

USF BESTWAY INC  
Form POS AM  
February 28, 2012

As filed with the Securities and Exchange Commission on February 28, 2012

Registration No. 333-176971

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

**Post-Effective Amendment No. 1**

to

**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**YRC Worldwide Inc.**

*(Exact name of registrant as specified in its charter)*

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**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**4213**  
*(Primary Standard Industrial  
Classification Code Number)*  
**10990 Roe Avenue**

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

**Overland Park, Kansas 66211**

**(913) 696-6100**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Michelle A. Russell**

**Executive Vice President, General Counsel and Secretary**

**10990 Roe Avenue**

**Overland Park, Kansas 66211**

**(913) 696-6100**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*Copies to:*

**Dennis M. Myers, P.C.**

**Kirkland & Ellis LLP**

**300 North LaSalle**

**Chicago, IL 60654**

**(312) 862-2000**

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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**TABLE OF ADDITIONAL REGISTRANTS**

| <b>Exact Name of Co-Registrant as Specified in its Charter</b> | <b>State or Other Jurisdiction of Incorporation or Organization</b> | <b>I.R.S. Employer Identification No.</b> |
|--|---|---|
| YRC Inc.   | Delaware  | 34-0492670                                |
| Roadway LLC  | Delaware  | 20-0453812                                |
| Roadway Next Day Corporation                                   | Pennsylvania  | 23-2200465                                |
| YRC Enterprise Services, Inc.                                  | Delaware  | 20-0780375                                |
| YRC Regional Transportation, Inc.                              | Delaware  | 36-3790696                                |
| USF Holland Inc.   | Michigan  | 38-0655940                                |
| USF Reddaway Inc.  | Oregon  | 93-0262830                                |
| USF Glen Moore Inc.  | Pennsylvania  | 23-2443760                                |
| YRC Logistics Services, Inc.                                   | Illinois  | 36-3783345                                |
| YRC Association Solutions, Inc.                                | Delaware  | 20-3720424                                |
| Express Lane Service, Inc.                                     | Delaware  | 20-1557186                                |
| YRC International Investments, Inc.                            | Delaware  | 20-0890711                                |
| USF RedStar LLC  | Delaware  | N/A                                       |
| USF Dugan Inc.   | Kansas  | 48-0760565                                |
| YRC Mortgages, LLC   | Delaware  | 20-1619478                                |
| New Penn Motor Express, Inc.                                   | Pennsylvania  | 23-2209533                                |
| Roadway Express International, Inc.                            | Delaware  | 34-1504752                                |
| Roadway Reverse Logistics, Inc.                                | Ohio  | 34-1738381                                |
| USF Bestway Inc.   | Arizona   | 86-0104184                                |

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

**ADDITION OF EXHIBIT**

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

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

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

| Exhibit No. | Description   |
|-------------|---|
| 23.1*       | Consent of KPMG LLP, Independent Registered Public Accounting Firm. |

\* Filed herewith.

**SIGNATURES**

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

YRC Worldwide Inc.

By: \*  
James L. Welch

Chief Executive Officer

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

| <b>Signature</b>    | <b>Title</b>                                      | <b>Date</b>       |
|---------------------|---|-------------------|
| *                   | Director and Chief Executive Officer              | February 28, 2012 |
| James L. Welch      | (Principal Executive Officer)                     |                   |
| *                   | Executive Vice President and Chief                | February 28, 2012 |
| Jamie G. Pierson    | Financial Officer (Principal Financial Officer)   |                   |
| *                   | Senior Vice President, Controller and Chief       | February 28, 2012 |
| Paul F. Liljegren   | Accounting Officer (Principal Accounting Officer) |                   |
| *                   | Director  | February 28, 2012 |
| Raymond J. Bromark  |   |                   |
| *                   | Director  | February 28, 2012 |
| Douglas A. Carty    |   |                   |
| *                   | Director  | February 28, 2012 |
| Matthew A. Doheny   |   |                   |
| *                   | Director  | February 28, 2012 |
| Robert L. Friedman  |   |                   |
| *                   | Director  | February 28, 2012 |
| James E. Hoffman    |   |                   |
| *                   | Director  | February 28, 2012 |
| Michael J. Kneeland |   |                   |

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|                    |          |                   |
|--------------------|----------|-------------------|
| *                  | Director | February 28, 2012 |
| Harry J. Wilson    |          |                   |
| *                  | Director | February 28, 2012 |
| James F. Winestock |          |                   |

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

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



**SIGNATURES**

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

YRC Inc.

