

**CHARTER OF THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
YRC WORLDWIDE INC.**

(Amended and Restated August 30, 2011)

The Board of Directors (the “Board”) of YRC Worldwide Inc. (the “Company”) has established a Governance Committee (the “Committee”) in accordance with the Company’s Bylaws. It is intended that this Charter and the composition of this Committee comply with applicable laws and the rules or regulations of any exchange or listing service upon which the securities of the Company are listed. This document replaces and supersedes in its entirety all previous Charters of the Committee including (without limitation) the Charter adopted on March 3, 2011.

Purpose

The primary purposes of the Committee are to act on behalf of the Board to:

- (1) Assist the Board by making recommendations regarding the size and composition of the Board and criteria for the selection of candidates to serve on the Board;
- (2) Assist the Board by identifying individuals qualified to become Board members and recommending the slate of director candidates to be nominated for election at the annual meeting of stockholders (other than those directors appointed by holder of the share of Series A Preferred Stock of the Company, if applicable);
- (3) Recommend to the Board a set of corporate governance guidelines applicable to the Company and to oversee those guidelines;
- (4) Assist the Board in assessing director independence;
- (5) Lead the Board and other committees in their annual self-evaluation process; and
- (6) Recommend to the Board director nominees for each Board committee.

Membership

The Committee shall be comprised of three or more members of the Board. Each member of the Committee shall be determined by the Board, with guidance from the Committee, to be “independent” as independence is determined in accordance with the rules or regulations of any exchange or listing service upon which the securities of the Company are listed, the Director Independence Standards of YRC Worldwide Inc. and applicable laws. After receiving input from the Committee, the Board shall appoint the members of the Committee (subject to the rights of the holder of the share of Series A Preferred Stock of the Company, if applicable). Each member of the Committee shall serve at the pleasure of the Board and may be replaced or removed by the Board at any time at its discretion (subject to the rights of the holder of the share of Series A Preferred Stock of the Company, if applicable). The Board shall designate one member of the Committee as the Chairman (the “Chair”).

Responsibilities and Authority

Subject to the Company's Bylaws, the Committee shall have the responsibility and authority to act on behalf of the Board to do the following:

- A. As appropriate, actively seek individuals qualified to become board members for recommendation to the Board; review and recommend for Board approval the criteria for the selection of nominees for election as directors of the Company and review the qualifications of all candidates, including those proposed by stockholders (other than those appointed by holder of the share of Series A Preferred Stock, if applicable);
- B. Recommend to the Board director nominees to be proposed for election at the annual meeting of stockholders or to be elected by the Board to fill vacancies or newly-created directorships;
- C. As appropriate, review and recommend changes to the procedures as set forth in the Company's Bylaws for the submission of recommendations by stockholders for nominees for election as directors of the Company;
- D. Annually review the Director Independence Standards of YRC Worldwide Inc. and recommend for Board approval any proposed changes for those standards for determining whether or not a director is "independent;"
- E. In accordance with the Director Independence Standards of YRC Worldwide Inc., the rules or regulations of any exchange or listing service upon which the securities of the Company are listed and applicable law, assess and make recommendations to the Board with respect to each Board member's independence;
- F. Monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively;
- G. Lead the Board's annual self-evaluation process and review and make recommendations as to the effectiveness and performance of the Board as a whole, which shall be discussed with the full Board;
- H. Administer and annually review and reassess the adequacy of the Guidelines on Corporate Governance of the Company and recommend any proposed changes to the Board for approval;
- I. Make recommendations to the Board as to changes in governance from time to time that the Governance Committee finds are necessary or otherwise in the best interests of the Company, including changes to the Company's Certificate of Incorporation and Bylaws;

- J. Annually review all Board committees' structure and charters to ensure that they reflect a commitment to effective governance;
- K. Make recommendations to the Board regarding the composition of the Board committees, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and the respective responsibilities of each Board committee; and
- N. Perform such other responsibilities as may be determined by the Committee to be reasonably related to any of the foregoing or necessary or convenient to fulfill its responsibilities under this Charter or such other responsibilities as the Board may delegate to it from time to time.

Notwithstanding anything to the contrary contained in this Charter, to the extent permitted by applicable laws and the rules or regulations of any exchange or listing service upon which the securities of the Company are listed, nothing herein shall be deemed to limit the Board's authority regarding the matters listed above and the Board shall have the concurrent power and authority to consider and approve the matters listed above.

Meetings and Procedures

The Committee shall meet at least two times per year and otherwise as required for the Committee to fulfill its responsibilities as set forth in this Charter. The Committee shall meet at such times and places as the Chair shall determine. The Chair shall be responsible for setting the meeting agendas. The meetings shall be held in accordance with the provisions of the Company's Bylaws. The Committee shall maintain a record of its proceedings, and shall report to the Board on a regular basis.

Advisors

The Committee may obtain advice from external or internal legal, accounting, executive search or other advisors. The Committee shall have the sole authority, and shall have appropriate funding from the Company, to select, retain, terminate and approve outside consultants, experts and other advisors as it deems appropriate to assist it in the performance of its responsibilities. The Committee shall have the sole authority to determine the terms of the engagement and the compensation of any advisors.

Subcommittees

The Committee shall have the authority to delegate matters within its oversight to one or more subcommittees.

Evaluations

Annually, the Committee shall review and assess the adequacy of this Charter and conduct an evaluation of its own performance during the past year.