

# CODE OF CONDUCT

## INTRODUCTION

This Code of Conduct (this “Code”) applies to all directors, officers and employees of YRC Worldwide Inc. and of all of its subsidiaries and affiliated companies (collectively, the “Company”), wherever they may be situated. In this Code, references to “we”, “our”, “us” and the like mean the Company, and references to “employees”, “officers”, “directors” or specific titles of officers mean the employees, officers, directors or specific officers of the Company, in each case, unless the context expressly requires a different meaning.

## OUR CORE VALUES

Our core corporate values are integral to our everyday conduct. Following are the values that should be a part of each of our daily work lives:

- Exceed customer expectations
- Value our people
- Work safely
- Demonstrate good citizenship
- Act with integrity
- Embrace teamwork

## COMMITMENTS AND RESPONSIBILITIES

**Responsibilities.** Our directors, officers and employees are responsible for acquainting themselves with the legal standards and restrictions applicable to their assigned duties and guiding themselves accordingly. The services of our Legal Department, on behalf of the Company, are available to each of them for advice and consultation in this respect. In all cases of doubt, directors, officers and employees should request Legal Department assistance regarding the applicability and legality of any particular policy or activity. It is best to obtain this information prior to action.

**Reporting.** We have established various policies, programs and procedures to detect and prevent violations of law. We will not condone any criminal activity by our directors, officers, employees or agents, nor should they condone criminal activity on the part of any other person within the Company. All directors, officers and employees have an obligation to alert the Company to any situation in which the policies in this Code are being, or may have been, violated. No retaliatory action will be taken against any person for reporting, in good faith, a violation of these policies.

Our Board of Directors (our “Board”) has designated the Board’s Audit/Ethics Committee to oversee our legal compliance and ethics programs. To address any possible violations of our Code, the Audit/Ethics Committee has designated the Executive Vice President and General Counsel as the Company’s Chief Compliance Officer. The Company’s Executive Vice President and General Counsel will meet privately from time to time with the Audit/Ethics Committee to report on our legal compliance and ethics programs, and the Vice President-Risk and Assurance will meet privately from time to time with the Audit/Ethics Committee to report on financial compliance and control matters. Each of these persons will report appropriate violations of law and Company policies to the Audit/Ethics Committee.

**Anyone within the Company who knows that criminal activity is, or is suspected to be, occurring or is aware of a violation of this Code, should contact the Executive Vice President and General Counsel, or those persons that he or she designates from time to time, who are listed on Exhibit A, except as otherwise required by this Code.**

If you are in doubt regarding whom to report a suspected violation, please contact any of these people, and they will refer you to the correct person. Certain matters in this Code have specific policies and procedures regarding the matter, including reporting procedures. For these matters, you should report policy violations in accordance with the specific procedure. For instance, reports of violations of our Equal Employment Opportunity Policy should be reported in accordance with our EEO Resolution Procedure. Copies of these policies and procedures can be obtained through our HR departments, the Legal Department, through the named individuals above or through our intranet sites: @ YRCW, YRC Regional’s Insider and YRC Logistics’ Thinkfast.

In addition to the people named above, if you desire to anonymously report:

- a possible criminal violation of law affecting the Company or the workplace
- a possible violation of this Code
- any concern that you may have about the Company applying improper accounting in its books and records, or
- any concern that you may have that the Company has failed to disclose matters that it is required to disclose to its investors,

You may call our toll-free number (866) 292-4712. By calling this number, your identification will be kept confidential. The Executive Vice President and General Counsel will notify the Audit/Ethics Committee of reported concerns made through this toll-free number.

**Criminal Investigations.** The Executive Vice President & General Counsel has full responsibility for the investigation and disclosure of suspected or actual criminal activity.

**Conflicts of Interest Procedures.** If it is unclear whether a conflict of interest may exist, the activity in question should be promptly referred to the General Counsel's office. Conflicts of interest are described under the section on "Workplace Conduct" below. The General Counsel shall report his or her findings and recommendations to the appropriate senior officer or supervisor who will then determine, in conjunction with the General Counsel, the appropriate action to be taken. For the protection of both the Company and the individual, it is essential that potential conflicts be fully disclosed to the appropriate supervisor or our Legal Department **BEFORE** action giving rise to the potential conflict is undertaken. In all cases of doubt, you should make a full disclosure and seek approval prior to entering into activities that could constitute a conflict of interest.