By: \*  
 Phil J. Gaines  
 Senior Vice President and Chief Financial Officer

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

| Signature                                      | Title  | Date              |
|--|--|-------------------|
| /s/ JEFFREY A. ROGERS<br><br>Jeffrey A. Rogers | President (Principal Executive Officer) and Director   | February 28, 2012 |
| *<br><br>Phil J. Gaines                        | Senior Vice President and Chief<br><br>Financial Officer (Principal Financial<br><br>and Accounting Officer)<br><br>and Director | February 28, 2012 |
| /s/ JEFF P. BENNETT<br><br>Jeff P. Bennett     | Vice President Legal and Secretary and Director  | February 28, 2012 |

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

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

**SIGNATURES**

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

YRC Enterprise Services, Inc.

By: \*  
Phil J. Gaines

Senior Vice President Finance

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

| Signature             | Title   | Date              |
|-----------------------|---|-------------------|
| /s/ JEFFREY A. ROGERS | President (Principal Executive Officer)         | February 28, 2012 |
| Jeffrey A. Rogers     | and Director                                    |                   |
| *                     | Senior Vice President Finance                   | February 28, 2012 |
| Phil J. Gaines        | (Principal Financial and Accounting Officer)    |                   |
|                       | and Director                                    |                   |
| /s/ JEFF P. BENNETT   | Vice President Legal and Secretary and Director | February 28, 2012 |
| Jeff P. Bennett       |   |                   |

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

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

**SIGNATURES**

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

Roadway LLC

By: \*  
Phil J. Gaines

Senior Vice President Finance

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

| Signature             | Title  | Date              |
|-----------------------|--|-------------------|
| /s/ JEFFREY A. ROGERS | President (Principal Executive Officer)      | February 28, 2012 |
| Jeffrey A. Rogers     | and Director                                 |                   |
| *                     | Senior Vice President Finance                | February 28, 2012 |
| Phil J. Gaines        | (Principal Financial and Accounting Officer) |                   |
|                       | and Manager                                  |                   |
| /s/ JEFF P. BENNETT   | Vice President and Secretary and Manager     | February 28, 2012 |
| Jeff P. Bennett       |  |                   |

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

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

**SIGNATURES**

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

Roadway Next Day Corporation

By: \*  
Paul F. Liljegren

Vice President Finance

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

| Signature             | Title  | Date              |
|-----------------------|--|-------------------|
| /s/ JEFFREY A. ROGERS | President (Principal Executive Officer)      | February 28, 2012 |
| Jeffrey A. Rogers     | and Director                                 |                   |
| *                     | Vice President Finance                       | February 28, 2012 |
| Paul F. Liljegren     | (Principal Financial and Accounting Officer) |                   |
|                       | and Director                                 |                   |
| /s/ JEFF P. BENNETT   | Vice President and Secretary and Director    | February 28, 2012 |
| Jeff P. Bennett       |  |                   |

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

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

**SIGNATURES**

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

YRC Regional Transportation, Inc.

By: \*  
Paul F. Liljegren

Vice President Finance

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

| Signature           | Title   | Date              |
|---------------------|---|-------------------|
| /s/ JAMES L. WELCH  | President (Principal Executive Officer)         | February 28, 2012 |
| James L. Welch      | and Director                                    |                   |
| *                   | Vice President Finance                          | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer)    |                   |
|                     | and Director                                    |                   |
| /s/ JEFF P. BENNETT | Vice President Legal and Secretary and Director | February 28, 2012 |
| Jeff P. Bennett     |   |                   |

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

**SIGNATURES**

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

USF Holland Inc.

By: \*  
Daniel L. Olivier

Vice President Finance

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

| Signature           | Title   | Date              |
|---------------------|---|-------------------|
| /s/ MICHAEL NAATZ   | President (Principal Executive Officer)         | February 28, 2012 |
| Michael Naatz       | and Director                                    |                   |
| *                   | Vice President Finance                          | February 28, 2012 |
| Daniel L. Olivier   | (Principal Financial and Accounting Officer)    |                   |
|                     | and Director                                    |                   |
| /s/ JEFF P. BENNETT | Vice President Legal and Secretary and Director | February 28, 2012 |
| Jeff P. Bennett     |   |                   |

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

**SIGNATURES**

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

USF Reddaway Inc.

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

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

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

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

**SIGNATURES**

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

USF Glen Moore Inc.

By: \*  
Paul F. Liljegren

Vice President Finance

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

| <b>Signature</b>    | <b>Title</b>                                 | <b>Date</b>       |
|---------------------|--|-------------------|
| /s/ JEFF P. BENNETT | President and Secretary                      | February 28, 2012 |
| Jeff P. Bennett     | (Principal Executive Officer) and Director   |                   |
| *                   | Vice President Finance                       | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer) |                   |
|                     | and Director                                 |                   |
| /s/ TERRY GERROND   | Director                                     | February 28, 2012 |
| Terry Gerrond       |  |                   |

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

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



**SIGNATURES**

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

YRC Logistics Services, Inc.

