picked up and scheduled delivery dates. We calculate a percentage of completion using this data and the day of the week on which the period ends. Management believes this provides a reasonable estimation of the revenue actually earned.

Rerate Reserves

At various points throughout our process, incorrect ratings could be identified based on many factors, including weight verifications or updated customer discounts. Although the majority of rerating occurs in the same month as the original rating, a portion occurs during the following periods. We accrue a reserve for rerating based on historical trends. At December 31, 2006 and 2005, our financial statements included a rerate reserve of \$37.9 million and \$35.9 million, respectively. The increase in the rerate reserve from 2005 to 2006 resulted primarily from the increase in operating revenue in 2006.

Uncollectible Accounts

We record an allowance for doubtful accounts primarily based on historical uncollectible amounts. We also take into account known factors surrounding specific customers and overall collection trends. Our process involves performing ongoing credit evaluations of customers, including the market in which they operate and the overall economic conditions. We continually review historical trends and make adjustments to the allowance for doubtful accounts as appropriate. Our allowance for doubtful accounts totaled \$35.7 million and \$32.0 million as of December 31, 2006 and 2005, respectively. The increase in the allowance for doubtful accounts from 2005 to 2006 resulted primarily from the increase in operating revenue in 2006 and a slightly weaker economy than 2005.

Claims and Insurance

We are self-insured up to certain limits for workers' compensation, cargo loss and damage, property damage and liability claims. We measure the liabilities associated with workers' compensation and property damage and liability claims primarily through actuarial methods that an independent third party performs. Actuarial methods include estimates for the undiscounted liability for claims reported, for claims incurred but not reported and for certain future administrative costs. These estimates are based on historical loss experience and judgments about the present and expected levels of costs per claim and the time required to settle claims. The effect of future inflation for costs is implicitly considered in the actuarial analyses. Actual claims may vary from these estimates due to a number of factors, including but not limited to, accident frequency and severity, claims management, changes in healthcare costs and overall economic conditions. We discount the actuarial calculations of claims liabilities for each calendar year

[Table of Contents](#)

to present value based on the average U.S. Treasury rate, during the calendar year of occurrence, for maturities that match the initial expected payout of the liabilities. As of December 31, 2006 and 2005, we had \$504.4 million and \$499.9 million accrued for claims and insurance. The increase in claims and insurance from 2005 to 2006 is a result of unfavorable development in prior year workers' compensation claims offset by favorable trends in property damage and liability claims.

Pension

With the exception of Meridian IQ, Regional Transportation, Reimer and certain of our foreign operations, YRC Worldwide and its operating subsidiaries sponsor qualified and nonqualified defined benefit pension plans for most employees not covered by collective bargaining agreements. Meridian IQ and Regional Transportation do not offer defined benefit pension plans and instead offer retirement benefits through either contributory 401(k) savings plans or profit sharing plans. Effective January 1, 2004, the existing YRC Worldwide qualified defined benefit plans were closed to new participants, and all new U.S. – salaried nonunion employees (except those currently participating in other profit sharing plans) and all Meridian IQ employees participate in a defined contribution retirement plan. We account for pension benefits using actuarial methods based on numerous estimates, including employee turnover, mortality and retirement ages, expected return on plan assets, discount rates, and future salary increases. The most critical of these factors, due to their potential impact on pension cost, are discussed in more detail below.

Return on Plan Assets

The assumption for expected return on plan assets represents a long-term assumption of our portfolio performance that can impact our pension expense. With \$802 million of plan assets for the YRC funded pension plans, a 50-basis-point decrease in the assumption for expected rate of return on assets would increase annual pension expense by approximately \$4.0 million and would have no effect on the underfunded pension liability reflected in shareholders' equity.

We believe our 2006 expected rate of return of 8.75% is appropriate based on our historical experience in this investment portfolio as well as a review of other objective indices. Although plan investments are subject to short-term market volatility, we believe they are well diversified and closely managed. Our asset allocation as of December 31, 2006 consisted of 65% equities, 29% in debt securities, 5% in real estate, and 1% in other investments. This allocation is consistent with the long-term target asset allocation for the plans. We will continue to review our expected long-term rate of return on an annual basis and revise appropriately. Refer to our discussion of "Nonunion Pension Obligations" under the "Financial Condition" section for details of actual and anticipated pension charges.

Discount Rate

The discount rate refers to the interest rate used to discount the estimated future benefit payments earned to their present value, also referred to as the benefit obligation. The discount rate allows us to calculate what it would cost to settle the pension obligations as of the measurement date, December 31, and impacts the following year's pension cost. We determine the discount rate by choosing a portfolio of high quality (those rated AA- or higher by Standard & Poors) non-callable bonds such that the coupons and maturities approximate our expected benefit payments. When developing the bond portfolio, there are some years when benefit payments are expected with no corresponding bond maturing. In these instances, we estimated the appropriate bond by interpolating yield characteristics between the bond maturing in the immediately preceding year and the bond maturing in the next available year. This analysis is reperformed on a bi-annual basis.

Although the discount rate used requires little judgment, changes in the discount rate can significantly impact our pension cost. For example, a 50-basis-point decrease in our discount rate would increase annual pension expense by approximately \$7.4 million and increase our underfunded pension liability reflected in shareholders' equity by approximately \$48.6 million, net of tax, assuming all other factors remain constant. Changes in the discount rate do not have a direct impact on cash funding requirements. The discount rate can fluctuate considerably over periods depending on overall economic conditions that impact long-term corporate bond yields. At December 31, 2006 and 2005, we used a discount rate of 6.12% and 5.75% respectively.

Future Salary Increases

We make assumptions of future salary increases for plan participants based on general inflation and cost of living expectations. As pension benefits are based on participants' earned wages, estimated levels of our future performance also factor into the calculation. We believe these increases require less judgment than other pension estimates but can have a significant impact on our future pension expense. Our 2006 assumed rate of future annual increases of 3.8% represents a weighted average of the Yellow Transportation and Roadway plans and reflects the recent experience of both plans.

[Table of Contents](#)

Gains and Losses

Gains and losses occur due to changes in the amount of either the projected benefit obligation or plan assets from experience different than assumed and from changes in assumptions. We recognize an amortization of the unrecognized net gain or loss as a component of net pension cost for a year if, as of the beginning of the year, that unrecognized net gain or loss exceeds ten percent of the greater of the benefit obligation or the market-related value of plan assets. If an amortization is required, it equals the amount of unrecognized net gain or loss that exceeds the ten percent corridor, amortized over the average remaining service period of active employees.

As of year end 2006, the pension plans have an unrecognized net loss of \$97.0 million and a projected benefit obligation of \$1,104.8 million. The average remaining service period is approximately 11 years. For 2007, we expect to amortize approximately \$7.0 million of the net loss. The comparable amortization amounts for 2006 and 2005 were \$11.4 million and \$10.7 million, respectively.

Multi-Employer Pension Plans

Yellow Transportation, Roadway, New Penn, USF Holland and USF Reddaway contribute to approximately 20 separate multi-employer pension plans for employees that our collective bargaining agreements cover (approximately 70% of total YRC Worldwide employees). The largest of these plans, the Central States Southeast and Southwest Areas Pension Plan (the "Central States Plan"), provides retirement benefits to approximately 41% of our total employees. Our labor agreements with the IBT determine the amounts of these contributions. The pension plans provide defined benefits to retired participants. We recognize as net pension cost the contractually required contribution for the period and recognize as a liability any contributions due and unpaid. We do not directly manage multi-employer plans. The trusts covering these plans are generally managed by trustees, half of whom the IBT appoints and half of whom various contributing employers appoint.

Under current law regarding multi-employer pension plans, a termination, withdrawal or significant partial withdrawal from any multi-employer plan in an underfunded status would render us liable for a proportionate share of the multi-employer plans' unfunded vested liabilities. This potential unfunded pension liability also applies to other contributing employers, including our unionized competitors who contribute to multi-employer plans. The plan administrators and trustees do not routinely provide us with current information regarding the amount of each multi-employer pension plan's funding. However, based on publicly available information, which is often dated, and on the limited information available from plan administrators or plan trustees, which we cannot independently validate, we believe that our portion of the contingent liability in the case of a full withdrawal or termination from all of the multi-employer pension plans to which we contribute would be in a range from \$3.0 billion to \$4.0 billion on a pre-tax basis. The increase in this estimated range from 2005 reflects a change by the Central States Plan to a more current mortality table in the determination of their unfunded vested benefit liability. Yellow Transportation, Roadway and the applicable subsidiaries of Regional Transportation have no current intention of taking any action that would subject us to withdrawal obligations. If the company did incur withdrawal liabilities, those amounts would generally be payable over periods of up to 20 years.

In 2006, the Pension Protection Act became law and modified both the Internal Revenue Code (as amended, the "Code") as it applies to multi-employer pension plans and the Employment Retirement Income Security Act of 1974 (as amended, "ERISA"). The Code and ERISA (in each case, as so modified) and related regulations establish minimum funding requirements for multi-employer pension plans. The funding status of these plans is determined by the following factors:

- the number of participating active and retired employees
- the number of contributing employers
- the amount of each employer's contractual contribution requirements
- the investment returns of the plans
- plan administrative costs
- the number of employees and retirees participating in the plan who no longer have a contributing employer
- the discount rate used to determine the funding status
- the actuarial attributes of plan participants (such as age, estimated life and number of years until retirement)

If any of our multi-employer pension plans fails to:

- meet minimum funding requirements
- meet a required funding improvement or rehabilitation plan that the Pension Protection Act may require for certain of our underfunded plans

[Table of Contents](#)

- obtain from the IRS certain changes to or a waiver of the requirements in how the applicable plan calculates its funding levels or
- reduce pension benefits to a level where the requirements are met

the Pension Protection Act could require us to make additional contributions to the multi-employer pension plan from five to ten percent of the contributions that our collective bargaining agreement requires until the collective bargaining agreement expires.

If we fail to make our required contributions to a multi-employer plan under a funding improvement or rehabilitation plan or if the benchmarks that an applicable funding improvement plan provides are not met by the end of a prescribed period, the IRS could impose an excise tax on us with respect to the plan. These excise taxes are not contributed to the deficient funds, but rather are deposited in the United States general treasury funds.

Depending on the amount involved, a requirement to increase contributions beyond our contractually agreed rate or the imposition of an excise tax on us could have a material adverse impact on the financial results of YRC Worldwide.

The Central States Plan has applied for, and the IRS has granted, an extension on the amortization of its unfunded liabilities through 2014, subject to Central States Plan improving its funding levels during that period and certain other conditions. The company expects these funding levels and conditions could form the basis of a funding improvement or rehabilitation plan. Assuming that the Central States Plan meets these conditions, it is expected to meet the minimum funding requirements, as the IRS has modified them, through at least 2014, as well as a funding improvement plan. Absent the benefit of the amortization extension that the IRS has granted to the Central States Plan, the Company believes that the plan would not meet the minimum funding requirements that the Code and related regulations require and the ability for the Central States Plan trustees to adopt a funding improvement plan acceptable to the IRS would be uncertain.

Property and Equipment and Definite Life Intangibles

Impairment Testing

We review property and equipment and definite life intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We evaluate recoverability of assets to be held and used by comparing the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

We believe that the accounting estimate related to asset impairment is a critical accounting estimate because: (1) it requires our management to make assumptions about future revenues over the life of the asset, and (2) the impact that recognizing an impairment would have on our financial position, as well as our results of operations, could be material. Management's assumptions about future revenues require significant judgment because actual revenues have fluctuated in the past and may continue to do so.

In estimating future revenues, we use our internal business forecasts. We develop our forecasts based on recent revenue data for existing services and other industry and economic factors.

Depreciable Lives of Assets

We perform annual internal studies to confirm the appropriateness of depreciable lives for each category of property and equipment. These studies utilize models, which take into account actual usage, physical wear and tear, and replacement history to calculate remaining life of our asset base. We also make assumptions regarding future conditions in determining potential salvage values. These assumptions impact the amount of depreciation expense recognized in the period and any gain or loss once the asset is disposed.

In 2006, the Company revised the estimated useful lives and salvage values of certain classes of property and equipment to more appropriately reflect how the assets are expected to be used over time. During 2006, the Company increased revenue equipment lives to a range of ten to twenty years from three to fourteen years and modified certain salvage values. If the Company had not changed the estimated useful lives and salvage values of such property and equipment, additional depreciation expense of approximately \$26.3 million would have been recorded during the year ended December 31, 2006. Accordingly, the changes in estimates resulted in an increase in income from continuing operations of approximately \$26.3 million (a \$16.0 million increase in net income) for the year ended December 31, 2006. The change in estimate also increased diluted earnings per share by \$0.27 for the year ended December 31, 2006.

Goodwill and Indefinite Life Intangibles

Goodwill and indefinite life intangibles are reviewed at least annually for impairment, or more frequently if indicators of impairment exist. Goodwill is tested by comparing net book value of the reporting unit (identified as our reportable segments) to fair value. Indefinite life intangibles are tested by comparing book value to estimated fair value.

We believe that the accounting estimate related to goodwill and indefinite life intangibles is a critical accounting estimate because (1) it requires our management to make assumptions about fair values, and (2) the impact of recognizing an impairment could be material to our financial position, as well as our results of operations. Management's assumptions about fair values require significant judgment because broad economic factors and industry factors can result in variable and volatile fair values.

Management completed impairment analyses on both goodwill and indefinite life intangibles in the fourth quarter of 2006. These tests were performed internally. As of December 31, 2006 no impairment existed. However, our analysis also considered our investment in JHJ and its related fair value. Based on this analysis, we took an impairment charge of \$2.4 million in December 2006.

New Accounting Pronouncements

In July, 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109" ("FIN 48"), which clarifies the accounting for uncertainty in tax positions. This Interpretation requires recognition in the financial statements of the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective for the 2007 fiscal year with the cumulative effect of the change in accounting principle recorded as an adjustment to opening balance of retained earnings. While the Company has not finalized its analysis, the adoption of FIN 48 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements", ("SFAS No. 157"). This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of SFAS No. 157 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

Outlook

In general, economists expect continued growth in capital spending during 2007, highlighted by a stable interest rate environment and healthy levels of business confidence supported by solid corporate balance sheets. Continued pressure on the housing market is expected at least through the first half of 2007, but with a muted effect on the overall economy due to expanding business conditions and a lower cost of energy. Our economic assumptions include year-over-year gains in the real gross domestic product of 2.0 to 2.5%; a slower pace than the previous year's 3.0 to 3.5%. Management expects stable LTL pricing trends to continue during the upcoming year. We will continue to focus on achieving cost reductions available to us as a result of our combined organization. With our significant operating leverage, we are well positioned to take advantage of continued economic strength.

[Table of Contents](#)

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risk Position

We have exposure to a variety of market risks, including the effects of interest rates, foreign exchange rates and fuel prices.

Interest Rate Risk

To provide adequate funding through seasonal business cycles and minimize overall borrowing costs, we historically utilized both fixed rate and variable rate financial instruments with varying maturities. At December 31, 2006, we had approximately 71% of our outstanding debt at fixed rates. If interest rates for our variable rate long-term debt had averaged 10% more during the year, our interest expense would have increased, and income before taxes would have decreased by \$3.0 million for the year ended December 31, 2006.

The table below provides information regarding our interest rate risk related to fixed-rate debt as of December 31, 2006. Principal cash flows are stated in millions and weighted average interest rates are by contractual maturity. The fair values of our Roadway senior notes, USF senior notes and contingent convertible senior notes have been calculated based on the quoted market prices at December 31, 2006. The market price for the contingent convertible senior notes reflects the combination of debt and equity components of the convertible instrument.

<u>(in millions)</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Thereafter</u>	<u>Total</u>	<u>Fair value</u>
Fixed-rate debt	\$—	\$227.5	\$101.0	\$156.0	\$—	\$ 400.0	\$884.5	\$ 987.9
Average interest rate	—	8.22%	6.5%	8.41%	—	4.39%		

Foreign Exchange Rates

Revenue, operating expenses, assets and liabilities of our Canadian, Mexican, Asian and United Kingdom subsidiaries are denominated in local currencies, thereby creating exposure to fluctuations in exchange rates. The risks related to foreign currency exchange rates are not material to our consolidated financial position or results of operations. During 2006 we entered into a foreign currency hedge which matured December 31, 2006. This instrument was to effectively hedge our exposure to foreign currency fluctuations on certain intercompany debt with GPS Logistics (EU) Limited, a wholly owned subsidiary. We have continued to hedge this exposure in 2007.

Fuel Price Volatility

Yellow Transportation, Roadway and Regional Transportation currently have effective fuel surcharge programs in place. As discussed previously, these programs are well established within the industry and customer acceptance of fuel surcharges remains high. Since the amount of fuel surcharge is based on average, national diesel fuel prices and is reset weekly, our exposure to fuel price volatility is significantly reduced.

[Table of Contents](#)

Item 8. Financial Statements and Supplementary Data

CONSOLIDATED BALANCE SHEETS

YRC Worldwide Inc. and Subsidiaries

(in thousands except per share data)	December 31, 2006	December 31, 2005
Assets		
Current Assets:		
Cash and cash equivalents	\$ 76,391	\$ 82,361
Accounts receivable, less allowances of \$35,742 and \$31,999	1,190,818	1,164,383
Fuel and operating supplies	26,600	31,499
Deferred income taxes, net	134,739	104,591
Prepaid expenses	162,543	94,798
Total current assets	<u>1,591,091</u>	<u>1,477,632</u>
Property and Equipment:		
Land	468,119	502,279
Structures	1,103,885	1,090,935
Revenue equipment	1,742,897	1,562,130
Technology equipment and software	283,193	229,209
Other	243,563	222,862
	<u>3,841,657</u>	<u>3,607,415</u>
Less – accumulated depreciation	(1,571,811)	(1,401,623)
Net property and equipment	<u>2,269,846</u>	<u>2,205,792</u>
Goodwill	1,326,583	1,230,781
Intangibles, net	691,417	713,677
Other assets	73,300	106,307
Total assets	<u>\$ 5,952,237</u>	<u>\$ 5,734,189</u>
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable	\$ 397,586	\$ 393,934
Wages, vacations and employees' benefits	413,759	522,882
Claims and insurance accruals	189,657	201,279
Other current and accrued liabilities	134,467	171,709
Asset backed securitization ("ABS") borrowings	225,000	374,970
Total current liabilities	<u>1,360,469</u>	<u>1,664,774</u>
Other Liabilities:		
Long-term debt, less current portion	1,058,496	1,113,085
Deferred income taxes, net	609,193	387,220
Pension and postretirement	349,723	258,097
Claims and other liabilities	381,807	374,525
Commitments and Contingencies		
Shareholders' Equity:		
Common stock, \$1 par value per share – authorized 120,000 shares, issued 60,876 and 60,450 shares	60,876	60,450
Preferred stock, \$1 par value per share – authorized 5,000 shares, none issued	—	—
Capital surplus	1,180,578	1,154,654
Retained earnings	1,115,246	838,614
Accumulated other comprehensive loss	(54,534)	(27,610)
Treasury stock, at cost (3,679 and 3,158 shares)	(109,617)	(89,620)
Total shareholders' equity	<u>2,192,549</u>	<u>1,936,488</u>
Total liabilities and shareholders' equity	<u>\$ 5,952,237</u>	<u>\$ 5,734,189</u>

The notes to consolidated financial statements are an integral part of these statements.

[Table of Contents](#)

STATEMENTS OF CONSOLIDATED OPERATIONS

YRC Worldwide Inc. and Subsidiaries

For the years ended December 31

(in thousands except per share data)

	2006	2005	2004
Operating Revenue	\$9,918,690	\$8,741,557	\$6,767,485
Operating Expenses:			
Salaries, wages and employees' benefits	5,735,720	5,111,113	4,172,144
Operating expenses and supplies	1,819,030	1,438,426	1,011,864
Purchased transportation	1,090,504	991,157	752,788
Depreciation and amortization	274,184	250,562	171,468
Other operating expenses	435,876	406,348	302,167
Gains on property disposals, net	(8,360)	(5,388)	(4,547)
Reorganization and acquisition charges	26,302	13,029	—
Total operating expenses	9,373,256	8,205,247	6,405,884
Operating income	545,434	536,310	361,601
Nonoperating (Income) Expenses:			
Interest expense	87,760	63,371	43,954
Interest income	(3,127)	(3,506)	(2,080)
Write off debt issuance costs	—	—	18,279
Other	4,845	4,182	3,785
Nonoperating expenses, net	89,478	64,047	63,938
Income Before Income Taxes	455,956	472,263	297,663
Income Tax Provision	179,324	184,133	113,336
Net Income	\$ 276,632	\$ 288,130	\$ 184,327
Weighted Average Common Shares Outstanding - Basic	57,361	54,358	48,149
Weighted Average Common Shares Outstanding - Diluted	58,339	56,905	49,174
Basic Earnings Per Share	\$ 4.82	\$ 5.30	\$ 3.83
Diluted Earnings Per Share	\$ 4.74	\$ 5.07	\$ 3.75

The notes to consolidated financial statements are an integral part of these statements.

[Table of Contents](#)

STATEMENTS OF CONSOLIDATED CASH FLOWS
YRC Worldwide Inc. and Subsidiaries
For the years ended December 31

(in thousands except per share data)	2006	2005	2004
Operating Activities:			
Net income	\$ 276,632	\$ 288,130	\$ 184,327
Noncash items included in net income:			
Depreciation and amortization	274,184	250,562	171,468
Deferred debt issuance cost write off	—	—	18,279
Deferred income tax provision, net	161,223	52,600	17,996
Loss on sale of subsidiary	2,843	—	—
Gains on property disposals, net	(8,360)	(5,388)	(4,547)
Other noncash items	9,315	7,093	8,581
Changes in assets and liabilities, net:			
Accounts receivable	(26,292)	(68,395)	(70,230)
Accounts payable	(9,618)	(13,185)	34,284
Other operating assets	(59,514)	(7,882)	(30,384)
Other operating liabilities	(88,109)	(5,858)	105,944
Net cash provided by operating activities	532,304	497,677	435,718
Investing Activities:			
Acquisition of property and equipment	(377,687)	(304,718)	(201,818)
Proceeds from disposal of property and equipment	74,630	48,283	37,529
Acquisition of companies	(25,627)	(753,892)	(10,463)
Investment in affiliate	—	(46,043)	—
Other	(287)	12,075	4,494
Net cash used in investing activities	(328,971)	(1,044,295)	(170,258)
Financing Activities:			
ABS borrowings, net	(149,970)	374,970	(71,500)
Issuance of long-term debt	—	190,561	—
Debt issuance costs	—	(4,245)	(2,938)
Repayment of long-term debt	(45,022)	—	(175,044)
Treasury stock purchases	(19,997)	(49,999)	—
Proceeds from exercise of stock options	5,686	11,203	15,859
Other	—	—	(514)
Net cash (used in) provided by financing activities	(209,303)	522,490	(234,137)
Net Increase (Decrease) In Cash and Cash Equivalents	(5,970)	(24,128)	31,323
Cash and Cash Equivalents, Beginning of Year	82,361	106,489	75,166
Cash and Cash Equivalents, End of Year	\$ 76,391	\$ 82,361	\$ 106,489
Supplemental Cash Flow Information:			
Income taxes paid, net	\$ 109,500	\$ 100,354	\$ 85,316
Interest paid	90,072	62,145	59,044
Issuance of common stock for USF acquisition	—	448,125	—
Employer 401(k) contributions settled in common stock	7,383	8,332	10,628

The notes to consolidated financial statements are an integral part of these statements.

[Table of Contents](#)

STATEMENTS OF CONSOLIDATED SHAREHOLDERS' EQUITY

YRC Worldwide Inc. and Subsidiaries

For the years ended December 31

(in thousands except per share data)	2006	2005	2004
Common Stock			
Beginning balance	\$ 60,450	\$ 51,303	\$ 50,146
Exercise of stock options	185	368	766
Issuance of equity awards, net	64	23	428
Issuance of common stock for acquisition	—	9,020	—
Employer contribution to 401(k) plan	177	138	—
Other	—	(402)	(37)
Ending balance	<u>60,876</u>	<u>60,450</u>	<u>51,303</u>
Capital Surplus			
Beginning balance	1,154,654	684,025	653,172
Exercise of stock options, including tax benefits	5,501	10,836	19,634
Share-based compensation	12,265	10,890	6,216
Issuance of common stock for acquisition	—	439,105	—
Employer contribution to 401(k) plan	7,206	7,767	4,867
Other, net	952	2,031	136
Ending balance	<u>1,180,578</u>	<u>1,154,654</u>	<u>684,025</u>
Retained Earnings			
Beginning balance	838,614	550,484	366,157
Net income	276,632	288,130	184,327
Ending balance	<u>1,115,246</u>	<u>838,614</u>	<u>550,484</u>
Accumulated Other Comprehensive Loss			
Beginning balance	(27,610)	(33,159)	(23,167)
Adjustment to initially apply SFAS No. 158, net of tax	(56,505)	—	—
Underfunded pension liability adjustment	28,000	3,371	(16,761)
Foreign currency translation adjustments	1,581	2,178	6,769
Ending balance	<u>(54,534)</u>	<u>(27,610)</u>	<u>(33,159)</u>
Treasury Stock, At Cost			
Beginning balance	(89,620)	(38,462)	(44,223)
Treasury stock purchases	(19,997)	(49,999)	—
Employer contribution to 401(k) plan	—	427	5,761
Forfeited equity awards	—	(1,586)	—
Ending balance	<u>(109,617)</u>	<u>(89,620)</u>	<u>(38,462)</u>
Total Shareholders' Equity	<u>\$2,192,549</u>	<u>\$1,936,488</u>	<u>\$1,214,191</u>

The notes to consolidated financial statements are an integral part of these statements.

[Table of Contents](#)

STATEMENTS OF COMPREHENSIVE INCOME

YRC Worldwide Inc. and Subsidiaries

For the years ended December 31

(in thousands except per share data)	2006	2005	2004
Net income	\$276,632	\$288,130	\$184,327
Other comprehensive income (loss), net of tax:			
Underfunded pension liability adjustment	28,000	3,371	(16,761)
Foreign currency translation adjustments	1,581	2,178	6,769
Other comprehensive income (loss)	29,581	5,549	(9,992)
Comprehensive income	\$306,213	\$293,679	\$174,335

The notes to consolidated financial statements are an integral part of these statements.

Notes to Consolidated Financial Statements

YRC Worldwide Inc. and Subsidiaries

Description of Business

YRC Worldwide Inc. (also referred to as “YRC Worldwide”, “the Company”, “we” or “our”), one of the largest transportation service providers in the world, is a holding company that through wholly owned operating subsidiaries offers its customers a wide range of transportation services. The Company adopted the name YRC Worldwide in January 2006 to reflect the fact that its services have expanded to encompass logistics as well as global, national and regional transportation. Our operating subsidiaries include the following:

- Yellow Transportation, Inc. (“Yellow Transportation”) is a leading transportation services provider that offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods, primarily through centralized management and customer facing organizations. Approximately 44% of Yellow Transportation shipments are completed in two days or less. In addition to the United States, Yellow Transportation also serves parts of Canada, Mexico and Puerto Rico.
- Roadway Express, Inc. (“Roadway”) is a leading transportation services provider that offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods, primarily through regionalized management and customer facing organizations. Approximately 32% of Roadway shipments are completed in two days or less. Roadway owns 100% of Reimer Express Lines Ltd. (“Reimer”), located in Canada, that specializes in shipments into, across and out of Canada.
- YRC Regional Transportation, Inc. (“Regional Transportation”) is a holding company for our transportation service providers focused on business opportunities in the regional and next-day delivery markets. Regional Transportation is comprised of New Penn Motor Express, Inc. (“New Penn”), USF Holland Inc. and USF Reddaway Inc., which provide regional, next-day ground services through a network of facilities located across the United States (“U.S.”); Quebec, Canada; Mexico and Puerto Rico. USF Glen Moore Inc., a provider of truckload services throughout the U.S., is also a subsidiary of Regional Transportation. Approximately 90% of Regional Transportation LTL shipments are completed in two days or less. In 2006, Regional Transportation also included USF Bestway Inc. In February 2007, we consolidated the majority of USF Bestway’s operations into USF Reddaway.
- Meridian IQ is a global logistics management company that plans and coordinates the movement of goods worldwide to provide customers a single source for logistics management solutions. Meridian IQ delivers a wide range of global logistics management services, with the ability to provide customers improved return-on-investment results through flexible, fast and easy-to-implement logistics services and technology management solutions.

Principles of Consolidation and Summary of Accounting Policies

The accompanying consolidated financial statements include the accounts of YRC Worldwide Inc. and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. We report on a calendar year basis. The quarters of the YRC Regional Transportation companies (with the exception of New Penn) consist of thirteen weeks that end on a Saturday either before or after the end of March, June and September, whereas all other operating segment quarters end on the natural calendar quarter end. Investments in non-majority owned affiliates where YRC Worldwide exercises significant influence and the entity is either not a variable interest entity or YRC Worldwide is not the primary beneficiary are accounted for on the equity method. Management makes estimates and assumptions that affect the amounts reported in the consolidated financial statements and notes. Actual results could differ from those estimates.

Accounting policies refer to specific accounting principles and the methods of applying those principles to fairly present our financial position and results of operations in accordance with generally accepted accounting principles. The policies discussed below include those that management has determined to be the most appropriate in preparing our financial statements and are not otherwise discussed in a separate note.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and highly liquid investments purchased with maturities of three months or less.

Concentration of Credit Risks and Other

We sell services and extend credit based on an evaluation of the customer's financial condition, without requiring collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. We monitor our exposure for credit losses and maintain allowances for anticipated losses.

At December 31, 2006, approximately 70% of our labor force is subject to collective bargaining agreements, which predominantly expire in 2008.

Revenue Recognition

For shipments in transit, Yellow Transportation, Roadway and Regional Transportation record revenue based on the percentage of service completed as of the period end and accrue delivery costs as incurred. In addition, Yellow Transportation, Roadway and Regional Transportation recognize revenue on a gross basis because the entities are the primary obligors even when they use other transportation service providers who act on their behalf. Yellow Transportation, Roadway and Regional Transportation remain responsible to their customers for complete and proper shipment, including the risk of physical loss or damage of the goods and cargo claims issues. We assign pricing to bills of lading at the time of shipment based primarily on the weight, general classification of the product, the shipping destination and individual customer discounts. This process is referred to as rating. At various points throughout our process, incorrect ratings could be identified based on many factors, including weight verifications or updated customer discounts. Although the majority of rerating occurs in the same month as the original rating, a portion occurs during the following periods. We accrue a reserve for rerating based on historical trends.

Meridian IQ recognizes revenue upon the completion of services. In certain logistics transactions where Meridian IQ acts as an agent, revenue is recorded on a net basis. Net revenue represents revenue charged to customers less third party transportation costs. Where Meridian IQ acts as principal, it records revenue from these transactions on a gross basis, without deducting transportation costs. Management believes these policies most accurately reflect revenue as earned.

Foreign Currency

Our functional currency is the U.S. dollar, whereas, our foreign operations utilize the local currency as their functional currency. Accordingly, for purposes of translating foreign subsidiary financial statements to the U.S. dollar reporting currency, assets and liabilities of our foreign operations are translated at the fiscal year end exchange rates and income and expenses are translated at the average exchange rates for the fiscal year. Foreign currency gains and losses resulting from foreign currency transactions are included in consolidated operations in the year of occurrence.

Financial and Derivative Instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings approximates their fair value due to the short-term nature of these instruments.

Statement of Financial Accounting Standards (“SFAS”) No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, requires companies to recognize all derivative financial instruments as either assets or liabilities at their fair value. During 2006, we entered into a forward contract to hedge our exposure to foreign currency risk related to an intercompany note between a United States subsidiary and a United Kingdom subsidiary. This contract expired December 31, 2006 and did not have a material impact to our operations. We have continued to hedge this exposure in 2007.

Claims and Insurance Accruals

Claims and insurance accruals, both current and long-term, reflect the estimated cost of claims for workers’ compensation, cargo loss and damage, and property damage and liability that insurance does not cover. We base reserves for workers’ compensation and property damage and liability claims primarily upon actuarial analyses that independent actuaries prepare. These reserves are discounted to present value using a risk-free rate at the date of occurrence. The risk-free rate is the U.S. Treasury rate for maturities that match the expected payout of such claims. The process of determining reserve requirements utilizes historical trends and involves an evaluation of accident frequency and severity, claims management, changes in health care costs and certain future administrative costs. The effect of future inflation for costs is implicitly considered in the actuarial analyses. Adjustments to previously established reserves are included in operating results in the year of adjustment. As of December 31, 2006 and 2005, we had \$504.4 million and \$499.9 million accrued for claims and insurance.

During the year ended December 31, 2006, we received \$4.0 million of business-interruption insurance recoveries related to the August 2005 hurricane Katrina. This amount has been classified as revenue in the accompanying consolidated statement of operations for our Roadway segment.

Stock-Based Compensation

YRC Worldwide has various stock-based employee compensation plans, which are described more fully in the “Stock Compensation Plans” note. We have a long-term incentive and equity award plan, which is shareholder approved, that authorized the issuance of up to a total of 3.43 million shares and provides for awards to be made in cash and performance share units at the discretion of the Board of Directors. Though not widely used, this plan also provides for the award of options. Prior to January 1, 2006, we accounted for those plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, as amended (“APB 25”), and related Interpretations, as permitted by SFAS No. 123, *Accounting for Stock-Based Compensation*. No stock-based employee compensation cost relative to options was recognized in the Statements of Operations for the years ended December 31, 2005 or 2004, as all options granted under our plan had an exercise price equal to the market value of the underlying common stock on the date of grant. During the years ended December 31, 2005 and 2004, we recognized expense for performance share units (“nonvested shares”) on a straight-line basis over the respective vesting period and performance period, if applicable, based on the grant date fair value. Effective, January 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123(R), *Share-Based Payment*, using the modified-prospective-transition method. Under that transition method, in addition to the compensation costs related to nonvested shares, compensation cost recognized during the year ended December 31, 2006 also includes: (a) compensation cost for all share-based payments (*i.e.* options) granted prior to, but not yet vested as of, January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, if any, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R). Results for prior periods have not been restated.

As a result of adopting SFAS No. 123(R) on January 1, 2006, our income before income taxes is \$1.3 million lower for the year ended December 31, 2006, and net income is \$0.8 million lower for the year ended December 31, 2006, than if we had continued to account for share-based compensation under APB 25. The impact of the adoption of SFAS No. 123(R) on basic and diluted earnings per share for the year ended December 31, 2006 is \$0.01 per share.

[Table of Contents](#)

Option Value Information

We estimated the pro forma calculations in the table below using the Black-Scholes option pricing model with the following weighted average assumptions:

	<u>2005</u>	<u>2004</u>
Dividend yield	— %	— %
Expected volatility	34.0%	45.2%
Risk-free interest rate	4.4%	2.6%
Expected option life (years)	2.7	3.6
Fair value per option	<u>\$11.62</u>	<u>\$12.61</u>

Pro forma information is not presented for 2006 as we adopted SFAS No. 123(R) and would have recorded expense for any option awards. No such options were awarded during 2006.

Pro Forma Information

The following table illustrates the effect on net income and earnings per share if we had applied the fair value recognition provisions of SFAS No. 123, to options granted under our long-term incentive and equity award plan. For purposes of this pro forma disclosure, the value of the options is estimated using a Black-Scholes-Merton option-pricing formula and amortized to expense over the options' vesting periods.

<u>(in millions except per share data)</u>	<u>2005</u>	<u>2004</u>
Net income – as reported	\$288.1	\$184.3
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	—	—
Less: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(1.0)	(1.6)
Pro forma net income	<u>\$287.1</u>	<u>\$182.7</u>
Basic earnings per share		
Net income – as reported	\$ 5.30	\$ 3.83
Net income – pro forma	5.28	3.80
Diluted earnings per share:		
Net income – as reported	\$ 5.07	\$ 3.75
Net income – pro forma	<u>5.05</u>	<u>3.72</u>

Property and Equipment

YRC Worldwide carries property and equipment at cost less accumulated depreciation. We compute depreciation using the straight-line method based on the following service lives:

	<u>Years</u>
Structures	10 – 33.5
Revenue equipment	10 – 20
Technology equipment and software	3 – 7
Other	<u>3 – 10</u>

We charge maintenance and repairs to expense as incurred, and capitalize replacements and improvements when these costs extend the useful life of the asset. We utilize certain terminals and equipment under operating leases. Leasehold improvements are capitalized and amortized over the original lease term.

Our investment in technology equipment and software consists primarily of advanced customer service and freight management equipment and related software. We capitalize certain costs associated with developing or obtaining internal-use software. Capitalizable costs include external direct costs of materials and services utilized in developing or obtaining the software, payroll

[Table of Contents](#)

and payroll-related costs for employees directly associated with the project. For the years ended December 31, 2006, 2005 and 2004, we capitalized \$14.7 million, \$8.2 million, and \$7.3 million, respectively, which were primarily payroll and payroll-related costs.

In 2006, we revised the estimated useful lives and salvage values of certain classes of property and equipment to more appropriately reflect how the assets are expected to be used over time. As a result, we increased revenue equipment lives to a range of ten to twenty years from three to fourteen years and modified certain salvage values. If we had not changed the estimated useful lives and salvage values of such property and equipment, additional depreciation expense of approximately \$26.3 million would have been recorded during the year ended December 31, 2006. Accordingly, the changes in estimates resulted in an increase in income from continuing operations of approximately \$26.3 million (a \$16.0 million increase in net income) for the year ended December 31, 2006. The change in estimate also increased diluted earnings per share by \$0.27 for the year ended December 31, 2006.

For the years ended December 31, 2006, 2005, and 2004, depreciation expense was \$251.7 million, \$232.1 million, and \$158.1 million, respectively.

Impairment of Long-Lived Assets

If facts and circumstances indicate that the carrying value of identifiable amortizable intangibles and property, plant and equipment may be impaired, we would perform an evaluation of recoverability in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. If an evaluation were required, we would compare the estimated future undiscounted cash flows associated with the asset to the asset's carrying amount to determine if a reduction to the carrying amount is required.

Asset Retirement Obligations

We record estimated liabilities for the cost to remove underground storage tanks and to return leased property to its original condition at the end of a lease term. Revisions to these liabilities for such costs may occur due to changes in the estimates for fuel tank removal costs and real property lease restoration costs, or changes in regulations or agreements affecting these obligations. Our accrual also includes amounts for restoration of U.S. federal "Superfund" sites. When we have been identified as a potentially responsible party in a Superfund site, we accrue our share of the estimated remediation costs of the site based on the ratio of the estimated volume of waste contributed to the site by us to the total volume of waste at the site. At December 31, 2006 and 2005, our estimated asset retirement obligations totaled \$7.2 million and \$5.4 million, respectively.

Reorganization and Acquisition Charges

Reorganization and acquisition charges in 2006 included \$10.2 million in restructuring costs related to a reduction in workforce, \$13.3 million due to the unsuccessful abatement of a multi-employer pension plan withdrawal liability related to USF Red Star and \$2.8 million related to the loss on the sale of MIQ China. Reorganization and acquisition charges in 2005 included \$4.0 million in executive severance, \$6.4 million in operational shutdown costs, and \$2.6 million in restructuring costs related primarily to the acquisition of USF Corporation ("USF").