Officers and employees should obtain approval from their supervisors. In addition, "executive officers" should seek approval for related party transactions (defined below) from the Audit/Ethics Committee. "Executive Officers" are those officers that the Board designates as being subject to Section 16 of the Securities Exchange Act of 1934, as amended. The President and Chief Executive Officer may seek approval from the Chairman of the Audit/Ethics Committee for those conflicts of interest that do not constitute a related party transaction. The Chairman of the Audit/Ethics Committee shall report any such approval at the next meeting of the Audit/Ethics Committee.

Directors must seek approval for any related party transaction from the Audit/Ethics Committee. A "related party transaction" means any transaction that would be required to be disclosed in the Company's Annual Report on Form 10-K pursuant to Item 404 of Securities and Exchange Commission Regulation S-K. In the case of directors who are members of the Audit/Ethics Committee who are seeking approval or waiver of a potential conflict of interest, those directors should recuse themselves from any decision on whether to approve an activity or waive the potential conflict.

**Consequences.** Any officer or employee found to be violating the policies set out in this Code shall be subject to appropriate disciplinary action, up to and including dismissal. Directors who violate the policies set out in this Code are subject to discipline by the Board up to the extent permitted in the Company's Certificate of Incorporation and Bylaws. Where criminal violations are alleged to have occurred or are occurring, we may report these actual or suspected violations to the appropriate federal authorities, or in the case of violations of state criminal laws, to the appropriate state authorities; and will aid law enforcement authorities in the prosecution of culpable individuals.

**Waivers.** Except for conflicts of interest, the procedures for which are described above, any waiver of the policies in this Code applicable to an executive officer or director must be made by the Audit/Ethics Committee. In the case of a director who is a member of the Audit/Ethics Committee who is seeking a waiver, the director should recuse himself or herself from any decision on whether to approve an activity or waive the potential conflict. Any such waiver applicable to an executive officer or director shall be disclosed to investors in accordance with applicable laws, regulations and stock market rules.

## **COMPLIANCE WITH LAW**

It is our policy that the Company and each of us comply with all federal, state, provincial or local laws, statutes, ordinances or regulations, foreign or domestic that are applicable to the Company and the performance of our duties on behalf of the Company.

## **BORDER SECURITY**

**Border Security and Anti-Terrorism Policy:** The Company voluntarily participates in the Customs-Trade Partnership Against Terrorism Agreement (C-TPAT) in conjunction with the United States Customs Service ("Customs"). This agreement is "intended to enhance the joint efforts of the Carrier and Customs to develop a more secure border environment by focusing on the physical security of the production, transportation, and importations elements of the supply chain process." As part of this agreement, the Company requires that all managers, supervisors, employees and representatives cooperate fully with Customs and other law enforcement and governmental entities participating in the Customs Industry Partnership Programs in an effort to deter smugglers from using the Company's equipment to transport contraband. Such cooperation also includes, but is not limited to; employees ensuring that all bills of lading or other documentation submitted for cargo to be shipped are complete and reporting suspicious shippers, shipping practices, and/or anomalies in shipping documentation.

## **WORKPLACE CONDUCT**

**Conflicts of Interest.** Directors, officers and employees are to avoid situations in which either their personal involvement or financial affairs are, or may appear to be, in conflict with their responsibility to act in the best interests of the Company. In most cases, this means that the director, officer or employee who has a potential or actual conflict of interest will avoid making a decision on behalf of the Company until the conflict of interest is resolved. A conflict of interest exists when an individual's personal involvement or financial affairs may adversely influence his or her judgment in the performance of his or her duty to the Company. Even in cases in which a conflict of interest is more theoretical than real, it is important to come to a resolution promptly.