Reclassifications

Certain amounts within the prior year have been reclassified to conform with the current year presentation.

Acquisitions

In accordance with SFAS No. 141, Business Combinations, YRC Worldwide allocates the purchase price of its acquisitions to the tangible and intangible assets and liabilities of the acquired entity based on their fair values. We record the excess purchase price over the fair values as goodwill. The fair value assigned to intangible assets acquired is based on valuations that independent third party appraisal firms prepared using estimates and assumptions provided by management. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, we do not amortize goodwill and intangible assets with indefinite useful lives but review these assets at least annually for impairment. We would recognize impairment loss to the extent that the carrying amount exceeds the assets' fair value. Intangible assets with estimatable useful lives are amortized on a straight-line basis over their respective useful lives.

[Table of Contents](#)

The results of the entities acquired as discussed below have been included in our financial statements since the respective date of acquisition.

USF Corporation

On May 24, 2005, YRC Worldwide completed the acquisition of USF, headquartered in Chicago, IL, through the merger (the “Merger”) of a wholly owned subsidiary of YRC Worldwide with and into USF, resulting in USF becoming a wholly owned subsidiary of YRC Worldwide. USF, a leader in the transportation industry, specializes in delivering comprehensive supply chain management solutions, including high-value next-day, regional and national less-than-truckload (“LTL”) transportation, third-party logistics, and premium regional and national truckload transportation. The company serves the North American market, including the United States, Canada and Mexico, as well as the U.S. territories of Puerto Rico and Guam under the following brands: USF Holland, USF Reddaway, USF Bestway, USF Glen Moore and USF Logistics. The acquisition further advances YRC Worldwide as one of the leading transportation services companies in the world. The combined entity offers customers a broad range of transportation services including next day, inter-regional, national and international capabilities.

Pursuant to the Merger, each share of common stock of USF was converted into the right to receive \$29.25 in cash and 0.31584 shares of YRC Worldwide common stock, resulting in consideration of approximately \$835.4 million in cash and 9 million shares for a total purchase price of \$1.3 billion. The purchase price also included approximately \$14.6 million for investment banking, legal and accounting fees that YRC Worldwide incurred to consummate the acquisition, resulting in total cash consideration of \$743.1 million, net of cash acquired. The cash portion of the merger consideration was financed with a combination of proceeds from the issuance of floating rate notes, borrowings under our ABS facility, and cash on hand.

The final allocation of the total consideration for the USF acquisition is as follows (in millions):

Current assets, net of cash acquired of \$106.9 million	\$ 349.5
Property and equipment	751.1
Goodwill	695.5
Intangible assets	253.0
Other assets	19.1
Current liabilities	(410.0)
Long-term debt (\$250 million principal)	(272.2)
Other liabilities	(194.8)
Net assets acquired	<u>\$1,191.2</u>

Of the \$253.0 million of acquired intangible assets, \$156.4 million was assigned to trade names that are not subject to amortization. The remaining \$96.6 million of acquired intangible assets has a weighted-average useful life of approximately thirteen years. The intangible assets that make up that amount include customer relationships of \$88.4 million (fourteen-year weighted average useful life) and computer software of \$8.2 million (five-year weighted average useful life). The \$695.5 million of goodwill was assigned to the Regional Transportation and Meridian IQ segments in the amounts of \$585.5 million and \$110.0 million, respectively. None of the goodwill is expected to be deductible for tax purposes.

In connection with the acquisition and our overall business strategy, on June 20, 2005 we announced the planned shut down of USF Dugan Inc., a subsidiary of USF, effective July 11, 2005. Additionally, we have significantly reduced the personnel requirements in Chicago, IL, USF’s former headquarters and centralized several support services functions. As a result of these planned events, we incurred \$45.6 million in 2005 and an additional \$8.4 million in 2006 of restructuring costs as a result of severance (administrative, sales and operations personnel primarily from USF Dugan and the USF corporate office) and contract terminations. We have recognized these costs as a liability assumed as of the acquisition date, resulting in additional goodwill. These restructuring costs consisted of \$30.9 million of employee termination (including wages, health benefits and outplacement services) for approximately 1,720 employees and \$23.1 million for contract terminations and other closure activities. All of these restructuring items were contemplated at the acquisition date and were effectuated within one year of the acquisition in accordance with purchase accounting requirements. During the year ended December 31, 2005, we paid \$37.9 million of restructuring costs resulting in a \$7.7 million accrued liability at December 31, 2005. During the year ended December 31, 2006, we paid \$8.6 million in restructuring costs resulting in a \$7.5 million accrued liability at December 31, 2006.

[Table of Contents](#)

The following unaudited pro forma data summarizes the results of operations for the periods indicated as if the USF acquisition had occurred as of the beginning of the periods presented for the year ended December 31.

<u>(in millions except per share data)</u>	<u>2005</u>	<u>2004</u>
Revenue	\$9,699.8	\$ 9,162.1
Net income	269.0	195.3
Diluted earnings per share	\$ 4.45	\$ 3.36

The pro forma data gives effect to actual operating results prior to the acquisition and adjustments to interest expense and amortization expense, net of tax. Included in the pro forma results for the year ended December 31, 2005 is approximately \$18.3 million (\$11.0 million net of tax) of acquisition charges that USF incurred that are considered unusual. The unaudited pro forma financial information is not intended to represent or be indicative of the consolidated results of operations of YRC Worldwide that would have been reported had the acquisition been completed as of the dates presented, and should not be taken as representative of the future consolidated results of operations of YRC Worldwide.

GPS Logistics, LLC

In March 2005, Meridian IQ exercised and closed its option to purchase GPS Logistics Group Ltd., the Asian freight forwarding operations of GPS Logistics and in turn, made a payment of \$5.7 million (\$3.2 million net of cash acquired). Under the terms of the original purchase agreement, this payment was subject to subsequent upward and downward adjustments based on the financial performance of the Asia business through March 2007. Additional earn-out payments could have been required based on the financial performance of the Asia business during the period March 2007 to March 2009. In January 2006, Meridian IQ paid an additional \$11.1 million and issued a promissory note in the amount of \$10.8 million representing a buyout of all aforementioned earn-out arrangements and potential purchase price adjustments. These amounts were allocated to goodwill in the consolidated balance sheet. The pro forma effect of this acquisition is not material to our results of operations. The \$10.8 million promissory note was paid in full in December 2006.

In February 2004, MIQ LLC (formerly known as Yellow GPS), a subsidiary of Meridian IQ, exercised and closed its option to purchase GPS Logistics (EU) Limited, a United Kingdom freight forwarding business. MIQ LLC made a payment of \$7.6 million (\$6.4 million, net of cash acquired), which is subject to upward and downward adjustments based on the financial performance of GPS Logistics (EU) Limited. The initial payment plus acquisition expenses of \$0.3 million were allocated as follows: \$3.3 million to goodwill, \$3.2 million to amortizable intangible assets, and \$1.4 million to miscellaneous assets and liabilities. The results of GPS Logistics (EU) Limited have been included in our financial statements since the date of acquisition. The pro forma effect of this acquisition is not material to our results of operations.

In September 2004, MIQ LLC paid an additional \$3.7 million to the former owner of GPS Logistics (EU) Limited, which represented a hold-back payment in accordance with the terms of the February 2004 transaction. This amount has been allocated to goodwill in the accompanying financial statements. In May 2006, MIQ LLC paid an additional \$2.5 million which represented an earn-out payment. This amount has been allocated to goodwill in the accompanying financial statements. A final earn-out payment could be required based on the twelve month results ending February 28, 2007 and February 29, 2008.

JHJ International Transportation Co., Ltd.

On September 1, 2005, we completed the purchase of a 50% equity interest in JHJ International Transportation Co., Ltd., (“JHJ”), a Shanghai, China-based freight forwarder, with a purchase price of \$46 million including transaction costs which is presented in other assets in the consolidated balance sheet. The Company accounts for its ownership in JHJ using the equity method of accounting. As of December 31, 2006, the excess of the Company’s investment over the Company’s interest in JHJ’s equity is approximately \$43 million. As part of our impairment review process, we determined the fair value of our investment in JHJ was overstated and as such, we took an impairment charge of \$2.4 million in December 2006. This amount is included in other nonoperating expense in the accompanying consolidated statement of operations.

Other

In June 2006, Meridian IQ acquired a company in Chile and formed a company in Colombia, in each case to support contractual customer activities. The collective purchase price and formation costs are not significant, and the pro forma effects of this activity are not material to our results of operations.

[Table of Contents](#)

In September 2006, Meridian IQ sold Meridian IQ China Co., Ltd., (“MIQ China”) a 100% owned subsidiary that conducted a freight forwarding business in mainland China, to JHJ International Transportation Co., Ltd., an entity in which the Company owns a 50% equity interest. The proceeds, in the form of a promissory note, were approximately \$4.0 million and resulted in a loss on disposition of approximately \$2.8 million. Payment on the promissory note was received in full in December 2006.

Goodwill and Intangibles

Goodwill is recognized for the excess of the purchase price over the fair value of tangible and identifiable intangible net assets of businesses acquired. In accordance with SFAS No. 142, we review goodwill at least annually for impairment based on a fair value approach. During the fourth quarter of 2006, we completed our annual impairment testing of goodwill and tradenames, which are deemed to have indefinite lives, and determined there was no impairment.

The following table shows the changes in the carrying amount of goodwill attributable to each applicable segment:

(in millions)	Roadway	Regional Transportation	Meridian IQ	Total
Balances at December 31, 2004	\$ 545.2	\$ 58.6	\$ 28.3	\$ 632.1
Goodwill resulting from acquisitions	—	467.4	137.4	604.8
Tax related purchase accounting adjustments	(6.0)	—	—	(6.0)
Changes in foreign currency exchange rates	0.7	—	(0.8)	(0.1)
Balances at December 31, 2005	\$ 539.9	\$ 526.0	\$ 164.9	\$1,230.8
Final purchase price allocation	—	118.1	(21.4)	96.7
Goodwill resulting from acquisitions	—	—	25.3	25.3
Disposition of Meridian IQ China	—	—	(6.4)	(6.4)
Tax related purchase accounting adjustments	(9.1)	(8.4)	(3.5)	(21.0)
Change in foreign currency exchange rates	0.1	—	1.1	1.2
Balances at December 31, 2006	<u>\$ 530.9</u>	<u>\$ 635.7</u>	<u>\$ 160.0</u>	<u>\$1,326.6</u>

During 2006 and 2005, adjustments were made to deferred taxes at Roadway, Regional Transportation and USF Logistics (a part of Meridian IQ) relating to pre-acquisition balances. In accordance with purchase accounting rules, these adjustments were offset to goodwill.

During the six months ended June 30, 2006, we finalized the purchase price allocation for the USF acquisition. As a part of this process, additional amounts were recognized as goodwill including approximately \$55.1 million related to deferred taxes, \$8.4 million of restructuring charges and \$4.3 million related to the USF Red Star multi-employer pension plan withdrawal liabilities (See Certain Commitments, Contingencies and Uncertainties footnote). Additionally, the allocation of goodwill between USF Logistics and the remaining USF companies was finalized resulting in a \$28.2 million reclassification from USF Logistics (a part of the Meridian IQ segment) to the remaining USF companies (a part of the Regional Transportation segment). The final purchase price allocation also resulted in additional deferred taxes of \$4.0 million for USF Logistics. Goodwill resulting from acquisitions during the year ended December 31, 2006 included \$21.9 million related to GPS Asia and \$2.5 million GPS Logistics (EU) Limited contractual payments. Both of these transactions are included in the Meridian IQ Segment.

The components of amortizable intangible assets are as follows at December 31:

(in millions)	Weighted Average Life (years)	2006		2005	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer related	15	\$ 214.0	\$ 34.9	\$ 214.3	\$ 20.6
Marketing related	5	4.4	1.6	3.6	0.8
Technology based	4	25.6	19.4	25.7	12.6
Intangible assets		<u>\$ 244.0</u>	<u>\$ 55.9</u>	<u>\$ 243.6</u>	<u>\$ 34.0</u>

Total marketing related intangible assets with indefinite lives, primarily tradenames, were \$503.3 million and \$504.1 million as of December 31, 2006 and 2005, respectively. These intangible assets are not subject to amortization, but are subjected to the impairment test previously discussed. During 2005, the acquisition of USF included customer related intangibles of \$88.4 million, technology based intangibles of \$8.2 million and tradenames of \$156.4 million.

[Table of Contents](#)

Amortization expense, recognized on a straight line basis, for intangible assets was \$22.5 million, \$18.5 million and \$13.4 million for the years ending December 31, 2006, 2005 and 2004, respectively. Estimated amortization expense for the next five years is as follows:

<u>(in millions)</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Estimated amortization expense	<u>\$16.0</u>	<u>\$15.7</u>	<u>\$15.6</u>	<u>\$14.0</u>	<u>\$13.3</u>

Employee Benefits

Pension and Other Postretirement Benefit Plans

Qualified and Nonqualified Defined Benefit Pension Plans

With the exception of Meridian IQ, Regional Transportation, Reimer and certain of our foreign subsidiaries, YRC Worldwide and its operating subsidiaries sponsor qualified and nonqualified defined benefit pension plans for most employees not covered by collective bargaining agreements (approximately 8,000 employees). Qualified and nonqualified pension benefits are based on years of service and the employees' covered earnings. Employees covered by collective bargaining agreements participate in various multi-employer pension plans to which YRC Worldwide contributes, as discussed later in this section. Meridian IQ and Regional Transportation do not offer defined benefit pension plans and instead offer retirement benefits through either contributory 401(k) savings plans or profit sharing plans, as discussed later in this section. Effective January 1, 2004, all new U.S. salaried nonunion employees (except those currently participating in other profit sharing plans) and all Meridian IQ employees participate in a new defined contribution retirement plan. The existing YRC Worldwide defined benefit pension plans are closed to new participants.

Our actuarial valuation measurement date for our principle pension plans and postretirement benefit plan is December 31.

Other Postretirement Benefit Plan

Roadway sponsors a postretirement healthcare benefit plan that covers nonunion employees of Roadway hired before February 1, 1997. Health care benefits under this plan end when the participant attains age 65.

Definitions

We have defined the following terms to provide a better understanding of our pension and other postretirement benefits:

Projected benefit obligation: The projected benefit obligation is the present value of future benefits to employees attributed to service as of the measurement date, including assumed future salary increases through retirement.

Plan assets: Represents the assets currently invested in the plans. Assets used in calculating the funded status are measured at the current market value at December 31.

Funded status: The funded status represents the difference between the projected benefit obligation and plan assets.

Accumulated postretirement benefit obligation: The accumulated postretirement benefit obligation is the present value of other postretirement benefits to employees attributed to service as of the measurement date.

Adoption of SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – An Amendment of FASB Statements No. 87, 88, 106 and 132(R)"

On December 31, 2006, we adopted the recognition and disclosure provisions of SFAS No. 158. SFAS No. 158 required the Company to recognize the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of its pension plans in the December 31, 2006 balance sheet, with a corresponding adjustment to accumulated other comprehensive income, net of tax. The adjustment to accumulated other comprehensive income at adoption represents the net unrecognized actuarial losses and unrecognized prior service costs remaining from the initial adoption of SFAS No. 87, both of which were previously netted against the plan's funded status in the Company's balance sheet pursuant to the provisions of SFAS No. 87. These amounts will be subsequently recognized as net periodic pension cost pursuant to the Company's historical accounting policy for amortizing such amounts. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic pension costs in the same periods will be recognized as a component of other comprehensive income. Those amounts will be subsequently recognized as a component of net periodic pension cost on the same basis as the amounts recognized in accumulated other comprehensive income at adoption of SFAS No. 158.

[Table of Contents](#)

The incremental effects of adopting the provisions of SFAS No. 158 on the Company's consolidated balance sheet at December 31, 2006 are presented in the following table. The adoption of SFAS No. 158 had no effect on the Company's consolidated statement of operations for the year ended December 31, 2006, or for any prior period presented, and it will not effect the Company's operating results in future periods. Had the Company not been required to adopt SFAS No. 158 at December 31, 2006, it would have recognized an additional minimum liability pursuant to the provisions of SFAS No. 87. The effect of recognizing the additional minimum liability is included in the table below in the column labeled "Prior to Application of SFAS No. 158."

(in millions)	At December 31, 2006		As Reported at December 31, 2006
	Prior to Application of SFAS No. 158	Effect of Adopting SFAS No. 158	
Intangible asset	\$ 9.2	\$ (9.2)	\$ —
Pension and postretirement liabilities	(256.9)	(80.3)	(337.2)
Deferred income tax asset	3.7	33.0	36.7
Accumulated other comprehensive loss	\$ (5.7)	\$ (56.5)	\$ (62.2)

Included in accumulated other comprehensive income at December 31, 2006 are the following amounts that have not yet been recognized in net periodic pension cost: unrecognized prior service costs of \$6.4 million (\$3.9 million, net of tax) and unrecognized actuarial losses of \$92.5 million (\$56.1 million, net of tax). The prior service cost and actuarial loss included in accumulated other comprehensive income and expected to be recognized in net periodic pension cost during the fiscal year-ended December 31, 2007 is \$1.4 million (\$0.9 million net of tax) and \$6.8 million (\$4.1 million net of tax), respectively.

Funded Status

The reconciliation of the beginning and ending balances of the projected benefit obligation and the fair value of plan assets for the year ended December 31, 2006 and the accumulated benefit obligation at December 31, 2006 is as follows:

(in millions)	Pension Benefits		Other Postretirement Benefits	
	2006	2005	2006	2005
Change in benefit obligation:				
Benefit obligation at prior year end	\$ 1,110.8	\$ 1,047.9	\$ 34.7	\$ 37.9
Service cost	44.2	42.8	0.5	0.6
Interest cost	63.4	60.4	1.9	1.9
Plan amendment	(2.6)	0.3	—	0.9
Participant contributions	—	—	1.4	0.7
Benefits paid	(82.3)	(50.9)	(4.3)	(3.3)
Foreign exchange rate loss	—	0.2	—	—
Actuarial (gain) loss	(28.7)	10.1	0.2	(4.0)
Benefit obligation at year end	\$ 1,104.8	\$ 1,110.8	\$ 34.4	\$ 34.7
Change in plan assets:				
Fair value of plan assets at prior year end	\$ 714.6	\$ 673.3	\$ —	\$ —
Actual return on plan assets	97.6	41.8	—	—
Employer contributions	72.1	50.1	2.9	2.6
Participant contributions	—	—	1.4	0.7
Benefits paid	(82.3)	(50.9)	(4.3)	(3.3)
Foreign exchange rate loss	—	0.3	—	—
Fair value of plan assets at year end	\$ 802.0	\$ 714.6	\$ —	\$ —
Funded status at year end	\$ (302.8)	\$ (396.2)	\$ (34.4)	\$ (34.7)

The underfunded status of the plans of \$337.2 million at December 31, 2006 is recognized in the accompanying consolidated balance sheet as shown in the table below. No plan assets are expected to be returned to the Company during the fiscal year-ended December 31, 2007.

[Table of Contents](#)

Benefit Plan Obligations

Amounts recognized in the Consolidated Balance Sheets at December 31 are as follows:

(in millions)	Pension Benefits		Other Postretirement Benefits	
	2006	2005	2006	2005
Noncurrent assets	\$ 5.0	\$ 7.4	\$ —	\$ —
Current liabilities	1.0	68.9	—	—
Noncurrent liabilities	\$306.8	\$210.1	\$ 34.4	\$ 38.8

Amounts recognized in accumulated other comprehensive income at December 31 consist of:

(in millions)	Pension Benefits 2006	Other Postretirement Benefits 2006
Net actuarial loss (gain)	\$ 97.0	\$ (4.5)
Prior service cost	5.9	0.5
	\$ 102.9	\$ (4.0)

The total accumulated benefit obligation for all plans was \$979.0 million and \$948.1 million at December 31, 2006 and 2005, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets at December 31:

(in millions)	2006	2005
Projected benefit obligation	\$1,098.5	\$1,104.0
Accumulated benefit obligation	939.3	942.5
Fair value of plan assets	790.7	703.9

Weighted average actuarial assumptions used to determine benefit obligations at December 31:

	Pension Benefits		Other Postretirement Benefits	
	2006	2005	2006	2005
Discount rate	6.12%	5.75%	6.12%	5.75%
Rate of increase in compensation levels	3.77%	3.77%	—	—

The discount rate refers to the interest rate used to discount the estimated future benefit payments earned to their present value, also referred to as the benefit obligation. The discount rate allows us to calculate what it would cost to settle the pension obligations as of the measurement date, December 31, and impacts the following year's pension cost. We determine the discount rate by choosing a portfolio of high quality (those rated AA- or higher by Standard & Poors) non-callable bonds such that the coupons and maturities approximate our expected benefit payments. When developing the bond portfolio, there are some years when benefit payments are expected with no corresponding bond maturing. In these instances, we estimated the appropriate bond by interpolating yield characteristics between the bond maturing in the immediately preceding year and the bond maturing in the next available year. This analysis is performed on a biannual basis.

Future Contributions and Benefit Payments

We expect to contribute approximately \$132.3 million to our pension plans in 2007.

Expected benefit payments for each of the next five years ended December 31 are as follows:

(in millions)	2007	2008	2009	2010	2011	2012-2016
Expected benefit payments	\$44.3	\$48.0	\$53.2	\$59.3	\$65.0	\$ 430.9

[Table of Contents](#)

Pension and Other Postretirement Costs

The components of our net periodic pension cost, other postretirement costs and other amounts recognized in other comprehensive income for the years ended December 31, 2006, 2005 and 2004, were as follows:

(in millions)	Pension Costs			Other Postretirement Costs		
	2006	2005	2004	2006	2005	2004
Net periodic benefit cost:						
Service cost	\$ 44.2	\$ 42.8	\$ 39.2	\$ 0.5	\$ 0.6	\$ 0.8
Interest cost	63.4	60.4	57.1	1.9	1.9	2.2
Expected return on plan assets	(59.0)	(55.8)	(53.0)	—	—	—
Amortization of prior service cost	1.5	1.5	1.4	0.2	0.2	—
Amortization of net loss	11.4	10.7	5.5	(0.1)	(0.2)	—
Net periodic pension cost	<u>\$ 61.5</u>	<u>\$ 59.6</u>	<u>\$ 50.2</u>	<u>\$ 2.5</u>	<u>\$ 2.5</u>	<u>\$ 3.0</u>
Other changes in plan assets and benefit obligations recognized in other comprehensive income:						
Net loss (gain)	\$(48.5)			\$ (0.2)		
Prior service cost	4.1			0.2		
Total recognized in other comprehensive income	<u>(44.4)</u>			<u>—</u>		
Total recognized in net periodic benefit cost and other comprehensive income	<u>\$ 17.1</u>			<u>\$ 2.5</u>		
Weighted average assumptions for the years ended December 31:						
Discount rate	5.75%	5.75%	6.25%	5.75%	5.75%	6.25%
Rate of increase in compensation levels	3.77%	3.77%	3.77%	—	—	—
Expected rate of return on assets	<u>8.75%</u>	<u>8.75%</u>	<u>8.75%</u>	<u>—</u>	<u>—</u>	<u>—</u>

We believe our 2006 expected rate of return of 8.75% is appropriate based on our historical experience in the plans' investment portfolio as well as a review of other objective indices. Although plan investments are subject to short-term market volatility, we believe they are well diversified and closely managed. Our asset allocation as of December 31, 2006 consisted of 65% in equities, 29% in debt securities, 5% in real estate and 1% in other investments. Our asset allocation as of December 31, 2005 consisted of 60% in equities, 30% in debt securities, 5% in real estate and 5% in other investments. These allocations are consistent with the targeted long-term asset allocation for the plans. We will continue to review our expected long-term rate of return on an annual basis and revise appropriately. The pension trust holds no YRC Worldwide securities.

Other Postretirement Benefit Plans

Assumed health care cost trend rates at December 31 are as follows:

	2006	2005
Health care cost trend used in the current year	9.0%	10.0%
Health care cost trend rate assumed for next year	8.0%	9.0%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that the rate reaches the ultimate trend rate	<u>2010</u>	<u>2010</u>

Assumed health care cost trend rates have a significant effect on the amounts reported for the other postretirement benefit plans. The policy of Roadway, the plan sponsor, regarding the management of health care costs passes the increase beyond a fixed threshold to the plan participants. As a result, a one percentage point increase in the assumed health care cost trend rate would have no effect on the accumulated postretirement benefit obligation or the service and the interest cost components.

[Table of Contents](#)

A one-percentage-point decrease in assumed health care cost trend rates would have the following effects:

<u>(in millions)</u>	<u>2006</u>
Effect on total of service and interest cost	\$0.1
Effect on postretirement benefit obligation	2.0

The estimated employer contributions during the year ended December 31, 2007 are approximately \$4.2 million.

Expected benefit payments for each of the next five years ended December 31 are as follows:

<u>(in millions)</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012-2016</u>
Expected benefit payments	\$4.2	\$4.1	\$4.4	\$4.5	\$4.7	\$ 17.7

Executive Supplemental Retirement Benefits

We maintain individual benefit arrangements for a limited number of current and former senior executives that is accounted for in accordance with APB No. 12, "Deferred Compensation Contracts". The obligation is unfunded and is actuarially determined using a discount rate of 8.25%, a lump sum rate based on the Moody's bond rate and the 83GAM mortality table. At December 31, 2006 and 2005, we have accrued \$8.5 million and \$6.4 million, respectively, for this plan. The accrual is classified in noncurrent pension and postretirement liabilities in the accompanying balance sheets.

Multi-Employer Plans

Yellow Transportation, Roadway, New Penn, USF Bestway, USF Holland and USF Reddaway contribute to approximately 90 separate multi-employer health, welfare and pension plans for employees that our collective bargaining agreements cover (approximately 70% of total YRC Worldwide employees), including 20 pension plans. The largest of these pension plans, the Central States Southeast and Southwest Areas Pension Plan (the "Central States Plan"), provides retirement benefits to approximately 41% of our total employees. Our labor agreements with the International Brotherhood of Teamsters ("IBT") determine the amounts of these contributions. The pension plans provide defined benefits to retired participants. We recognize as net pension cost the contractually required contribution for the period and recognize as a liability any contributions due and unpaid. We do not directly manage multi-employer plans. The trusts covering these plans are generally managed by trustees, half of whom the IBT appoints and half of whom various contributing employers appoint. YRC Worldwide expensed the following amounts to these plans for the years ended December 31:

<u>(in millions)</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Health and welfare	\$ 549.5	\$500.2	\$421.4
Pension	542.0	472.7	378.0
Total	<u>\$1,091.5</u>	<u>\$972.9</u>	<u>\$799.4</u>

Under current law regarding multi-employer pension plans, a termination, withdrawal or significant partial withdrawal from any multi-employer plan in an underfunded status would render us liable for a proportionate share of the multi-employer plans' unfunded vested liabilities. This potential unfunded pension liability also applies to other contributing employers, including our unionized competitors who contribute to multi-employer plans. The plan administrators and trustees do not routinely provide us with current information regarding the amount of each multi-employer pension plan's funding. However, based on publicly available information, which is often dated, and on the limited information available from plan administrators or plan trustees, which we cannot independently validate, we believe that our portion of the contingent liability in the case of a full withdrawal or termination from all of the multi-employer pension plans to which we contribute would be in a range from \$3.0 billion to \$4.0 billion on a pre-tax basis. The increase in this estimated range from 2005 reflects a change by the Central States Plan to a more current mortality table in the determination of their unfunded vested benefit liability. Yellow Transportation, Roadway and the applicable subsidiaries of Regional Transportation have no current intention of taking any action that would subject us to withdrawal obligations. If the company did incur withdrawal liabilities, those amounts would generally be payable over periods of up to 20 years.

In 2006, the Pension Protection Act became law and modified both the Internal Revenue Code (as amended, the "Code") as it applies to multi-employer pension plans and the Employment Retirement Income Security Act of 1974 (as amended, "ERISA"). The Code and ERISA (in each case, as so modified) and related regulations establish minimum funding requirements for multi-employer pension plans. The funding status of these plans is determined by the following factors:

- the number of participating active and retired employees

[Table of Contents](#)

- the number of contributing employers
- the amount of each employer's contractual contribution requirements
- the investment returns of the plans
- plan administrative costs
- the number of employees and retirees participating in the plan who no longer have a contributing employer
- the discount rate used to determine the funding status
- the actuarial attributes of plan participants (such as age, estimated life and number of years until retirement)

If any of our multi-employer pension plans fails to:

- meet minimum funding requirements
- meet a required funding improvement or rehabilitation plan that the Pension Protection Act may require for certain of our underfunded plans
- obtain from the IRS certain changes to or a waiver of the requirements in how the applicable plan calculates its funding levels or
- reduce pension benefits to a level where the requirements are met

the Pension Protection Act could require us to make additional contributions to the multi-employer pension plan from five to ten percent of the contributions that our collective bargaining agreement requires until the collective bargaining agreement expires.

If we fail to make our required contributions to a multi-employer plan under a funding improvement or rehabilitation plan or if the benchmarks that an applicable funding improvement plan provides are not met by the end of a prescribed period, the IRS could impose an excise tax on us with respect to the plan. These excise taxes are not contributed to the deficient funds, but rather are deposited in the United States general treasury funds.

Depending on the amount involved, a requirement to increase contributions beyond our contractually agreed rate or the imposition of an excise tax on us could have a material adverse impact on the financial results of YRC Worldwide.

The Central States Plan has applied for, and the IRS has granted, an extension on the amortization of its unfunded liabilities through 2014, subject to Central States Plan improving its funding levels during that period and certain other conditions. The company expects these funding levels and conditions could form the basis of a funding improvement or rehabilitation plan. Assuming that the Central States Plan meets these conditions, it is expected to meet the minimum funding requirements, as the IRS has modified them, through at least 2014, as well as a funding improvement plan. Absent the benefit of the amortization extension that the IRS has granted to the Central States Plan, the Company believes that the plan would not meet the minimum funding requirements that the Code and related regulations require and the ability for the Central States Plan trustees to adopt a funding improvement plan acceptable to the IRS would be uncertain.

401(k) Savings Plans and Profit Sharing Plans

YRC Worldwide and its operating subsidiaries sponsor defined contribution plans, primarily for employees not covered by collective bargaining agreements. The plans principally consist of contributory 401(k) savings plans and noncontributory plans. The YRC Worldwide contributory 401(k) savings plan consists of both a fixed matching percentage and a discretionary amount. The maximum nondiscretionary company match for the YRC Worldwide plan is equal to 25% of the first 6% in cash and 25% of the first 6% in YRC Worldwide common stock, for a total match of 50% of the first 6% of before-tax participant contributions. Any discretionary contributions for the YRC Worldwide 401(k) savings plan are determined annually by the Board of Directors and may be in the form of cash, stock or other property. Prior to its merger into the YRC Worldwide 401(k) savings plan effective January 1, 2005, the Roadway LLC 401(k) savings plan provided for a maximum nondiscretionary company match of 100% of the first 4.5% of participant contributions (either before-tax or after-tax contributions), with all nondiscretionary company matching contributions in stock. Any discretionary contributions for the Roadway LLC 401(k) savings plan were determined annually and if made, would be in stock. USF sponsored (now sponsored by YRC Regional Transportation) a 401(k) plan for its operating companies where eligible employees can contribute up to 50% of their cash compensation and each of the operating companies may also contribute a discretionary amount. New Penn sponsors a 401(k) plan that does not provide for a company match. Employer contributions for the year ended December 31, 2006, 2005 and 2004 were \$25.5 million, \$19.4 million and \$13.7 million, respectively.

[Table of Contents](#)

For the YRC Worldwide noncontributory profit sharing plan, which was established effective January 1, 2004, the nondiscretionary company contribution is based on years of participation service and compensation, with a maximum fixed contribution of 5% of compensation for more than ten years of participation service. The YRC Worldwide profit sharing plan also provides for a discretionary performance based contribution of a maximum of 2 1/2% of compensation. The Board of Directors determines any discretionary contributions annually. Contributions under the YRC Worldwide profit sharing plan may be made in cash or other property, as the Board of Directors determines, however we will generally make nondiscretionary contributions in cash. New Penn provides a noncontributory profit sharing plan for employees not covered by collective bargaining agreements. Any contributions are discretionary employer contributions. Employer contributions to our noncontributory profit sharing plans in 2006, 2005 and 2004 totaled \$2.9 million, \$2.3 million and \$2.2 million, respectively.

Our employees covered under collective bargaining agreements may also participate in union-sponsored 401(k) plans. We do not make employer contributions to the plan on their behalf.

Performance Incentive Awards

YRC Worldwide and its operating subsidiaries each provide annual performance incentive awards to nonunion employees, which are based primarily on actual operating results achieved compared to targeted operating results and are paid in cash. Operating income in 2006, 2005, and 2004 included performance incentive expense for nonunion employees of \$39.2 million, \$95.5 million, and \$110.4 million, respectively. The reduction in the 2006 expense is reflective of our actual results not meeting our internal expectations resulting in a discretionary adjustment to the 2006 award. We pay annual performance incentive awards primarily in the first quarter of the following year.

Other

We provide a performance based long-term incentive plan to key management personnel that annually awards cash and restricted stock units based on a certain defined performance period. In addition, we utilize restricted stock units to further compensate certain levels of management and our Board of Directors. The restricted stock units are more fully described in the "Stock Compensation Plans" footnote. During the years ended December 31, 2006, 2005 and 2004, compensation expense related to these collective awards was \$15.9 million, \$19.9 million, and \$16.3 million, respectively.

During the fourth quarter of 2006, we implemented a change related to the non-union vacation payment policy at Roadway to conform to practices at our other subsidiaries. The change in the vacation payment practice resulted in lower employee benefits expense for the Roadway segment of \$11.8 million for the year ended December 31, 2006.

Debt and Financing

At December 31, total debt consisted of the following:

<u>(in millions)</u>	<u>2006</u>	<u>2005</u>
ABS borrowings, secured by accounts receivable	\$ 225.0	\$ 375.0
Floating rate notes	150.0	150.0
USF senior notes	264.7	269.4
Roadway senior notes	234.3	239.2
Contingent convertible senior notes	400.0	400.0
Revolving credit facility	—	45.0
Other	9.5	9.5
Total debt	\$1,283.5	\$1,488.1
ABS borrowings	(225.0)	(375.0)
Long-term debt	<u>\$1,058.5</u>	<u>\$1,113.1</u>

Asset Backed Securitization Facility

On May 19, 2006, we amended our asset backed securitization ("ABS") facility by entering into Omnibus Amendment No. 1 to Amended and Restated Receivables Sale Agreement and Second Amended and Restated Receivables Purchase Agreement which expires on May 18, 2007, at which time we expect to renew or replace the facility on an annual basis. Under the terms of this agreement, the ABS facility involves receivables of USF Holland and USF Reddaway, two operating companies of USF acquired May 24, 2005, in addition to the previously included receivables of Yellow Transportation and Roadway. The facility continues to

[Table of Contents](#)

provide a limit of \$650 million, and provides a letter of credit sublimit of \$325 million. The interest rate continues to be a variable rate based on A1/P1 rated commercial paper (5.34% at December 31, 2006), plus a fixed increment for utilization. No other material changes were made to the agreement.

Yellow Roadway Receivables Funding Corporation (“YRRFC”), a special purpose entity and wholly owned subsidiary of YRC Worldwide operates the ABS facility. Under the terms of the agreement, we may transfer trade receivables to YRRFC, which is designed to isolate the receivables for bankruptcy purposes. The third-party conduit must purchase from YRRFC an undivided ownership interest in those receivables. The percentage ownership interest in receivables that the conduit purchases may increase or decrease over time, depending on the characteristics of the receivables, including delinquency rates and debtor concentrations. Management will continue to evaluate the financial position of the participating operating companies, including the transferred receivables and related borrowings.

The table below provides the borrowing and repayment activity under the ABS facility, as well as the resulting balances, for the years ending December 31 of each period presented:

<u>(in millions)</u>	<u>2006</u>	<u>2005</u>
ABS obligations outstanding at January 1	\$ 375.0	\$ —
Transfer of receivables to conduit (borrowings)	664.5	1,824.2
Redemptions from conduit (repayments)	(814.5)	(1,449.2)
ABS obligations outstanding at December 31	<u>\$ 225.0</u>	<u>\$ 375.0</u>

In addition to the amount above, the ABS facility capacity was also reduced by outstanding letters of credit of \$175.6 million as of December 31, 2006.

Credit Agreement

On May 19, 2005, we entered into an Amended and Restated Credit Agreement with certain banks, expiring May 18, 2010, that provides an \$850 million senior unsecured revolving credit facility, including sublimits available for borrowings under certain foreign currencies. This agreement amends and restates our existing Credit Agreement, dated as of September 10, 2004, that provided, among other things, a revolving facility of \$500 million. The new agreement also provides for letters of credit to be issued that would, in turn, reduce the borrowing capacity. As of December 31, 2006, no amounts were outstanding under this agreement, however, the capacity was reduced by outstanding letters of credit of \$306.4 million.

Amounts borrowed under the credit agreement bear interest at LIBOR plus 0.60% (5.922% at December 31, 2006). Additionally, we are obligated to a facility fee of 0.15% of the total commitment. In accordance with the terms of the agreement, we must comply with financial covenants primarily relating to our leverage ratio and fixed charges coverage ratio. As of December 31, 2006, we were in compliance with all terms of the agreement.

Floating Rate Notes

On May 24, 2005, we completed the private placement of \$150 million in aggregate principal amount of senior floating rate notes due 2008 (the “Floating Rate Notes”) that bear interest at a floating rate based on the London Interbank Offered Rate (“LIBOR”) plus 1.375% payable quarterly in arrears (6.749% at December 31, 2006). The Floating Rate Notes contain affirmative covenants similar to our credit agreement, yet do not have any financial covenants. We used the proceeds from the \$150 million private placement as a part of the financing for the acquisition of USF. The notes were later exchanged for registered notes as a part of an exchange offer in June 2005.

The Floating Rate Notes represent senior unsecured obligations of the Company and rank *pari passu* in right of payment with all other present and future senior indebtedness of the Company. Certain of our domestic subsidiaries jointly and severally guaranteed the Floating Rate Notes. The Floating Rate Notes have certain call features which allow us to redeem the notes at par anytime after November 15, 2006.

USF Senior Notes

As part of our acquisition of USF and by virtue of the merger agreement, we assumed \$150 million aggregate principal amount of 8.5% senior notes due April 15, 2010, with interest payments due semi-annually on April 15 and October 15, and \$100 million aggregate principal amount of 6.5% senior notes due May 1, 2009 (collectively “USF Senior Notes”), with interest payments due semi-annually on May 1 and November 1. The USF Senior Notes were revalued as part of purchase accounting and assigned a fair value of \$272.2 million on May 24, 2005, with \$18.6 million fair value adjustment to the 2010 notes and \$3.6 million fair value adjustment to the 2009 notes. The premium over the face value of the USF Senior Notes is being amortized as a reduction to interest expense over the remaining life of the notes. The unamortized premium at December 31, 2006 and 2005 was \$14.7 million and \$19.4 million, respectively.

Roadway Senior Notes

As part of our acquisition of Roadway and by virtue of the merger agreement, we assumed \$225.0 million face value of 8.25% senior notes due in full on December 1, 2008 (“Roadway senior notes”), with interest payments due semi-annually on June 1 and December 1. The Roadway senior notes were revalued as part of purchase accounting and assigned a fair value of \$249.2 million on December 11, 2003. The premium over the face value of the Roadway senior notes is being amortized as a reduction to interest expense over the remaining life of the notes. The unamortized premium at December 31, 2006 and 2005 was \$9.3 million and \$14.2 million, respectively.

Contingent Convertible Notes

On August 8, 2003, we closed the sale of \$200 million of 5.0% contingent convertible senior notes due 2023 (“contingent convertible senior notes”) and on August 15, 2003 we closed the sale of an additional \$50 million of the notes pursuant to the exercise of the option of the initial purchasers. We received net proceeds from the sales of \$242.5 million, after fees.

The \$250 million contingent convertible senior notes have an annual interest rate of 5.0% and are convertible into shares of YRC Worldwide common stock at a conversion price of \$39.24 per share only upon the occurrence of certain other events. The contingent convertible senior notes may not be redeemed by us for seven years from the date of issuance but are redeemable at any time thereafter at par. Holders of the contingent convertible senior notes have the option to require YRC Worldwide to purchase their notes at par on August 8, 2010, 2013 and 2018, and upon a change in control of the Company. These terms and other material terms and conditions applicable to the contingent convertible senior notes are set forth in the indenture governing the notes.

On November 25, 2003, we closed the sale of \$150 million of 3.375% contingent convertible senior notes due 2023. We received net proceeds from the offering of \$145.5 million, after fees, and used the proceeds to fund the acquisition of Roadway.

The \$150 million contingent convertible senior notes have an annual interest rate of 3.375% and are convertible into shares of YRC Worldwide common stock at a conversion price of \$46.00 per share only upon the occurrence of certain other events. The contingent convertible senior notes may not be redeemed by us for nine years from the date of issuance but are redeemable at any time thereafter at par. Holders of the contingent convertible senior notes have the option to require YRC Worldwide to purchase their notes at par on November 25, 2012, 2015 and 2020, and upon a change in control of the Company. These terms and other material terms and conditions applicable to the contingent convertible senior notes are set forth in the indenture governing the notes.

In December 2004, we completed exchange offers pursuant to which holders of the 5% contingent convertible senior notes and the 3.375% contingent convertible senior notes (collectively, the “Existing Notes”) could exchange their Existing Notes for an equal amount of our new 5% net share settled contingent convertible senior notes due 2023 and new 3.375% net share settled contingent convertible senior notes due 2023 (collectively, the “New Notes”), respectively. The New Notes contain a net share settlement feature that, upon conversion, provides for the Company to settle the principal amount of the New Notes in cash and the excess value in common stock, as well as an additional change of control feature. The results of the exchange offer included \$247.7 million aggregate principal amount of the \$250 million of 5% contingent convertible senior notes outstanding and \$144.6 million aggregate principal amount of the \$150 million of 3.375% contingent convertible senior notes outstanding, representing 99.06% and 96.41%, respectively, of the Existing Notes validly and timely tendered in exchange for an equal principal amount of the New Notes.

The accounting for convertible debt with the settlement features contained in our New Notes is addressed in the consensus reached by the Emerging Issues Task Force of the Financial Accounting Standards Board with respect to the accounting for Instrument C as set forth in EITF 90-19, “Convertible Bonds with Issuer Option to Settle for Cash Upon Conversion.” We are contractually obligated to settle the conversion obligations of the New Notes consistent with Instrument C. Because the accreted value of the New Notes will be settled for cash upon the conversion, only the conversion spread (the excess conversion value over the accreted value), which will be settled in stock, results in potential dilution in our earnings per share computations. (See further discussion of dilution related to the Existing Notes and the New Notes in Earnings Per Common Share.)

The balance sheet classification of the New Notes between short-term and long-term is dependent upon certain conversion triggers, as defined. At December 31, 2006 and 2005, no conversion triggers had been met. Accordingly, based on the stated maturity date, this obligation has been classified as a long-term liability in the accompanying consolidated balance sheets. The future balance sheet classification of these liabilities will be monitored at each reporting date, and will be determined based on an analysis of the various conversion rights described above.

[Table of Contents](#)

Other

We have loan guarantees, mortgages, and lease contracts in connection with the issuance of industrial development bonds (“IDBs”) used to acquire, construct or expand terminal facilities. Rates on these bonds range from 5.8% to 6.1%, with principal payments due through 2010.

The principal maturities of total debt for the next five years and thereafter are as follows:

<u>(in millions)</u>	<u>IDBs</u>	<u>Contingent convertible senior notes</u>	<u>Roadway Senior Notes</u>	<u>USF Senior Notes</u>	<u>Floating Rate Notes</u>	<u>ABS</u>	<u>Total</u>
2007	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 225.0	\$ 225.0
2008	2.5	—	225.0 ^(a)	—	150.0	—	377.5
2009	1.0	—	—	100.0 ^(b)	—	—	101.0
2010	6.0	—	—	150.0 ^(c)	—	—	156.0
2011	—	—	—	—	—	—	—
Thereafter	—	400.0	—	—	—	—	400.0
Total	\$ 9.5	\$ 400.0	\$ 225.0	\$ 250.0	\$ 150.0	\$ 225.0	\$ 1,259.5

- (a) As discussed above, the Roadway senior notes had a carrying value of \$234.3 million at December 31, 2006 and a principal maturity value of \$225.0 million.
- (b) As discussed above, the senior notes due 2009 had a carrying value of \$102.2 million at December 31, 2006 and a principal maturity value of \$100.0 million.
- (c) As discussed above, the senior notes due 2010 had a carrying value of \$162.5 million at December 31, 2006 and a principal maturity value of \$150.0 million.

Based on the borrowing rates currently available to us for debt with similar terms and remaining maturities and the quoted market prices for the Roadway senior notes and USF senior notes and contingent convertible senior notes, the fair value of fixed-rate debt at December 31, 2006 and 2005 was approximately \$987.9 million and \$1,055.0 million, respectively. The carrying amount of such fixed-rate debt at December 31, 2006 and 2005, was \$908.5 million and \$918.1 million, respectively.

Stock Compensation Plans

YRC Worldwide has reserved 7.0 million shares of its common stock for issuance to key management personnel under a long-term incentive and equity award plan implemented in 2004 (which reserved 3.4 million of the 7.0 million shares previously mentioned) and four stock option plans implemented in 2002 or prior. As of December 31, 2006, 1.8 million shares remain available for issuance. The 2004 plan replaced the use of stock options as the exclusive vehicle for delivering long-term incentive compensation potential to certain executive officers. This plan permits the issuance of restricted stock and restricted stock units, as well as options, SARs, and performance stock and performance stock unit awards. Awards under the plans can be made in cash and performance share units at the discretion of the Board of Directors. According to the plan provisions, the stock units provide the holders the right to receive one share of common stock upon vesting of one stock unit.

The stock option plans generally permit grants of nonqualified stock options and grants of stock options coupled with a grant of stock appreciation rights (“SARs”). Under the plans, the exercise price of each option equals the closing market price of our common stock on the date of grant. The options vest ratably, generally over a period of four years, and expire ten years from the date of the grant.

[Table of Contents](#)

A summary of activity in our stock option plans is presented in the following table:

	Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in millions)
Outstanding at December 31, 2003	1,797	\$ 22.14		
Granted	28	34.65		
Exercised	(766)	20.72		
Forfeited / expired	(61)	30.95		
Outstanding at December 31, 2004	998	\$ 23.04		
Granted	23	43.46		
Exercised	(368)	21.01		
Forfeited / expired	(6)	28.82		
Outstanding at December 31, 2005	647	\$ 24.87		
Granted	—	—		
Exercised	(185)	25.89		
Forfeited / expired	(14)	26.04		
Outstanding at December 31, 2006	448	\$ 24.48	4.89	\$ 6.1
Exercisable at December 31, 2006	409	23.82	4.68	5.7

The total intrinsic value of options exercised during the year ended December 31, 2006 was \$3.0 million. During the year ended December 31, 2006, we did not grant any option awards. Traditionally, the fair value of each option is estimated on the date of grant using the Black-Scholes-Merton pricing model. Expected volatilities are based on implied volatilities from historical volatility of our stock. We use historical data to estimate option exercise and employee termination within the valuation model; separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of options granted is derived from the output of the valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The following table summarizes information about stock options outstanding as of December 31, 2006:

Range of exercise prices	Options Outstanding			Options Exercisable	
	Shares (in thousands)	Weighted Average Remaining Contractual Years	Weighted Average Exercise price	Shares (in thousands)	Weighted Average Exercise price
\$ 10.88 – 21.74	168	3.74	16.50	168	16.50
\$ 21.75 – 32.61	257	5.30	28.05	231	28.32
\$ 32.62 and over	23	8.82	43.46	10	43.46

A summary of the activity of our nonvested shares is presented in the following table:

	Shares (in thousands)	Weighted Average Grant-Date Fair Value
Nonvested at December 31, 2003	—	\$ —
Granted	437	38.43
Forfeited	(9)	30.75
Nonvested at December 31, 2004	428	38.58
Granted	355	57.67
Vested	(17)	36.86
Forfeited	(10)	45.50
Nonvested at December 31, 2005	756	47.50
Granted	352	47.10
Vested	(106)	47.47
Forfeited	(14)	47.47
Nonvested at December 31, 2006	988	\$ 47.36

[Table of Contents](#)

The vesting provisions for the restricted stock units and the related number of units awarded during the year ended December 31, are as follows:

Vesting Terms	Units (in thousands)		
	2006	2005	2004
• 50% to vest over three years with remaining 50% to vest over six years from the date of grant	142	173	178
• 100% on the third anniversary of the date of grant	147	138	133
• Ratably over 3 years	29	23	41
• 40% in the first year, 30% each year for the next two years	2	21	—
• 100% on the fifth anniversary of the date of grant	32	—	—
• 100% on the first anniversary of the date of grant	—	—	85
Total restricted stock units granted	<u>352</u>	<u>355</u>	<u>437</u>

As of December 31, 2006, there was \$21.0 million of unrecognized compensation expense related to nonvested share-based compensation arrangements granted under the Plan. That expense is expected to be recognized over a weighted-average period of 2.4 years. The fair value of nonvested shares is determined based on the opening trading price of our shares on the grant date. The fair value of shares vested during the year ended December 31, 2006 was \$5.0 million.

Income Taxes

We use the liability method to reflect income taxes on our financial statements. We recognize deferred tax assets and liabilities by applying enacted tax rates and regulations to the differences between the carrying value of existing assets and liabilities and their respective tax basis and capital loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that the change occurs, other than certain changes related to business combinations. We assess the validity of deferred tax assets for capital and operating loss carryforwards and provide valuation allowances when we determine it is more likely than not that such losses will not be realized within the applicable carryforward period. We have not recognized deferred taxes for U.S. federal income taxes on foreign subsidiaries' earnings that are deemed to be permanently reinvested and any related taxes associated with such earnings are not material.

Deferred tax liabilities (assets) were comprised of the following at December 31:

(in millions)	2006	2005
Depreciation	\$ 394.0	\$ 381.7
Prepays	17.9	17.1
Employee benefits	52.0	52.4
Revenue	29.5	40.0
Intangibles	165.6	171.3
Other	75.7	61.5
Gross tax liabilities	<u>734.7</u>	<u>724.0</u>
Claims and insurance	(83.7)	(154.5)
Bad debts	(15.9)	(20.4)
Employee benefits	(99.2)	(174.4)
Revenue	(6.9)	(17.0)
Other	(54.6)	(75.1)
Gross tax assets	<u>(260.3)</u>	<u>(441.4)</u>
Net tax liability	<u>\$ 474.4</u>	<u>\$ 282.6</u>

[Table of Contents](#)

A reconciliation between income taxes at the federal statutory rate and the consolidated effective tax rate follows:

	2006	2005	2004
Federal statutory rate	35.0%	35.0%	35.0%
State income taxes, net	2.7	2.2	2.3
Nondeductible business expenses	1.1	1.0	1.5
Foreign tax credit and rate differential	0.2	0.1	(0.1)
Other, net	0.3	0.7	(0.6)
Effective tax rate	<u>39.3%</u>	<u>39.0%</u>	<u>38.1%</u>

The income tax provision consisted of the following:

(in millions)	2006	2005	2004
Current:			
U.S federal	\$ 6.5	\$ 116.3	\$ 81.3
State	1.2	9.4	9.3
Foreign	10.4	5.8	4.8
Current income tax provision	<u>\$ 18.1</u>	<u>\$ 131.5</u>	<u>\$ 95.4</u>
Deferred:			
U.S federal	\$ 143.9	\$ 46.8	\$ 15.9
State	19.1	6.2	2.1
Foreign	(1.8)	(0.4)	(0.1)
Deferred income tax provision	<u>\$ 161.2</u>	<u>\$ 52.6</u>	<u>\$ 17.9</u>
Income tax provision	<u>\$ 179.3</u>	<u>\$ 184.1</u>	<u>\$ 113.3</u>
Based on the income before income taxes:			
Domestic	\$ 441.4	\$ 460.8	\$ 283.6
Foreign	14.6	11.5	14.1
Income before income taxes	<u>\$ 456.0</u>	<u>\$ 472.3</u>	<u>\$ 297.7</u>

Previously, the IRS challenged the timing of a deduction by Roadway related to prior years' contributions to certain union pension plans. During the year ended December 31, 2004, YRC Worldwide reached a negotiated settlement with the IRS on behalf of Roadway and all related federal and state tax and interest has since been paid. All payments were charged against reserves established at acquisition date in purchase accounting.

In 2004, during the audit of YRC Worldwide for years 2000-01, the IRS proposed the revocation of the private ruling that the IRS issued to Yellow Transportation for tax year 1977 that allowed a deduction for post year-end contributions to union pension plans. Yellow Transportation has relied on that ruling to continue to deduct post year-end contributions each year since 1977. The IRS did not take any action relative to the revocation in 2004, and the IRS completed its audit of 2000-01 without any adjustment for union pension contributions. In November 2005, the IRS revoked the prior ruling, effective with the 2005 tax return. The Company submitted a "Pre-Filing Agreement" ("PFA") request to the IRS to discuss the potential timing and amount of any payment of tax related to the revocation of the ruling. The IRS initially indicated that a PFA would be appropriate, but later concluded that the complexity of this issue placed it outside the scope of the PFA program. The Company has taken a position in its 2005 tax return that recognizes the revocation of the 1977 ruling but does not cause all the related tax to be repaid. That position will likely be challenged by IRS upon audit of the 2005 return. If an acceptable settlement cannot be reached with IRS, YRC will consider litigation to resolve the appropriate amount and timing of the deduction for contributions to union pension plans. The additional tax that could result from the complete disallowance of all post year end contributions is approximately \$51 million. The financial statements are fully reserved for this potential liability.

In 2002, USF Corporation deducted a loss for its worthless investment in the stock of its subsidiary USF Worldwide upon the disposition of that stock for no consideration. IRS has concluded that this deduction should be treated as a capital loss (because IRS questions whether the stock was totally worthless) which would not be fully deductible in 2002 or any other open tax year. We have protested that adjustment and requested an Appeals conference. The additional tax that could result should the loss ultimately be treated as a capital loss is approximately \$50 million. USF established a reserve of approximately \$19 million prior to our acquisition which has since been adjusted to approximately \$18 million. We believe treatment as an ordinary loss is appropriate but have elected to retain the reserve previously established until resolution with the IRS is reached. An acceptable resolution may require litigation. Any tax liability other than \$18 million would be an adjustment to the goodwill recorded in the purchase price allocation.

Commitments, Contingencies, and Uncertainties

Financial Matters

YRC Worldwide incurs rental expenses under noncancelable lease agreements for certain buildings and operating equipment. Rental expense is charged to “operating expense and supplies” on the Statements of Consolidated Operations. Actual rental expense was \$157.7 million, \$132.9 million, and \$95.1 million for the years ended December 31, 2006, 2005 and 2004, respectively.

At December 31, 2006, we were committed under noncancelable lease agreements requiring minimum annual rentals payable as follows:

<u>(in millions)</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Thereafter</u>
Minimum annual rentals	\$99.4	\$78.8	\$46.8	\$24.6	\$13.4	\$ 23.0

We expect in the ordinary course of business that leases will be renewed or replaced as they expire. The leases provide for fixed and escalating rentals and contingent escalating rentals based on the Consumer Price Index not to exceed certain specified amounts. We record rent for our operating leases on a straight-line basis over the base term of the lease agreements. In many cases our leases are entered into by a subsidiary and a parent guarantee is issued. The maximum potential amount of undiscounted future payments under the guarantee are the same as the minimum annual rentals disclosed above.

Projected 2007 gross capital expenditures are expected to be \$425 to \$450 million, of which approximately \$111.3 million was committed at December 31, 2006.

Our outstanding letters of credit at December 31, 2006 included \$1.1 million for workers’ compensation, property damage and liability claims against SCST. We agreed to maintain the letters of credit outstanding at the spin-off date until SCST obtained replacement letters of credit or third party guarantees. SCST agreed to use its reasonable best efforts to obtain these letters of credit or guarantees, which in many cases would allow us to obtain a release of our letters of credit. SCST also agreed to indemnify us for any claims against the letters of credit that we provide. SCST reimburses us for all fees incurred related to the remaining outstanding letters of credit. We also provided a guarantee of \$1.2 million regarding certain lease obligations of SCST.

Grupo Almex

In 2003, USF Corporation (“USF”), and its wholly owned subsidiary, USF Mexico Inc. (“USF Mexico”), entered into a series of contractual agreements with Gustavo Gonzalez Garcia and various members of his family (the “Gonzalez Family”) and Autolineas Mexicanas, S.A. de C.V., Servicios Gerenciales del Norte, S.A. de C.V., Sonax, S.A. de C.V. and Logistica ALM, S.A. de C.V. (collectively, “Grupo Almex”). Various members of the Gonzalez Family own the entities comprising Grupo Almex. Pursuant to an agreement, the Gonzalez Family organized a newly created company called Soflex, S. de R.L. de C.V. (“Soflex”), which they wholly owned. USF Mexico entered into a secured credit agreement with Soflex to lend up to \$9.95 million to Soflex. USF Mexico lent approximately \$9.3 million to Soflex under the agreement. Soflex and its subsidiaries used some of the loan proceeds to acquire certain of Grupo Almex’s assets. Certain of the Grupo Almex companies and certain of Soflex’s subsidiaries guaranteed the secured credit facility.

Soflex has defaulted on its payment of the principal of, and interest on, the loans that USF Mexico made to Soflex. As part of the security for the credit agreement, the Gonzalez Family, Soflex, and one of Soflex’s subsidiaries (the “Settlers”) established a trust for the benefit of USF Mexico. The Settlers agreed to transfer to the trust title to their equity interests in Soflex and Soflex’s subsidiaries and title to real property of one of Soflex’s subsidiaries. A second trust was also created under which the Gonzalez Family transferred title to their Grupo Almex stock to the trust for USF Mexico’s benefit. Pledge agreements were entered granting security interests in these assets to USF Mexico. A lien on substantially all of the assets of Soflex and certain of the assets of Grupo Almex also secures the loans under the credit agreement.

In 2005, YRC Worldwide Inc. (together with its subsidiaries, the “Company”) acquired USF through a merger of USF with and into a wholly owned subsidiary of the Company. The successor to USF in that merger is Regional Transportation.

[Table of Contents](#)

Grupo Almex and the Gonzalez Family have attempted to invoke the contractual arbitration provision in one of the agreements pertaining to the loans. They have asserted various claims against the Company, including breach of contract and alleged fiduciary duties, breach of loan commitment and breach of a non-competition provision. Grupo Almex and the Gonzalez Family are seeking damages and relief for the alleged loss of the value of their business, damages for breach of contract, excuse from repayment of the loans under the credit agreement, release of all liens on Grupo Almex's assets, termination of the parties' business relationship and attorney's fees.

The Company believes that Soflex has defaulted on its obligations to repay its debt and denies the basis of the claims of the Gonzalez Family and Grupo Almex for contractual or fiduciary breaches.

The agreements among the various parties are governed by Mexican law. Various parties are subject to mandatory, binding arbitrations in Dallas, Texas under contractual arbitration clauses in the agreements, which require the use of UNCITRAL arbitration rules.

The Company intends to vigorously defend the allegations that the Gonzalez Family and Grupo Almex have asserted. The Company has challenged the right to include various parties in the arbitration and has filed for separate arbitration under another agreement between certain parties. USF Mexico has initiated collection of Soflex's defaulted loans and intends to vigorously pursue its remedies under the secured credit agreement and related agreements.

USF Red Star

In 2004, USF Red Star, a USF subsidiary that operated in the Northeastern U.S was shut down. Due to the shutdown, USF, now our wholly owned subsidiary, is subject to withdrawal liability under the Multi-Employer Pension Plan Amendment Act of 1980 (as amended, "MEPPA") for six multi-employer pension plans. Based on information that USF has received from these plans, we estimated that USF Red Star could be liable for up to approximately \$79 million. However, we also estimated that approximately \$13 million of this liability could be abated because of contributions that Yellow Transportation, Roadway, New Penn and USF Holland made to one of these six plans. Thus, at the purchase date, we reserved approximately \$66 million, representing the present value, for these liabilities. We have recognized these liabilities as an obligation assumed on the acquisition date of USF, resulting in additional goodwill.

During 2006, we received notification of the successful abatement of one of the six plans. As a result, payments of approximately \$2.9 million previously remitted to the plan and currently held in escrow are to be returned to YRC Worldwide. Further, we received notification that a plan previously thought to be abated in fact was not abated resulting in a \$13.3 million charge (\$8.1 million net of tax) during the year ended December 31, 2006, to establish the required liability. Our USF Red Star withdrawal liability at December 31, 2006 is \$59.1 million and is presented in 'claims and other liabilities' in the consolidated balance sheets. USF is entitled to review and contest liability assessments that various funds provided as well as determine whether additional abatement might be available as a result of other YRC Worldwide business units who make contributions to these plans. The final withdrawal liability may be adjusted when further information is available as we negotiate with the pension plans to agree on the correct calculation of withdrawal liability amounts and as sufficient information becomes available to determine the available abatement of the liability under MEPPA, including any necessary arbitration or litigation with the affected pension plans. The timing of any funding of USF Red Star's withdrawal liabilities to any particular fund will depend upon agreement with the fund on the ultimate amount of the liability, the conclusion of any arbitration or litigation to settle any disputes and the determination at the end of a plan year of whether abatement is applicable. MEPPA provides that certain interim payments may be required until these events occur. MEPPA also provides that any ultimate withdrawal liability payments may be made in a lump sum or over a period of time. Until further resolution the expected annual cash flow relative to this liability is approximately \$10.6 million.

In November 2004, the Teamsters National Freight Industry Negotiating Committee (the "Teamsters") filed a complaint against USF, USF Red Star and USF Holland in the United States District Court for the Eastern District of Pennsylvania. In connection with the shut down of USF Red Star, the Teamsters claimed certain violations of the National Labor Relations Act (the "NLRA"), alleging (among other things) that the shut down was in breach of USF Red Star's labor contract. The Teamsters asked for unspecified damages. Additionally, the Teamsters filed a class action suit on behalf of the employees of USF Red Star alleging violations of the federal Worker Adjustment and Retraining Notification Act ("WARN Act"), seeking 60 days back compensation for USF Red Star employees due to allegedly shutting down USF Red Star without adequate notice under the WARN Act.

Including the Teamsters WARN action mentioned above, either or both of USF or USF Red Star were named in five class action lawsuits alleging violations of the federal WARN Act. These suits were consolidated into one action in the United States District Court for the Eastern District of Pennsylvania. The plaintiffs in these suits sought 60 days back compensation for USF Red Star employees due to allegedly shutting down USF Red Star without adequate notice under the WARN Act.

[Table of Contents](#)

USF Red Star sued the Teamsters in connection with their strike on USF Red Star in the Northern District of New York, alleging that the strike was in breach of Teamsters' labor contract and that the strike was illegal secondary conduct under the NLRA, intending to pressure USF Dugan to allow organizing efforts at USF Dugan to succeed. USF Red Star sought unspecified damages from the Teamsters in connection with this lawsuit.

The Teamsters, USF, USF Holland, USF Red Star and the WARN class action plaintiffs have settled all of these disputes arising out of the USF Red Star shutdown. Pursuant to the settlement, USF Red Star paid the WARN Act plaintiffs \$7 million; the WARN Act plaintiffs released USF Red Star, USF Holland and USF from any further liability; and certain related labor grievances are settled. The court approved this settlement and payment was made in January 2006. We recognized this settlement obligation as a liability assumed on the acquisition date of USF, resulting in additional goodwill.

Other Legal Matters

In December 2003, Idealease Services, Inc. ("Idealease") filed a complaint against USF Logistics in the Circuit Court of Cook County in Chicago, Illinois. Idealease was asking the court to require USF Logistics to specifically perform an alleged contractual obligation to buy back from Idealease a fleet of vehicles following the cessation of a customer's business operations. In the interim, Idealease sold the vehicles and asked USF Logistics to pay Idealease the difference between the sale price of the vehicles and the price schedule set forth on the parties' contract, approximately \$4.9 million. Alternatively, Idealease contended that USF Logistics was liable for the unpaid lease payments of approximately \$11.5 million, which remained payable because certain riders to the lease agreement are invalid due to a lack of consideration. In October 2005, USF Logistics settled this dispute for an agreement to pay \$3 million. We have recognized the settlement obligation as a liability assumed on the acquisition date of USF, resulting in additional goodwill.

We are involved in other litigation or proceedings that arise in ordinary business activities. We insure against these risks to the extent deemed prudent by our management, but no assurance can be given that the nature and amount of such insurance will be sufficient to fully indemnify us against liabilities arising out of pending and future legal proceedings. Many of these insurance policies contain self-insured retentions in amounts we deem prudent. Based on our current assessment of information available as of the date of these financial statements, we believe that our financial statements include adequate provisions for estimated costs and losses that may be incurred with regard to the litigation and proceedings to which we are a party.

Environmental Matters

Remediation costs are accrued based on estimates of known environmental remediation exposure using currently available facts, existing environmental permits and technology and presently enacted laws and regulations. Our estimates of costs are developed based on internal evaluations and, when necessary, recommendations from external environmental consultants. These accruals are recorded when it is probable that we will be obligated to pay amounts for environmental site evaluation, remediation or related costs, and the amounts can be reasonably estimated. If the obligation can only be estimated within a range, we accrue the minimum amount in the range. These accruals are recorded even if significant uncertainties exist over the ultimate cost of the remediation. See additional discussion in "Asset Retirement Obligations" in "Principles of Consolidation and Summary of Accounting Policies".

Other

USF Bestway's collective bargaining agreement with the IBT initially expired on December 31, 2005. In July 2006, the Company and the IBT ratified a new five-year agreement.

Business Segments

We report financial and descriptive information about our reportable operating segments on a basis consistent with that used internally for evaluating segment performance and allocating resources to segments. We evaluate performance primarily on adjusted operating income and return on capital.

We have four reportable segments, which are strategic business units that offer complementary transportation services to their customers. Yellow Transportation and Roadway are carriers that provide comprehensive regional, national and international transportation services. Regional Transportation is comprised of carriers that focus primarily on business opportunities in the regional and next-day delivery markets. Meridian IQ, our logistics segment, provides domestic and international freight forwarding, warehousing and cross-dock services, multi-modal brokerage services, and transportation management services.

Information relative to USF Red Star and USF Dugan, previously included in Regional Transportation, has been included in the Corporate segment in 2006 as these entities are no longer operating.

Table of Contents

In January 2007, we announced organizational changes that bring the management of Yellow Transportation and Roadway under one organization established as YRC National Transportation. Accordingly, beginning in 2007 we will combine these previously separate segments into one.

The accounting policies of the segments are the same as those described in the Summary of Accounting Policies note. The USF accounting policies have been conformed to YRC Worldwide effective as of May 24, 2005. We charge management fees and other corporate services to our segments based on the direct benefits received or as a percentage of revenue. Corporate operating losses represent operating expenses of the holding company, including compensation and benefits, along with incentive compensation and professional services for all periods presented. In 2006, corporate operating losses included \$13.3 million of expense related to USF Red Star MEPPA withdrawal liability and \$1.6 million of reorganization charges. In 2005, corporate operating losses included \$4.0 million of executive severance charges and \$0.7 million of acquisition charges. In 2004, corporate operating losses included increased professional fees associated with the implementation of the Sarbanes-Oxley Act of 2002 of \$5.5 million and \$2.6 million of fees associated with the exchange of our contingent convertible notes in December 2004. Corporate identifiable assets primarily refer to cash, cash equivalents, technology assets and deferred debt issuance costs. Intersegment revenue relates to transportation services between our segments.

Revenue from foreign sources totaled \$370.2 million, \$328.6 million, and \$220.2 million, in 2006, 2005, and 2004 respectively, and is largely derived from Canada, United Kingdom, Asia and Mexico. Long-lived assets located in foreign countries totaled \$25.8 million and \$25.6 million at December 31, 2006 and 2005, respectively.

The following table summarizes our operations by business segment:

(in millions)	Yellow Transportation	Roadway	Regional ^(c) Transportation	Meridian ^(d) IQ	Corporate / Eliminations	Consolidated
2006						
External revenue	\$ 3,455.5	\$3,418.1	\$ 2,441.4	\$ 603.7	\$ —	\$ 9,918.7
Intersegment revenue	5.0	9.0	—	6.0	(20.0)	—
Operating income (loss)	208.5	214.8	142.2	13.7	(33.8)	545.4
Adjustments to operating income (loss) ^(a)	2.2	(4.3)	(3.0)	7.1	15.9	17.9
Adjusted operating income (loss) ^(b)	210.7	210.5	139.2	20.8	(17.9)	563.3
Identifiable assets	1,057.3	2,062.7	2,179.2	413.5	239.5	5,952.2
Capital expenditures, net	108.6	103.3	46.9	16.3	28.0	303.1
Depreciation and amortization	78.2	81.4	82.8	14.7	17.1	274.2
2005						
External revenue	\$ 3,417.4	\$3,316.0	\$ 1,564.4	\$ 443.8	\$ —	\$ 8,741.6
Intersegment revenue	3.9	5.1	6.4	3.8	(19.2)	—
Operating income (loss)	255.3	209.1	85.8	15.2	(29.1)	536.3
Adjustments to operating income (loss) ^(a)	(7.1)	1.2	8.8	(0.1)	4.8	7.6
Adjusted operating income (loss) ^(b)	248.2	210.3	94.6	15.1	(24.3)	543.9
Identifiable assets	1,065.1	2,075.0	2,099.3	279.4	215.4	5,734.2
Capital expenditures, net	78.7	56.9	82.3	12.0	26.5	256.4
Depreciation and amortization	84.7	74.4	67.1	10.7	13.7	250.6
2004						
External revenue	\$ 3,177.7	\$3,118.2	\$ 260.6	\$ 211.0	\$ —	\$ 6,767.5
Intersegment revenue	2.9	1.7	—	2.2	(6.8)	—
Operating income (loss)	191.5	158.3	33.9	3.7	(25.8)	361.6
Adjustments to operating income ^(a)	(3.1)	(1.4)	—	—	—	(4.5)
Adjusted operating income (loss) ^(b)	188.4	156.9	33.9	3.7	(25.8)	357.1
Identifiable assets	1,030.4	2,110.4	248.9	108.0	129.5	3,627.2
Capital expenditures, net	95.1	47.8	18.6	2.7	0.1	164.3
Depreciation and amortization	85.8	70.5	11.7	3.5	—	171.5

(a) Management excludes these items when evaluating operating income and segment performance to better evaluate the results of our core operations. In 2006, adjustments included reorganization expenses, loss on sale of subsidiary and gains on property disposals. In 2005, adjustments included acquisition charges, executive severance and gains on property disposals. In 2004, adjustments included gains on property disposals.

[Table of Contents](#)

- (b) This measurement is used for internal management purposes and should not be construed as a better measurement than operating income as defined by generally accepted accounting principles.
- (c) In 2005, the segment information shown for Regional Transportation represented New Penn results for the fiscal year end and USF income statement and capital expenditure information from the date of acquisition May 24, through December 31, 2005 and identifiable assets as of December 31, 2005. In 2004, the segment information shown for Regional Transportation is only that of New Penn.
- (d) In 2005, the segment information shown for Meridian IQ includes the results of USF Logistics from the date of acquisition, May 24, through December 31, 2005 and identifiable assets as of December 31, 2005.

Earnings per Common Share

The Company presents both basic and diluted earnings per share (“EPS”) amounts. Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during the year. Diluted EPS is based upon the weighted average number of common and common equivalent shares outstanding during the year which is calculated using the treasury stock method for stock options and restricted stock units and assumes conversion of the Company’s convertible senior notes based on the related fiscal year financial data.

<u>(in thousands except per share data)</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Numerator:			
Net income for basic earnings per share	\$ 276,632	\$ 288,130	\$ 184,327
Interest expense on convertible senior notes (net of tax)	182	183	188
Net income for diluted earnings per share	<u>\$ 276,814</u>	<u>\$ 288,313</u>	<u>\$ 184,515</u>
Denominator:			
Weighted average number of common shares outstanding (basic)	57,361	54,358	48,149
Weighted average dilutive stock options and restricted stock	470	658	613
Assumed conversion of convertible senior notes	508	1,889	412
Weighted average number of common and common equivalent shares outstanding (diluted)	<u>58,339</u>	<u>56,905</u>	<u>49,174</u>
Basic earnings per share	<u>\$ 4.82</u>	<u>\$ 5.30</u>	<u>\$ 3.83</u>
Diluted earnings per share	<u>\$ 4.74</u>	<u>\$ 5.07</u>	<u>\$ 3.75</u>

The impacts of certain options were excluded from the calculation of diluted earnings per share because average exercise prices were greater than the average market price of common shares. In addition, the computation of the assumed conversion of the convertible senior notes includes inputs of the year-to-date average stock price relative to the stated conversion price. If this relationship is such that the year-to-date average stock price is less than the stated conversion price, the computed shares would be antidilutive under the treasury stock method. Data regarding any antidilutive securities is summarized below:

<u>(in thousands except per share data)</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Weighted average option shares outstanding	23	—	—
Weighted average exercise price	\$43.46	\$—	\$—
Antidilutive convertible senior note conversion shares	<u>348</u>	<u>—</u>	<u>411</u>

Common Stock Repurchase Program

In April 2006, our Board of Directors approved a stock repurchase program that authorized the Company to repurchase up to \$100 million of our common stock. During 2006, we repurchased approximately 0.5 million shares at a total cost of approximately \$20 million.

In September 2005, our Board of Directors approved a stock repurchase program that authorized the Company to repurchase up to \$50 million of our common stock. During 2005, we repurchased approximately 1.1 million shares at a total cost of approximately \$50 million.

Subsequent Events

In January 2007, we announced the consolidation of USF Reddaway and USF Bestway, two subsidiaries within our Regional Transportation segment. As part of the consolidation, we will no longer market the USF Bestway brand. We will incur restructuring charges in the first quarter of 2007 related to this event including the closure of certain terminals.

In January 2007, we announced organizational changes that bring the management of Yellow Transportation and Roadway under one organization established as YRC National Transportation. We will incur separation charges in the first quarter of 2007 related to these changes.

Condensed Consolidating Financial Statements

Guarantees of the Contingent Convertible Senior Notes

In August 2003, YRC Worldwide issued 5.0% contingent convertible senior notes due 2023. In November 2003, we issued 3.375% contingent convertible senior notes (the August and November issuances, collectively, may also be known as the “contingent convertible senior notes”) due 2023. In December 2004, we completed exchange offers pursuant to which holders of the contingent convertible senior notes could exchange their notes for an equal amount of new net share settled contingent convertible senior notes. Substantially all notes were exchanged as part of the exchange offers. In May 2005, we completed the private placement of \$150 million in aggregate principal amount of senior floating rate notes due 2008. In connection with the net share settled contingent convertible senior notes and the floating rate notes, the following 100% owned subsidiaries of YRC Worldwide have issued guarantees in favor of the holders of the net share settled contingent convertible senior notes and floating rate notes: Yellow Transportation, Inc., Mission Supply Company, Yellow Relocation Services, Inc., YRC Worldwide Technologies, Inc., Meridian IQ Inc., MIQ LLC (formerly Yellow GPS, LLC), Globe.com Lines, Inc., Roadway LLC, Roadway Next Day Corporation, Roadway Express, Inc., USF Holland and Regional Transportation (formerly known as USF Corporation). Each of the guarantees is full and unconditional and joint and several.

The summarized consolidating financial statements are presented in lieu of separate financial statements and other related disclosures of the subsidiary guarantors and issuer because management does not believe that separate financial statements and related disclosures would be material to investors. There are currently no significant restrictions on the ability of YRC Worldwide or any guarantor to obtain funds from its subsidiaries by dividend or loan.

The following represents summarized condensed consolidating financial information as of December 31, 2006 and 2005 with respect to the financial position and for the years ended December 31, 2006, 2005 and 2004 for results of operations and cash flows of YRC Worldwide and its subsidiaries. The Parent column presents the financial information of YRC Worldwide, the primary obligor of the contingent convertible senior notes and the floating rate notes. The Guarantor Subsidiaries column presents the financial information of all guarantor subsidiaries of the net share settled contingent convertible senior notes and the floating rate notes. The Non-Guarantor Subsidiaries column presents the financial information of all non-guarantor subsidiaries, including those subsidiaries that are governed by foreign laws, Yellow Roadway Receivables Funding Corporation, Yellow Receivables Corporation and Roadway Funding, Inc., the special-purpose entities that are or were associated with our ABS agreements.