It is not practical to describe every situation in which a conflict of interest may arise. Those described below should be considered as general guidelines rather than an all-inclusive listing. A conflict of interest may exist when:

- a director, officer or employee, directly or indirectly, or one of his or her immediate family members, owns or has a financial interest in another organization that is a competitor, customer, contractor or supplier of the Company;
- a director, officer or employee, directly or indirectly, or one of his or her immediate family members, serves as a director, officer, employee, consultant or agent of an organization that is a competitor of the Company, or which does business with the Company as a supplier, customer, or contractor;
- a director, officer or employee, or one of his or her immediate family members, is a principal party to a transaction with the Company involving the rental or purchase of real estate, goods or services;

and, in each case, the director, officer or employee may be able to use his or her position with the Company to the advantage of the other organization or influence business dealings between the Company and the other organization. As used in this Code of Conduct, “immediate family members” are a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law.

**Community Activities.** We encourage participation in civic and charitable organizations. However, this participation may not interfere with the time and effort required for proper performance of their Company duties and may not utilize Company resources (other than small, incidental use of those resources, such as Company e-mail), except for those civic or charitable activities that we specifically sponsor or direct and include in a person’s duties.

**Corporate Opportunities.** Directors, officers and employees shall not, for personal gain, usurp opportunities that rightfully belong to the Company. The Company must receive the right of first refusal if the opportunity has been offered directly to the Company or has been developed or acquired using Company facilities, personnel, finances and other resources. Any officer or employee who feels he or she has been offered a business opportunity in his or her official capacity with the Company should make full disclosure of the nature and extent of the opportunity to the Legal Department. Any director who feels he or she has been offered a business opportunity in his or her capacity as a director of the Company should make full disclosure of the nature and extent of the opportunity to the Board.

**Contracts and Agreements.** It is the policy of the Company that every transaction in which the Company is engaged be evidenced by a written contract, a bill of lading or written terms and conditions.

## **GIFTS AND ENTERTAINMENT**

**Acceptance of Gifts or Favors.** A conflict of interest may arise when a Company director, officer or employee, or one of his or her immediate family members, accepts any gift or favor from any person or organization that is a competitor, supplier, customer, or contractor of the Company. Whenever the acceptance, or the prospect of receiving future gifts or favors, may tend to limit the recipient from acting solely in the best interests of the Company in dealing with such persons or organizations, a conflict exists. Directors, officers and employees in situations that may involve the tendering of gifts or favors must use their best judgment and, in case of doubt, consult the Legal Department. A "gift" or "favor" does not include loans from financial institutions on customary terms, articles of nominal value ordinarily used for sales promotion or ordinary business luncheons or reasonable entertainment consistent with social and business custom. A director, officer or employee shall not accept any gift, ticket, entertainment or travel from a competitor, supplier, customer, or contractor having a value in excess of \$150.00, unless, in the case of a gift, ticket or entertainment, a representative from the other organization is present. Even if the vendor or customer is present, the ticket, entertainment or travel must be reasonable under the circumstances as described above in this paragraph. An employee may obtain a waiver of the \$150.00 rule from their immediate supervisor; and executive officers and directors should obtain such waivers from the Audit/Ethics Committee. Gifts having a value in excess of \$150.00 that have not been approved as provided above shall become the Company's property. Under no circumstance shall a director, officer or employee receive any form of kick-back or bribe to perform his or her duties to the advantage of any other person, business organization or company.

**Frequent Flier and Other Loyalty Programs.** Directors, officers and employees may participate in airline frequent flyer, hotel frequent stay and similar loyalty programs utilizing Company-paid business expenses so long as these programs do not interfere with their judgment in booking travel arrangements in the best interests of the Company.

**Policies of Other Organizations Regarding Gifts and Favors.** Many companies and governmental agencies have formalized policies with respect to the receiving of gifts by their employees. All Company directors, officers and employees should observe the wishes of these companies and agencies and abide by those policies. Please be advised that strict laws often dictate these policies for many governmental organizations, which policies are often stricter than those acceptable in the private sector. It is against our policy to provide anything of value to officials of foreign governments, public international agencies

or foreign political parties, except in strict compliance with our Foreign Corrupt Practices Act Policy and related procedures.