Condensed Consolidating Balance Sheets

December 31, 2006 (in millions)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ 20	\$ 21	\$ 35	\$ —	\$ 76
Intercompany advances receivable	—	(68)	68	—	—
Accounts receivable, net	5	11	1,193	(18)	1,191
Prepaid expenses and other	22	193	109	—	324
Total current assets	47	157	1,405	(18)	1,591
Property and equipment	1	3,258	583	—	3,842
Less – accumulated depreciation	(1)	(1,461)	(110)	—	(1,572)
Net property and equipment	—	1,797	473	—	2,270
Investment in subsidiaries	3,372	254	5	(3,631)	—
Receivable from affiliate	(563)	426	137	—	—
Goodwill and other assets	262	1,869	310	(350)	2,091
Total assets	<u>\$ 3,118</u>	<u>\$ 4,503</u>	<u>\$ 2,330</u>	<u>\$ (3,999)</u>	<u>\$ 5,952</u>
Intercompany advances payable	\$ 402	\$ (548)	\$ 355	\$ (209)	\$ —
Accounts payable	15	321	71	(9)	398
Wages, vacations and employees' benefits	15	338	61	—	414
Claims and insurance accruals	—	50	140	—	190
Other current and accrued liabilities	18	85	31	—	134
Asset backed securitization borrowings	—	—	225	—	225
Total current liabilities	450	246	883	(218)	1,361
Payable to affiliate	(101)	28	223	(150)	—
Long-term debt, less current portion	550	508	—	—	1,058
Deferred income taxes, net	18	430	161	—	609
Pension and postretirement	350	—	—	—	350
Claims and other liabilities	12	38	332	—	382
Commitments and contingencies					
Shareholders' equity	1,839	3,253	731	(3,631)	2,192
Total liabilities and shareholders' equity	<u>\$ 3,118</u>	<u>\$ 4,503</u>	<u>\$ 2,330</u>	<u>\$ (3,999)</u>	<u>\$ 5,952</u>

Table of Contents

December 31, 2005

(in millions)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ 20	\$ 18	\$ 44	\$ —	\$ 82
Intercompany advances receivable	—	(71)	71	—	—
Accounts receivable, net	(61)	32	1,202	(9)	1,164
Prepaid expenses and other	7	135	90	—	232
Total current assets	(34)	114	1,407	(9)	1,478
Property and equipment	1	3,024	583	—	3,608
Less – accumulated depreciation	(1)	(1,341)	(60)	—	(1,402)
Net property and equipment	—	1,683	523	—	2,206
Investment in subsidiaries	3,037	7	—	(3,044)	—
Receivable from affiliate	(354)	356	(2)	—	—
Goodwill and other assets	265	1,933	363	(511)	2,050
Total assets	\$ 2,914	\$ 4,093	\$ 2,291	\$ (3,564)	\$ 5,734
Intercompany advances payable	\$ 405	\$ (574)	\$ 378	\$ (209)	\$ —
Accounts payable	10	314	70	—	394
Wages, vacations and employees' benefits	12	450	61	—	523
Claims and insurance accruals	—	110	134	(43)	201
Other current and accrued liabilities	5	141	26	—	172
Asset backed securitization borrowings	—	—	375	—	375
Total current liabilities	432	441	1,044	(252)	1,665
Payable to affiliate	(105)	(209)	464	(150)	—
Long-term debt, less current portion	595	518	—	—	1,113
Deferred income taxes, net	4	242	141	—	387
Pension and postretirement	13	237	8	—	258
Claims and other liabilities	13	259	168	(65)	375
Commitments and contingencies	—	—	—	—	—
Shareholders' equity	1,962	2,605	466	(3,097)	1,936
Total liabilities and shareholders' equity	\$ 2,914	\$ 4,093	\$ 2,291	\$ (3,564)	\$ 5,734

Condensed Consolidating Statements of Operations

For the year ended December 31, 2006

(in millions)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ 53	\$ 8,429	\$ 1,889	\$ (452)	\$ 9,919
Operating expenses:					
Salaries, wages and employees' benefits	38	4,848	931	(81)	5,736
Operating expenses and supplies	35	1,615	488	(319)	1,819
Purchased transportation	—	840	271	(20)	1,091
Depreciation and amortization	—	215	59	—	274
Other operating expenses	—	370	66	—	436
Gains on property disposals, net	—	(6)	(2)	—	(8)
Reorganization and acquisition charges	—	8	18	—	26
Total operating expenses	73	7,890	1,831	(420)	9,374
Operating income (loss)	(20)	539	58	(32)	545
Nonoperating (income) expenses:					
Interest expense	34	29	25	—	88
Other, net	20	150	(137)	(32)	1
Nonoperating (income) expenses, net	54	179	(112)	(32)	89
Income (loss) before income taxes	(74)	360	170	—	456
Income tax provision (benefit)	(6)	122	63	—	179
Net income (loss)	\$ (68)	\$ 238	\$ 107	\$ —	\$ 277

Table of Contents

For the year ended December 31, 2005
(in millions)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ 61	\$ 7,693	\$ 1,395	\$ (408)	\$ 8,741
Operating expenses:					
Salaries, wages and employees' benefits	48	4,454	649	(40)	5,111
Operating expenses and supplies	35	1,430	282	(309)	1,438
Purchased transportation	—	743	271	(23)	991
Depreciation and amortization	—	202	49	—	251
Other operating expenses	—	361	51	(6)	406
Gains on property disposals, net	—	(5)	—	—	(5)
Reorganization and acquisition charges	5	2	6	—	13
Total operating expenses	88	7,187	1,308	(378)	8,205
Operating income (loss)	(27)	506	87	(30)	536
Nonoperating (income) expenses:					
Interest expense	36	32	72	(77)	63
Other, net	(346)	180	(197)	364	1
Nonoperating (income) expenses, net	(310)	212	(125)	287	64
Income (loss) before income taxes	283	294	212	(317)	472
Income tax provision (benefit)	(1)	108	77	—	184
Net income (loss)	\$ 284	\$ 186	\$ 135	\$ (317)	\$ 288

For the year ended December 31, 2004
(in millions)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ 48	\$ 6,291	\$ 483	\$ (55)	\$ 6,767
Operating expenses:					
Salaries, wages and employees' benefits	37	3,900	235	—	4,172
Operating expenses and supplies	32	921	108	(49)	1,012
Purchased transportation	—	663	94	(4)	753
Depreciation and amortization	—	156	15	—	171
Other operating expenses	3	285	14	—	302
Gains on property disposals, net	—	(4)	(1)	—	(5)
Total operating expenses	72	5,921	465	(53)	6,405
Operating income (loss)	(24)	370	18	(2)	362
Nonoperating (income) expenses:					
Interest expense	28	72	33	(89)	44
Other, net	(1)	64	(130)	87	20
Nonoperating (income) expenses, net	27	136	(97)	(2)	64
Income (loss) before income taxes	(51)	234	115	—	298
Income tax provision (benefit)	(8)	81	41	—	114
Net income (loss)	\$ (43)	\$ 153	\$ 74	\$ —	\$ 184

Table of Contents

Condensed Consolidating Statements of Cash Flows

For the year ended December 31, 2006
(in millions)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash provided by (used in) operating activities	\$ (97)	\$ 154	\$ 475	\$ —	\$ 532
Investing activities:					
Acquisition of property and equipment	—	(325)	(53)	—	(378)
Proceeds from disposal of property and equipment	—	17	58	—	75
Acquisition of companies	(26)	—	—	—	(26)
Other	—	6	(6)	—	—
Net cash used in investing activities	(26)	(302)	(1)	—	(329)
Financing activities:					
ABS borrowings, net	—	—	(150)	—	(150)
Repayment of long-term debt	(45)	—	—	—	(45)
Treasury stock purchases	(20)	—	—	—	(20)
Proceeds from exercise of stock options	6	—	—	—	6
Intercompany advances / repayments	182	151	(333)	—	—
Net cash provided by (used in) financing activities	123	151	(483)	—	(209)
Net increase (decrease) in cash and cash equivalents	—	3	(9)	—	(6)
Cash and cash equivalents, beginning of year	20	18	44	—	82
Cash and cash equivalents, end of year	\$ 20	\$ 21	\$ 35	\$ —	\$ 76

For the year ended December 31, 2005
(in millions)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash provided by operating activities	\$ 52	\$ 242	\$ 193	\$ 11	\$ 498
Investing activities:					
Acquisition of property and equipment	—	(233)	(71)	—	(304)
Proceeds from disposal of property and equipment	—	35	13	—	48
Acquisition of companies	(821)	46	21	—	(754)
Investment in affiliate	(46)	—	—	—	(46)
Other	—	2	10	—	12
Net cash used in investing activities	(867)	(150)	(27)	—	(1,044)
Financing activities:					
ABS borrowings, net	—	—	375	—	375
Debt issuance costs	(4)	—	—	—	(4)
Issuance of long-term debt	195	(5)	—	—	190
Proceeds from exercise of stock options	11	—	—	—	11
Treasury stock purchases	(50)	—	—	—	(50)
Intercompany advances / repayments	601	(76)	(514)	(11)	—
Net cash provided by (used in) financing activities	753	(81)	(139)	(11)	522
Net increase (decrease) in cash and cash equivalents	(62)	11	27	—	(24)
Cash and cash equivalents, beginning of year	82	7	17	—	106
Cash and cash equivalents, end of year	\$ 20	\$ 18	\$ 44	\$ —	\$ 82

Table of Contents

For the year ended December 31, 2004
(in millions)

	<u>Parent</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating activities:					
Net cash provided by (used in) operating activities	\$ 63	\$ 450	\$ (78)	\$ —	\$ 435
Investing activities:					
Acquisition of property and equipment	—	(175)	(27)	—	(202)
Proceeds from disposal of property and equipment	—	34	4	—	38
Acquisition of companies	(10)	—	—	—	(10)
Other	4	—	—	—	4
Net cash used in investing activities	(6)	(141)	(23)	—	(170)
Financing activities:					
ABS borrowings, net	—	—	(72)	—	(72)
Debt issuance costs	(3)	—	—	—	(3)
Repayment of long-term debt	(179)	4	—	—	(175)
Proceeds from exercise of stock options	16	—	—	—	16
Intercompany advances / repayments	172	(326)	154	—	—
Net cash provided by (used in) financing activities	6	(322)	82	—	(234)
Net increase (decrease) in cash and cash equivalents	63	(13)	(19)	—	31
Cash and cash equivalents, beginning of year	19	20	36	—	75
Cash and cash equivalents, end of year	\$ 82	\$ 7	\$ 17	\$ —	\$ 106

[Table of Contents](#)

Guarantees of the Senior Notes Due 2008

In connection with the senior notes due 2008, assumed by virtue of the merger agreement, and in addition to the primary obligor, Roadway LLC, YRC Worldwide and its following 100% owned subsidiaries have issued guarantees in favor of the holders of the senior notes due 2008: Roadway Next Day Corporation, New Penn Motor Express, Inc., Roadway Express, Inc., Roadway Reverse Logistics, Inc. and Roadway Express International, Inc. Each of the guarantees is full and unconditional and joint and several.

The summarized consolidating financial statements are presented in lieu of separate financial statements and other related disclosures of the subsidiary guarantors and issuer because management does not believe that separate financial statements and related disclosures would be material to investors. There are currently no significant restrictions on the ability of YRC Worldwide or any guarantor subsidiary to obtain funds from its subsidiaries by dividend or loan.

The following represents summarized condensed consolidating financial information of YRC Worldwide and its subsidiaries as of December 31, 2006 and 2005 with respect to the financial position, and for the years ended December 31, 2006, 2005 and 2004 for results of operations and cash flows. The primary obligor column presents the financial information of Roadway LLC. The Guarantor Subsidiaries column presents the financial information of all guarantor subsidiaries of the senior notes due 2008 including YRC Worldwide, the holding company. The Non-Guarantor Subsidiaries column presents the financial information of all non-guarantor subsidiaries, including those subsidiaries that are governed by foreign laws and Yellow Roadway Receivables Funding Corporation, Yellow Receivables Corporation and Roadway Funding, Inc., the special-purpose entities that are or were associated with our ABS agreements.

Condensed Consolidating Balance Sheets

December 31, 2006 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ 38	\$ 38	\$ —	\$ 76
Intercompany advances receivable	—	(14)	14	—	—
Accounts receivable, net	—	(20)	1,222	(11)	1,191
Prepaid expenses and other	(2)	83	243	—	324
Total current assets	(2)	87	1,517	(11)	1,591
Property and equipment	—	1,019	2,823	—	3,842
Less – accumulated depreciation	—	(199)	(1,373)	—	(1,572)
Net property and equipment	—	820	1,450	—	2,270
Investment in subsidiaries	—	3,377	208	(3,585)	—
Receivable from affiliate	155	(552)	397	—	—
Goodwill and other assets	651	1,257	1,033	(850)	2,091
Total assets	<u>\$ 804</u>	<u>\$ 4,989</u>	<u>\$ 4,605</u>	<u>\$ (4,446)</u>	<u>\$ 5,952</u>
Intercompany advances payable	\$ —	\$ 87	\$ 122	\$ (209)	\$ —
Accounts payable	—	114	286	(2)	398
Wages, vacations and employees' benefits	—	165	249	—	414
Claims and insurance accruals	—	22	168	—	190
Other current and accrued liabilities	2	54	78	—	134
Asset backed securitization borrowings	—	—	225	—	225
Total current liabilities	2	442	1,128	(211)	1,361
Payable to affiliate	—	549	101	(650)	—
Long-term debt, less current portion	234	550	274	—	1,058
Deferred income taxes, net	(5)	234	380	—	609
Pension and postretirement	—	350	—	—	350
Claims and other liabilities	—	26	356	—	382
Commitments and contingencies					
Shareholders' equity	573	2,838	2,366	(3,585)	2,192
Total liabilities and shareholders' equity	<u>\$ 804</u>	<u>\$ 4,989</u>	<u>\$ 4,605</u>	<u>\$ (4,446)</u>	<u>\$ 5,952</u>

Table of Contents

December 31, 2005 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ 34	\$ 48	\$ —	\$ 82
Intercompany advances receivable	—	(22)	22	—	—
Accounts receivable, net	—	(81)	1,254	(9)	1,164
Prepaid expenses and other	1	56	175	—	232
Total current assets	1	(13)	1,499	(9)	1,478
Property and equipment	—	914	2,694	—	3,608
Less – accumulated depreciation	—	(130)	(1,272)	—	(1,402)
Net property and equipment	—	784	1,422	—	2,206
Investment in subsidiaries	—	3,037	7	(3,044)	—
Receivable from affiliate	126	(305)	179	—	—
Goodwill and other assets	656	1,278	980	(864)	2,050
Total assets	\$ 783	\$ 4,781	\$ 4,087	\$ (3,917)	\$ 5,734
Intercompany advances payable	\$ —	\$ 111	\$ 98	\$ (209)	\$ —
Accounts payable	—	113	281	—	394
Wages, vacations and employees' benefits	—	226	297	—	523
Claims and insurance accruals	—	43	158	—	201
Other current and accrued liabilities	1	25	146	—	172
Asset backed securitization borrowings	—	—	375	—	375
Total current liabilities	1	518	1,355	(209)	1,665
Payable to affiliate	—	545	105	(650)	—
Long-term debt, less current portion	239	595	279	—	1,113
Deferred income taxes, net	(7)	199	195	—	387
Pension and postretirement	—	189	69	—	258
Claims and other liabilities	—	87	288	—	375
Commitments and contingencies	—	—	—	—	—
Shareholders' equity	550	2,648	1,796	(3,058)	1,936
Total liabilities and shareholders' equity	\$ 783	\$ 4,781	\$ 4,087	\$ (3,917)	\$ 5,734

Condensed Consolidated Statements of Operations

For the year ended December 31, 2006 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ —	\$ 3,611	\$ 6,761	\$ (453)	\$ 9,919
Operating expenses:					
Salaries, wages and employees' benefits	—	2,083	3,734	(81)	5,736
Operating expenses and supplies	—	667	1,458	(306)	1,819
Purchased transportation	—	377	748	(34)	1,091
Depreciation and amortization	—	89	185	—	274
Other operating expenses	—	156	280	—	436
Gains on property disposals, net	—	(6)	(2)	—	(8)
Reorganization and acquisition charges	—	2	24	—	26
Total operating expenses	—	3,368	6,427	(421)	9,374
Operating income (loss)	—	243	334	(32)	545
Nonoperating (income) expenses:					
Interest expense	14	34	40	—	88
Other, net	(51)	124	(40)	(32)	1
Nonoperating (income) expenses, net	(37)	158	—	(32)	89
Income before income taxes	37	85	334	—	456
Income tax provision	14	53	112	—	179
Net income	\$ 23	\$ 32	\$ 222	\$ —	\$ 277

Table of Contents

For the year ended December 31, 2005 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ —	\$ 3,502	\$ 5,579	\$ (340)	\$ 8,741
Operating expenses:					
Salaries, wages and employees' benefits	—	2,085	3,040	(14)	5,111
Operating expenses and supplies	—	632	1,088	(282)	1,438
Purchased transportation	—	341	663	(13)	991
Depreciation and amortization	—	84	167	—	251
Other operating expenses	—	141	265	—	406
Losses (gains) on property disposals, net	—	1	(6)	—	(5)
Reorganization and acquisition charges	—	5	8	—	13
Total operating expenses	—	3,289	5,225	(309)	8,205
Operating income (loss)	—	213	354	(31)	536
Nonoperating (income) expenses:					
Interest expense	14	88	82	(121)	63
Other, net	(53)	(256)	(98)	408	1
Nonoperating (income) expenses, net	(39)	(168)	(16)	287	64
Income (loss) before income taxes	39	381	370	(318)	472
Income tax provision	14	34	136	—	184
Net income (loss)	\$ 25	\$ 347	\$ 234	\$ (318)	\$ 288
For the year ended December 31, 2004 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ —	\$ 3,229	\$ 3,539	\$ (1)	\$ 6,767
Operating expenses:					
Salaries, wages and employees' benefits	—	2,082	2,090	—	4,172
Operating expenses and supplies	—	465	548	(1)	1,012
Purchased transportation	—	306	447	—	753
Depreciation and amortization	—	79	92	—	171
Other operating expenses	—	143	159	—	302
Gains on property disposals, net	—	(1)	(4)	—	(5)
Total operating expenses	—	3,074	3,332	(1)	6,405
Operating income	—	155	207	—	362
Nonoperating (income) expenses:					
Interest expense	14	46	38	(54)	44
Other, net	(53)	65	(46)	54	20
Nonoperating (income) expenses, net	(39)	111	(8)	—	64
Income before income taxes	39	44	215	—	298
Income tax provision	15	24	75	—	114
Net income	\$ 24	\$ 20	\$ 140	\$ —	\$ 184

Table of Contents

Condensed Consolidating Statements of Cash Flows

For the year ended December 31, 2006 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash provided by (used in) operating activities	\$ 23	\$ (13)	\$ 530	\$ (8)	\$ 532
Investing activities:					
Acquisition of property and equipment	—	(128)	(250)	—	(378)
Proceeds from disposal of property and equipment	—	23	52	—	75
Acquisition of companies	—	(26)	—	—	(26)
Other	4	—	(4)	—	—
Net cash provided by (used in) investing activities	4	(131)	(202)	—	(329)
Financing activities:					
ABS borrowings, net	—	—	(150)	—	(150)
Repayment of long-term debt	—	(45)	—	—	(45)
Treasury stock purchases	—	(20)	—	—	(20)
Proceeds from exercise of stock options	—	6	—	—	6
Intercompany advances / repayments	(27)	207	(188)	8	—
Net cash provided by (used in) financing activities	(27)	148	(338)	8	(209)
Net increase (decrease) in cash and cash equivalents	—	4	(10)	—	(6)
Cash and cash equivalents, beginning of year	—	34	48	—	82
Cash and cash equivalents, end of year	\$ —	\$ 38	\$ 38	\$ —	\$ 76
For the year ended December 31, 2005 (in millions)					
	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash provided by (used in) operating activities	\$ 50	\$ 91	\$ 360	\$ (3)	\$ 498
Investing activities:					
Acquisition of property and equipment	—	(84)	(220)	—	(304)
Proceeds from disposal of property and equipment	—	16	32	—	48
Acquisition of companies	—	(819)	65	—	(754)
Investment in affiliate	—	(46)	—	—	(46)
Other	—	—	12	—	12
Net cash used in investing activities	—	(933)	(111)	—	(1,044)
Financing activities:					
ABS borrowings, net	—	—	375	—	375
Debt issuance costs	—	(4)	—	—	(4)
Issuance (repayment) of long-term debt	—	195	(5)	—	190
Proceeds from exercise of stock options	—	11	—	—	11
Treasury stock purchases	—	(50)	—	—	(50)
Intercompany advances / repayments	(50)	635	(588)	3	—
Net cash provided by (used in) financing activities	(50)	787	(218)	3	522
Net increase (decrease) in cash and cash equivalents	—	(55)	31	—	(24)
Cash and cash equivalents, beginning of year	—	89	17	—	106
Cash and cash equivalents, end of year	\$ —	\$ 34	\$ 48	\$ —	\$ 82

[Table of Contents](#)

For the year ended December 31, 2004
(in millions)

	<u>Primary Obligor</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating activities:					
Net cash provided by operating activities	\$ 34	\$ 198	\$ 203	\$ —	\$ 435
Investing activities:					
Acquisition of property and equipment	—	(92)	(110)	—	(202)
Proceeds from disposal of property and equipment	—	28	10	—	38
Acquisition of companies	—	(10)	—	—	(10)
Other	4	—	—	—	4
Net cash provided by (used in) investing activities	4	(74)	(100)	—	(170)
Financing activities:					
ABS borrowings, net	—	—	(72)	—	(72)
Debt issuance costs	—	(3)	—	—	(3)
Repayment of long-term debt	—	(175)	—	—	(175)
Proceeds from exercise of stock options	—	16	—	—	16
Intercompany advances / repayments	(38)	65	(27)	—	—
Net cash used in financing activities	(38)	(97)	(99)	—	(234)
Net increase in cash and cash equivalents	—	27	4	—	31
Cash and cash equivalents, beginning of year	—	62	13	—	75
Cash and cash equivalents, end of year	\$ —	\$ 89	\$ 17	\$ —	\$ 106

[Table of Contents](#)

Guarantees of the Senior Notes Due 2009 and 2010

In connection with the senior notes due 2009 and 2010 that YRC Worldwide assumed by virtue of its merger with USF, and in addition to the primary obligor, USF, YRC Worldwide and its following 100% owned subsidiaries have issued guarantees in favor of the holders of the senior notes due 2009 and 2010: USF Sales Corporation, USF Holland Inc., USF Bestway Inc., USF Bestway Leasing Inc., USF Reddaway Inc., USF Glen Moore Inc., Meridian IQ Services Inc. (formerly USF Distribution Services Inc.) and IMUA Handling Corporation. Each of the guarantees is full and unconditional and joint and several.

The summarized consolidating financial statements are presented in lieu of separate financial statements and other related disclosures of the subsidiary guarantors and issuer because management does not believe that such separate financial statements and related disclosures would be material to investors. There are currently no significant restrictions on the ability of YRC Worldwide or any guarantor subsidiary to obtain funds from its subsidiaries by dividend or loan.

The following represents summarized condensed consolidating financial information of YRC Worldwide and its subsidiaries as of December 31, 2006 and 2005 with respect to the financial position and for the years ended December 31, 2006 and 2005 for results of operations and cash flows. The Condensed Consolidating Statements of Operations and Condensed Consolidating Statement of Cash Flows for 2005 contain USF information from the date of acquisition (May 24) through December 31. The primary obligor column presents the financial information of USF Corporation. The Guarantor Subsidiaries column presents the financial information of all guarantor subsidiaries of the senior notes due 2009 and 2010 including YRC Worldwide, the holding company. The Non-Guarantor Subsidiaries column presents the financial information of all non-guarantor subsidiaries, including those subsidiaries that are governed by foreign laws and Yellow Roadway Receivables Funding Corporation, Yellow Receivables Corporation and Roadway Funding, Inc., the special-purpose entities that are or were associated with our ABS agreements.

Condensed Consolidating Balance Sheets

December 31, 2006 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ 23	\$ 53	\$ —	\$ 76
Intercompany advances receivable	—	(10)	10	—	—
Accounts receivable, net	—	1	1,192	(2)	1,191
Prepaid expenses and other	(17)	96	245	—	324
Total current assets	(17)	110	1,500	(2)	1,591
Property and equipment	2	836	3,004	—	3,842
Less – accumulated depreciation	(1)	(115)	(1,456)	—	(1,572)
Net property and equipment	1	721	1,548	—	2,270
Investment in subsidiaries	247	3,373	6	(3,626)	—
Receivable from affiliate	399	(714)	315	—	—
Goodwill and other assets	809	380	1,252	(350)	2,091
Total assets	<u>\$1,439</u>	<u>\$ 3,870</u>	<u>\$ 4,621</u>	<u>\$ (3,978)</u>	<u>\$ 5,952</u>
Intercompany advances payable	\$ —	\$ 193	\$ 7	\$ (200)	\$ —
Accounts payable	3	97	300	(2)	398
Wages, vacations and employees' benefits	(1)	105	310	—	414
Claims and insurance accruals	—	16	174	—	190
Other current and accrued liabilities	6	39	89	—	134
Asset backed securitization borrowings	—	—	225	—	225
Total current liabilities	8	450	1,105	(202)	1,361
Payable to affiliate	—	(29)	179	(150)	—
Long-term debt, less current portion	265	550	243	—	1,058
Deferred income taxes, net	80	117	412	—	609
Pension and postretirement	—	350	—	—	350
Claims and other liabilities	1	45	336	—	382
Commitments and contingencies	—	—	—	—	—
Shareholders' equity	1,085	2,387	2,346	(3,626)	2,192
Total liabilities and shareholders' equity	<u>\$1,439</u>	<u>\$ 3,870</u>	<u>\$ 4,621</u>	<u>\$ (3,978)</u>	<u>\$ 5,952</u>

Table of Contents

December 31, 2005 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ 42	\$ 40	\$ —	\$ 82
Intercompany advances receivable	—	—	—	—	—
Accounts receivable, net	1	(20)	1,183	—	1,164
Prepaid expenses and other	(7)	59	180	—	232
Total current assets	(6)	81	1,403	—	1,478
Property and equipment	2	792	2,814	—	3,608
Less – accumulated depreciation	(1)	(50)	(1,351)	—	(1,402)
Net property and equipment	1	742	1,463	—	2,206
Investment in subsidiaries	—	3,038	7	(3,045)	—
Receivable from affiliate	166	(359)	193	—	—
Goodwill and other assets	834	354	1,222	(360)	2,050
Total assets	\$ 995	\$ 3,856	\$ 4,288	\$ (3,405)	\$ 5,734
Intercompany advances payable	\$ —	\$ 211	\$ (11)	\$ (200)	\$ —
Accounts payable	—	87	307	—	394
Wages, vacations and employees' benefits	(1)	102	422	—	523
Claims and insurance accruals	(6)	77	173	(43)	201
Other current and accrued liabilities	52	55	65	—	172
Asset backed securitization borrowings	—	—	375	—	375
Total current liabilities	45	532	1,331	(243)	1,665
Payable to affiliate	(314)	184	130	—	—
Long-term debt, less current portion	269	595	249	—	1,113
Deferred income taxes, net	(84)	120	351	—	387
Pension and postretirement	—	13	245	—	258
Claims and other liabilities	109	17	314	(65)	375
Commitments and contingencies	—	—	—	—	—
Shareholders' equity	970	2,395	1,668	(3,097)	1,936
Total liabilities and shareholders' equity	\$ 995	\$ 3,856	\$ 4,288	\$ (3,405)	\$ 5,734

Condensed Consolidating Statements of Operations

For the year ended December 31, 2006 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ 22	\$ 2,440	\$ 7,913	\$ (456)	\$ 9,919
Operating expenses:					
Salaries, wages and employees' benefits	8	1,381	4,428	(81)	5,736
Operating expenses and supplies	6	624	1,508	(319)	1,819
Purchased transportation	—	137	978	(24)	1,091
Depreciation and amortization	8	72	194	—	274
Other operating expenses	—	115	321	—	436
Gains on property disposals, net	—	(2)	(6)	—	(8)
Reorganization and acquisition charges	—	1	25	—	26
Total operating expenses	22	2,328	7,448	(424)	9,374
Operating income (loss)	—	112	465	(32)	545
Nonoperating (income) expenses:					
Interest expense	15	34	39	—	88
Other, net	(24)	100	(43)	(32)	1
Nonoperating (income) expenses, net	(9)	134	(4)	(32)	89
Income (loss) before income taxes	9	(22)	469	—	456
Income tax provision	3	13	163	—	179
Net income (loss)	\$ 6	\$ (35)	\$ 306	\$ —	\$ 277

Table of Contents

For the year ended December 31, 2005 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ 51	\$ 1,523	\$ 7,575	\$ (408)	\$ 8,741
Operating expenses:					
Salaries, wages and employees' benefits	8	871	4,273	(41)	5,111
Operating expenses and supplies	7	341	1,400	(310)	1,438
Purchased transportation	—	141	873	(23)	991
Depreciation and amortization	5	53	193	—	251
Other operating expenses	27	79	306	(6)	406
Losses (gains) on property disposals, net	—	1	(6)	—	(5)
Reorganization and acquisition charges	2	11	—	—	13
Total operating expenses	49	1,497	7,039	(380)	8,205
Operating income (loss)	2	26	536	(28)	536
Nonoperating (income) expenses:					
Interest expense	9	43	88	(77)	63
Other, net	(20)	(321)	(21)	363	1
Nonoperating (income) expenses, net	(11)	(278)	67	286	64
Income (loss) before income taxes	13	304	469	(314)	472
Income tax provision	2	5	177	—	184
Net income (loss)	\$ 11	\$ 299	\$ 292	\$ (314)	\$ 288

Condensed Consolidating Statements of Cash Flows

For the year ended December 31, 2006 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash (used in) provided by operating activities	\$ (71)	\$ 93	\$ 510	\$ —	\$ 532
Investing activities:					
Acquisition of property and equipment	—	(94)	(284)	—	(378)
Proceeds from disposal of property and equipment	1	30	44	—	75
Acquisition of companies	—	(26)	—	—	(26)
Net cash provided by (used in) investing activities	1	(90)	(240)	—	(329)
Financing activities:					
ABS borrowings, net	—	—	(150)	—	(150)
Repayment of long-term debt	—	(45)	—	—	(45)
Treasury stock purchases	—	(20)	—	—	(20)
Proceeds from exercise of stock options	—	6	—	—	6
Intercompany advances / repayments	70	37	(107)	—	—
Net cash provided by (used in) financing activities	70	(22)	(257)	—	(209)
Net increase (decrease) in cash and cash equivalents	—	(19)	13	—	(6)
Cash and cash equivalents, beginning of year	—	42	40	—	82
Cash and cash equivalents, end of year	\$ —	\$ 23	\$ 53	\$ —	\$ 76

[Table of Contents](#)

For the year ended December 31, 2005
(in millions)

	<u>Primary Obligor</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating activities:					
Net cash provided by (used in) operating activities	\$ (38)	\$ 208	\$ 317	\$ 11	\$ 498
Investing activities:					
Acquisition of property and equipment	—	(89)	(215)	—	(304)
Proceeds from disposal of property and equipment	1	15	32	—	48
Acquisition of companies	43	(824)	27	—	(754)
Investment in affiliate	—	(46)	—	—	(46)
Other	2	—	10	—	12
Net cash provided by (used in) investing activities	46	(944)	(146)	—	(1,044)
Financing activities:					
ABS borrowings, net	—	—	375	—	375
Debt issuance costs	—	(4)	—	—	(4)
Repayment of long-term debt	—	195	(5)	—	190
Proceeds from exercise of stock options	—	11	—	—	11
Treasury stock purchases	—	(50)	—	—	(50)
Intercompany advances / repayments	(8)	544	(525)	(11)	—
Net cash provided by (used in) financing activities	(8)	696	(155)	(11)	522
Net increase (decrease) in cash and cash equivalents	—	(40)	16	—	(24)
Cash and cash equivalents, beginning of year	—	82	24	—	106
Cash and cash equivalents, end of year	\$ —	\$ 42	\$ 40	\$ —	\$ 82

[Table of Contents](#)

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

YRC Worldwide Inc.:

We have audited the accompanying consolidated balance sheets of YRC Worldwide Inc. and subsidiaries (formerly, Yellow Roadway Corporation) (the Company) as of December 31, 2006 and 2005, and the related statements of consolidated operations, cash flow, shareholders' equity, and comprehensive income for each of the years in the three-year period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2006, in conformity with U.S. generally accepted accounting principles.

As discussed in the notes to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*, and SFAS No. 123(R), *Share-Based Payment*, during the year ended December 31, 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 1, 2007, expressed an unqualified opinion on management's assessment of, and the effective operation of, internal control over financial reporting.

/s/ KPMG LLP

Kansas City, Missouri

March 1, 2007

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
YRC Worldwide Inc.:

We have audited management's assessment, included in the accompanying *Management's Report on Internal Control Over Financial Reporting*, that YRC Worldwide Inc. and subsidiaries (formerly, Yellow Roadway Corporation) (the Company) maintained effective internal control over financial reporting as of December 31, 2006 based on criteria established in *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). YRC Worldwide Inc. management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006 is fairly stated, in all material respects, based on criteria established in *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006 based on criteria established in *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2006 and 2005, and the related statements of consolidated operations, cash flows, shareholders' equity, and comprehensive income for each of the years in the three-year period ended December 31, 2006, and our report dated March 1, 2007 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Kansas City, Missouri
March 1, 2007

[Table of Contents](#)

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

During the years ended December 31, 2006 and 2005, there were no disagreements with KPMG LLP on any matter of accounting principle or practice, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of KPMG LLP, would have caused them to make reference to the subject matter of the disagreement in connection with the audit reports on our consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain a rigorous set of disclosure controls and procedures designed to ensure that information required to be disclosed in our filings under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Our principal executive and financial officers have evaluated our disclosure controls and procedures as of the end of the period covered by this report and have determined that the Company's disclosure controls and procedures are effective.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over the Company's financial reporting, which is designed to provide reasonable assurance regarding the preparation of reliable published consolidated financial statements.

The Company's management assessed the effectiveness of the Company's system of internal control over financial reporting as of December 31, 2006. In making this assessment, the Company's management used the criteria for effective internal control over financial reporting described in "Internal Control – Integrated Framework" that the Committee of Sponsoring Organizations of the Treadway Commission issued.

Based on its assessment using those criteria, management concluded that, as of December 31, 2006, the Company's system of internal control over financial reporting was effective.

KPMG LLP, the registered independent public accounting firm that audited our December 31, 2006 consolidated financial statements, has issued an audit report on management's assessment of the Company's system of internal control over financial reporting. The KPMG LLP audit report is included herein.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2006 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

[Table of Contents](#)

PART III

Item 10. Directors and Executive Officers of the Registrant

The information required by this item relating to our directors and nominees, and compliance with Section 16(a) of the Securities Act of 1934 is included under the captions “Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our Proxy Statement related to the 2007 Annual Meeting of Shareholders and is incorporated herein by reference.

The following are our executive officers as of March 1, 2007:

<u>Name</u>	<u>Age</u>	<u>Position(s) Held</u>
William D. Zollars	59	Chairman of the Board, President and Chief Executive Officer of YRC Worldwide (since November 1999); President of Yellow Transportation (1996 – 1999); Senior Vice President of Ryder Integrated Logistics, Inc. (1994 – 1996).
Donald G. Barger, Jr.	64	Executive Vice President and Chief Financial Officer of YRC Worldwide (since November 2000); Vice President and Chief Financial Officer of Hillenbrand Industries, Inc. (1998 – 2000); Vice President and Chief Financial Officer of Worthington Industries (1993 – 1998).
Daniel J. Churay	44	Executive Vice President, General Counsel and Secretary of YRC Worldwide (since September 2002); Senior Counsel, Fulbright & Jaworski L.L.P. (2002); Deputy General Counsel and Assistant Secretary of Baker Hughes Incorporated (1998 – 2002).
James D. Staley	56	President of YRC Regional Transportation (since May 2005); President and Chief Executive Officer of Roadway LLC (December 2004 – May 2005); President and Chief Executive Officer of Roadway Corporation (2004); President and Chief Operating Officer of Roadway (1998 – 2004); Vice President – Operations of Roadway (1993 – 1998).
Michael J. Smid	51	President of YRC National Transportation (since January 2007); President and Chief Executive Officer of Roadway Express, Inc (September 2005 – January 2007); President and Chief Integration Officer of YRC Worldwide Enterprise Services (January 2004 – September 2005); Executive Vice President and Chief Administrative Officer of Yellow Transportation (2000 – 2004).
Steven T. Yamasaki	52	Executive Vice President – Human Resources of YRC Worldwide (since May 2004); Senior Vice President – Human Resources of ConAgra Foods, Inc. (2004); Vice President – Human Resources of Honeywell International (1997 – 2004).
Paul F. Liljegren	52	Vice President, Controller and Chief Accounting Officer of YRC Worldwide (since September 2005); Vice President, Risk and Assurance of YRC Worldwide (2004 – 2005); Corporate Treasurer of Butler Manufacturing Company (1998 – 2004); Vice President, Finance for a division of Butler Manufacturing Company (1991 – 1998).

The terms of each YRC Worldwide officer designated above are scheduled to expire at the Board of Directors’ meeting immediately following our Annual Meeting of Shareholders. The terms of each officer of our subsidiary companies are scheduled to expire on the date of the next annual meeting of shareholders of that company or until the officer’s successor is elected or otherwise qualified or until the Board of Directors otherwise removes the officer. No family relationships exist among any of the executive officers named above.

We have adopted a written Code of Conduct that applies to all of our directors, officers and employees, including our principal executive officer and senior financial officers. It is available under “Board Committee Charters & Code of Conduct” on our website

Table of Contents

located at www.yrcw.com, or a copy may be obtained without charge by contacting the Company's investor relations representative by telephone at (913) 696 6100 or by mail at YRC Worldwide Inc., Attention: Investor Relations, 10990 Roe Avenue, Overland Park, KS 66211.

Item 11. Executive Compensation

The information that this item requires is included under the caption "Executive Compensation" in our Proxy Statement related to the 2007 Annual Meeting of Shareholders and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information that this item requires relating to security ownership of certain beneficial owners and management and securities authorized for issuance under equity compensation plans is included under the captions "Amount and Nature of Beneficial Ownership" and "Equity Compensation Plan Information" in our Proxy Statement related to the 2007 Annual Meeting of Shareholders and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions

None.

Item 14. Principal Accountant Fees and Services

The information that this item requires is included under the caption "Audit/Ethics Committee Report" in our Proxy Statement related to the 2007 Annual Meeting of Shareholders and is incorporated herein by reference.

[Table of Contents](#)

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) (1) Financial Statement Schedule

[Report of Independent Registered Public Accounting Firm on Financial Statement Schedule](#)

Pages
95

[For the years ended December 31, 2006, 2005 and 2004: Schedule II - Valuation and Qualifying Accounts](#)

96

Schedules other than those listed are omitted for the reason that they are not required or are not applicable.