## **BUSINESS INFORMATION**

**Misuse of Confidential or Proprietary Information.** Directors, officers and many employees become privy to the Company's confidential or proprietary information concerning personnel, strategic, technical, business, financial and other matters. This information may also be an intangible asset of the Company such as a trade secret, software or other intellectual property right. This kind of information may be confidential whether or not it is specifically identified as such. It is our policy to keep confidential the Company's confidential and proprietary information unless a person is authorized to disclose the information. In addition to policy, law may also impose obligations on individuals to maintain the confidentiality of the Company's information. For instance, directors and officers owe fiduciary duties of loyalty and care to the Company and its stockholders. These duties will often require directors and officers to maintain the confidentiality of Company information when it is in the best interests of the Company to do so.

**Insider Trading.** It is illegal, and a violation of our policy, to buy or sell the Company's stock or other securities (or recommend the purchase or sale of the Company's stock or other securities), if an individual possesses material, non-public ("inside") information about the Company, except through an approved trading plan under Securities and Exchange Commission Rule 10b-5-1. It is also illegal, and a violation of our policy, to divulge inside information while an individual possesses material, non-public information if the recipient of that information is likely to make a trade in the Company's stock or other securities. Information is "material" if it is likely to have a significant effect on the price of the Company's stock or other security or if it is likely to be considered important by a reasonable investor in deciding whether to buy or sell the Company's stock or other securities. Information is "non-public" if it has not been widely distributed to the investing public. Federal law provides for significant fines and jail time for buying or selling, or recommending the purchase or sale of stock based on inside information or divulging ("tipping") inside information to someone else who then buys or sells stock. Any questions regarding insider trading should be directed to the General Counsel's office. Refer also to our Policy on Trading Windows that the General Counsel's office maintains.

**Copyrighted Material.** Copyrighted works include (without limitation) newsletters, magazine articles, newspapers, books, videotapes, drawings, musical recordings and software. Copyright law protects these sorts of works even if they do not include a copyright notice. Works that directors, officers and employees create during the scope and conduct of their work belongs to the Company unless there is a specific agreement to the contrary. Works that third parties and consultants create during the scope and conduct of their work for us

(such as software) may belong to them unless there is an agreement to the contrary. It is against our policy to copy material for distribution at work (such as software or publications) without the permission of the copyright holder.

## **EMPLOYMENT PRACTICES**

**Discrimination and Harassment.** We believe in and promote equal employment opportunities and the fair treatment of our employees without regard to race, color, religion, national origin, sex, sexual orientation, age, marital status, veteran status, or disability, in compliance with federal, state or local laws. Further, we believe that the dignity and individuality of each employee and applicant for employment must be respected and that the work environment must be free of any form of discrimination and conduct that may be considered harassing, disruptive, or intimidating. We strictly prohibit harassment based on sex, race, color, religion, national origin, age or disability. Any instances of harassment in any form are to be reported immediately to the appropriate Human Resource Manager or Representative of the involved employer.

Refer also to our Equal Employment Opportunity Policy and our EEO Resolution Procedure.

**Outside Employment.** Except as otherwise provided, employment outside the Company is permissible, but must be regarded as supplemental and must be treated accordingly. As it applies to employment, the primary loyalty and interest of all employees must remain at all times with the Company. The word "employment" means both self-employment and employment by another.

- *Outside Employment Requiring Use of Confidential Company Information.* Employees having access to confidential Company information shall not engage in any outside employment that involves the use of this information.
- *Outside Employment on Company Time.* Employees shall not engage in any outside employment or engage in an independent business that conflicts with their scheduled hours, overtime hours when required or performance of company assignments.
- *Outside Employment Affecting Loyalty to the Company.* Employees shall not engage in any outside employment that might affect the objectivity and independence of their judgment or conduct in carrying out their duties to the Company, or might embarrass or reflect discredit upon the Company, or might conflict with the best interests of the Company.

**Nepotism.** In general, immediate family members may not work for the Company if a conflict of interest (such as another employee having the ability to approve an immediate family member's compensation) arises. An employee

may not directly supervise an immediate family member. Refer to the Policy on Employment of Relatives for more details.