(a) (2) Exhibits

Form 10-K Exhibits

- 3.1 Certificate of Incorporation of the company (incorporated by reference to Exhibit 3.1 to Annual Report on Form 10-K for the year ended December 31, 2002, Reg. No. 000-12255).
- 3.2 Certificate of Amendment to the Certificate of Incorporation of the company changing the name of the company to Yellow Roadway Corporation (incorporated by reference to Exhibit 4.2 to Registration Statement on Form S-8, SEC File No. 333-111499).
- 3.3 Certificate of Ownership and Merger, merging YRC Worldwide Inc. into Yellow Roadway Corporation, effecting a name change to YRC Worldwide Inc. (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, filed on January 3, 2006, Reg. No. 000-12255).
- 3.4 Bylaws of the company (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed on December 19, 2006, Reg. No. 000-12255).
- 4.1 Certificate of Incorporation of the company (incorporated by reference to Exhibit 3.1 to this Annual Report on Form 10-K), as amended by Certificate of Amendment to the Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to this Annual Report on Form 10-K), and Certificate of Ownership and Merger (incorporated by reference to Exhibit 3.3 to this Annual Report on Form 10-K).
- 4.2 Bylaws (incorporated by reference to Exhibit 3.4 to this Annual Report on Form 10-K).
- 4.3 Indenture (including form of note) dated August 8, 2003 among Yellow Roadway 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 by reference to Exhibit 4.5 to Registration Statement on Form S-4, filed on August 19, 2003, Reg. No. 333-108081).
- 4.4 Supplemental Indenture, dated as of December 11, 2003, among Roadway LLC, as successor obligor, YRC Worldwide, Inc., as a Guarantor, and SunTrust Bank, as Trustee, supplementing the Indenture, dated as of November 30, 2001 for the Roadway Corporation 8 1/4% Senior Notes due December 1, 2008 (incorporated by reference to Exhibit 4.8 to the Annual Report on Form 10-K for the year ended December 31, 2003, Reg. No. 000-1225).
- 4.5 Indenture (including form of note) dated November 25, 2003 among Yellow Roadway 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 by reference to Exhibit 4.7 to Registration Statement on Form S-8, filed on December 23, 2003, Reg. No. 333-111499).
- 4.6 Supplemental Indenture, dated as of June 27, 2005, among Yellow Roadway Corporation as New Guarantor, USF Corporation, the Existing Guarantor Subsidiaries under the indenture and J.P. Morgan Trust Company, National Association as Trustee, supplementing the Indenture, dated as of May 5, 1999 (as supplemented and in effect as of the date of the Supplemental Indenture), for the USF Corporation (formerly USFreightways Corporation) 6 1/2% Guaranteed Notes due May 1, 2009 and USF Corporation (formerly USFreightways Corporation) 8 1/2% Guaranteed Notes due April 15, 2010 (incorporated by reference to Exhibit 4.6 to the Annual Report on Form 10-K for the year ended December 31, 2006, Reg. No. 000-1225).
- 4.7 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 by reference to Exhibit 4.9 to Registration Statement on Form S-8, filed on December 23, 2003, Reg. No. 333-111499).
- 4.8 Indenture (including form of note) dated December 31, 2004, among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation's 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 (incorporated by reference to Exhibit 4.7 to Amendment No. 1 to Registration Statement on Form S-4/A, filed on November 30, 2004, Reg. No. 333-119990).

Table of Contents

- 4.9 Indenture (including form of note) dated December 31, 2004, among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation's 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (incorporated by reference to Exhibit 4.8 to Amendment No. 1 to Registration Statement on Form S-4/A, filed on November 30, 2004, Reg. No. 333-119990).
- 4.10 Indenture, dated as of May 5, 1999, among USFreightways Corporation, the Guarantors named therein and NBD Bank, as trustee (incorporated by reference to Exhibit 4.11 to Registration Statement on Form S-4, filed on June 21, 2005, Reg. No. 333-126006).
- 4.11 Form of 6 1/2% Guaranteed Note due May 1, 2009 issued by USFreightways Corporation (incorporated by reference to Exhibit 4.12 to Registration Statement on Form S-4, filed on June 21, 2005, Reg. No. 333-26006).
- 4.12 Form of 8 1/2% Guaranteed Note due April 15, 2010 issued by USFreightways Corporation (incorporated by reference to Exhibit 4.13 to Registration Statement on Form S-4, filed on June 21, 2005, Reg. No. 333-26006).
- 4.13 Indenture relating to the Senior Floating Rate Notes due 2008, dated as of May 24, 2005, among Yellow Roadway Corporation, certain subsidiary guarantors and SunTrust Bank, as Trustee (including form of note) (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K, filed on May 26, 2005, Reg. No. 000-12255).
- 4.14 Registration Rights Agreement relating to the Senior Floating Rate Notes due 2008, dated as of May 24, 2005, among Yellow Roadway Corporation, certain subsidiary guarantors and Credit Suisse First Boston LLC, as representative of the initial purchasers (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K, filed on May 26, 2005).
- 10.1 Amended and Restated Credit Agreement, dated as of May 19, 2005, among the Company; the Canadian Borrowers and UK Borrowers party thereto; various lenders party to the Credit Agreement; Bank of America, N.A. and SunTrust Bank, as Syndication Agents; U.S. Bank National Association and Wachovia Bank, National Association, as Documentation Agents; JPMorgan Chase Bank, Toronto Branch, as Canadian Agent; J.P. Morgan Europe Limited, as UK Agent; and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, filed on May 20, 2005, Reg. No. 000-12255).
- 10.2 Master Separation and Distribution Agreement dated as of September 30, 2002, between Yellow Roadway Corporation and SCS Transportation, Inc. (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, Reg. No. 000-12255).
- 10.3 Tax Indemnification and Allocation Agreement dated as of September 30, 2002, between Yellow Roadway Corporation and SCS Transportation, Inc. (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, Reg. No. 000-12255).
- 10.4 Second Amended and Restated Receivables Purchase Agreement, dated as of May 24, 2005, among Yellow Roadway Receivables Funding Corporation, as Seller; Falcon Asset Securitization Corporation, Blue Ridge Asset Funding Corporation, Three Pillars Funding LLC and Amsterdam Funding Corporation, as Conduits; various financial institutions party to the Agreement, as Committed Purchasers; USF Assurance Co. Ltd., individually and as an agent for itself as an uncommitted purchaser; Wachovia Bank, National Association, as Blue Ridge Agent and LC Issuer, SunTrust Capital Markets, Inc. as Three Pillars Agent; ABN Amro Bank N.V., as Amsterdam Agent; and JPMorgan Chase Bank, N.A., as Falcon Agent and Administrative Agent (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, filed on May 26, 2005, Reg. No. 000-12255).
- 10.5 Omnibus Amendment No. 1 [Amendment No. 1 to Amended and Restated Receivables Sale Agreement and Amendment No. 1 to Second Amended and Restated Receivables Purchase Agreement], as of May 19, 2006, among Yellow Transportation, Inc., Roadway Express, Inc., USF Reddaway Inc. and USF Holland Inc., as Originators; Yellow Roadway Receivables Funding Corporation, as Seller; JPMorgan Chase Bank, N.A., SunTrust Bank, Wachovia Bank, National Association, and ABN AMRO Bank, N.V., as Committed Purchaser, Falcon Asset Securitization Corporation, Three Pillars Funding LLC, Variable Funding Capital Company LLC (as assignee of Blue Ridge Asset Funding Corporation) and Amsterdam Funding Corporation, as Conduits; YRC Assurance Co. Ltd., as Co-Agent; Wachovia Bank, National Association, as LC Issuer; SunTrust Capital Markets, Inc., Wachovia Bank, National Association, ABN AMRO Bank, N.A., and JPMorgan Chase Bank, N.A., as Co-Agents; and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, filed on May 22, 2006, Reg. No. 000-12255).
- 10.6 Employment Agreement dated January 25, 2006 by and between YRC Worldwide Inc. and William D. Zollars (incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K, filed on January 26, 2006, Reg. No. 000-12255).
- 10.7 Executive Severance Agreement dated January 25, 2006 by and between YRC Worldwide Inc. and William D. Zollars (incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K, filed on January 26, 2006, Reg. No. 000-12255).
- 10.8 Employment Agreement, dated as of October 10, 2003, by and between Roadway LLC and James D. Staley (incorporated by reference to Exhibit 10.1 to Amendment No. 3 to Registration Statement on Form S-4, filed on October 17, 2003, Reg. No. 333-108081).

[Table of Contents](#)

- 10.9 Yellow Roadway Corporation 2002 Stock Option and Share Award Plan (incorporated by reference to Exhibit 4 to the Registration Statement on Form S-8, SEC File No. 333-88268, filed on May 15, 2002).
- 10.10 1999 Stock Option Plan (incorporated by reference to Exhibit 4 to the Registration Statement on Form S-8, SEC File No. 333-49620, filed on November 9, 2000).
- 10.11 1997 Stock Option Plan (incorporated by reference to Exhibit 10.11 to the Annual Report on Form 10-K for the year ended December 31, 2004, Reg. No. 000-12255).
- 10.12 1996 Stock Option Plan (incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K for the year ended December 31, 2002, Reg. No. 000-12255).
- 10.13 Form of Stock Option Agreement (incorporated by reference to Exhibit 10.8 to the Annual Report on Form 10-K for the year ended December 31, 2002, Reg. No. 000-12255).
- 10.14 Form of Option Agreement pursuant to Directors' Stock Compensation Plan for January 2003 grants (incorporated by reference to Exhibit 10.15 to the Annual Report on Form 10-K for the year ended December 31, 2002, Reg. No. 000-12255).
- 10.15 Form of Option Agreement pursuant to Directors' Stock Compensation Plan for grants prior to January 2003 (incorporated by reference to Exhibit 10.16 to the Annual Report on Form 10-K for the year ended December 31, 2002, Reg. No. 000-12255).
- 10.16* Supplemental Retirement Income Agreement, dated March 1, 2007, between YRC Worldwide Inc. and Donald G. Barger, Jr.
- 10.17 Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.11 to Annual Report on Form 10-K for the year ended December 31, 2002, Reg. No. 000-12255).
- 10.18 Amended Directors' Stock Compensation Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8, SEC File No. 333-49618).
- 10.19 Form of Yellow Roadway Corporation Director Share Unit Agreement, as amended for grants on or after July 14, 2005 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, filed on July 25, 2005, SEC File No. 000-12255).
- 10.20 Yellow Roadway Corporation Director Compensation Plan (incorporated by reference to Exhibit 10.2 to current Report on Form 8-K, filed on July 25, 2005, SEC File No. 000-12255).
- 10.21 Roadway LLC Pension Plan, as amended and restated as of January 1, 2004 (incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K for the year ended December 31, 2003, Reg. No. 000-12255).
- 10.22 Amendment No. 1 to Roadway LLC Pension Plan, as amended and restated as of January 1, 2004 (incorporated by reference to Exhibit 10.23 to the Annual Report on Form 10-K for the year ended December 31, 2005, Reg. No. 000-12255).
- 10.23 Yellow Corporation Pension Plan, amended and restated as of January 1, 2004 (incorporated by reference to Exhibit 10.28 to the Annual Report on Form 10-K for the year ended December 31, 2003, Reg. No. 000-12255).
- 10.24 Amendment No. 1 to Yellow Corporation Pension Plan, as amended and restated as of January 1, 2004 (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, Reg. No. 000-12255).
- 10.25 Amendment No. 2 to Yellow Corporation Pension Plan, as amended and restated as of January 1, 2004 (incorporated by reference to Exhibit 10.26 to the Annual Report on Form 10-K for the year ended December 31, 2005, Reg. No. 000-12255).
- 10.26 Yellow Roadway Corporation 2004 Long-Term Incentive and Equity Award Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, Reg. No. 000-12255).
- 10.27 Form of Executive Severance Agreement between Yellow Roadway Corporation and certain Executives (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, Reg. No. 000-12255).
- 10.28 Form of Yellow Roadway Corporation Share Unit Agreement used prior to February 2006 (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, Reg. No. 000-12255).
- 10.29 Form of YRC Worldwide Inc. Share Unit Agreement used after January 2006 (incorporated by reference to Exhibit 10.30 to the Annual Report on Form 10-K for the year ended December 31, 2005, Reg. No. 000-12255).
- 10.30 Yellow Roadway Corporation 2004 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on April 21, 2005, Reg. No. 000-12255).
- 10.31 YRC Worldwide Inc. Supplemental Executive Pension Plan (Effective January 1, 2005) (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 25, 2006).
- 10.32 YRC Worldwide Inc. Defined Contribution Supplemental Executive Retirement Plan (Effective January 1, 2005) (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on July 25, 2006).
- 10.33 YRC Worldwide Inc. Transferred Executives' Supplemental Retirement Plan (Effective January 1, 2006) (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on July 25, 2006).

Table of Contents

10.34	YRC Worldwide Inc. Executive Severance Policy (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on July 25, 2006).
10.35	Separation Agreement and Complete Release, dated January 11, 2007, by James L. Welch, YRC Worldwide Inc. and Yellow Transportation, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on January 18, 2007).
21.1*	Subsidiaries of the company
23.1*	Consent of KMPG LLP
31.1*	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1*	Roadway LLC and Subsidiaries Audited Consolidated Financial Statements for the year ended December 31, 2004 and the period December 12 to December 31, 2003
99.2*	Roadway Express, Inc. and Subsidiaries Audited Consolidated Financial Statements for the year ended December 31, 2004 and the Period December 12 to December 31, 2003
99.3*	Roadway Next Day Corporation Audited Consolidated Financial Statements for the year ended December 31, 2004 and the period December 12 to December 31, 2003

* Indicates documents filed herewith.

Subsidiaries of YRC Worldwide Inc.
at December 31, 2006

Name	Percentage Ownership	Jurisdiction of Incorporation or Formation
Express Lane Service, Inc.	100%	Delaware
JHJ International Transportation Co., Ltd.	50% ¹	China
OPK Insurance Co. Ltd.	100%	Bermuda
Reimer Finance, LP	1% ²	Canada
Roadway LLC	100%	Delaware
Integres Global Logistics, Inc.	15.36%	Delaware
Roadway Express, Inc.	100%	Delaware
Meridian IQ (EU) B.V.	100%	Netherlands
Reimer Express Lines Ltd.	100%	Canada
3727484 Manitoba Ltd.	100%	Canada
Reimer Express Driver Training Institute Inc.	100%	Canada
Reimer Finance, LP	99% ²	Canada
Roadway Express International, Inc.	100%	Delaware
Transcontinental Lease, S. de R.L. de C.V.	2% ³	Mexico
Roadway Express S.A. de C.V.	95.99%	Mexico
Roadway Reverse Logistics, Inc.	100%	Ohio
Transcontinental Lease, S. de R.L. de C.V.	98% ³	Mexico
Roadway Next Day Corporation	100%	Pennsylvania
New Penn Motor Express, Inc.	100%	Pennsylvania
YRC Association Solutions, Inc.	100%	Delaware
YRC Assurance Co. Ltd.	100%	Bermuda
YRC International Investments, Inc.	100%	Delaware
Meridian IQ LA, S.R.L.	99% ⁴	Peru
Meridian IQ Limitada	99% ⁵	Colombia
Meridian IQ, Inc. Limitada	99% ⁶	Chile
YRC Worldwide Pte Ltd.	100%	Singapore
Meridian IQ Asia Limited	100%	Hong Kong
GPS Logistics Group Limited (Bermuda)	100%	Bermuda
Sealand Logistics (Europe) Limited	100%	United Kingdom
GPS Worldwide Malaysia Sdn Bhd	100%	Malaysia
MIQ Supply Chain System Limited	100%	Hong Kong
Meridian IQ (Thailand) Co., Ltd.	100%	Thailand
Meridian IQ China Limited	100%	Hong Kong
Meridian IQ Shartex Logistics Co Ltd.	100%	China
Meridian IQ Hong Kong Limited	100%	Hong Kong
Meridian IQ China Co., Ltd.	100%	China
Meridian IQ India Private Limited	100%	India
Meridian IQ Japan Limited	100%	Japan
Meridian IQ Jin Jiang Logistics Co., Ltd.	75% ⁷	China
Meridian IQ Korea Limited	100%	Korea
Meridian IQ Malaysia Sdn Bhd	100%	Malaysia
Meridian IQ Philippines Inc.	100%	Philippines
Meridian IQ Singapore Pte. Ltd.	100%	Singapore
Meridian IQ Taiwan Limited	100%	Taiwan
Meridian IQ Vietnam Limited	100%	British Virgin Islands
PT Meridian IQ Indonesia International	100%	Indonesia
YGPS (EU) Limited	100%	United Kingdom
GPS Logistics (EU) Limited	100%	United Kingdom
Meridian IQ (UK) Limited	100%	United Kingdom
YRC Mortgages, LLC	100%	Delaware
YRC Regional Transportation, Inc.	100%	Delaware

Name	Percentage Ownership	Jurisdiction of Incorporation or Formation
IMUA Handling Corporation	100%	Hawaii
Meridian IQ Services Inc.	100%	Illinois
Meridian IQ Inc. (Ontario)	100%	Canada
Meridian IQ Supply Chain Solutions Inc.	100%	Canada
Meridian IQ Services Inc. (Quebec)	100%	Canada
Meridian IQ, S. de R.L. de C.V.	99.03% ⁸	Mexico
Meridian IQ Leasing, S. de R.L. de C.V.	99.97% ⁹	Mexico
Meridian IQ Servicios, S. de R.L. de C.V.	99.97% ¹⁰	Mexico
USF Logistics (Mexico) Inc.	100%	Delaware
Meridian IQ, S. de R.L. de C.V.	.07% ⁸	Mexico
Meridian IQ Leasing, S. de R.L. de C.V.	.03% ⁹	Mexico
Meridian IQ Servicios, S. de R.L. de C.V.	.03% ¹⁰	Mexico
USF Logistics Services (Puerto Rico) Inc.	100%	Delaware
Transport Asset Management LLC	100%	New York
USF Bestway Inc.	100%	Arizona
USF Bestway Leasing Inc.	100%	Arizona
USF Canada Inc.	100%	Delaware
USF Dugan Inc.	100%	Kansas
USF Glen Moore Inc.	100%	Pennsylvania
USF Holland Inc.	100%	Michigan
USF Aviation Services LLC	100%	Michigan
USF Holland International Sales Inc.	100%	Canada
USF Intelco Inc.	100%	Michigan
USF Leasing Company	100%	Delaware
USF Mexico Inc.	100%	Delaware
USF Reddaway Inc.	100%	Oregon
USF RedStar LLC	100%	Delaware
USF Sales Corporation	100%	Delaware
USF Technology Services Inc.	100%	Illinois
USF Ventures Inc.	100%	Delaware
USFreightways Corporation	100%	Delaware
YRC Worldwide Enterprise Services, Inc.	100%	Delaware
YRC Worldwide Technologies, Inc.	100%	Delaware
Meridian IQ, Inc.	100%	Delaware
MIQ LLC	100%	Delaware
Globe.com Lines, Inc.	100%	Delaware
Meridian IQ LA, S.R.L.	1% ⁴	Peru
Meridian IQ Limitada	1% ⁵	Colombia
Meridian IQ, Inc. Limitada	1% ⁶	Chile
Yellow Roadway Receivables Funding Corporation	100%	Delaware
Yellow Transportation, Inc.	100%	Indiana
Mission Supply Company	100%	Kansas
YRC Transportation S.A. de C.V.	46.2% ¹¹	Mexico
YRC Services, S. de R.L. de C.V.	100%	Mexico
YRC Yellow LLC	100%	Kansas
Yellow Relocation Services, Inc.	100%	Kansas
Yellow Transportation of British Columbia, Inc.	100%	Canada
Yellow Transportation of Ontario, Inc.	100%	Canada
YRC Transportation S.A. de C.V.	53.8% ¹¹	Mexico

¹ JHJ International Transportation Co., Ltd. is owned 50% by YRC Worldwide Inc. and 50% by a third party.

² Reimer Finance, LP is owned 99% by Roadway Express, Inc. and 1% by YRC Worldwide Inc.

³ Transcontinental Lease, S. de R.L. de C.V. is owned 98% by Roadway Express, Inc. and 2% by Roadway Express International, Inc.

⁴ Meridian IQ LA, S.R.L. is owned 99% by YRC International Investments, Inc. and 1% by Meridian IQ, Inc.

5 Meridian IQ Limitada is owned 99% by YRC International Investments, Inc. and 1% by Meridian IQ, Inc.
6 Meridian IQ, Inc. Limitada is owned 99% by YRC International Investments, Inc. and 1% by Meridian IQ, Inc.
7 Meridian IQ Jin Jiang Logistics Co., Ltd. is owned 75% by Meridian IQ Asia Limited and 25% by a third party.
8 Meridian IQ, S. de R.L. de C.V. is owned 99.03% by Meridian IQ Services Inc. and .07% by USF Logistics (Mexico) Inc.
9 Meridian IQ Leasing, S. de R.L. de C.V. is owned 99.96% by Meridian IQ, S. de R.L. de C.V. and .03% by USF Logistics (Mexico) Inc.
10 Meridian IQ Servicios, S. de R.L. de C.V. is owned 99.97% by USF Logistics Services Inc. and .03% by USF Logistics (Mexico) Inc.
11 YRC Transportation S.A. de C.V. is owned 53.8% by Yellow Transportation of Ontario, Inc. 46.2 % by Yellow Transportation, Inc.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

YRC Worldwide Inc.:

Under date of March 1, 2007, we reported on the consolidated balance sheets of YRC Worldwide Inc. and subsidiaries (formerly, Yellow Roadway Corporation) (the Company) as of December 31, 2006 and 2005, and the related statements of consolidated operations, cash flow, shareholders' equity, and comprehensive income for each of the years in the three-year period ended December 31, 2006, which are included in the December 31, 2006 annual report on Form 10-K of YRC Worldwide Inc. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedule of valuation and qualifying accounts (Schedule II). This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement schedule based on our audit. In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

Our audit report on the consolidated financial statements of the Company referred to above contains an explanatory paragraph stating that, as discussed in the notes to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*, and SFAS No. 123(R), *Share-Based Payment*, during the year ended December 31, 2006.

/s/ KPMG LLP

Kansas City, Missouri

March 1, 2007

YRC Worldwide Inc. and Subsidiaries
Valuation and Qualifying Accounts
For the Years Ended December 31, 2006, 2005 and 2004

<u>COL. A</u>	<u>COL. B</u>	<u>COL. C</u>		<u>COL. D</u>	<u>COL. E</u>
Description	Balance, Beginning Of Year	-1- Charged To Costs/ Expenses	Additions -2- Charged To Other Accounts (in millions)	Deductions (a)	Balance, End Of Year
<u>Year ended December 31, 2006:</u>					
Deducted from asset account -					
Allowance for uncollectible accounts	\$ 32.0	\$ 39.2	\$ —	\$ (35.5)	\$ 35.7
Added to liability account -					
Claims and insurance accruals	\$ 499.9	\$ 344.8	\$ 7.5(c)	\$ (347.8)	\$504.4
<u>Year ended December 31, 2005</u> ^(b) :					
Deducted from asset account -					
Allowance for uncollectible accounts	\$ 22.4	\$ 21.8	\$ 11.8(c)	\$ (24.0)	\$ 32.0
Added to liability account -					
Claims and insurance accruals	\$ 320.8	\$ 297.2(d)	\$ 143.6(c)	\$ (261.7)	\$499.9(d)
<u>Year ended December 31, 2004:</u>					
Deducted from asset account -					
Allowance for uncollectible accounts	\$ 20.8	\$ 22.3	\$ 0.4	\$ (21.1)	\$ 22.4
Added to liability account -					
Claims and insurance accruals	\$ 299.3	\$ 207.2	\$ 0.2	\$ 85.9)	\$320.8

- (a) Regarding the allowance for uncollectible accounts, amounts primarily relate to uncollectible accounts written off, net of recoveries. For the claims and insurance accruals, amounts primarily relate to payments of claims and insurance.
- (b) 2005 balances include the results of the operating companies of USF from the date of acquisition (May 24) through December 31, 2005.
- (c) These amounts primarily represent the beginning balances for USF as of May 24, 2005 and adjustments thereto.
- (d) These amounts have been revised from the prior year's presentation to correct for an inadvertent omission of data. Amounts "charged to costs/expenses" for claims and insurance accruals was previously reported as \$245.9 million in 2005. "Balance, end of year" for claims and insurance accruals was previously reported as \$448.6 million in 2005.

Signatures

Pursuant to the requirements of Section 13 or 15(d) 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/ William D. Zollars
William D. Zollars
Chairman of the Board, President
& Chief Executive Officer

March 1, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Donald G. Barger, Jr.</u> Donald G. Barger, Jr.	Executive Vice President & Chief Financial Officer	March 1, 2007
<u>/s/ Paul F. Liljegren</u> Paul F. Liljegren	Vice President, Controller & Chief Accounting Officer	March 1, 2007
<u>/s/ Cassandra C. Carr</u> Cassandra C. Carr	Director	March 1, 2007
<u>/s/ Howard M. Dean</u> Howard M. Dean	Director	March 1, 2007
<u>/s/ John F. Fiedler</u> John F. Fiedler	Director	March 1, 2007
<u>/s/ Dennis E. Foster</u> Dennis E. Foster	Director	March 1, 2007
<u>/s/ John C. McKelvey</u> John C. McKelvey	Director	March 1, 2007
<u>/s/ Phillip J. Meek</u> Phillip J. Meek	Director	March 1, 2007
<u>/s/ William L. Trubeck</u> William L. Trubeck	Director	March 1, 2007
<u>/s/ Carl W. Vogt</u> Carl W. Vogt	Director	March 1, 2007

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
YRC Worldwide Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-109896 and 333-113021) on Form S-3, (Nos. 333-108081, 333-119990, 333-123760, and 333-126006) on Form S-4, and (Nos. 333-02977, 333-16697, 333-59255, 333-49618, 333-49620, 333-88268, 333-111499, 333-121370, 333-121470, 333-124847, and 333-139691) on Form S-8 of YRC Worldwide Inc. and subsidiaries (formerly Yellow Roadway Corporation) of our reports dated March 1, 2007, with respect to the consolidated balance sheets of YRC Worldwide Inc. and subsidiaries as of December 31, 2006 and 2005, and the related statements of consolidated operations, cash flow, shareholders' equity, and comprehensive income for each of the years in the three-year period ended December 31, 2006, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006, and the effectiveness of internal control over financial reporting as of December 31, 2006, which reports appear in the December 31, 2006 annual report on Form 10-K of YRC Worldwide Inc.

Our audit report dated March 1, 2007, on the consolidated financial statements of YRC Worldwide Inc. and subsidiaries referred to above contains an explanatory paragraph stating that, as discussed in the notes to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*, and SFAS No. 123(R), *Share-Based Payment*, during the year ended December 31, 2006.

/s/ KPMG LLP

Kansas City, Missouri
March 1, 2007

CERTIFICATION PURSUANT TO
EXCHANGE ACT RULES 13A-14 AND 15D-14,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William D. Zollars, certify that:

- (1) I have reviewed this annual report on Form 10-K of YRC Worldwide Inc. (“registrant”);
- (2) Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- (4) The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;
- (5) The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s Board of Directors:
 - a. All significant deficiencies in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal controls over financial reporting.

Date: March 1, 2007

/s/ William D. Zollars

William D. Zollars
Chairman of the Board, President &
Chief Executive Officer

CERTIFICATION PURSUANT TO
EXCHANGE ACT RULES 13A-14 AND 15D-14,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Donald G. Barger, certify that:

- (1) I have reviewed this annual report on Form 10-K of YRC Worldwide Inc. (“registrant”);
- (2) Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- (4) The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;
- (5) The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s Board of Directors:
 - a. All significant deficiencies in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal controls over financial reporting.

Date: March 1, 2007

/s/ Donald G. Barger, Jr.

Donald G. Barger, Jr.
Executive Vice President &
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of YRC Worldwide Inc. on Form 10-K for the year ended December 31, 2006, as filed with the Securities and Exchange Commission of the date hereof (the "Report"), I, William D. Zollars, Chief Executive Officer of YRC Worldwide Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of YRC Worldwide Inc.

Date: March 1, 2007

/s/ William D. Zollars

William D. Zollars
Chairman of the Board, President
& Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of YRC Worldwide Inc. on Form 10-K for the period ended December 31, 2006, as filed with the Securities and Exchange Commission of the date hereof (the "Report"), I, Donald G. Barger, Jr., Chief Financial Officer of YRC Worldwide Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of YRC Worldwide Inc.

Date: March 1, 2007

/s/ Donald G. Barger, Jr.

Donald G. Barger, Jr.
Executive Vice President
& Chief Financial Officer

**YRC WORLDWIDE INC.
SUPPLEMENTAL RETIREMENT INCOME AGREEMENT**

THIS AGREEMENT is made this 1st day of March, 2007 (the "**Agreement**") by and between Donald G. Barger, Jr. ("**Executive**") and YRC Worldwide Inc., a Delaware Corporation (the "**Company**").

WITNESSETH:

WHEREAS, the Company desires to continue to employ Executive in a senior level position; and

WHEREAS, in order to properly compensate Executive and provide for his retirement, the Company desires that Executive should receive the retirement benefits provided for in this Agreement;

NOW, THEREFORE, the Company agrees to provide Executive with supplemental monthly benefits in a manner and subject to the terms and conditions set forth below.

1. Supplemental Retirement Benefits.

(a) **Benefit.** The Company shall provide Executive with supplemental retirement benefits in accordance with this Section 1 pursuant to which Executive shall receive a lump sum payment from the Company in an amount equal to the difference between:

(i) the lump sum actuarial equivalent (using the Discount Rate (as defined below) and mortality factors provided under the Pension Plan) of the monthly benefits that Executive and his spouse, if applicable, would have received under Section 4.3 of the Pension Plan if the benefit would have commenced at Executive's Normal Retirement Date (as defined under the Pension Plan) and if the benefit would have been paid in the form of a single life annuity payable over the life of Executive or, if Executive qualifies for a qualified joint and survivor annuity under the terms of the Pension Plan, in the form of a qualified joint and survivor annuity over the lives of Executive and his spouse on the date of such lump sum payment as determined under clause (c)(i), (c)(ii) or (c)(iii) of Section 1(c), using Executive's Credited Service (as defined below) and using Base Wage (as described in Section 2.1(h)(2) of the Pension Plan) but without any reduction under Section 401(a)(17) of the Internal Revenue Code of 1986, as amended (the "Code"); and

(ii) the lump sum actuarial equivalent (using the Discount Rate (as defined below) and mortality factors provided under the Pension Plan) of the monthly benefits actually payable to Executive and his spouse, if applicable, under Section 4.3 of the Pension Plan, calculated as of the earliest date the Pension Plan commences or would commence payment of a vested pension under the Pension Plan in the form of a single life annuity, if any, or in the form of a qualified joint and survivor annuity, if applicable.

(b) Death Benefit.

(i) Executive's surviving spouse shall be entitled to the payment in this Section 1 if Executive dies prior to receiving the payment.

(ii) If Executive dies prior to his receipt of payment under this Agreement, and at the time of his death is not survived by a spouse, no supplemental retirement benefits shall be distributed under this Section 1.

(iii) Notwithstanding clause (ii) of this Section 1(b), if (1) Executive has Separated from Service or if a Change of Control has occurred, (2) Executive dies prior to his receipt of payment under the Agreement and (3) at the time of his death Executive is not survived by a spouse, the estate of Executive shall be entitled to the payment of his supplemental retirement benefits as described in this Section 1.

(c) Time of Payment.

(i) Separation from Service. Upon Executive's separation from service, the supplemental retirement benefit in this Section 1 shall be payable on the date of Executive's separation from service; *provided, however*, that if the Board (or its delegate) determines in its sole discretion that as of the date of Executive's separation from service Executive is a "specified employee" (as defined in Section 409A(a)(2)(B)(i) of the Code, and Department of Treasury regulations and other interpretive guidance issued thereunder) as of the date of Executive's separation from service and that Section 409A of the Code applies with respect to such payment, the supplemental retirement benefit in this Section 1 shall be payable in a lump sum on the first business day following the six-month anniversary of the date of Executive's separation from service.

(ii) Change of Control. In the event of a Change of Control (as defined below), Executive shall receive the supplemental retirement benefit described in Section 1(a) payable in a lump sum within 30 days following such Change of Control, taking into account the actuarial reduction described in Section 1(c)(iv). If Executive incurs a termination of employment as described in Section 3 (entitled "Termination After or In Connection with a Change of Control") of the Executive Severance Agreement between the Company and Executive (A) prior to the payment of benefits under this Agreement, then the actuarial reduction in Section 1(c)(iv) shall not be taken into account in determining the amount of monthly benefits that Executive and his spouse, would receive under the assumptions contained in Section 1(a)(i) or (B) following the payment of benefits under this Agreement, then the Company shall provide Executive with an additional lump sum payment in an amount equal to the difference between the amount Executive would have received if the actuarial

reduction in Section 1(c)(iv) was not taken into account in determining the amount of monthly benefits that Executive and his spouse, would receive under the assumptions contained in Section 1(a)(i) and the amount of the lump sum payment the Executive received due to the Change of Control.

“**Change of Control**,” for the purposes of this Agreement, shall be deemed to have taken place if:

(1) a third person, including a “group” as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), purchases or otherwise acquires shares of YRC after the date of this Agreement that, together with stock held by such person or group, constitutes more than 50% of the total fair market value or total voting power of the stock of YRC;

(2) a third person, including a “group” as defined in Section 13(d)(3) of the Exchange Act purchases or otherwise acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or group) shares of YRC after the date of this Agreement and as a result thereof becomes the beneficial owner of shares of YRC having 35% or more of the total number of votes that may be cast for election of directors of YRC; or

(3) as the result of, or in connection with any cash tender or exchange offer, merger or other Business Combination, or contested election, or any combination of the foregoing transactions, the Continuing Directors shall cease to constitute a majority of the Board of Directors of YRC or any successor to YRC during any 12-month period.

(iii) Death. In the event of Executive’s death, the death benefit provided under Section 1(b), if any, shall be payable on the first business day following the one-month anniversary of Executive’s death; *provided, however*, that in the event of Executive’s death following a Separation from Service or a Change of Control, the benefit provided under Section 1(b) shall be payable on the earlier of the date provided under (1) clause (i) or (ii) of this Section 1(c), as applicable or (2) this clause (iii).

(iv) Actuarial Reduction. If the payment date as determined under clause (i), (ii) or (iii) of this Section 1(c) is earlier than Executive’s Normal Retirement Date (as defined in the Pension Plan), prior to determining the lump sum actuarial equivalent under Section 1(a)(i), an actuarial reduction (using the factors as provided in Section 4.2(b) of the Pension Plan) shall be taken into account in determining the amount of monthly benefits that Executive and his spouse, if applicable, would receive under the assumptions contained in Section 1(a)(i).

(d) **Definitions.** The defined terms under this Agreement shall have the meanings provided in the Yellow Corporation Pension Plan (the “**Pension Plan**”) as effective on the date of this Agreement, unless another meaning is expressly provided in this Agreement or unless Executive and the Company agree in writing to apply any subsequent amendments, revisions, interpretations or restatements of the Pension Plan.

For purposes of this Agreement, the term “**Credited Service**” means (x) two (2) years for each year of service with the Company from the date of Executive’s employment (*i.e.*, December 16, 2000) or (y) twenty (20) years, whichever is greater, with clause (y) applying only if Executive retires on or after attaining age 65 or a Change of Control occurs prior to the Executive attaining age 65. For example, after five (5) years of employment Executive’s Credited Service shall equal 10 years. At age 65, Executive’s Credited Service shall equal 20 years.

For purposes of this Agreement, the term “**Discount Rate**” means the Moody’s Corporate Bond Rate in existence at the time of the lump sum payment as determined under clause (c)(i), (c)(ii) or (c)(iii) of Section 1(c), or, if more favorable, the discount rate then being offered to determine the lump sum payment of supplemental retirement benefits for William D Zollars.

(e) **Examples.** Examples of the calculation of Executive’s benefit under the Agreement under four separate scenarios using an assumed Discount Rate of 5.75% (for purposes of the examples only) is attached hereto as **Exhibit 1**.

2. **Vesting.** Executive shall be 100% vested in the supplemental retirement benefits provided under this Agreement.

3. **Taxability of Benefit.** Executive and the Company understand and agree that for federal tax purposes, all supplemental retirement benefits paid under this agreement to Executive or his spouse shall be treated as ordinary income under the applicable provisions of the Code and are subject to any taxes required to be withheld by federal, state or local law; provided that Executive shall have the right to determine the timing of any withholding within the parameters permitted under the Code and under any Regulations or proposed Regulations under section 3121(v) of the Code or any successor thereto.

4. **Amendment, Modification or Termination; Waiver.** This Agreement may be terminated or amended only with the express written consent of both the Company and Executive; *provided, however*, that such termination or amendment shall meet the requirements of section 409A of the Code such that the termination or amendment shall not subject any payment to Executive under the Agreement to the excise tax applicable under section 409A of the Code.

5. **Interpretation of the Agreement.** The Company shall have the responsibility and authority to interpret the provisions of this Agreement.

6. **Governing Law.** The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the State of Delaware without regard to its conflicts of law principles.

7. **Successors; Binding Agreement.** This Agreement shall be binding upon and inure to the benefit of Executive and his estate and the Corporation and any successor of the Corporation, but Executive may neither assign nor pledge this Agreement or any rights arising under this Agreement.

8. **Not an Employment Agreement.** This Agreement is not and shall not be construed to be a contract for employment or continued employment.

9. **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument.

10. **Severability.** Any provision in this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to the jurisdiction, be ineffective only to the extent of the prohibition or unenforceability without invalidating or affecting the remaining provisions of this Agreement, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable the provision in any other jurisdiction.

11. **Construction and Interpretation.** As used in this Agreement, unless the context expressly requires the contrary, references to Sections shall mean the sections and subsections of this Agreement; to a "party" means Executive or the Company or to the "parties" means both of them; to "including" shall mean "including (without limitation)"; to a "person" shall mean both legal entities and natural persons; to sections of any statute shall be deemed also to refer to any successor provisions to such sections; to the singular shall include the plural and vice versa; and references to the masculine shall include the feminine and neutral and vice versa.

12. **Entire Agreement.** This Agreement amends, restates, replaces and supersedes the Supplemental Retirement Income Agreement by and between Executive and the Company dated July 20, 2001.