**Employee Safety.** There are numerous foreign, federal, provincial, state and local laws regulating our conduct that are designed to promote employee safety. These laws and regulations guide the manner in which operations are conducted and facilities are maintained and constructed. We are committed to compliance with these laws and regulations. We issue and enforce rules and regulations beyond the minimum that law requires to help encourage employee safety. Compliance with these laws and regulations is a duty of every employee. Each employee is charged with the responsibility of bringing all unsafe conditions, including any violations of safety laws and regulations and our rules, to the attention of the appropriate supervisor or manager. Refer also to our various safety policies and procedures.

**Drug and Alcohol Use.** It is against our policy for directors, officers or employees to illegally use drugs on the premises of the Company or during the course and scope of an employee's employment duties. It is against our policy to bring illegal drugs onto any of our properties, whether we own or lease them. It is against our policy to consume alcoholic beverages on our premises or a Company-sponsored function unless an executive officer of the Company authorizes the function, after consultation with the General Counsel and the Director of Insurance. For the specific application of these policies, please refer to the Policy on Alcohol and Drug Rehabilitation Testing for non-union salaried and hourly employees and the applicable union contracts for union employees.

## **MARKETING PRACTICES**

**Antitrust Laws.** Any attempts by the Company and its directors, officers or employees to restrain trade or monopolize business may be subject to the antitrust laws. Common forms of antitrust violations include price or rate fixing; exchanges of cost or price information with competitors; and reciprocal dealing arrangements. Exchanges of information with competitors about each other's terms and conditions may be construed as a form of price or rate fixing. Any exchange of information with competitors should be carefully considered, including those exchanges that occur at industry trade meetings. Penalties for violation of the antitrust laws include criminal fines and jail time. Each director, officer or manager with sales or marketing responsibilities and other employees are responsible for ensuring that all personnel under his or her jurisdiction comply with the antitrust laws. In addition to the federal and state statutes, many foreign countries in which we do business have antitrust laws that also must be observed. Because these laws are complex, directors, officers and employees are advised to consult our Legal Department when they have any questions about these laws.

**Use of Information from Competitors.** It is against our policy, and in certain instances prohibited by law, for any director, officer or employee to obtain confidential or proprietary information of or about a competitor from a competitor (including from a former employee of the competitor) unless an authorized representative of the competitor provides us with that information. Confidential or proprietary information does not include information that becomes public and known to us without our violation of law. Confidential information also does not include general knowledge about how to perform a job, related job skills or trade or industry knowledge that a former employee of a competitor may possess. It is permissible for us to obtain information about competitors from publicly available sources, including (without limitation) from trade or financial press, from industry organizations so long as they did not obtain the information in violation of antitrust laws or from internet sites, including those sites of the competitor that are publicly available to us.

**Use of Company Names and Service Marks.** Our Company's name, the names of our affiliated companies and the service marks and brands that we use in our business are our property. These names and marks may not be used except in furtherance of the business of our Company. Directors, officers and employees may not use our names and marks for their own personal use or the use of any other person, business or organization, including those that are charitable in nature without the Company's express authorization. This includes the use of any of those names or marks on pictures that contain those names or marks. Of course, this does not preclude directors, officers and employees from having personal photographs containing any of those names or marks so long as they are not published for public consumption.

**Company Stationery.** Our officers, directors and employees shall not use stationery with the Company's names or marks for personal use, including (without limitation) for charitable or political causes, unless the Company authorizes that use.

**Articles, Editorials and Other Published Works.** Any published work of a director, officer or employee that identifies the person as affiliated with the Company should disclaim the Company's approval of the work unless the Company authorizes the use of the work for Company business.

**Commercial Endorsements.** Unless an executive officer so authorizes, it is against our policy to provide the Company's endorsement of a product or service.

## **WORKING WITH GOVERNMENT AGENCIES**

When working with government agencies and officials, we must be aware of unique laws and regulations governing our actions. Conduct that is acceptable in the private sector may result in harsh consequences such as fines, penalties, disbarment or suspension from competing for government contracts and even criminal prosecution of the Company or individual employees or directors. It is our policy to abide by all laws and regulations to our work for any government agency.