13. **Deferred Compensation.** This Agreement is intended to meet the requirements of Section 409A of the Code and shall be administered in a manner that is intended to meet those requirements and shall be construed and interpreted in accordance with such intent. To the extent that a payment, or the settlement or deferral thereof, is subject to Section 409A of the Code, except as Executive and the Compensation Committee of the Board otherwise determines in writing, the payment shall be paid, settled or deferred in a manner that will meet the requirements of Section 409A of the Code, including regulations or other guidance issued with respect thereto, such that the payment, settlement or deferral shall not be subject to the excise tax applicable under Section 409A of the Code. Any provision of this Agreement that would cause the payment, settlement or deferral thereof to fail to satisfy Section 409A of the Code shall be amended to comply with Section 409A of the Code on a timely basis, which may be made on a retroactive basis, in accordance with regulations and other guidance issued under Section 409A of the Code.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

YELLOW CORPORATION

By /s/ William D. Zollars
William D. Zollars,
President and Chief Executive Officer

/s/ Donald G. Barger
Donald G. Barger, Jr., Executive

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

Roadway LLC and Subsidiaries

A wholly owned subsidiary of Yellow Roadway Corporation

Consolidated Balance Sheets as of December 31, 2004 and 2003;

Statements of Consolidated Operations for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

Statements of Consolidated Cash Flows for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

Parent Company Investment and Comprehensive Income for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

with Report of Independent Auditors

Independent Auditors' Report

The Board of Directors
Yellow Roadway Corporation:

We have audited the accompanying consolidated balance sheets of Roadway LLC and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, cash flows, and parent company investment and comprehensive income for the year ended December 31, 2004 and for the period December 12, 2003 to December 31, 2003. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Roadway LLC and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for the year ended December 31, 2004 and for the period December 12, 2003 to December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Kansas City, Missouri

March 4, 2005

CONSOLIDATED BALANCE SHEETS
Roadway LLC and Subsidiaries
A wholly owned subsidiary of Yellow Roadway Corporation

(in thousands)	December 31, 2004	December 31, 2003
Assets		
CURRENT ASSETS		
Cash and cash equivalents	\$ 19,306	\$ 49,879
Accounts receivable, less allowances of \$453 and \$5,205	28,022	343,231
Accounts receivable from parent and affiliate	407,585	—
Fuel and operating supplies	9,087	5,340
Deferred income taxes	47,614	16,113
Prepaid expenses	19,229	12,935
Total current assets	<u>530,843</u>	<u>427,498</u>
PROPERTY AND EQUIPMENT		
Land	241,874	254,707
Structures	383,038	378,087
Revenue equipment	169,734	114,517
Technology equipment and software	41,617	22,223
Other	62,141	55,213
	<u>898,404</u>	<u>824,747</u>
Less – accumulated depreciation	<u>(73,068)</u>	<u>(3,285)</u>
Net property and equipment	825,336	821,462
Goodwill	603,851	596,845
Intangibles	459,742	460,372
Other assets	12,224	32,314
Total assets	<u>\$2,431,996</u>	<u>\$2,338,491</u>
Liabilities and Parent Company Investment		
CURRENT LIABILITIES		
Checks outstanding in excess of bank balances	\$ 28,288	\$ 37,215
Accounts payable	108,280	81,486
Advances payable to parent	—	56,067
Wages, vacations and employees' benefits	224,695	186,400
Claims and insurance accruals	59,875	53,460
Other current and accrued liabilities	39,282	35,193
Total current liabilities	<u>460,420</u>	<u>449,821</u>
OTHER LIABILITIES		
Long-term debt	244,035	248,895
Deferred income taxes, net	215,010	213,689
Claims and other liabilities	316,511	334,321
Commitments and contingencies		
PARENT COMPANY INVESTMENT		
Capital surplus	1,098,292	1,097,221
Retained earnings (deficit)	93,114	(4,558)
Accumulated other comprehensive income (loss)	4,614	(898)
Total parent company investment	<u>1,196,020</u>	<u>1,091,765</u>
Total liabilities and parent company investment	<u>\$2,431,996</u>	<u>\$2,338,491</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF CONSOLIDATED OPERATIONS
Roadway LLC and Subsidiaries
A wholly owned subsidiary of Yellow Roadway Corporation

(in thousands)	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Operating Revenue	\$ 3,380,494	\$ 141,018
Operating Expenses:		
Salaries, wages and employees' benefits	2,091,061	93,842
Operating expenses and supplies	506,872	22,300
Operating taxes and licenses	82,557	4,363
Claims and insurance	60,657	3,748
Depreciation and amortization	82,158	4,200
Purchased transportation	358,523	18,867
Gains on property disposals, net	(1,434)	(6)
Total operating expenses	<u>3,180,394</u>	<u>147,314</u>
Operating income (loss)	<u>200,100</u>	<u>(6,296)</u>
Nonoperating (Income) Expenses:		
Interest expense	13,984	684
Related party financing charges, net	35,614	—
Interest income	(1,502)	(35)
Other	2,339	257
Nonoperating expenses, net	<u>50,435</u>	<u>906</u>
Income (Loss) Before Income Taxes	149,665	(7,202)
Income Tax Provision (Benefit)	51,993	(2,644)
Net Income (Loss)	\$ 97,672	\$ (4,558)

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF CONSOLIDATED CASH FLOWS
Roadway LLC and Subsidiaries
A wholly owned subsidiary of Yellow Roadway Corporation

(in thousands)	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Operating Activities:		
Net income (loss)	\$ 97,672	\$ (4,558)
Noncash items included in net income (loss):		
Depreciation and amortization	82,158	4,200
Deferred income tax, net	1,086	—
Gain on property disposals, net	(1,434)	(6)
Changes in assets and liabilities, net:		
Accounts receivable	565	20,568
Accounts payable	13,991	(5,191)
Other working capital items	(13,865)	(18,465)
Claims and other	(3,069)	295
Other	3,241	317
Net cash provided by (used in) operating activities	<u>180,345</u>	<u>(2,840)</u>
Investing Activities:		
Acquisition of property and equipment	(93,968)	(2,948)
Proceeds from disposal of property and equipment	27,565	1,203
Other	4,494	—
Net cash used in investing activities	<u>(61,909)</u>	<u>(1,745)</u>
Financing Activities:		
Intercompany activity, net	(149,009)	(51,843)
Net cash used in financing activities	<u>(149,009)</u>	<u>(51,843)</u>
Net Decrease In Cash and Cash Equivalents	(30,573)	(56,428)
Cash and Cash Equivalents, Beginning of Period	49,879	106,307
Cash and Cash Equivalents, End of Year	\$ 19,306	\$ 49,879
Supplemental Cash Flow Information:		
Income taxes paid (received)	\$ 55,729	\$ (28)
Interest paid	<u>35,161</u>	<u>—</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF PARENT COMPANY INVESTMENT AND COMPREHENSIVE INCOME
Roadway LLC and Subsidiaries
A wholly owned subsidiary of Yellow Roadway Corporation

(in thousands)	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 12, 2003	\$1,097,221	\$ —	\$ —	\$1,097,221
Net loss	—	(4,558)	—	(4,558)
Changes in foreign currency translation adjustment	—	—	(898)	(898)
Total comprehensive loss	—	—	(898)	(898)
Balances at December 31, 2003	1,097,221	(4,558)	(898)	1,091,765
Net income	—	97,672	—	97,672
Changes in foreign currency translation adjustment	—	—	5,578	5,578
Minimum pension liability adjustment	—	—	(66)	(66)
Total comprehensive income	—	—	5,512	5,512
Purchase price adjustments	1,071	—	—	1,071
Balances as of December 31, 2004	<u>\$1,098,292</u>	<u>\$93,114</u>	<u>\$ 4,614</u>	<u>\$1,196,020</u>

The notes to consolidated financial statements are an integral part of these statements.

Notes to Consolidated Financial Statements

Roadway LLC and Subsidiaries

Description of Business

Roadway LLC (also referred to as “Roadway,” “the Company,” “we” or “our”) is a holding company with two primary operating entities, Roadway Express, Inc. and Roadway Next Day Corporation. The operating subsidiaries are described as follows:

- Roadway Express, Inc. (“Roadway Express”) is a leading transportation services provider that offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods, primarily through decentralized management and customer facing organizations. Approximately 30 percent of Roadway Express shipments are completed in two days or less. Roadway Express owns 100 percent of Reimer Express Lines Ltd. (“Reimer”) located in Canada that specializes in shipments into, across and out of Canada.
- Roadway Next Day Corporation is a holding company focused on business opportunities in the regional and next-day delivery lanes. Roadway Next Day Corporation owns 100 percent of New Penn Motor Express, Inc. (“New Penn”), which provides superior quality regional, next-day ground services through a network of facilities located in the Northeastern United States, Quebec, Canada and Puerto Rico.

On December 11, 2003, Yellow Corporation completed the acquisition of Roadway Corporation. The combined company was renamed Yellow Roadway Corporation (“Yellow Roadway”). Roadway Corporation was merged with and into Roadway LLC, a newly formed limited liability company and a wholly owned subsidiary of Yellow Roadway and the limited liability company changed its name to Roadway LLC after the merger. Consideration for the acquisition included approximately \$494 million in cash and approximately 18.0 million shares of Yellow Roadway common stock.

In accordance with Statement of Financial Accounting Standards No. 141, Business Combinations (“SFAS No. 141”), the acquisition was accounted for under purchase accounting. As a result, the accompanying 2003 Statements of Consolidated Operations and Statements of Consolidated Cash Flows present the results from the date of acquisition.

Principles of Consolidation and Summary of Accounting Policies

The accompanying consolidated financial statements include the accounts of Roadway LLC and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Management makes estimates and assumptions that affect the amounts reported in the financial statements and notes. Actual results could differ from those estimates.

Accounting policies refer to specific accounting principles and the methods of applying those principles to fairly present our financial position and results of operations in accordance with generally accepted accounting principles. The policies discussed below include those that management has determined to be the most appropriate in preparing our financial statements and are not discussed in a separate note.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and highly liquid investments purchased with maturities of three months or less.

Concentration of Credit Risks and Other

We sell services and extend credit based on an evaluation of the customer's financial condition, without requiring collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. We monitor our exposure for credit losses and maintain allowances for anticipated losses.

At December 31, 2004, approximately 80 percent of our labor force is subject to collective bargaining agreements that expire in 2008.

Foreign Currency

Our functional currency is the U.S. dollar, whereas, our foreign operations utilize the local currency as their functional currency. Accordingly, for purposes of translating foreign subsidiary financial statements to the U.S. dollar reporting currency, assets and liabilities of our foreign operations are translated at the fiscal year end exchange rates and income and expenses are translated at the weighted-average exchange rates for the fiscal year. Foreign currency gains and losses resulting from foreign currency transactions are included in consolidated operations in the year of occurrence.

Revenue Recognition

For shipments in transit, Roadway records revenue based on the percentage of service completed as of the period end and accrues delivery costs as incurred. In addition, Roadway recognizes revenue on a gross basis since the Company is the primary obligor even when the Company uses other transportation service providers who act on their behalf, because the Company is responsible to the customer for complete and proper shipment, including the risk of physical loss or damage of the goods and cargo claims issues. In addition, Roadway retains all credit risk. Roadway assigns pricing to bills of lading at the time of shipment based primarily on the weight, general classification of the product, the shipping destination and individual customer discounts. This process is referred to as rating. At various points throughout our process, incorrect ratings could be identified based on many factors, including weight verifications or updated customer discounts. Although the majority of rerating occurs in the same month as the original rating, a portion occurs during the following periods. Roadway accrues a reserve for rerating based on historical trends. Management believes these policies most accurately reflect revenue as earned.

Financial Instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings approximates their fair value due to the short-term nature of these instruments.

Claims and Insurance Accruals

Claims and insurance accruals, both current and long-term, reflect the estimated cost of claims for workers' compensation, cargo loss and damage, and property damage and liability that insurance does not cover. We include these costs in claims and insurance expense except for workers' compensation, which it includes in salaries, wages, and employees' benefits.

We base reserves for workers' compensation and property damage and liability claims primarily upon actuarial analyses prepared by independent actuaries. These reserves are discounted to present value using a risk-free rate at the date of occurrence. The risk-free rate is the U.S. Treasury rate for maturities that match the expected payout of such claims. The process of determining reserve requirements utilizes historical trends and involves an evaluation of accident frequency and severity, claims management, changes in health care costs, and certain future administrative costs. The effect of future inflation for costs is implicitly considered in the actuarial analyses. Adjustments to previously established reserves are included in operating results. At December 31, 2004 and 2003, estimated future payments related to these claims aggregated \$192.0 million and \$189.7 million, respectively. The present value of these estimated future payments was \$166.7 million and \$161.7 million at December 31, 2004 and 2003, respectively.

Property and equipment

Roadway carries property and equipment at cost less accumulated depreciation. The values assigned to property and equipment at the date of the acquisition were principally determined by independent, third party appraisers. We compute depreciation using the straight-line method based on the following service lives:

	<u>Years</u>
Structures	10 – 40
Revenue equipment	5 – 14
Technology equipment and software	3 – 5
Other	3 – 10

We charge maintenance and repairs to expense as incurred, and capitalize replacements and improvements when these costs extend the useful life of the asset.

Our investment in technology equipment and software consists primarily of advanced customer service and freight management equipment and related software. We capitalize certain costs associated with developing or obtaining internal-use software. Capitalizable costs include external direct costs of materials and services utilized in developing or obtaining the software, payroll, and payroll-related costs for employees directly associated with the project. For the year ended December 31, 2004, we capitalized \$1.9 million for software costs. For the period ended December 31, 2003, the amount capitalized was immaterial to the Company's financial statements.

For the year ended December 31, 2004 we recorded \$70.3 million in depreciation expense. For the period December 12 through December 31, 2003, depreciation expense was \$3.6 million.

Impairment of Long-Lived Assets

If facts and circumstances indicate that the carrying value of identifiable amortizable intangibles and property, plant and equipment may be impaired, we would perform an evaluation of recoverability in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. If an evaluation were required, we would compare the estimated future undiscounted cash flows associated with the asset to the asset's carrying amount to determine if a write-down is required.

Acquisition

In accordance with SFAS No. 141, Yellow Roadway allocates the purchase price of its acquisitions to the tangible and intangible assets and liabilities of the acquired entity based on their fair values. Yellow Roadway records the excess purchase price over the fair values as goodwill. The fair value assigned to intangible assets acquired is based on valuations prepared by independent third party appraisal firms using estimates and assumptions provided by management. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets ("SFAS No. 142"), we do not amortize goodwill and intangible assets with indefinite useful lives but review these assets at least annually for impairment. An impairment loss would be recognized to the extent that the carrying amount exceeds the assets' fair value. Intangible assets with estimatable useful lives are amortized on a straight-line basis over their respective useful lives.

Roadway Corporation

On December 11, 2003, Yellow Corporation completed the acquisition of Roadway Corporation and all of its outstanding stock in approximately a half cash, half stock transaction. As part of the transaction, Yellow Corporation changed its name to Yellow Roadway Corporation. In addition, Roadway Corporation became Roadway LLC ("Roadway") and a wholly owned subsidiary of Yellow Roadway.

Principal operating subsidiaries of Roadway include Roadway Express and New Penn. Roadway Express is a leading transporter of industrial, commercial and retail goods in the two- to five-day regional and long-haul markets. New Penn is a next-day, ground, less-than-truckload, carrier of general commodities.

Consideration for the acquisition included approximately \$494 million in cash and approximately 18.0 million shares of Yellow Roadway common stock, based on an exchange ratio of 1.752 and an average price per share of \$31.51 (subject to proration and allocation provisions), for a total purchase price of approximately \$1.1 billion. The purchase price also included approximately \$19 million for investment banking, legal and accounting fees that Yellow Roadway incurred to consummate the acquisition, resulting in total cash consideration of \$513 million. The entire purchase price has been reflected in these financial statements. We recorded the net assets at their estimated fair values and included operating results in our financial statements from the date of acquisition. We allocated the purchase price at December 31, 2003, on a preliminary basis using information then available. The allocation of the purchase price to the assets and liabilities acquired was finalized in the fourth quarter of 2004 including receipt of an independent valuation. The total purchase price increased by \$1.1 million, as reflected in the change in capital surplus. The final purchase price allocation is shown below and resulted in \$5.9 million increase to goodwill from our preliminary allocation.

Prior to the acquisition, Roadway had agreements in place with key management personnel that would require Roadway to pay specific amounts to those individuals upon a change in control of the entity. On December 11, 2003, in conjunction with the closing of the transaction, Roadway paid \$15.9 million to the individuals covered by the agreement that would not be joining the new Yellow Roadway organization. This amount was expensed in the pre-acquisition financial statements of Roadway Corporation. The remaining amount covered under the agreement of \$10.6 million was placed in a trust account for possible payment to the three individuals that remain Roadway employees. If any of these individuals are terminated within two years and the applicable conditions of their respective agreements are met, they would receive the agreed to payments, and Roadway LLC would recognize an expense for those payments at the time of the triggering event. If termination does not occur by December 2005, the funds will be released from restriction and reclassified from prepaid expenses to cash on our Consolidated Balance Sheet.

In connection with the acquisition, we incurred \$12.0 million of restructuring costs as a result of severance (administrative, sales and operations personnel) and contract terminations. We have recognized such costs as a liability assumed as of the acquisition date, resulting in additional goodwill. These restructuring costs consisted of \$10.5 million of employee termination (including wages, health benefits and outplacement services) for approximately 800 employees and \$1.5 million for contract terminations. All of these restructuring items were effectuated within one year of the acquisition in accordance with purchase accounting requirements. During the year ended December 31, 2004, we paid \$7.7 million of restructuring costs resulting in a \$4.3 million accrued liability at December 31, 2004.

The final purchase price allocation was as follows:

<u>(in thousands)</u>	
Cash and cash equivalents	\$ 106,307
Accounts receivable	365,695
Other current assets	19,735
Property, plant and equipment	805,814
Other long-term assets	32,200
Intangible assets	470,700
Goodwill	602,960
Accounts payable and other current liabilities	(519,607)
Long-term debt	(249,165)
Deferred income taxes, net	(218,796)
Other long-term liabilities	(317,551)
Total purchase price	<u>\$1,098,292</u>

Intangible Assets

Of the \$470.7 million allocated to intangible assets, \$344.7 million was assigned to the Roadway and New Penn trade names, which are not subject to amortization. Of the remaining value, \$110.0 million and \$16.0 million were assigned to customer relationships and software related assets, respectively. Yellow Roadway assigned the customer relationships and software assets a weighted average life of 17 years and 3 years, respectively.

Goodwill

Yellow Roadway recorded \$602.9 million in goodwill as part of the acquisition, allocating \$544.3 million to Roadway Express and \$58.6 million to New Penn. Of the total goodwill recorded, the amount that may be deductible for tax purposes is not material to the results of operations of Roadway.

Goodwill and Intangibles

Goodwill is recognized for the excess of the purchase price over the fair value of tangible and identifiable intangible net assets of businesses acquired. In accordance with SFAS No. 142, we review goodwill at least annually for impairment based on a fair value approach. During the fourth quarter of 2004, we completed our annual impairment testing of goodwill and tradenames, which are deemed to have indefinite lives, and determined there was no impairment.

The following table shows the changes in the carrying amount of goodwill attributable to each segment:

<u>(in thousands)</u>	<u>Roadway Express</u>	<u>New Penn</u>	<u>Total</u>
Balances at December 31, 2002	\$ —	\$ —	\$ —
Goodwill resulting from acquisition	474,738	122,332	597,070
Changes in foreign currency exchange rates	(225)	—	(225)
Balances at December 31, 2003	474,513	122,332	596,845
Final purchase price allocation adjustment	69,617	(63,727)	5,890
Changes in foreign currency exchange rates	1,116	—	1,116
Balances at December 31, 2004	<u>\$ 545,246</u>	<u>\$ 58,605</u>	<u>\$ 603,851</u>

The components of amortizable intangible assets at December 31 are as follows:

<u>(in thousands)</u>	<u>Weighted Average Life (years)</u>	<u>2004</u>		<u>2003</u>	
		<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>
Customer related	17	\$ 110,000	\$ 7,007	\$ 111,800	\$ 356
Technology based	3	16,000	5,429	16,000	273
Intangible assets		<u>\$ 126,000</u>	<u>\$ 12,436</u>	<u>\$ 127,800</u>	<u>\$ 629</u>

Total marketing related intangible assets with indefinite lives, primarily tradenames, were \$346.1 million and \$333.2 million at December 31, 2004 and 2003, respectively. During 2004 these amounts were impacted by additional purchase price adjustments of \$11.2 million and changes in foreign currency exchange rates of \$1.7 million. These intangible assets are not subject to amortization, but are subjected to the annual impairment test previously discussed.

Amortization expense for intangible assets was \$11.8 million and \$0.6 million for the year ended December 31, 2004 and the period December 12 through December 31, 2003, respectively. Estimated amortization expense for the next five years is as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
Estimated amortization expense	\$11,752	\$11,497	\$6,734	\$6,503	\$6,503

Employee Benefits

Pension and Other Postretirement Benefit Plans

Qualified and Nonqualified Defined Benefit Pension Plans

Roadway and its operating subsidiaries sponsor qualified and nonqualified defined benefit pension plans for most employees not covered by collective bargaining agreements (approximately 5,000 employees). Qualified and nonqualified pension benefits are based on years of service and the employees' covered earnings. Employees covered by collective bargaining agreements participate in various multi-employer pension plans to which Roadway contributes, as discussed later in this section. New Penn does not offer defined benefit pension plan and instead offers retirement benefits through a contributory profit sharing plan, with discretionary employer contributions only. Additionally, on January 1, 2004, all U.S.-salaried, nonunion employees (except those currently participating in other profit sharing plans) participate in a new defined contribution retirement plan. With the implementation of the defined contribution retirement plan, the existing Roadway LLC defined benefit pension plan was closed to new participants.

Our funding policy is to target contributions at the minimum required tax-deductible contribution for the year while taking into consideration each plan's funded status, any variable Pension Benefit Guarantee Corporation premiums and the outlooks for required funding. Our actuarial valuation measurement date for our principal pension plans and post retirement benefits plan is December 31.

Other Postretirement Benefit Plan

Roadway LLC sponsors a postretirement healthcare benefit plan that covers non-union employees of Roadway hired before February 1, 1997. Health care benefits under this plan end when the participant attains age 65.

Definitions

We have defined the following terms to provide a better understanding of our pension and other postretirement benefits:

Projected benefit obligation: The projected benefit obligation is the present value of future benefits to employees attributed to service as of the measurement date, including assumed future salary increases through retirement.

Plan assets: Represents the assets currently invested in the plans. Assets used in calculating the funded status are measured at the current market value at December 31.

Funded status: The funded status represents the difference between the projected benefit obligation and plan assets.

Net amount recognized: The net amount recognized represents the amount accrued by Roadway for pension costs.

Unfunded accumulated benefit obligation: The accumulated benefit obligation is the present value of future benefits attributed to service as of the measurement date, assuming no future salary growth. The unfunded accumulated benefit obligation represents the difference between the accumulated benefit obligation and the plan assets.

Accumulated postretirement benefit obligation: The accumulated postretirement benefit obligation is the present value of other postretirement benefits to employees attributed to service as of the measurement date.

Funded Status

The following table sets forth the plans' funded status:

(in thousands)	Pension Benefits		Other Postretirement Benefits	
	For the year ended December 31, 2004	For the period December 12 to December 31, 2003	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Change in benefit obligation:				
Benefit obligation at beginning of period	\$ 454,715	\$ 457,181	\$ 53,076	\$ 52,934
Service cost	21,649	1,192	767	109
Interest cost	29,440	1,461	2,188	169
Plan amendment	97	—	(14,944)	—
Participant contributions	—	—	720	—
Benefits paid	(31,164)	(5,119)	(3,032)	(136)
Actuarial (gain) loss	56,854	—	(930)	—
Benefit obligation at year end	<u>\$ 531,591</u>	<u>\$ 454,715</u>	<u>\$ 37,845</u>	<u>\$ 53,076</u>
Change in plan assets:				
Fair value of plan assets at beginning of period	\$ 283,056	\$ 280,601	\$ —	\$ —
Actual return on plan assets	26,403	7,574	—	—
Employer contributions	20,241	—	2,312	134
Participants contributions	—	—	720	—
Benefits paid	(31,164)	(5,119)	(3,032)	(134)
Fair value of plan assets at year end	<u>\$ 298,536</u>	<u>\$ 283,056</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status:				
Funded status	\$ (233,055)	\$ (171,659)	\$ (37,845)	\$ (53,076)
Unrecognized prior service costs	97	—	—	—
Unrecognized net actuarial (gain) loss	48,860	(6,309)	(932)	(2)
Net amount recognized	<u>\$ (184,098)</u>	<u>\$ (177,968)</u>	<u>\$ (38,777)</u>	<u>\$ (53,078)</u>

During the year ended December 31, 2004, certain changes were made to the postretirement benefit plan. These plan changes revised the cost sharing structure between the employer and the different employee groups. The reduction of the liability of \$14.9 million was recognized in purchase accounting.

Benefit Plan Obligations

Amounts recognized for the benefit plan liabilities in the Consolidated Balance Sheet at December 31 are as follows:

(in thousands)	Pension Benefits		Other Postretirement Benefits	
	2004	2003	2004	2003
Accrued benefit costs	\$(184,302)	\$(177,968)	\$ (38,777)	\$ (53,078)
Intangible asset	97	—	—	—
Accumulated other comprehensive loss (pretax)	107	—	—	—
Net amount recognized	<u>\$(184,098)</u>	<u>\$(177,968)</u>	<u>\$ (38,777)</u>	<u>\$ (53,078)</u>

Weighted average actuarial assumptions used to determine benefit obligations at December 31:

	Pension Benefits		Other Postretirement Benefits	
	2004	2003	2004	2003
Discount rate	5.75%	6.25%	5.75%	6.25%
Rate of increase in compensation levels	3.25%	3.25%	—	—

Information for pension plans with an accumulated benefit obligation in excess of plan assets at December 31:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Projected benefit obligation	\$531,591	\$454,715
Accumulated benefit obligation	429,606	378,485
Fair value of plan assets	<u>298,536</u>	<u>283,056</u>

The total accumulated benefit obligation from all plans was \$429.6 million and \$378.5 million at December 31, 2004 and 2003, respectively.

Future Contributions and Benefit Payments

We expect to contribute approximately \$30.5 million to our pension plan in 2005.

Expected benefit payments for each of the next five years ended December 31 are as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010-2014</u>
Expected benefit payments	\$ 20,260	\$ 22,436	\$ 25,953	\$ 31,010	\$ 33,122	\$ 228,694

Pension and Other Postretirement Costs

The components of our net periodic pension cost and other postretirement costs were as follows:

<u>(in thousands)</u>	<u>Pension Costs</u>		<u>Other Postretirement Costs</u>	
	<u>For the year ended December 31, 2004</u>	<u>For the period December 12 to December 31, 2003</u>	<u>For the year ended December 31, 2004</u>	<u>For the period December 12 to December 31, 2003</u>
Service cost	\$ 21,649	\$ 1,192	\$ 767	\$ 109
Interest cost	29,440	1,461	2,188	169
Expected return on plan assets	(24,781)	—	—	—
Amortization of unrecognized net actuarial loss	64	(1,266)	—	—
Net periodic pension cost	<u>\$ 26,372</u>	<u>\$ 1,387</u>	<u>\$ 2,955</u>	<u>\$ 278</u>
Weighted average assumptions for the period ended December 31:				
Discount rate	6.25%	6.75%	6.25%	6.25%
Rate of increase in compensation levels	3.25%	3.25%	—	—
Expected rate of return on assets	<u>8.75%</u>	<u>8.50%</u>	<u>—</u>	<u>—</u>

We believe our 2004 expected rate of return of 8.75 percent is appropriate based on our historical experience in this investment portfolio as well as a review of other objective indices. Although plan investments are subject to short-term market volatility, we believe they are well diversified and closely managed. Our asset allocation as of December 31, 2004 consisted of 68 percent in equities and 32 percent in fixed-income securities. This allocation is consistent with the long-term asset allocation for the plans. We will continue to review our expected long-term rate of return on an annual basis and revise appropriately.

Target asset allocations are as follows:

Small-cap U.S. equities	10.0%
Large-cap U.S. equities	37.0%
International equities	22.0%
Fixed-income securities	31.0%
Total	<u>100.0%</u>

Other Postretirement Benefit Plans

Assumed health care cost trend rates at December 31 are as follows:

	<u>2004</u>	<u>2003</u>
Health care cost trend used in the current period	10.5%	11.5%
Health care cost trend rate assumed for next year	10.0%	10.5%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that the rate reaches the ultimate trend rate	2010	2010

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. The policy of Roadway LLC regarding the management of health care costs passes the increase beyond a fixed threshold to the plan participants. As a result, a one percentage point increase in the assumed health care cost trend rate would have no effect on the accumulated postretirement benefit obligation or the service and the interest cost components. A one-percentage-point decrease in assumed health care cost trend rates would have the following effects:

<u>(in thousands)</u>	<u>2004</u>
Effect on total of service and interest cost	\$2,746
Effect on postretirement benefit obligation	2,543

The estimated employer contributions during the year ended December 31, 2005 are approximately \$3.2 million.

Expected benefit payments for each of the next five years ended December 31 are as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010-2014</u>
Expected benefit payments	\$ 3,247	\$ 3,542	\$ 3,780	\$ 3,862	\$ 4,190	\$ 23,162

Multi-Employer Plans

Roadway Express and New Penn contribute to multi-employer health, welfare and pension plans for employees covered by collective bargaining agreements (approximately 80 percent of total employees). The largest of these plans, the Central States Southeast and Southwest Areas Pension Plan (the "Central States Plan") provides retirement benefits to approximately 53 percent of our total employees. The amounts of these contributions are determined by contract and established in the agreements. The health and welfare plans provide health care and disability benefits to active employees and retirees. The pension plans provide defined benefits to retired participants. We recognize as net pension cost the required contribution for the period and recognize as a liability any contributions due and unpaid.

Roadway contributed and charged to expense the following amounts to these plans for the period ended December 31:

(in thousands)	2004	2003
Health and welfare	\$214,382	\$ 8,851
Pension	187,389	10,478
Total	<u>\$401,771</u>	<u>\$19,329</u>

Under current legislation regarding multi-employer pension plans, a termination, withdrawal or partial withdrawal from any multi-employer plan in an underfunded status would render us liable for a proportionate share of such multi-employer plans' unfunded vested liabilities. This potential unfunded pension liability also applies to our unionized competitors who contribute to multi-employer plans. Based on the limited information available from plan administrators, which we cannot independently validate, we believe that our portion of the contingent liability in the case of a full withdrawal or termination would be material to our financial position and results of operations. Roadway Express and New Penn have no current intention of taking any action that would subject us to obligations under the legislation.

Roadway Express and New Penn each have collective bargaining agreements with their unions that stipulate the amount of contributions each company must make to union-sponsored, multi-employer pension plans. The Internal Revenue Code and related regulations establish minimum funding requirements for these plans. Under recent legislation, qualified multi-employer plans are permitted to exclude certain recent investment losses from the minimum funding formula through 2005. The Central States Plan, in particular, has informed us that its recent investment performance has adversely affected its funding levels and that the fund is seeking corrective measures to address its funding. During the benefit period of the recent legislation, the Central States Plan is expected to meet the minimum funding requirements. If any of these plans, including (without limitation) the Central States Plan, fail to meet minimum funding requirements and the trustees of such a plan are unable to obtain waivers of the requirements or certain changes in how the applicable plan calculates its funding level from the Internal Revenue Service ("IRS") or reduce pension benefits to a level where the requirements are met, the IRS could impose an excise tax on all employers participating in these plans and require contributions in excess of our contractually agreed upon rates to correct the funding deficiency. If an excise tax were imposed on the participating employers and additional contributions required, it could have a material adverse impact on the financial results of Roadway.

401(k) Savings Plans and Profit Sharing Plans

In 2004, Roadway LLC employees not covered by collective bargaining agreements participated in the Roadway 401(k) Savings Plan, a defined contribution plan, which provided for both nondiscretionary and discretionary employer contributions and provided a maximum matching percentage of 100 percent of the first four and a half percent of an eligible employee's contributions, including before-tax and after-tax contributions. The entire matching component of the Roadway plan was provided with Yellow Roadway common stock. Effective December 31, 2004, the Roadway 401(k) savings plan was merged into the Yellow Roadway 401(k) savings plan. The Yellow Roadway 401(k) savings plan is a contributory plan and provides for a nondiscretionary matching contribution and a discretionary contribution. The maximum nondiscretionary company match for these plans will be equal to 25 percent of the first six percent in cash and 25 percent of the first six percent in Yellow Roadway common stock, for a total match of 50 percent of the first six percent of a participant's before-tax contributions. Any discretionary contributions for the 401(k) savings plan are determined annually by the Board of Directors and may be in the form of cash, stock or other property. Employer contributions for the year ended December 31, 2004 were \$7.3 million. Employer contributions for the period ended December 31, 2003 were not material to our operations.

Roadway LLC also participates in the Yellow Roadway noncontributory profit sharing plan, which was established effective January 1, 2004, and the nondiscretionary company contribution is based on years of participation service and compensation, with a maximum fixed contribution of 5% of compensation for more than ten years of participation service. The Yellow Roadway profit sharing plan also provides for a discretionary performance based contribution of a maximum of 2 1/2% of compensation. Any discretionary contributions are determined annually by the Board of Directors. Contributions under the Yellow Roadway profit sharing plan may be made in cash or other property, as determined by the Board of Directors, and nondiscretionary contributions will generally be made in cash. New Penn also provides a noncontributory profit sharing plan for employees not covered by collective bargaining agreements. Any contributions are discretionary employer contributions. Employer contributions to our profit sharing plans in 2004 totaled \$1.8 million. Amounts for the period ended December 31, 2003 were not material to our operations.

Our employees covered under collective bargaining agreements may also participate in a contributory 401(k) plan. We do not make employer contributions to the plan on their behalf.

Performance Incentive Awards

Roadway LLC and its operating subsidiary, Roadway Express, provide quarterly performance incentive awards to nonunion employees, which are based primarily on actual operating results achieved compared to targeted operating results, and are paid in cash. Income from continuing operations in 2004 included performance incentive expense for nonunion employees of \$56.1 million. Performance incentive awards expense for nonunion employees for the period ended December 31, 2003 were not material to our operations.

Related Party Transactions

Yellow Roadway maintains an asset backed securitization (“ABS”) facility that involves receivables of Yellow Transportation, Inc. and Roadway Express. The ABS facility is operated by Yellow Roadway Receivables Funding Corporation (“YRRFC”), a special purpose entity wholly owned by Yellow Roadway. As the receivables of Roadway Express are sold to YRRFC, the accompanying balance sheet at December 31, 2004 reflects these amounts of \$334.5 million as accounts receivable from affiliate, net of certain financing costs. These finance charges were \$35.6 million during the year ended December 31, 2004.

We paid management fees to Yellow Roadway of \$24.0 million in 2004 that we include in “operating expenses and supplies.” The management fees were paid for various corporate and administrative services. Management fees are charged based on direct benefits received or as a percentage of revenue. We were also charged \$2.2 million by Yellow Roadway for fees related to letters of credit issued to serve as collateral for our self-insurance programs, primarily in the areas of workers’ compensation, property damage and liability claims. At December 31, 2004, we had a net short-term advances receivable of \$73.0 million due from Yellow Roadway. For the year ended December 31, 2004, we earned interest income of \$0.4 million from the short-term advances receivable under borrowing arrangements with Yellow Roadway. The interest rate was based on the London inter-bank offer rate plus a fixed increment and was 2.56 percent at December 31, 2004. Related party transactions relating to 2003 results were immaterial to our operations.

Debt and Financing

Roadway has \$225.0 million face value of 8.25 percent senior notes due in full on December 1, 2008 (“senior notes due 2008”), with interest payments due semi-annually on June 1 and December 1. The senior notes due 2008 were revalued as part of purchase accounting and assigned a fair value \$249.2 million on December 11, 2003, respectively. The premium over the face value of the senior notes due 2008 is being amortized as a reduction to interest expense over the remaining life of the notes. The unamortized premium at December 31, 2004 and 2003 was \$19.0 million and \$23.9 million, respectively resulting in a carrying amount of \$244.0 million and \$248.9 million at December 31, 2004 and 2003, respectively. The fair value of this debt approximates its carrying value at December 31, 2004.

At December 31, 2003, Reimer had a \$10.0 million secured revolving line of credit available with no outstanding borrowings. In the first quarter of 2004, we closed the facility.

Income Taxes

We use the liability method to reflect income taxes on our financial statements. We recognize deferred tax assets and liabilities by applying enacted tax rates and regulations to the differences between the carrying value of existing assets and liabilities and their respective tax basis and capital loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that the change is enacted. We assess the realizability of deferred tax assets for capital and operating loss carryforwards and provide valuation allowances when we determine it is more likely than not that such losses will not be realized within the applicable

carryforward period. We have not recognized deferred taxes for U.S. federal income taxes on foreign subsidiaries' earnings that are deemed to be permanently reinvested and any related taxes associated with such earnings are not material. Deferred tax liabilities (assets) were comprised of the following at December 31:

(in thousands)	2004	2003
Depreciation	\$ 180,638	\$ 177,923
Employee benefits	2,820	28,653
Intangibles	172,479	181,072
Prepays	134	—
Revenue	8,667	—
Other	5,394	308
Gross tax liabilities	<u>\$ 370,132</u>	<u>\$ 387,956</u>
Bad debt	\$ (5,467)	\$ —
Claims and insurance	(89,429)	(65,324)
Employee benefits	(89,286)	(113,191)
Other	(21,650)	(14,961)
Valuation allowance	3,096	3,096
Gross tax assets	<u>\$(202,736)</u>	<u>\$(190,380)</u>
Net tax liability	<u>\$ 167,396</u>	<u>\$ 197,576</u>

The Company recorded approximately \$3.1 million of deferred income tax assets for investment in certain joint ventures at December 31, 2004 and 2003. For financial reporting purposes, a valuation allowance of \$3.1 million has been recognized to offset the deferred tax assets relating to investment in such joint ventures at December 31, 2004 and 2003.

We have a tax sharing policy with our parent that requires us to share in our parent's consolidated tax burden based on our respective share of taxable income or losses relative to our parent's other subsidiaries. In addition, we retain any respective tax credits related to our operations.

A reconciliation between income taxes at the federal statutory rate and the consolidated effective tax rate from continuing operations follows:

	2004	2003
Federal statutory rate	35.0%	35.0%
State income taxes, net	2.8	4.3
Nondeductible business expenses	1.5	(2.0)
Foreign tax credit and rate differential	(0.2)	(1.2)
Other, net	(4.4)	0.6
Effective tax rate	<u>34.7%</u>	<u>36.7%</u>

For 2004, "Other, net" is primarily composed of intercompany charges not included in the accompanying statements of operations.

The income tax provision (benefit) consisted of the following:

<u>(in thousands)</u>	<u>For the year ended December 31, 2004</u>	<u>For the period December 12 to December 31, 2003</u>
Current:		
U.S federal	\$ 39,255	\$ (1,608)
State	7,557	(444)
Foreign	4,095	16
Current income tax	<u>\$ 50,907</u>	<u>\$ (2,036)</u>
Deferred:		
U.S federal	\$ 1,019	\$ (362)
State	(14)	(34)
Foreign	81	(212)
Deferred income tax	<u>\$ 1,086</u>	<u>\$ (608)</u>
Income tax provision (benefit)	<u>\$ 51,993</u>	<u>\$ (2,644)</u>
Based on the income (loss) before income taxes:		
Domestic	\$ 136,770	\$ (6,372)
Foreign	12,895	(830)
Income (loss) before income taxes	<u>\$ 149,665</u>	<u>\$ (7,202)</u>

Previously, the Internal Revenue Service (“IRS”) challenged the timing of a deduction by Roadway Express related to prior years’ contributions to certain union pension plans. During the year ended December 31, 2004 we reached an agreement with the IRS and paid \$41.4 million (\$32.3 million net of tax benefit) to resolve this matter. Additional state tax and interest payments of approximately \$9.0 million (\$7.4 million net of tax benefit) resulting from the federal adjustments were made in January of 2005. We had specifically established reserves related to these payments in purchase accounting.

Commitments, Contingencies, and Uncertainties

Roadway incurs rental expenses under noncancelable lease agreements for certain buildings and operating equipment. Rental expense is charged to “operating expense and supplies” on the Statement of Consolidated Operations. Actual rental expense for the year ended December 31, 2004 and for the period December 12 to December 31, 2003 was \$52.5 million and \$2.9 million, respectively.

We utilize certain terminals and equipment under operating leases. At December 31, 2004, we were committed under noncancelable lease agreements requiring minimum annual rentals payable as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>Thereafter</u>
Minimum annual rentals	\$ 42,110	\$ 30,272	\$ 22,411	\$ 14,617	\$ 5,672	\$ 6,657

We expect in the ordinary course of business that leases will be renewed or replaced as they expire. Projected 2005 net capital expenditures are expected to be \$70.0 to \$80.0 million, of which \$17.4 million was committed at December 31, 2004.

We are involved in litigation or proceedings that arise in ordinary business activities. We insure against these risks to the extent deemed prudent by our management, but no assurance can be given that the nature and amount of such insurance will be sufficient to fully indemnify us against liabilities arising out of pending and future legal proceedings. Many of these insurance policies contain self-insured retentions in amounts we deem prudent. Based on our current assessment of information available as of the date of these financial statements, we believe that our financial statements include adequate provisions for estimated costs and losses that may be incurred with regard to the litigation and proceedings to which we are a party.