## **INTERNATIONAL BUSINESS**

**Foreign Corrupt Practices Act.** It is a criminal offense for any U.S. company to offer a bribe to a foreign official, foreign political party, candidate for foreign political office or official of a public international organization for the purposes of receiving an improper benefit, including the benefit of obtaining or maintaining business. Please be advised that officials of companies that a foreign government owns are, in most cases, deemed to be foreign officials for the purposes of this prohibition. All directors, officers and employees must comply with our Foreign Corrupt Practices Act Policy and related procedures. Those employees conducting Company business in foreign countries must obtain advice on the specific provisions of this statute and our policy from our Legal Department.

**Anti-Boycott Laws.** United States law prohibits U.S. firms from participating in foreign boycotts of purchasing goods or services from a specific country unless the U.S. sanctions that boycott. This law most often applies to the requirements of certain Arab countries for a firm to agree to not do business with Israeli companies to be allowed to do business with an Arab firm. Those employees conducting Company business in foreign countries may obtain advice on the specific provisions of this law from our Legal Department.

**Sanctioned Countries.** United States law prohibits U.S. firms from doing certain business with certain countries. At present, these sanctions are applicable to countries such as Iraq, Iran, Cuba, North Korea, and Libya. Those employees conducting Company business in foreign countries may obtain advice on the specific provisions of this law from our Legal Department.

**Terrorist and Drug Trafficking Organizations.** United States law prohibits U.S. firms from doing business with certain firms that have been listed as an organization supporting terrorism or drug trafficking. Employees may obtain advice on these firms from our Legal Department.

**Export Restrictions.** It is our policy to comply with the export laws and restrictions of each country in which we operate.

**Customs Duties and Import Restrictions.** It is our policy to comply with the customs laws and import restrictions of each country in which we operate.

## **POLITICAL ACTIVITIES AND CONTRIBUTIONS**

**Public Officeholders.** It is our policy to encourage individual participation in the political processes. It is recognized that directors, officers or employees who are active and interested in politics may want to accept a position or run for office. A director, officer or employee who runs for public office does so as an individual, not as a representative of the Company. We recognize that an officeholder must represent his or her constituency; therefore, we will not attempt to influence him or her in the exercise of his or her duties as a public servant. The essential purpose of this policy is to prevent a conflict, or the appearance of a conflict, between private employment or benefits and the officeholder's performance of his or her duties. In addition, state and federal statutes, regulations and court decisions govern the relationship between public officeholders and private enterprise. Individuals who believe they may have a problem in this area should contact our Legal Department so that the matter can be reviewed to determine if a conflict of interest exists.

**Campaign Contributions.** A corporation is absolutely prohibited from making any political contributions to a U.S. federal election campaign. No such contribution whether by cash or otherwise, may be made by or in the name of the Company. A corporation is authorized pursuant to Federal Election Law to set up and administer a separate segregated fund (commonly referred to as a Political Action Committee or PAC). The YRC Worldwide PAC has been in existence since 1978, and this PAC solicits contributions from eligible Company employees for contribution to federal election campaigns. If the issue of a contribution to a federal campaign arises, contact the Vice-President of Government Affairs, in the YRC Worldwide Inc Corporate Office. In state and local election campaigns, political contributions by corporations may be prohibited. Therefore, when questions arise as to political contributions in state and local campaigns, contact our Legal Department.

**Political Activity Outside the U.S.** U.S. law, or foreign law or local custom may prohibit Company expenditures for any political activity outside the U.S. The Legal Department must approve any such Company expenditure outside the U.S. beforehand, and any such expenditure must comply with our Foreign Corrupt Practices Act Policy.

**Political Endorsements.** Unless an executive officer so authorizes, after consultation with the General Counsel's office, it is against our policy to provide the Company's endorsement of a political candidate or ballot initiative.