Environmental Matters

Remediation costs are accrued based on estimates of known environmental remediation exposure using currently available facts, existing environmental permits and technology and presently enacted laws and regulations. Our estimates of costs are developed based on internal evaluations and, when necessary, recommendations from external environmental consultants. These accruals are recorded when it is probable that we will be obligated to pay amounts for environmental site evaluation, remediation or related costs, and the amounts can be reasonably estimated. If the obligation can only be estimated within a range, we accrue the minimum amount in the range. These accruals are recorded even if significant uncertainties exist over the ultimate cost of the remediation. Where we have been identified as a potentially responsible party in a United States federal "Superfund" site, we accrue our share of the estimated remediation costs of the site based on the ratio of the estimated volume of waste contributed to the site by us to the total volume of waste at the site. As of December 31, 2004, recorded balances related to these matters were not material.

Business Segments

Roadway reports financial and descriptive information about its reportable operating segments on a basis consistent with that used internally for evaluating segment performance and allocating resources to segments. We manage the segments separately because each requires different operating, marketing and technology strategies. We evaluate performance primarily on adjusted operating income and return on capital.

Roadway has two reportable segments, which are strategic business units that offer complementary transportation services to their customers. Roadway Express is a unionized carrier that provides comprehensive regional, national and international transportation services. New Penn is also a unionized carrier that focuses on business opportunities in the regional and next-day markets.

The accounting policies of the segments are the same as those described in the Summary of Accounting Policies note. We charge management fees and other corporate services to our segments based on the direct benefits received or as a percentage of revenue. Corporate identifiable assets primarily refer to cash, cash equivalents and an investment in a joint venture.

Revenue from foreign sources totaled \$145.2 million and \$5.7 million during the year ended December 31, 2004 and for the period December 12 to December 31, 2003, respectively, and is largely derived from Canada and Mexico. Long-lived assets located in foreign countries totaled \$19.2 million and \$12.9 million at December 31, 2004 and 2003, respectively.

The following table summarizes our operations and identifiable assets by business segment:

<u>(in thousands)</u>	<u>Roadway Express</u>	<u>New Penn</u>	<u>Corporate / Eliminations</u>	<u>Consolidated</u>
For the year ended December 31, 2004				
External revenue	\$3,119,927	\$260,572	\$ (5)	\$3,380,494
Operating income	166,203	33,897	—	200,100
Identifiable assets	2,073,961	265,333	92,702	2,431,996
Capital expenditures, net	47,816	18,587	—	66,403
Depreciation and amortization	<u>70,491</u>	<u>11,667</u>	<u>—</u>	<u>82,158</u>
For the period December 12 to December 31, 2003				
External revenue	\$ 131,248	\$ 9,770	\$ —	\$ 141,018
Operating loss	(6,075)	(221)	—	(6,296)
Identifiable assets	2,002,421	340,713	(4,643)	2,338,491
Capital expenditures, net	1,216	534	(5)	1,745
Depreciation and amortization	<u>3,455</u>	<u>745</u>	<u>—</u>	<u>4,200</u>

Condensed Consolidating Financial Statements

Guarantees of the Senior Notes Due 2008

Roadway LLC, the primary obligor of the senior notes due 2008, and its following 100 percent owned subsidiaries issued guarantees in favor of the holders of the notes: Roadway Next Day Corporation, New Penn Motor Express, Inc., Roadway Express, Inc., Roadway Reverse Logistics, Inc. and Roadway Express International, Inc. In addition, per virtue of the merger agreement, Yellow Roadway Corporation issued a guarantee in favor of the holders of the notes. Each of the guarantees is full and unconditional and joint and several.

The summarized consolidating financial statements are presented in lieu of separate financial statements and other related disclosures of the subsidiary guarantors and issuer because management does not believe that such separate financial statements and related disclosures would be material to investors. There are currently no significant restrictions on the ability of Roadway LLC or any guarantor to obtain funds from its subsidiaries by dividend or loan.

The following represents summarized condensed consolidating financial information of Roadway LLC and its subsidiaries as of December 31, 2004 and 2003 with respect to the financial position, and for the year ended December 31, 2004 and the period from the date of acquisition through December 31, 2003 for results of operations and cash flow. The primary obligor column presents the financial information of Roadway LLC. The Guarantor Subsidiaries column presents the financial information of all guarantor subsidiaries of the senior notes due 2008 with the exception of Yellow Roadway, the holding company. The Non-Guarantor Subsidiaries column presents the financial information of all non-guarantor subsidiaries, including those subsidiaries that are governed by foreign laws, Yellow Roadway Receivables Funding Corporation and Roadway Funding, Inc., the special-purpose entities that are or were associated with our asset-backed securitization agreements.

Condensed Consolidating Balance Sheets

December 31, 2004 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ 7	\$ 12	\$ —	\$ 19
Intercompany advances receivable	76	332	(10)	10	408
Accounts receivable, net	—	8	20	—	28
Prepaid expenses and other	11	65	—	—	76
Total current assets	87	412	22	10	531
Property and equipment	—	875	23	—	898
Less – accumulated depreciation	—	(69)	(4)	—	(73)
Net property and equipment	—	806	19	—	825
Investment in subsidiary	671	58	—	(729)	—
Intercompany note receivable	650	10	—	(660)	—
Goodwill and other assets	6	1,033	37	—	1,076
Total assets	<u>\$ 1,414</u>	<u>\$ 2,319</u>	<u>\$ 78</u>	<u>\$ (1,379)</u>	<u>\$ 2,432</u>
Accounts payable	\$ —	\$ 127	\$ 10	\$ —	\$ 137
Advances payable to parent	—	650	—	(650)	—
Wages, vacations and employees' benefits	—	221	4	—	225
Other current and accrued liabilities	(17)	115	—	—	98
Total current liabilities	(17)	1,113	14	(650)	460
Long-term debt, less current portion	244	—	—	—	244
Deferred income taxes, net	(9)	217	7	—	215
Claims and other liabilities	—	317	—	—	317
Parent company investment	1,196	672	57	(729)	1,196
Total liabilities and parent company investment	<u>\$ 1,414</u>	<u>\$ 2,319</u>	<u>\$ 78</u>	<u>\$ (1,379)</u>	<u>\$ 2,432</u>

December 31, 2003 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ 44	\$ 6	\$ —	\$ 50
Intercompany advances receivable	38	56	103	(197)	—
Accounts receivable, net	—	326	17	—	343
Prepaid expenses and other	—	34	—	—	34
Total current assets	38	460	126	(197)	427
Property and equipment	—	811	13	—	824
Less – accumulated depreciation	—	(3)	—	—	(3)
Net property and equipment	—	808	13	—	821
Investment in subsidiary	593	29	—	(622)	—
Intercompany note receivable	650	—	—	(650)	—
Goodwill and other assets	21	1,034	35	—	1,090
Total assets	<u>\$ 1,302</u>	<u>\$ 2,331</u>	<u>\$ 174</u>	<u>\$ (1,469)</u>	<u>\$ 2,338</u>
Accounts payable	\$ 1	\$ 111	\$ 7	\$ —	\$ 119
Advances payable to parent	—	127	126	(197)	56
Wages, vacations and employees' benefits	1	182	3	—	186
Other current and accrued liabilities	(31)	118	2	—	89
Total current liabilities	(29)	538	138	(197)	450
Intercompany debt	—	650	—	(650)	—
Long-term debt, less current portion	249	—	—	—	249
Deferred income taxes, net	(11)	218	7	—	214
Claims and other liabilities	1	333	—	—	334
Parent company investment	1,092	592	29	(622)	1,091
Total liabilities and parent company investment	<u>\$ 1,302</u>	<u>\$ 2,331</u>	<u>\$ 174</u>	<u>\$ (1,469)</u>	<u>\$ 2,338</u>

Condensed Consolidating Statements of Operations

For the year ended December 31, 2004 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ —	\$ 3,236	\$ 145	\$ (1)	\$ 3,380
Operating expenses:					
Salaries, wages and employees' benefits	—	2,045	46	—	2,091
Operating expenses and supplies	—	481	27	(1)	507
Operating taxes and licenses	—	80	2	—	82
Claims and insurance	—	61	—	—	61
Depreciation and amortization	—	79	3	—	82
Purchased transportation	—	310	48	—	358
Gains on property disposals, net	—	(1)	—	—	(1)
Total operating expenses	—	3,055	126	(1)	3,180
Operating income	—	181	19	—	200
Nonoperating (income) expenses:					
Interest expense	14	53	1	(54)	14
Other, net	(53)	32	3	54	36
Nonoperating (income) expenses, net	(39)	85	4	—	50
Income (loss) before income taxes	39	96	15	—	150
Income tax provision	15	33	4	—	52
Subsidiary earnings	72	9	—	(81)	—
Net income (loss)	<u>\$ 96</u>	<u>\$ 72</u>	<u>\$ 11</u>	<u>\$ (81)</u>	<u>\$ 98</u>

Condensed Consolidating Statements of Operations

For the period December 12 to December 31, 2003 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenue	\$ —	\$ 135	\$ 6	\$ —	\$ 141
Operating expenses:					
Salaries, wages and employees' benefits	—	91	3	—	94
Operating expenses and supplies	—	21	1	—	22
Operating taxes and licenses	—	4	—	—	4
Claims and insurance	—	4	—	—	4
Depreciation and amortization	—	4	—	—	4
Purchased transportation	—	17	2	—	19
Gains on property disposals, net	—	—	—	—	—
Total operating expenses	—	141	6	—	147
Operating income (loss)	—	(6)	—	—	(6)
Nonoperating (income) expenses:					
Interest expense	1	3	—	(3)	1
Other, net	(3)	—	—	3	—
Nonoperating (income) expenses, net	(2)	3	—	—	1
Income (loss) before income taxes	2	(9)	—	—	(7)
Income tax provision (benefit)	1	(3)	—	—	(2)
Subsidiary earnings	(6)	—	—	6	—
Net income (loss)	\$ (5)	\$ (6)	\$ —	\$ 6	\$ (5)

Condensed Consolidating Statements of Cash Flows

For the year ended December 31, 2004 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash from operating activities	\$ 34	\$ 135	\$ 11	\$ —	\$ 180
Investing activities:					
Acquisition of property and equipment	—	(91)	(3)	—	(94)
Proceeds from disposal of property and equipment	—	28	—	—	28
Other, net	4	—	—	—	4
Net cash from (used in) investing activities	4	(63)	(3)	—	(62)
Financing activities:					
Advances from parent, net	(38)	(109)	(2)	—	(149)
Net cash used in financing activities	(38)	(109)	(2)	—	(149)
Net increase (decrease) in cash and cash equivalents	—	(37)	6	—	(31)
Cash and cash equivalents, beginning of period	—	44	6	—	50
Cash and cash equivalents, end of year	\$ —	\$ 7	\$ 12	\$ —	\$ 19

For the period December 12 to December 31, 2003 (in millions)	Primary Obligor	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities:					
Net cash from (used in) operating activities	\$ (24)	\$ 22	\$ (1)	\$ —	\$ (3)
Investing activities:					
Acquisition of property and equipment	—	(3)	—	—	(3)
Proceeds from disposal of property and equipment	—	2	—	—	2
Net cash from (used in) investing activities	—	(1)	—	—	(1)
Financing activities:					
Advances from parent, net	—	(52)	—	—	(52)
Net cash provided by (used in) financing activities	—	(52)	—	—	(52)
Net increase (decrease) in cash and cash equivalents	(24)	(31)	(1)	—	(56)
Cash and cash equivalents, beginning of period	24	75	7	—	106
Cash and cash equivalents, end of year	<u>\$ —</u>	<u>\$ 44</u>	<u>\$ 6</u>	<u>\$ —</u>	<u>\$ 50</u>

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

Roadway Express, Inc. and Subsidiaries
A wholly owned subsidiary of Roadway LLC

Consolidated Balance Sheets as of December 31, 2004 and 2003;

Statements of Consolidated Operations for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

Statements of Consolidated Cash Flows for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

Statements of Parent Company Investment and Comprehensive Income for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

with Report of Independent Auditors

Independent Auditors' Report

The Board of Directors
Yellow Roadway Corporation:

We have audited the accompanying consolidated balance sheets of Roadway Express, Inc. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, cash flows, and parent company investment and comprehensive income for the year ended December 31, 2004 and for the period December 12, 2003 to December 31, 2003. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Roadway Express, Inc. and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for the year ended December 31, 2004 and for the period December 12, 2003 to December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Kansas City, Missouri

March 4, 2005

CONSOLIDATED BALANCE SHEETS
Roadway Express, Inc. and Subsidiaries
A wholly owned subsidiary of Roadway LLC

(in thousands)	December 31, 2004	December 31, 2003
Assets		
CURRENT ASSETS		
Cash and cash equivalents	\$ 18,933	\$ 24,552
Accounts receivable, less allowances of \$0 and \$4,793	—	349,016
Accounts receivable parent and affiliates, net	315,107	—
Fuel and operating supplies	6,994	3,785
Deferred income taxes, net	43,443	12,199
Prepaid expenses	7,987	11,333
Total current assets	<u>392,464</u>	<u>400,885</u>
PROPERTY AND EQUIPMENT		
Land	228,836	239,344
Structures	335,851	344,330
Revenue equipment	144,855	97,273
Technology equipment and software	38,506	20,572
Other	52,817	48,745
	<u>800,865</u>	<u>750,264</u>
Less – accumulated depreciation	<u>(64,739)</u>	<u>(2,763)</u>
Net property and equipment	736,126	747,501
Goodwill	545,246	474,513
Intangibles	395,704	371,081
Other assets	4,421	8,441
Total assets	<u>\$2,073,961</u>	<u>\$2,002,421</u>
Liabilities and Parent Company Investment		
CURRENT LIABILITIES		
Checks outstanding in excess of bank balances	\$ 27,459	\$ 30,992
Accounts payable	105,566	77,433
Advances payable to parent and affiliates	—	115,202
Wages, vacations and employees' benefits	210,208	173,298
Claims and insurance accruals	54,311	49,090
Other current and accrued liabilities	49,984	61,476
Total current liabilities	<u>447,528</u>	<u>507,491</u>
OTHER LIABILITIES		
Note payable to affiliate	500,000	500,000
Deferred income taxes, net	192,339	186,280
Claims and other liabilities	301,327	318,958
Commitments and contingencies		
PARENT COMPANY INVESTMENT		
Capital surplus	574,175	496,044
Retained earnings (deficit)	53,912	(5,454)
Accumulated other comprehensive income (loss)	4,680	(898)
Total parent company investment	<u>632,767</u>	<u>489,692</u>
Total liabilities and parent company investment	<u>\$2,073,961</u>	<u>\$2,002,421</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF CONSOLIDATED OPERATIONS
Roadway Express, Inc. and Subsidiaries
A wholly owned subsidiary of Roadway LLC

(in thousands)	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Operating Revenue	<u>\$3,119,927</u>	<u>\$ 131,249</u>
Operating Expenses:		
Salaries, wages and employees' benefits	1,922,732	86,192
Operating expenses and supplies	473,754	21,315
Operating taxes and licenses	75,726	4,068
Claims and insurance	57,081	3,573
Depreciation and amortization	70,491	3,454
Purchased transportation	355,406	18,730
Gains on property disposals, net	(1,466)	(8)
Total operating expenses	<u>2,953,724</u>	<u>137,324</u>
Operating income (loss)	<u>166,203</u>	<u>(6,075)</u>
Nonoperating (Income) Expenses:		
Related party interest expense	40,500	2,188
Related party financing charges, net	35,614	—
Interest income	(774)	(16)
Other	1,017	187
Nonoperating expenses, net	<u>76,357</u>	<u>2,359</u>
Income (Loss) Before Income Taxes	<u>89,846</u>	<u>(8,434)</u>
Income Tax Provision (Benefit)	<u>30,480</u>	<u>(2,980)</u>
Net Income (Loss)	<u>\$ 59,366</u>	<u>\$ (5,454)</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF CONSOLIDATED CASH FLOWS
Roadway Express, Inc. and Subsidiaries
A wholly owned subsidiary of Roadway LLC

(in thousands)	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Operating Activities:		
Net income (loss)	\$ 59,366	\$ (5,454)
Noncash items included in net income (loss):		
Depreciation and amortization	70,491	3,454
Deferred income tax, net	(1,019)	—
Gain on property disposals, net	(1,466)	(8)
Changes in assets and liabilities, net:		
Accounts receivable	34,371	19,467
Accounts payable	20,724	(11,371)
Other working capital items	(18,442)	(14,939)
Claims and other	(2,687)	(1,910)
Other	(3,476)	(804)
Net cash provided by (used in) operating activities	<u>157,862</u>	<u>(11,565)</u>
Investing Activities:		
Acquisition of property and equipment	(73,305)	(2,399)
Proceeds from disposal of property and equipment	25,489	1,183
Net cash used in investing activities	<u>(47,816)</u>	<u>(1,216)</u>
Financing Activities:		
Intercompany activity, net	(115,665)	(22,943)
Net cash used in financing activities	<u>(115,665)</u>	<u>(22,943)</u>
Net Decrease In Cash and Cash Equivalents	<u>(5,619)</u>	<u>(35,724)</u>
Cash and Cash Equivalents, Beginning of Period	24,552	60,276
Cash and Cash Equivalents, End of Year	<u>\$ 18,933</u>	<u>\$ 24,552</u>
Supplemental Cash Flow Information:		
Income taxes paid (received)	\$ 46,915	\$ (28)
Interest paid	<u>188</u>	<u>—</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF PARENT COMPANY INVESTMENT AND COMPREHENSIVE INCOME
Roadway Express, Inc. and Subsidiaries
A wholly owned subsidiary of Roadway LLC

(in thousands)	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 12, 2003	\$ 496,044	\$ —	\$ —	\$496,044
Net loss		(5,454)	—	(5,454)
Change in foreign currency translation adjustment	—	—	(898)	(898)
Total comprehensive loss				(6,352)
Balances at December 31, 2003	496,044	(5,454)	(898)	489,692
Net income	—	59,366	—	59,366
Change in foreign currency translation adjustment	—	—	5,578	5,578
Total comprehensive income				64,944
Purchase price adjustments	78,131	—	—	78,131
Balances at December 31, 2004	<u>\$ 574,175</u>	<u>\$53,912</u>	<u>\$ 4,680</u>	<u>\$632,767</u>

The notes to consolidated financial statements are an integral part of these statements.

Notes to Consolidated Financial Statements

Roadway Express, Inc. and Subsidiaries
A wholly owned subsidiary of Roadway LLC

Description of Business

Roadway Express, Inc. and subsidiaries (also referred to as “Roadway Express” “the Company,” “we” or “our”), a wholly owned subsidiary of Roadway LLC, which is wholly owned by Yellow Roadway Corporation (“Yellow Roadway”), is a leading transportation services provider that offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods, primarily through decentralized management and customer facing organizations. Approximately 30 percent of Roadway Express shipments are completed in two days or less. Roadway Express owns 100 percent of Reimer Express Lines Ltd. located in Canada that specializes in shipments into, across and out of Canada. Roadway Express has no reportable operating segments as management evaluates operating performance and allocates resources based on Roadway Express consolidated results.

On December 11, 2003, Yellow Corporation completed the acquisition of Roadway Corporation. The combined company was renamed Yellow Roadway Corporation. Roadway Corporation was merged with and into a newly formed limited liability company and a wholly owned subsidiary of Yellow Roadway and the limited liability company changed its name to Roadway LLC after the merger. Consideration for the acquisition included approximately \$494 million in cash and approximately 18.0 million shares of Yellow Roadway common stock. Roadway LLC principal subsidiaries include Roadway Express and Roadway Next Day Corporation.

In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 141, Business Combinations (“SFAS No. 141”), the acquisition was accounted for under purchase accounting. As a result, the accompanying 2003 Statements of Consolidated Operations and Statements of Consolidated Cash Flows present the results from the date of acquisition.

Principles of Consolidation and Summary of Accounting Policies

The accompanying consolidated financial statements include the accounts of Roadway Express, Inc. and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Management makes estimates and assumptions that affect the amounts reported in the financial statements and notes. Actual results could differ from those estimates.

Accounting policies refer to specific accounting principles and the methods of applying those principles to fairly present our financial position and results of operations in accordance with generally accepted accounting principles. The policies discussed below include those that management has determined to be the most appropriate in preparing our financial statements and are not discussed in a separate note.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and highly liquid investments purchased with maturities of three months or less.

Concentration of Credit Risks and Other

We sell services and extend credit based on an evaluation of the customer's financial condition, without requiring collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. We monitor our exposure for credit losses and maintain allowances for anticipated losses.

At December 31, 2004, approximately 81 percent of our labor force is subject to collective bargaining agreements that expire in 2008.

Revenue Recognition

For shipments in transit, Roadway Express records revenue based on the percentage of service completed as of the period end and accrues delivery costs as incurred. In addition, Roadway Express recognizes revenue on a gross basis since the Company is the primary obligor even when the Company uses other transportation service providers who act on their behalf, because the Company is responsible to the customer for complete and proper shipment, including the risk of physical loss or damage of the goods and cargo claims issues. In addition, Roadway Express retains all credit risk. Roadway Express assigns pricing to bills of lading at the time of shipment based primarily on the weight, general classification of the product, the shipping destination and individual customer discounts. This process is referred to as rating. At various points throughout our process, incorrect ratings could be identified based on many factors, including weight verifications or updated customer discounts. Although the majority of rerating occurs in the same month as the original rating, a portion occurs during the following periods. Roadway Express accrues a reserve for rerating based on historical trends. Management believes these policies most accurately reflect revenue as earned.

Foreign Currency

Our functional currency is the U.S. dollar, whereas, our foreign operations utilize the local currency as their functional currency. Accordingly, for purposes of translating foreign subsidiary financial statements to the U.S. dollar reporting currency, assets and liabilities of our foreign operations are translated at the fiscal year end exchange rates and income and expenses are translated at the weighted-average exchange rates for the fiscal year. Foreign currency gains and losses resulting from foreign currency transactions are included in consolidated operations in the year of occurrence.

Financial Instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings approximates their fair value due to the short-term nature of these instruments.

Claims and Insurance Accruals

Claims and insurance accruals, both current and long-term, reflect the estimated cost of claims for workers' compensation, cargo loss and damage, property damage and liability that insurance does not cover. We include these costs in claims and insurance expense except for workers' compensation, which is included in salaries, wages, and employees' benefits.

We base reserves for workers' compensation and property damage and liability claims primarily upon actuarial analyses prepared by independent actuaries. These reserves are discounted to present value using a risk-free rate at the date of occurrence. The risk-free rate is the United States (U.S.) Treasury rate for maturities that match the expected payout of such claims. The process of determining reserve

requirements utilizes historical trends and involves an evaluation of accident frequency and severity, claims management, changes in health care costs, and certain future administrative costs. The effect of future inflation for costs is implicitly considered in the actuarial analyses. Adjustments to previously established reserves are included in operating results. At December 31, 2004 and 2003, estimated future payments related to these claims aggregated \$176.0 million and \$175.5 million, respectively. The present value of these estimated future payments was \$153.1 million and \$149.2 million at December 31, 2004 and 2003, respectively.

Property and equipment

Roadway Express carries property and equipment at cost less accumulated depreciation. The values assigned to property and equipment at the date of the acquisition were principally determined by independent, third party appraisers. We compute depreciation using the straight-line method based on the following service lives:

	<u>Years</u>
Structures	10 – 40
Revenue equipment	5 – 14
Technology equipment and software	3 – 5
Other	3 – 10

We charge maintenance and repairs to expense as incurred, and capitalize replacements and improvements when these costs extend the useful life of the asset.

Our investment in technology equipment and software consists primarily of advanced customer service and freight management equipment and related software. We capitalize certain costs associated with developing or obtaining internal-use software. Capitalizable costs include external direct costs of materials and services utilized in developing or obtaining the software, payroll, and payroll-related costs for employees directly associated with the project. For the year ended December 31, 2004, we capitalized \$1.6 million for software costs. For the period ended December 31, 2003, the amount capitalized was immaterial to the Company's financial statements.

For the year ended December 31 2004, we recorded \$62.4 million in depreciation expense. For the period December 12 through December 31, 2003, depreciation expense was \$3.0 million.

Impairment of Long-Lived Assets

If facts and circumstances indicate that the carrying value of identifiable amortizable intangibles and property, plant and equipment may be impaired, we would perform an evaluation of recoverability in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. If an evaluation were required, we would compare the estimated future undiscounted cash flows associated with the asset to the asset's carrying amount to determine if a write-down is required.

Acquisition

In accordance with SFAS No. 141, Yellow Roadway allocates the purchase price of its acquisitions to the tangible and intangible assets and liabilities of the acquired entity based on their fair values. Yellow Roadway records the excess purchase price over the fair values as goodwill. The fair value assigned to intangible assets acquired is based on valuations prepared by independent third party appraisal firms using estimates and assumptions provided by management. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets

("SFAS No. 142"), we do not amortize goodwill and intangible assets with indefinite useful lives but review these assets at least annually for impairment. An impairment loss would be recognized to the extent that the carrying amount exceeds the assets' fair value. Intangible assets with estimatable useful lives are amortized on a straight-line basis over their respective useful lives.

Roadway Corporation

On December 11, 2003, Yellow Corporation completed the acquisition of Roadway Corporation and all of its outstanding stock in approximately a half cash, half stock transaction. As part of the transaction, Yellow Corporation changed its name to Yellow Roadway Corporation. In addition, Roadway Corporation became Roadway LLC ("Roadway") and a wholly owned subsidiary of Yellow Roadway. Principal operating subsidiaries of Roadway include Roadway Express and New Penn. Roadway Express is a leading transporter of industrial, commercial and retail goods in the two- to five-day regional and long-haul markets. New Penn is a next-day, ground, less-than-truckload, carrier of general commodities.

Consideration for the acquisition included approximately \$494 million in cash and approximately 18.0 million shares of Yellow Roadway common stock, based on an exchange ratio of 1.752 and an average price per share of \$31.51 (subject to proration and allocation provisions), for a total purchase price of approximately \$1.1 billion. The purchase price also included approximately \$19 million for investment banking, legal and accounting fees that Yellow Roadway incurred to consummate the acquisition, resulting in total cash consideration of \$513 million. We recorded the net assets at their estimated fair values and included operating results in our financial statements from the date of acquisition. We allocated the purchase price at December 31, 2003, on a preliminary basis using information then available. The allocation of the purchase price to the assets and liabilities acquired was finalized in the fourth quarter of 2004 including receipt of an independent valuation. The total purchase price increased by \$78.1 million, as reflected in the change in capital surplus, primarily due to a change in the purchase price allocation between Roadway Express and New Penn. The final purchase price allocation is shown below and resulted in a \$69.6 million increase to goodwill, \$31.0 million increase to intangible assets and a \$22.2 million decrease to property, plant and equipment from our preliminary allocation.

In connection with the acquisition, we incurred \$12.0 million of restructuring costs as a result of severance (administrative, sales and operations personnel) and contract terminations. We have recognized such costs as a liability assumed as of the acquisition date, resulting in additional goodwill. These restructuring costs consisted of \$10.5 million of employee termination (including wages, health benefits and outplacement services) for approximately 800 employees and \$1.5 million for contract terminations. All of these restructuring items were effectuated within one year of the acquisition in accordance with purchase accounting requirements. During the year ended December 31, 2004, we paid \$7.7 million of restructuring costs resulting in a \$4.3 million accrued liability at December 31, 2004.

Based on an independent valuation prepared using estimates and assumptions provided by management, Yellow Roadway allocated approximately \$574.2 million of the total purchase price of approximately \$1.1 billion to Roadway Express as follows:

<u>(in thousands)</u>	
Cash and cash equivalents	\$ 60,276
Accounts receivable	342,816
Other current assets	16,922
Property, plant and equipment	727,237
Other long-term assets	8,204
Intangible assets	402,800
Goodwill	544,355
Accounts payable and other current liabilities	(539,149)
Note payable to affiliate	(500,000)
Deferred income taxes, net	(186,861)
Other long-term liabilities	(302,425)
Total purchase price	<u>\$ 574,175</u>

Intangible Assets

Of the \$402.8 million allocated to intangibles assets, \$324.0 million was assigned to the Roadway trade name and is not subject to amortization. Of the remaining value, \$63.8 million and \$15.0 million were assigned to customer relationships and software related assets, respectively. Yellow Roadway assigned the customer relationships and software assets a weighted average life of 20 years and 3 years, respectively.

Goodwill

Yellow Roadway recorded \$602.9 million in goodwill as part of the acquisition, allocating \$544.3 million to Roadway Express and \$58.6 million to Roadway Next Day. Of the total goodwill recorded, the amount that may be deductible for tax purposes is not material to the results of operations of Yellow Roadway.

Goodwill and Intangibles

Goodwill is recognized for the excess of the purchase price over the fair value of tangible and identifiable intangible net assets of businesses acquired. In accordance with SFAS No. 142, we review goodwill at least annually for impairment based on a fair value approach. During the fourth quarter of 2004, we completed our annual impairment testing of goodwill and tradenames, which are deemed to have indefinite lives, and determined there was no impairment.

The following table shows the changes in the carrying amount of goodwill:

<u>(in thousands)</u>	
Balance at December 31, 2002	\$ —
Goodwill resulting from acquisition	474,738
Changes in foreign currency exchange rates	(225)
Balance at December 31, 2003	474,513
Final purchase price allocation adjustment	69,618
Changes in foreign currency exchange rates	1,115
Balance at December 31, 2004	<u>\$545,246</u>

The components of amortizable intangible assets as of December 31 are as follows:

<u>(in thousands)</u>	Weighted Average Life (years)	2004		2003	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer related	20	\$63,800	\$ 3,317	\$48,900	\$ 164
Technology based	3	15,000	5,160	15,000	256
Intangible assets		<u>\$78,800</u>	<u>\$ 8,477</u>	<u>\$63,900</u>	<u>\$ 420</u>

Total marketing related intangible assets with indefinite lives, primarily trade names, were \$324.0 million and \$307.6 million as of December 31, 2004 and 2003, respectively. During 2004 these amounts were impacted by additional purchase price adjustments of \$16.1 million and changes in foreign currency exchange rates of \$0.3 million. These intangible assets are not subject to amortization, but are subjected to the annual impairment test previously discussed.

During the year ended December 31, 2004 and for the period December 12 to December 31, 2003, amortization expense was \$8.1 million and \$420 thousand, respectively. Estimated amortization expense for the next five years is as follows:

<u>(in thousands)</u>	2005	2006	2007	2008	2009
Estimated amortization expense	\$8,213	\$7,958	\$3,214	\$3,214	\$3,214

Employee Benefits

Pension and Other Postretirement Benefit Plans

Qualified and Nonqualified Defined Benefit Pension Plans

Roadway Express participates in qualified and nonqualified defined benefit pension plans for most employees not covered by collective bargaining agreements (approximately 5,000 employees). Qualified and nonqualified pension benefits are based on years of service and the employees' covered earnings. Employees covered by collective bargaining agreements participate in various multi-employer pension plans to which Roadway Express contributes, as discussed later in this section. Additionally, on January 1, 2004, all new U.S.-salaried, nonunion employees (except those currently participating in other profit sharing plans) participate in a defined contribution retirement plan. With the implementation of the defined contribution retirement plan, the existing Roadway LLC defined benefit pension plan was closed to new participants.

Our funding policy is to target contributions at the minimum required tax-deductible contribution for the year while taking into consideration each plan's funded status, any variable Pension Benefit Guarantee Corporation premiums and the outlooks for required funding. Our actuarial valuation measurement date for our principal pension plans and post retirement benefits plan is December 31.

Other Postretirement Benefit Plan

Roadway Express sponsors a postretirement healthcare benefit plan that covers non-union employees of Roadway Express hired before February 1, 1997. Health care benefits under this plan end when the participant attains age 65.

Definitions

We have defined the following terms to provide a better understanding of our pension and other postretirement benefits:

Projected benefit obligation: The projected benefit obligation is the present value of future benefits to employees attributed to service as of the measurement date, including assumed future salary increases through retirement.

Plan assets: Represents the assets currently invested in the plans. Assets used in calculating the funded status are measured at the current market value at December 31.

Funded status: The funded status represents the difference between the projected benefit obligation and plan assets.

Net amount recognized: The net amount recognized represents the amount accrued by Roadway Express for pension costs.

Unfunded accumulated benefit obligation: The accumulated benefit obligation is the present value of future benefits attributed to service as of the measurement date, assuming no future salary growth. The unfunded accumulated benefit obligation represents the difference between the accumulated benefit obligation and the plan assets.

Accumulated postretirement benefit obligation: The accumulated postretirement benefit obligation is the present value of other postretirement benefits to employees attributed to service as of the measurement date.

Funded Status

The following table sets forth the plans' funded status:

(in thousands)	Pension Benefits		Other Postretirement Benefits	
	For the year ended December 31, 2004	For the period December 12 to December 31, 2003	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Change in benefit obligation:				
Benefit obligation at beginning of period	\$ 452,814	\$ 455,289	\$ 53,076	\$ 52,934
Service cost	21,604	1,190	767	109
Interest cost	29,325	1,454	2,188	169
Plan amendment	—	—	(14,944)	—
Participant contributions	—	—	720	—
Benefits paid	(30,987)	(5,119)	(3,032)	(136)
Actuarial (gain) loss	56,747	—	(930)	—
Benefit obligation at year end	<u>\$ 529,503</u>	<u>\$ 452,814</u>	<u>\$ 37,845</u>	<u>\$ 53,076</u>
Change in plan assets:				
Fair value of plan assets at beginning of period	\$ 283,056	\$ 280,601	\$ —	\$ —
Actual return on plan assets	26,403	7,574	—	—
Employer contributions	20,063	—	2,312	134
Participant contributions	—	—	720	—
Benefits paid	(30,986)	(5,119)	(3,032)	(134)
Fair value of plan assets at year end	<u>\$ 298,536</u>	<u>\$ 283,056</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status:				
Funded status	\$ (230,966)	\$ (169,757)	\$ (37,845)	\$ (53,076)
Unrecognized prior service cost	—	—	—	—
Unrecognized net actuarial (gain) loss	48,752	(6,309)	(932)	(2)
Net amount recognized	<u>\$ (182,214)</u>	<u>\$ (176,066)</u>	<u>\$ (38,777)</u>	<u>\$ (53,078)</u>

During the year ended December 31, 2004, certain changes were made to the postretirement benefit plan. These plan changes revised the cost sharing structure between the employer and the different employee groups. The reduction of the liability of \$14.9 million was recognized in purchase accounting.

Benefit Plan Obligations

Amounts recognized for the benefit plan liabilities in the Consolidated Balance Sheet at December 31 are as follows:

<u>(in thousands)</u>	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2004</u>	<u>2003</u>	<u>2004</u>	<u>2003</u>
Accrued benefit costs	\$ (182,214)	\$ (176,066)	\$ (38,777)	\$ (53,078)

Weighted average actuarial assumptions used to determine benefit obligations at December 31:

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2004</u>	<u>2003</u>	<u>2004</u>	<u>2003</u>
Discount rate	5.75%	6.25%	5.75%	6.25%
Rate of increase in compensation levels	3.25%	3.25%	—	—

Information for pension plans with an accumulated benefit obligation in excess of plan assets at December 31:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Projected benefit obligation	\$529,503	\$452,814
Accumulated benefit obligation	427,518	376,584
Fair value of plan assets	298,536	283,056

The total accumulated benefit obligation for all plans was \$427.5 million and \$376.6 million at December 31, 2004 and 2003, respectively.

Future Contributions and Benefit Payments

We expect to contribute approximately \$30.5 million to our pension plans in 2005.

Expected benefit payments for each of the next five years ended December 31 are as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010-2014</u>
Expected benefit payments	\$ 20,123	\$ 22,283	\$ 25,810	\$ 30,870	\$ 32,964	\$ 227,865

Pension and Other Postretirement Costs

The components of our net periodic pension and other postretirement costs were as follows:

<u>(in thousands)</u>	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>For the year ended December 31, 2004</u>	<u>For the period December 12 to December 31, 2003</u>	<u>For the year ended December 31, 2004</u>	<u>For the period December 12 to December 31, 2003</u>
Service cost	\$ 21,603	\$ 1,190	\$ 767	\$ 109
Interest cost	29,325	1,454	2,188	169
Expected return on plan assets	(24,781)	(1,266)	—	—
Amortization of unrecognized net actuarial loss	64	—	—	—
Net periodic pension cost	<u>\$ 26,211</u>	<u>\$ 1,378</u>	<u>\$ 2,955</u>	<u>\$ 278</u>
Weighted average assumptions as of December 31:				
Discount rate	6.25%	6.75%	6.25%	6.25%
Rate of increase in compensation levels	3.25%	3.25%	—	—
Expected rate of return on assets	<u>8.75%</u>	<u>8.50%</u>	<u>—</u>	<u>—</u>

We believe our 2004 expected rate of return of 8.75 percent is appropriate based on our historical experience in this investment portfolio as well as a review of other objective indices. Although plan investments are subject to short-term market volatility, we believe they are well diversified and closely managed. Our asset allocation as of December 31, 2004 consisted of 68 percent in equities and 32 percent in fixed-income securities. This allocation is consistent with the long-term asset allocation for the plans. We will continue to review our expected long-term rate of return on an annual basis and revise appropriately.

Target asset allocations are as follows:

Small-cap U.S. equities	10.0%
Large-cap U.S. equities	37.0%
International equities	22.0%
Fixed-income securities	31.0%
Total	<u>100.0%</u>

Other Postretirement Benefit Plans

Assumed health care cost trend rates at December 31 are as follows:

	2004	2003
Health care cost trend used in the current period	10.5%	11.5%
Health care cost trend rate assumed for next year	10.0%	10.5%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that the rate reaches the ultimate trend rate	2010	2010

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. The policy of Roadway Express regarding the management of health care costs passes the increase beyond a fixed threshold to the plan participants. As a result, a one percentage point increase in the assumed health care cost trend rate would have no effect on the accumulated postretirement benefit obligation or the service and the interest cost components. A one-percentage-point decrease in assumed health care cost trend rates would have the following effects:

(in thousands)	2004
Effect on total of service and interest cost	\$2,746
Effect on postretirement benefit obligation	2,543

The estimated employer contributions during the year ended December 31, 2005 are approximately \$3.2 million.

Expected benefit payments for each of the next five years ended December 31 are as follows:

(in thousands)	2005	2006	2007	2008	2009	2010-2014
Expected benefit payments	\$ 3,248	\$ 3,543	\$ 3,780	\$ 3,862	\$ 4,190	\$ 23,162

Multi-Employer Plans

Roadway Express contributes to multi-employer health, welfare and pension plans for employees covered by collective bargaining agreements (approximately 81 percent of total employees). The largest of these plans, the Central States Southeast and Southwest Areas Pension Plan (the "Central States Plan") provides retirement benefits to approximately 53 percent of our total employees. The amounts of these contributions are determined by contract and established in the agreements. The health and welfare plans provide health care and disability benefits to active employees and retirees. The pension plans provide defined benefits to retired participants. We recognize as net pension cost the required contribution for the period and recognize as a liability any contributions due and unpaid. Roadway Express contributed and charged to expense the following amounts to these plans for the period ended December 31:

(in thousands)	2004	2003
Health and welfare	\$199,139	\$ 8,124
Pension	172,240	9,757
Total	<u>\$371,379</u>	<u>\$17,881</u>

Under current legislation regarding multi-employer pension plans, a termination, withdrawal or partial withdrawal from any multi-employer plan in an underfunded status would render us liable for a proportionate share of such multi-employer plans' unfunded vested liabilities. This potential unfunded pension liability also applies to our unionized competitors who contribute to multi-employer plans. Based on the limited information available from plan administrators, which we cannot independently validate, we believe that our portion of the contingent liability in the case of a full withdrawal or termination would be material to our financial position and results of operations. Roadway Express has no current intention of taking any action that would subject it to obligations under the legislation.

Roadway Express has collective bargaining agreements with its unions that stipulate the amount of contributions it must make to union-sponsored, multi-employer pension plans. The Internal Revenue Code and related regulations establish minimum funding requirements for these plans. Under recent legislation, qualified multi-employer plans are permitted to exclude certain recent investment losses from the minimum funding formula through 2005. The Central States Plan, in particular, has informed us that its recent investment performance has adversely affected its funding levels and that the fund is seeking corrective measures to address its funding. During the benefit period of the recent legislation, the Central States Plan is expected to meet the minimum funding requirements. If any of these plans, including (without limitation) the Central States Plan, fail to meet minimum funding requirements and the trustees of such a plan are unable to obtain waivers of the requirements or certain changes in how the applicable plan calculates its funding level from the Internal Revenue Service ("IRS") or reduce pension benefits to a level where the requirements are met, the IRS could impose an excise tax on all employers participating in these plans and require contributions in excess of our contractually agreed upon rates to correct the funding deficiency. If an excise tax were imposed on the participating employers and additional contributions required, it could have a material adverse impact on the financial results of Roadway Express.

401(k) Savings Plans

In 2004, Roadway Express employees not covered by collective bargaining agreements participated in the Roadway 401(k) Savings Plan, a defined contribution plan, which provided for both nondiscretionary and discretionary employer contributions and provided a maximum matching percentage of 100 percent of the first four and a half percent of an eligible employee's contributions, including before-tax and after-tax contributions. The entire matching component of the Roadway plan was provided with Yellow Roadway common stock. Effective December 31, 2004, the Roadway LLC 401(k) savings plan was merged into the Yellow Roadway contributory 401(k) savings plan. The Yellow Roadway 401(k) savings plan is a contributory plan and provides for both a nondiscretionary matching contribution and a discretionary contribution. The maximum nondiscretionary company match for the Yellow Roadway 401(k) plan is equal to 25 percent of the first six percent in cash and 25 percent of the first six percent in Yellow Roadway common stock, for a total match of 50 percent of the first six percent of a participant's before-tax contributions. Any discretionary contribution for the Yellow Roadway 401(k) savings plan is determined annually by the Board of Directors. Employer contributions for the year ended December 31, 2004 were \$7.3 million. Employer contributions for the period ended December 31, 2003 were not material to our operations.

Our employees covered under collective bargaining agreements may also participate in a contributory 401(k) plan. We do not make employer contributions to the plan on their behalf.

Performance Incentive Awards

Roadway Express provides quarterly performance incentive awards to nonunion employees, which are based primarily on actual operating results achieved compared to targeted operating results, and are paid in cash. Income from continuing operations in 2004 included performance incentive expense for nonunion employees of \$56.1 million. Performance incentive awards expense for nonunion employees for the period ended December 31, 2003 were not material to our operations.

Related Party Transactions

Yellow Roadway maintains an asset backed securitization (“ABS”) facility that involves receivables of Yellow Transportation, Inc. and Roadway Express. The ABS facility is operated by Yellow Roadway Receivables Funding Corporation (“YRRFC”), a special purpose entity wholly owned by Yellow Roadway. As the receivables of Roadway Express are sold to YRRFC, the accompanying balance sheet at December 31, 2004 reflects these amounts as accounts receivable of \$334.5 million from affiliate, net of certain financing costs. These financing charges were \$35.6 million during the year ended December 31, 2004.

We paid management fees to Roadway LLC (“our parent”) of \$22.3 million in 2004 that we include in “operating expenses and supplies.” The management fees were paid for various corporate and administrative services. Management fees are charged based on the direct benefits received or as a percentage of revenue. We were also charged \$2.2 million by our parent for fees related to letters of credit issued to serve as collateral for our self-insurance programs, primarily in the areas of workers’ compensation, property damage and liability claims. At December 31, 2004, we had a net short-term advances payable of \$19.4 million due to our parent. For the year ended December 31, 2004, we earned interest income of \$0.4 million their short-term advances receivable under borrowing arrangements with our parent. The interest rate was based on the London inter-bank offer rate plus a fixed increment and was 2.56 percent at December 31, 2004. Related party transactions relating to 2003 results referred to herein were immaterial to our operations.

On December 10, 2003, Roadway Express executed a \$500 million ten-year Promissory Note to Roadway Corporation (subsequently renamed Roadway LLC), accruing interest at the rate of 8.25 percent. Interest is due and payable quarterly, and the principal is due at maturity. All amounts were outstanding at December 31, 2004 and 2003. The fair value of this debt approximates its carrying value at December 31, 2004.

Debt and Financing

At December 31, 2003, Reimer had a \$10.0 million secured revolving line of credit available with no outstanding borrowings. In the first quarter of 2004, we closed the facility.

Income Taxes

We use the liability method to reflect income taxes on our financial statements. We recognize deferred tax assets and liabilities by applying enacted tax rates and regulations to the differences between the carrying value of existing assets and liabilities and their respective tax basis and capital loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that the change is enacted. We assess the realizability of deferred tax assets for capital and operating loss carryforwards and provide valuation allowances when we determine it is more likely than not that such losses will not be realized within the applicable carryforward period. We have not recognized deferred taxes for U.S. federal income taxes on foreign subsidiaries’ earnings that are deemed to be permanently reinvested and any related taxes associated with such earnings are not material. Deferred tax liabilities (assets) were comprised of the following at December 31:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Depreciation	\$ 169,716	\$ 170,159
Employee benefits	2,715	28,654
Intangibles	144,330	144,436
Revenue	8,449	6,687
Other	183	—
Gross tax liabilities	\$ 325,393	\$ 349,936
Claims and insurance	\$ (62,540)	\$ (60,427)
Employee benefits	(106,265)	(109,053)
Other	(7,692)	(6,375)
Gross tax assets	\$ (176,497)	\$ (175,855)
Net tax liability	\$ 148,896	\$ 174,081

We have a tax sharing policy with Yellow Roadway Corporation that requires us to share in its consolidated tax burden based on our respective share of taxable income or losses relative to Yellow Roadway Corporation's other subsidiaries. In addition, we retain any respective tax credits related to our operations.

A reconciliation between income taxes at the federal statutory rate and the consolidated effective tax rate for the year ended December 31 is as follows:

	<u>2004</u>	<u>2003</u>
Federal statutory rate	35.0%	35.0%
State income taxes, net	2.8	3.0
Nondeductible business expenses	2.2	(1.6)
Foreign tax credit and rate differential	(0.4)	(1.0)
Other, net	<u>(5.7)</u>	<u>(0.1)</u>
Effective tax rate	<u>33.9%</u>	<u>35.3%</u>

For 2004, "other, net" is primarily composed of intercompany charges not included in the accompanying statements of operations.

The income tax provision (benefit) consisted of the following:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Current:		
U.S federal	\$22,270	\$(1,856)
State	5,134	(338)
Foreign	4,095	16
Current income tax provision	<u>\$31,499</u>	<u>\$(2,178)</u>
Deferred:		
U.S federal	\$ (947)	\$ (537)
State	(153)	(53)
Foreign	81	(212)
Deferred income tax provision	<u>\$ (1,019)</u>	<u>\$ (802)</u>
Income tax	<u>\$30,480</u>	<u>\$(2,980)</u>
Based on the income before income taxes:		
Domestic	\$76,951	\$(7,604)
Foreign	12,895	(830)
Income (loss) before income taxes	<u>\$89,846</u>	<u>\$(8,434)</u>

Previously, the Internal Revenue Service (“IRS”) challenged the timing of a deduction by Roadway Express related to prior years’ contributions to certain union pension plans. During the year ended December 31, 2004 we reached an agreement with the IRS and paid \$41.4 million (\$32.3 million net of tax benefit) to resolve this matter. Additional state tax and interest payments of approximately \$9.0 million (\$7.4 million net of tax benefit) resulting from the federal adjustments were made in January of 2005. We had specifically established reserves related to these payments in purchase accounting.

Commitments, Contingencies, and Uncertainties

Roadway Express incurs rental expenses under noncancelable lease agreements for certain buildings and operating equipment. Rental expense is charged to operating expense and supplies on the Statement of Consolidated Operations. Actual rental expense was \$51.4 million and \$2.9 million for the year ended December 31, 2004 and for the period December 12 through December 31, 2003, respectively.

We utilize certain terminals and equipment under operating leases. At December 31, 2004, we were committed under noncancelable lease agreements requiring minimum annual rentals payable as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>Thereafter</u>
Minimum annual rentals	\$ 41,697	\$ 30,053	\$ 22,349	\$ 14,564	\$ 5,619	\$ 6,644

We expect in the ordinary course of business that leases will be renewed or replaced as they expire. Projected 2005 net capital expenditures are expected to be \$50.0 to \$60.0 million, of which \$17.4 million was committed at December 31, 2004.

Roadway Express is involved in litigation or proceedings that arise in ordinary business activities. We insure against these risks to the extent deemed prudent by our management, but no assurance can be given that the nature and amount of such insurance will be sufficient to fully indemnify us against liabilities arising out of pending and future legal proceedings. Many of these insurance policies contain self-insured retentions in amounts we deem prudent. Based on our current assessment of information available as of the date of these financial statements, we believe that our financial statements include adequate provisions for estimated costs and losses that may be incurred with regard to the litigation and proceedings to which we are a party.

Environmental Matters

Remediation costs are accrued based on estimates of known environmental remediation exposure using currently available facts, existing environmental permits and technology and presently enacted laws and regulations. Our estimates of costs are developed based on internal evaluations and, when necessary, recommendations from external environmental consultants. These accruals are recorded when it is probable that we will be obligated to pay amounts for environmental site evaluation, remediation or related costs, and the amounts can be reasonably estimated. If the obligation can only be estimated within a range, we accrue the minimum amount in the range. These accruals are recorded even if significant uncertainties exist over the ultimate cost of the remediation. Where we have been identified as a potentially responsible party in a U.S. federal “Superfund” site, we accrue our share of the estimated remediation costs of the site based on the ratio of the estimated volume of waste contributed to the site by us to the total volume of waste at the site. As of December 31, 2004, recorded balances related to these matters were not material.

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

Roadway Next Day Corporation and Subsidiary
A wholly owned subsidiary of Roadway LLC

Consolidated Balance Sheets as of December 31, 2004 and 2003;

Statements of Consolidated Operations for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

Statements of Consolidated Cash Flows for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

Statements of Parent Company Investment and Comprehensive Income for the year ended December 31, 2004 and for the period December 12 to December 31, 2003;

with Report of Independent Auditors

Independent Auditors' Report

The Board of Directors
Yellow Roadway Corporation:

We have audited the accompanying consolidated balance sheets of Roadway Next Day Corporation and subsidiary as of December 31, 2004 and 2003, and the related consolidated statements of operations, cash flows, and parent company investment and comprehensive income for the year ended December 31, 2004 and for the period December 12, 2003 to December 31, 2003. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Roadway Next Day Corporation and subsidiary as of December 31, 2004 and 2003, and the results of their operations and their cash flows for the year ended December 31, 2004 and for the period December 12, 2003 to December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Kansas City, Missouri

March 4, 2005

CONSOLIDATED BALANCE SHEETS
Roadway Next Day Corporation and Subsidiary
A wholly owned subsidiary of Roadway LLC

<u>(in thousands)</u>	<u>December 31,</u> <u>2004</u>	<u>December 31,</u> <u>2003</u>
Assets		
CURRENT ASSETS		
Cash and cash equivalents	\$ 373	\$ 25,328
Accounts receivable, less allowances of \$453 and \$412	28,022	19,877
Advances receivable from parent	16,411	—
Fuel and operating supplies	2,092	1,555
Deferred income taxes, net	3,497	3,674
Prepaid expenses	1,297	1,601
Total current assets	<u>51,692</u>	<u>52,035</u>
PROPERTY AND EQUIPMENT		
Land	13,038	15,363
Structures	47,187	33,757
Revenue equipment	24,880	17,243
Technology equipment and software	3,111	1,653
Other	9,323	6,466
	<u>97,539</u>	<u>74,482</u>
Less – accumulated depreciation	<u>(8,329)</u>	<u>(521)</u>
Net property and equipment	89,210	73,961
Goodwill	58,605	122,332
Intangibles	64,038	89,291
Other assets	1,788	3,094
Total assets	<u>\$ 265,333</u>	<u>\$ 340,713</u>
Liabilities and Parent Company Investment		
CURRENT LIABILITIES		
Checks outstanding in excess of bank balances	\$ 829	\$ 6,223
Accounts payable	2,616	2,682
Advances payable to parent	—	4,568
Wages, vacations and employees' benefits	14,487	12,102
Claims and insurance accruals	5,564	4,370
Other current and accrued liabilities	6,187	5,180
Total current liabilities	<u>29,683</u>	<u>35,125</u>
OTHER LIABILITIES		
Note payable to affiliate	150,000	150,000
Deferred income taxes, net	31,901	38,999
Claims and other liabilities	15,184	13,868
Commitments and contingencies		
PARENT COMPANY INVESTMENT		
Capital surplus	26,199	103,259
Retained earnings	12,432	(538)
Accumulated other comprehensive loss	(66)	—
Total parent company investment	<u>38,565</u>	<u>102,721</u>
Total liabilities and parent company investment	<u>\$ 265,333</u>	<u>\$ 340,713</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF CONSOLIDATED OPERATIONS
Roadway Next Day Corporation and Subsidiary
A wholly owned subsidiary of Roadway LLC

(in thousands)	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Operating Revenue	<u>\$ 260,572</u>	<u>\$ 9,770</u>
Operating Expenses:		
Salaries, wages and employees' benefits	168,328	7,529
Operating expenses and supplies	33,118	1,061
Operating taxes and licenses	6,831	341
Claims and insurance	3,576	176
Depreciation and amortization	11,667	745
Purchased transportation	3,123	136
Losses on property disposals, net	32	3
Total operating expenses	<u>226,675</u>	<u>9,991</u>
Operating income (loss)	<u>33,897</u>	<u>(221)</u>
Nonoperating Expenses:		
Related party interest expense	12,443	687
Other	1,345	70
Nonoperating expenses, net	<u>13,788</u>	<u>757</u>
Income (Loss) Before Income Taxes	20,109	(978)
Income Tax Provision (Benefit)	7,139	(440)
Net Income (Loss)	<u>\$ 12,970</u>	<u>\$ (538)</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF CONSOLIDATED CASH FLOWS
Roadway Next Day Corporation and Subsidiary
A wholly owned subsidiary of Roadway LLC

(in thousands)	For the year ended December 31, 2004	For the period December 12 to December 31, 2003
Operating Activities:		
Net income (loss)	\$ 12,970	\$ (538)
Noncash items included in net income (loss):		
Depreciation and amortization	11,667	745
Deferred income tax, net	179	—
Losses on property disposals, net	32	3
Changes in assets and liabilities, net:		
Accounts receivable	(8,145)	1,076
Accounts payable	(5,459)	2,929
Other working capital items	949	(2,986)
Claims and other	1,112	262
Other	1,306	155
Net cash provided by operating activities	<u>14,611</u>	<u>1,646</u>
Investing Activities:		
Acquisition of property and equipment	(20,663)	(554)
Proceeds from disposal of property and equipment	2,076	20
Net cash used in investing activities	<u>(18,587)</u>	<u>(534)</u>
Financing Activities:		
Intercompany activity, net	(20,979)	—
Net cash used in financing activities	<u>(20,979)</u>	<u>—</u>
Net Increase (Decrease) In Cash and Cash Equivalents	(24,955)	1,112
Cash and Cash Equivalents, Beginning of Period	25,328	24,216
Cash and Cash Equivalents, End of Year	\$ 373	\$ 25,328
Supplemental Cash Flow Information:		
Income taxes paid (received)	\$ 10,323	\$ —
Interest paid	<u>—</u>	<u>—</u>

The notes to consolidated financial statements are an integral part of these statements.

STATEMENTS OF PARENT COMPANY INVESTMENT AND COMPREHENSIVE INCOME
Roadway Next Day Corporation and Subsidiary
A wholly owned subsidiary of Roadway LLC

<u>(in thousands)</u>	<u>Capital Surplus</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total</u>
Balances at December 12, 2003	\$ 103,259	\$ —	\$ —	\$ 103,259
Net loss	—	(538)	—	(538)
Total comprehensive loss	—	(538)	—	(538)
Balances at December 31, 2003	103,259	(538)	—	102,721
Net income	—	12,970	—	12,970
Minimum pension liability, net of deferred tax benefit of \$41	—	—	(66)	(66)
Total comprehensive income	—	12,970	(66)	12,904
Purchase price adjustments	(77,060)	—	—	(77,060)
Balances at December 31, 2004	<u>\$ 26,199</u>	<u>\$ 12,432</u>	<u>\$ (66)</u>	<u>\$ 38,565</u>

The notes to consolidated financial statements are an integral part of these statements.

Notes to Consolidated Financial Statements

Roadway Next Day Corporation and Subsidiary

A wholly owned subsidiary of Roadway LLC

Description of Business

Roadway Next Day Corporation (also referred to as “Roadway Next Day,” “the Company,” “we” or “our”) is a non-operating holding company focused on business opportunities in regional and next-day lanes. Roadway Next Day Corporation owns 100 percent of New Penn Motor Express, Inc. (“New Penn”), which provides regional, next-day ground services through a network of facilities located in the Northeastern United States, Quebec, Canada and Puerto Rico.

In accordance with Rule 3-16 of Regulation S-X and due to Roadway Next Day and New Penn pledging their stock for debt purposes, we are presenting these consolidated financial statements of Roadway Next Day Corporation. We are not presenting the separate financial statements of New Penn because:

- The separate financial statements of New Penn are substantially identical to those of Roadway Next Day Consolidated;
- The separate financial statements of the parent Roadway Next Day, when excluding New Penn, are not material to an investor, and;
- The Company would provide separate financial statements of New Penn should Roadway Next Day commence its own operations or acquire additional subsidiaries.

On December 11, 2003, Yellow Corporation completed the acquisition of Roadway Corporation. The combined company was renamed Yellow Roadway Corporation. Roadway Corporation was merged with and into a newly formed limited liability company and a wholly owned subsidiary of Yellow Roadway and the limited liability company changed its name to Roadway LLC after the merger. Consideration for the acquisition included approximately \$494 million in cash and approximately 18.0 million shares of Yellow Roadway common stock. Roadway LLC principal subsidiaries include Roadway Express and Roadway Next Day Corporation.

In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 141, Business Combinations (“SFAS No. 141”), the acquisition was accounted for under purchase accounting. As a result, the accompanying 2003 Statements of Consolidated Operations and Statements of Consolidated Cash Flows present the results from the date of acquisition.

Principles of Consolidation and Summary of Accounting Policies

The accompanying consolidated financial statements include the accounts of Roadway Next Day Corporation and its wholly owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation. Management makes estimates and assumptions that affect the amounts reported in the financial statements and notes. Actual results could differ from those estimates.

Accounting policies refer to specific accounting principles and the methods of applying those principles to fairly present our financial position and results of operations in accordance with generally accepted accounting principles. The policies discussed below include those that management has determined to be the most appropriate in preparing our financial statements and are not discussed in a separate note.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and highly liquid investments purchased with maturities of three months or less.

Concentration of Credit Risks and Other

We sell services and extend credit based on an evaluation of the customer's financial condition, without requiring collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. We monitor our exposure for credit losses and maintain allowances for anticipated losses.

At December 31, 2004, approximately 72 percent of our labor force is subject to collective bargaining agreements that expire in 2008.

Revenue Recognition

For shipments in transit, Roadway Next Day records revenue based on the percentage of service completed as of the period end and accrues delivery costs as incurred. In addition, Roadway Next Day recognizes revenue on a gross basis since the Company is the primary obligor even when the Company uses other transportation service providers who act on their behalf, because the Company is responsible to the customer for complete and proper shipment, including the risk of physical loss or damage of the goods and cargo claims issues. In addition, Roadway Next Day retains all credit risk. Roadway Next Day assigns pricing to bills of lading at the time of shipment based primarily on the weight, general classification of the product, the shipping destination and individual customer discounts. This process is referred to as rating. At various points throughout our process, incorrect ratings could be identified based on many factors, including weight verifications or updated customer discounts. Although the majority of rerating occurs in the same month as the original rating, a portion occurs during the following periods. Roadway Next Day accrues a reserve for rerating based on historical trends. Management believes these policies most accurately reflect revenue as earned.

Financial Instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings approximates their fair value due to the short-term nature of these instruments.

Claims and Insurance Accruals

Claims and insurance accruals, both current and long-term, reflect the estimated cost of claims for workers' compensation, cargo loss and damage, and property damage and liability that insurance does not cover. We include these costs in claims and insurance expense except for workers' compensation, which is included in salaries, wages, and employees' benefits.

We base reserves for workers' compensation and property damage and liability claims primarily upon actuarial analyses prepared by independent actuaries. These reserves are discounted to present value using a risk-free rate at the date of occurrence. The risk-free rate is the U.S. Treasury rate for maturities that match the expected payout of such claims. The process of determining reserve requirements utilizes historical trends and involves an evaluation of accident frequency and severity, claims management, changes in health care costs, and certain future administrative costs. The effect of future inflation for costs is implicitly considered in the actuarial analyses. Adjustments to previously established reserves are included in operating results. At December 31, 2004 and 2003, estimated future payments related to these claims aggregated \$16.0 million and \$14.2 million, respectively. The present value of these estimated future payments was \$13.6 million and \$12.5 million at December 31, 2004 and 2003, respectively.

Property and equipment

Roadway Next Day carries property and equipment at cost less accumulated depreciation. The values assigned to property and equipment at the date of acquisition were principally determined by independent, third party appraisal. We compute depreciation using the straight-line method based on the following service lives:

	<u>Years</u>
Structures	10 – 40
Revenue equipment	5 – 14
Technology equipment and software	3 – 5
Other	3 – 10

We charge maintenance and repairs to expense as incurred, and capitalize replacements and improvements when these costs extend the useful life of the asset.

Our investment in technology equipment and software consists primarily of advanced customer service and freight management equipment and related software. We capitalize certain costs associated with developing or obtaining internal-use software. Capitalizable costs include external direct costs of materials and services utilized in developing or obtaining the software, payroll, and payroll-related costs for employees directly associated with the project. For the year ended December 31, 2004, we capitalized \$0.1 million for software costs. For the period ended December 31, 2003, the amount capitalized was immaterial to the Company's financial statements.

For the year ended 2004, we recorded \$7.9 million in depreciation expense. For the period December 12 through December 31, 2003, depreciation expense was \$0.5 million.

Impairment of Long-Lived Assets

If facts and circumstances indicate that the carrying value of identifiable amortizable intangibles and property, plant and equipment may be impaired, we would perform an evaluation of recoverability in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. If an evaluation were required, we would compare the estimated future undiscounted cash flows associated with the asset to the asset's carrying amount to determine if a write-down is required.

Acquisition

In accordance with SFAS No. 141, Yellow Roadway allocates the purchase price of its acquisitions to the tangible and intangible assets and liabilities of the acquired entity based on their fair values. Yellow Roadway records the excess purchase price over the fair values as goodwill. The fair value assigned to intangible assets acquired is based on valuations prepared by independent third party appraisal firms using estimates and assumptions provided by management. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets ("SFAS No. 142"), we do not amortize goodwill and intangible assets with indefinite useful lives but review these assets at least annually for impairment. An impairment loss would be recognized to the extent that the carrying amount exceeds the assets' fair value. Intangible assets with estimatable useful lives are amortized on a straight-line basis over their respective useful lives.

Roadway Corporation

On December 11, 2003, Yellow Corporation completed the acquisition of Roadway Corporation and all of its outstanding stock in approximately a half cash, half stock transaction. As part of the transaction, Yellow Corporation changed its name to Yellow Roadway Corporation. In addition, Roadway Corporation became Roadway LLC ("Roadway") and a wholly owned subsidiary of Yellow Roadway. Principal operating subsidiaries of Roadway include Roadway Express and New Penn. Roadway Express is a leading transporter of industrial, commercial and retail goods in the two- to five-day regional and long-haul markets. New Penn is a next-day, ground, less-than-truckload, carrier of general commodities.

Consideration for the acquisition included approximately \$494 million in cash and approximately 18.0 million shares of Yellow Roadway common stock, based on an exchange ratio of 1.752 and an average price per share of \$31.51 (subject to proration and allocation provisions), for a total purchase price of approximately \$1.1 billion. The purchase price also included approximately \$19 million for investment banking, legal and accounting fees that Yellow Roadway incurred to consummate the acquisition, resulting in total cash consideration of \$513 million. We recorded the net assets at their estimated fair values and included operating results in our financial statements from the date of acquisition. We allocated the purchase price at December 31, 2003, on a preliminary basis using information then available. The allocation of the purchase price to the assets and liabilities acquired was finalized in the fourth quarter of 2004 including receipt of an independent valuation. The total purchase price decreased by \$77.1 million, as reflected in the change in capital surplus, primarily due to changes in the allocation between Roadway Express and New Penn. The final purchase price allocation is shown below and resulted in a \$63.7 million decrease to goodwill and a \$21.6 million decrease to intangible assets from our preliminary allocation

Based on an independent valuation prepared using estimates and assumptions provided by management, Yellow Roadway allocated approximately \$26.2 million of the total purchase price of approximately \$1.1 billion to Roadway Next Day as follows:

(in thousands)

Cash and cash equivalents	\$ 22,216
Accounts receivable	20,218
Other current assets	6,677
Property, plant and equipment	78,577
Other long-term assets	3,244
Intangible assets	67,900
Goodwill	58,605
Accounts payable	(35,668)
Note payable to affiliate	(150,000)
Deferred income taxes, net	(31,935)
Other long-term liabilities	(13,635)
Total purchase price	<u>\$ 26,199</u>

Intangible Assets

Of the \$67.9 million allocated to intangible assets, \$20.7 million was assigned to the New Penn trade name which is not subject to amortization. Of the remaining value, \$46.2 million and \$1.0 million were assigned to customer relationships and software related assets, respectively. Yellow Roadway assigned the customer relationships and software assets a weighted average life of 14 years and 4 years, respectively.

Goodwill

Yellow Roadway recorded \$602.9 million in goodwill as part of the acquisition, allocating \$544.3 million to Roadway Express and \$58.6 million to Roadway Next Day. Of the total goodwill recorded, the amount that may be deductible for tax purposes is not material to the results of operations of Yellow Roadway.

Goodwill and Intangibles

Goodwill is recognized for the excess of the purchase price over the fair value of tangible and identifiable intangible net assets of businesses acquired. In accordance with SFAS No. 142, we review goodwill at least annually for impairment based on a fair value approach. During the fourth quarter of 2004, we completed our annual impairment testing of goodwill and tradenames, which are deemed to have indefinite lives, and determined there was no impairment.

The following table shows the changes in the carrying amount of goodwill:

<u>(in thousands)</u>	
Balance at December 31, 2002	\$ —
Goodwill resulting from acquisition	122,332
Balance at December 31, 2003	122,332
Final purchase price allocation adjustment	(63,727)
Balance at December 31, 2004	<u>\$ 58,605</u>

The components of amortizable intangible assets at December 31 are as follows:

<u>(in thousands)</u>	Weighted Average Life (years)	2004		2003	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer related	14	\$46,200	\$ 3,690	\$62,900	\$ 192
Technology based	4	1,000	270	1,000	17
Intangible assets		<u>\$47,200</u>	<u>\$ 3,960</u>	<u>\$63,900</u>	<u>\$ 209</u>

Total marketing related intangible assets with indefinite lives were \$20.7 million and \$25.6 million as of December 31, 2004 and 2003, respectively. During 2004 these amounts were impacted by additional purchase price adjustments of \$4.9 million. These intangible assets are not subject to amortization, but are subjected to the impairment test previously discussed.

Amortization expense for intangible assets was \$3.8 million and \$0.2 million for the year ended December 31, 2004 and for the period December 12 through December 31, 2003, respectively. Estimated amortization expense for the next five years is as follows:

<u>(in thousands)</u>	2005	2006	2007	2008	2009
Estimated amortization expense	\$3,539	\$3,539	\$3,520	\$3,289	\$3,289

Employee Benefits

Pension and Other Postretirement Benefit Plans

Non-Qualified Defined Benefit Pension Plans

Roadway Next Day provides a non-qualified defined benefit pension plan for certain employees not covered by collective bargaining agreements (approximately 60 employees). Pension benefits are specified by the Board of Directors. This plan has no assets. Benefits are paid from corporate funds.

Employees covered by collective bargaining agreements participate in various multi-employer pension plans to which Roadway Next Day contributes, as discussed later in this section.

Definitions

We have defined the following terms to provide a better understanding of our pension and other postretirement benefits:

Projected benefit obligation: The projected benefit obligation is the present value of future benefits to employees attributed to service as of the measurement date, including assumed future salary increases through retirement.

Funded status: The funded status represents the difference between the projected benefit obligation and plan assets.

Net amount recognized: The net amount recognized represents the amount accrued by Roadway Next Day for pension costs.

Unfunded accumulated benefit obligation: The accumulated benefit obligation is the present value of future benefits attributed to service as of the measurement date, assuming no future salary growth. The unfunded accumulated benefit obligation represents the difference between the accumulated benefit obligation and plan assets.

Accumulated postretirement benefit obligation: The accumulated postretirement benefit obligation is the present value of other postretirement benefits to employees attributed to service as of the measurement date.

Funded Status

The following table sets forth the plan's funded status for the following:

<u>(in thousands)</u>	<u>For the year ended December 31, 2004</u>	<u>For the period December 12 to December 31, 2003</u>
Change in benefit obligation:		
Beginning benefit obligation	\$ 1,901	\$ 1,893
Service cost	45	2
Interest cost	115	6
Plan amendment	97	—
Benefits paid	(177)	—
Actuarial loss	107	—
Benefit obligation at year end	<u>\$ 2,088</u>	<u>\$ 1,901</u>
Funded status:		
Funded status	\$ (2,088)	\$ (1,901)
Unrecognized prior service cost	97	—
Unrecognized net actuarial loss	107	—
Net amount recognized	<u>\$ (1,884)</u>	<u>\$ (1,901)</u>

Benefit Plan Obligations

Amounts recognized for the benefit plan liabilities in the Consolidated Balance Sheets at December 31, 2004 and 2003 were \$1.9 million and \$1.9 million, respectively. The discount rates of 5.75% and 6.25% were used to determine benefit obligations at December 31, 2004 and 2003, respectively.

Information for the plan which has an accumulated benefit obligation in excess of plan assets at December 31:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Projected benefit obligation	\$2,088	\$1,901
Accumulated benefit obligation	2,088	1,901

The total accumulated benefit obligation was \$2.1 million and \$1.9 million at December 31, 2004 and 2003, respectively.

Future Contributions and Benefit Payments

We expect to contribute approximately \$0.1 million to our pension plan in 2005.

Expected benefit payments for each of the next five years ended December 31 are as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010-2014</u>
Expected benefit payments	\$137	\$152	\$142	\$140	\$157	\$829

Pension Costs

The components of our net periodic pension cost were as follows:

<u>(in thousands)</u>	<u>For the year ended December 31, 2004</u>	<u>For the period ended December 31, 2003</u>
Service cost	\$45	\$2
Interest cost	115	6
Net periodic pension cost	\$160	\$8
Weighted average assumptions for the period ended December 31:		
Discount rate	6.25%	6.75%

Multi-Employer Plans

Roadway Next Day contributes to multi-employer health, welfare and pension plans for employees covered by collective bargaining agreements (approximately 72 percent of total employees). The amounts of these contributions are determined by contract and established in the agreements. The health and welfare plans provide health care and disability benefits to active employees and retirees. The pension plans provide defined benefits to retired participants. We recognize as net pension cost the required contribution for the period and recognize as a liability any contributions due and unpaid. We contributed and charged to expense the following amounts:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Health and welfare	\$15,243	\$727
Pension	15,150	721
Total	\$30,393	\$1,448

Under current legislation regarding multi-employer pension plans, a termination, withdrawal or partial withdrawal from any multi-employer plan in an underfunded status would render us liable for a proportionate share of such multi-employer plans' unfunded vested liabilities. This potential unfunded pension liability also applies to our unionized competitors who contribute to multi-employer plans. Based on the limited information available from plan administrators, which we cannot independently validate, we believe that our portion of the contingent liability in the case of a full withdrawal or termination would be material to our financial position and results of operations. Roadway Next Day has no current intention of taking any action that would subject us to obligations under the legislation.

Roadway Next Day has collective bargaining agreements with its unions that stipulate the amount of contributions it must make to union-sponsored, multi-employer pension plans. The Internal Revenue Code and related regulations establish minimum funding requirements for these plans. Under recent legislation, qualified multi-employer plans are permitted to exclude certain recent investment losses from the minimum funding formula through 2005. The Central States Plan, in particular, has informed us that its recent investment performance has adversely affected its funding levels and that the fund is seeking corrective measures to address its funding. During the benefit period of the recent legislation, the Central States Plan is expected to meet the minimum funding requirements. If any of these plans, including (without limitation) the Central States Plan, fail to meet minimum funding requirements and the trustees of such a plan are unable to obtain waivers of the requirements or certain changes in how the applicable plan calculates its funding level from the Internal Revenue Service ("IRS") or reduce pension benefits to a level where the requirements are met, the IRS could impose an excise tax on all employers participating in these plans and require contributions in excess of our contractually agreed upon rates to correct the funding deficiency. If an excise tax were imposed on the participating employers and additional contributions required, it could have a material adverse impact on the financial results of Roadway Next Day.

401(k) Savings Plan

Roadway Next Day provides a voluntary 401(k) savings plan for its employees not covered by collective bargaining agreements. We do not make employer contributions to the 401(k) plan on their behalf.

Profit Sharing Plan

Roadway Next Day provides a noncontributory profit sharing plan for employees not covered by collective bargaining agreements. Any contributions are discretionary employer contributions. Employer contributions for the profit sharing plan were \$1.8 million for the year ended December 31, 2004. There were no employer contributions for the profit sharing plan for the period December 12 through December 31, 2003.

Related Party Transactions

On December 10, 2003, Roadway Next Day executed a \$150 million ten-year Promissory Note to Roadway LLC, accruing interest at the rate of 8.25 percent. Interest is due and payable quarterly, and the principal is due at maturity. This amount remains outstanding at December 31, 2004. The fair value of this note approximates its carrying value at December 31, 2004. For the year ended December 31, 2004, we paid interest expense of approximately \$12.4 million related to this borrowing arrangement.

We paid management fees to Roadway LLC, (“our parent”) of \$1.7 million in 2004 that we include in “operating expenses and supplies.” The management fees were paid for various corporate and administrative services. Management fees are charged based on the direct benefits received or as a percentage of revenue. At December 31, 2004, we had net short-term advances receivable of \$16.4 million from our parent primarily related to a corporate cash management program. The interest rate was based on the London inter-bank offer rate plus a fixed increment and was 2.56 percent at December 31, 2004. Related party transactions relating to 2003 results were immaterial to our operations.

Income Taxes

We use the liability method to reflect income taxes on our financial statements. We recognize deferred tax assets and liabilities by applying enacted tax rates and regulations to the differences between the carrying value of existing assets and liabilities and their respective tax basis and capital loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that the change is enacted. We assess the realizability of deferred tax assets for capital and operating loss carryforwards and provide valuation allowances when we determine it is more likely than not that such losses will not be realized within the applicable carryforward period. Deferred tax liabilities (assets) were comprised of the following at December 31:

(in thousands)	2004	2003
Depreciation	\$ 10,706	\$ 7,766
Employee benefits	105	—
Intangibles	28,148	36,635
Prepaid	120	—
Revenue	218	—
Other	536	398
Gross tax liabilities	<u>\$ 39,833</u>	<u>\$44,799</u>
Bad debt	\$ (475)	\$ —
Claims and insurance	(5,936)	(4,897)
Employee benefits	(3,139)	(3,019)
Other	(1,879)	(1,558)
Gross tax assets	<u>\$(11,429)</u>	<u>\$ (9,474)</u>
Net tax liability	<u>\$ 28,404</u>	<u>\$35,325</u>

We have a tax sharing policy with Yellow Roadway Corporation that requires us to share in its consolidated tax burden based on our respective share of taxable income or losses relative to Yellow Roadway Corporation’s other subsidiaries. In addition, we retain any respective tax credits related to our operations.

A reconciliation between income taxes at the federal statutory rate and the consolidated effective tax rate follows:

	2004	2003
Federal statutory rate	35.0%	35.0%
State income taxes, net	5.8	5.8
Nondeductible business expenses	0.8	(1.1)
Other, net	(6.1)	5.3
Effective tax rate	<u>35.5%</u>	<u>45.0%</u>

For 2004, “Other, net” is primarily composed of intercompany charges not included in the accompanying statements of operations.

The income tax expense (benefit) consisted of the following:

<u>(in thousands)</u>	<u>2004</u>	<u>2003</u>
Current:		
U.S federal	\$5,190	\$(527)
State	1,770	(106)
Current income tax provision	<u>\$6,960</u>	<u>\$(633)</u>
Deferred:		
U.S federal	\$ 141	\$ 174
State	38	19
Deferred income tax provision	<u>\$ 179</u>	<u>\$ 193</u>
Income tax provision	<u>\$7,139</u>	<u>\$(440)</u>

Commitments, Contingencies, and Uncertainties

Roadway Next Day incurs rental expenses under noncancelable lease agreements for certain buildings and operating equipment. Rental expense is charged to operating expense and supplies on the Statement of Consolidated Operations. Actual rental expense for the year ended December 31, 2004 and the period December 12 through December 31, 2003 was \$0.9 million and \$17 thousand, respectively.

We utilize certain terminals and equipment under operating leases. At December 31, 2004, we were committed under noncancelable lease agreements requiring minimum annual rentals payable as follows:

<u>(in thousands)</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>Thereafter</u>
Minimum annual rentals	\$413	\$219	\$62	\$53	\$53	\$ 13

We expect in the ordinary course of business that leases will be renewed or replaced as they expire. Projected 2005 net capital expenditures are expected to be \$10.0 million to 15.0 million.

Roadway Next Day is involved in litigation or proceedings that arise in ordinary business activities. We insure against these risks to the extent deemed prudent by our management, but no assurance can be given that the nature and amount of such insurance will be sufficient to fully indemnify us against liabilities arising out of pending and future legal proceedings. Many of these insurance policies contain self-insured retentions in amounts we deem prudent. Based on our current assessment of information available as of the date of these financial statements, we believe that our financial statements include adequate provisions for estimated costs and losses that may be incurred with regard to the litigation and proceedings to which we are a party.