## RECORDS

**General.** Our financial records are relied upon to produce reports to our management, shareholders, creditors, governmental entities and others. All Company accounting records and reports produced from those records shall be kept and presented in accordance with the laws of each applicable jurisdiction and must accurately and fairly reflect the Company's assets, liabilities, revenues and expenses. False or intentionally misleading entries in the Company's accounting records are prohibited, as are intentional misclassifications of transactions between accounts, departments or accounting periods. All transactions must be recorded with care and honesty and must be supported by accurate documentation in sufficient detail to permit the review and audit. All transactions must be recorded in the proper account and in the proper accounting period. No secret or special books or records may be maintained for any purpose. Compliance with generally accepted accounting principles and the Company's system of internal accounting controls is required at all times.

**Expense Reports.** All expense reports must accurately reflect expenses incurred by an individual on behalf of the Company, including the purpose, amount and persons present. False or intentionally misleading entries are prohibited, as are the misclassification of expenses.

**Data Security.** Data is an asset of the Company. It includes all forms of information needed to conduct the Company's business. All directors, officers and employees are responsible for protecting the data within their assigned area of control from unauthorized use, modification, destruction or disclosure. Data pertaining to customers, pricing, forecasts, financial and planning information are examples of the types of data to be safeguarded and used only for the best interest of the Company. Please refer to the Information Security Policies and Procedures. That policy, among other things, strictly prohibits the following:

- Creating, sending, receiving, downloading, displaying, printing, or otherwise disseminating material that is sexually explicit, profane, obscene, harassing, fraudulent, racially offensive, defamatory, or otherwise unlawful or that violates Company policies prohibiting sexual or other harassment.
- Disseminating or storing commercial or personal advertisements, solicitations, promotions, destructive programs (that is, viruses or self-replicating code), political propaganda, or any other unauthorized material.
- Wasting or unfairly monopolizing computer resources by, among other things, sending mass mailings or chain letters, spending excessive or unwarranted amounts of time on the internet, downloading non-business related audio, video or picture files, playing or downloading games,

engaging in on-line chat groups, printing unnecessary multiple copies of documents, or otherwise creating unnecessary network traffic.

**Record Retention.** It is our policy to maintain our business records for as long as they are reasonably needed and at least as long as they are required by applicable law in accordance with our Policy on the Retention of Records. It our policy that no record shall be destroyed if the record reasonably relates to an actual or reasonably anticipated investigation or proceeding of a court or other governmental authority.

**Disclosure.** It is the Company's policy to make full, fair, accurate and timely disclosure of those matters that the Company is required to disclose or actually discloses in reports and documents that the Company is required to file with the SEC and in other public communications that the Company makes.

**EXHIBIT A  
COMPLIANCE OFFICERS**

<b>Function</b>	<b>Name</b>	<b>Title</b>	<b>Telephone Number, Address &amp; E-Mail</b>
Chief Compliance Officer	Dan Churay	Executive Vice President, General Counsel & Secretary	(913) 696-6171 YRC Worldwide Inc. 10990 Roe Avenue Overland Park, KS 66211 <a href="mailto:dan.churay@yrcw.com">dan.churay@yrcw.com</a>
Compliance Officer (YRC Worldwide & YRC Logistics)	Reid Schultz	Vice President – Legal for YRC Worldwide & YRC Logistics	(913) 906-6858 YRC Worldwide Inc. 10990 Roe Avenue Overland Park, KS 66211 <a href="mailto:reid.schultz@yrclogistics.com">reid.schultz@yrclogistics.com</a>
Compliance Officer (terminal security matters)	Butch Day	Vice President-Security	(913) 344-3374 YRC Worldwide Inc. 10990 Roe Avenue Overland Park, KS 66211 <a href="mailto:butch.day@yrcw.com">butch.day@yrcw.com</a>
Compliance Officer (labor, employment & operational matters)	Will Dunn	Labor, Employment & Litigation Counsel	(330) 643-6929 YRC Worldwide Inc. 1077 Gorge Boulevard Akron, OH 44310 <a href="mailto:will.dunn@yrcw.com">will.dunn@yrcw.com</a>
Compliance Officer (financial & audit matters)	Debbi Webber	Vice President, Risk and Assurance	(913) 344-5150 YRC Worldwide Inc. 10990 Roe Avenue Overland Park, KS 66211 <a href="mailto:debbie.webber@yrcw.com">debbie.webber@yrcw.com</a>