By: \*  
Paul F. Liljegren

Vice President Finance

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

| <b>Signature</b>                       | <b>Title</b>   | <b>Date</b>       |
|--|--|-------------------|
| *<br>Paul F. Liljegren                 | Vice President Finance<br>(Principal Financial and Accounting Officer)<br>and Director | February 28, 2012 |
| /s/ JEFF P. BENNETT<br>Jeff P. Bennett | President and Secretary<br>(Principal Executive Officer) and Director                  | February 28, 2012 |
| /s/ TERRY GERROND<br>Terry Gerrond     | Director   | February 28, 2012 |

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

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

**SIGNATURES**

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

YRC Association Solutions, Inc.

By: \*  
Phil J. Gaines

Senior Vice President Finance

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

| Signature             | Title  | Date              |
|-----------------------|--|-------------------|
| /s/ JEFFREY A. ROGERS | President (Principal Executive Officer)      | February 28, 2012 |
| Jeffrey A. Rogers     | and Director                                 |                   |
| *                     | Senior Vice President Finance                | February 28, 2012 |
| Phil J. Gaines        | (Principal Financial and Accounting Officer) |                   |
|                       | and Director                                 |                   |
| /s/ JEFF P. BENNETT   | Vice President and Secretary and Director    | February 28, 2012 |
| Jeff P. Bennett       |  |                   |

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

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

**SIGNATURES**

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

Express Lane Service, Inc.

By: \*  
Phil J. Gaines

Senior Vice President Finance

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

| Signature             | Title  | Date              |
|-----------------------|--|-------------------|
| /s/ JEFFREY A. ROGERS | President (Principal Executive Officer)      | February 28, 2012 |
| Jeffrey A. Rogers     | and Director                                 |                   |
| *                     | Senior Vice President Finance                | February 28, 2012 |
| Phil J. Gaines        | (Principal Financial and Accounting Officer) |                   |
|                       | and Director                                 |                   |
| /s/ JEFF P. BENNETT   | Vice President and Secretary and Director    | February 28, 2012 |
| Jeff P. Bennett       |  |                   |

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

**SIGNATURES**

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

YRC International Investments, Inc.

By: \*  
Paul F. Liljegren

Vice President Finance

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

| Signature           | Title  | Date              |
|---------------------|--|-------------------|
| *                   | President (Principal Executive Officer)      | February 28, 2012 |
| Eric A. Friedlander | and Director                                 |                   |
| *                   | Vice President Finance                       | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer) |                   |
|                     | and Director                                 |                   |
| /s/ JEFF P. BENNETT | Vice President and Secretary and Director    | February 28, 2012 |
| Jeff P. Bennett     |  |                   |

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

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

**SIGNATURES**

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

USF RedStar LLC

By: \*  
Paul F. Liljegren

Vice President

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

| Signature           | Title  | Date              |
|---------------------|--|-------------------|
| /s/ JEFF P. BENNETT | President and Secretary                      | February 28, 2012 |
| Jeff P. Bennett     | (Principal Executive Officer) and Manager    |                   |
| *                   | Vice President                               | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer) |                   |
|                     | and Manager                                  |                   |
| /s/ TERRY GERROND   | Manager                                      | February 28, 2012 |
| Terry Gerrond       |  |                   |

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

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**SIGNATURES**

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

USF Dugan Inc.

By: \*  
Paul F. Liljegren

Vice President

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

| <b>Signature</b>    | <b>Title</b>                                 | <b>Date</b>       |
|---------------------|--|-------------------|
| /s/ JEFF P. BENNETT | President and Secretary                      | February 28, 2012 |
| Jeff P. Bennett     | (Principal Executive Officer) and Director   |                   |
| *                   | Vice President                               | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer) |                   |
|                     | and Director                                 |                   |
| /s/ TERRY GERROND   | Director                                     | February 28, 2012 |
| Terry Gerrond       |  |                   |

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

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

**SIGNATURES**

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

YRC Mortgages, LLC

By: \*  
Paul F. Liljegren

President

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

| <b>Signature</b>                       | <b>Title</b>   | <b>Date</b>       |
|--|--|-------------------|
| *<br>Paul F. Liljegren                 | President (Principal Executive, Financial<br>and Accounting Officer) and Manager | February 28, 2012 |
| /s/ JEFF P. BENNETT<br>Jeff P. Bennett | Vice President and Secretary and Manager   | February 28, 2012 |
| /s/ TERRY GERROND<br>Terry Gerrond     | Manager  | February 28, 2012 |

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

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

**SIGNATURES**

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

New Penn Motor Express, Inc.

By: \*  
Paul F. Liljegren

Vice President Finance

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

| Signature           | Title   | Date              |
|---------------------|---|-------------------|
| *                   | President and Chief Executive Officer           | February 28, 2012 |
| Steven D. Gast      | (Principal Executive Officer) and Director      |                   |
| *                   | Vice President Finance                          | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer)    |                   |
|                     | and Director                                    |                   |
| /s/ JEFF P. BENNETT | Vice President Legal and Secretary and Director | February 28, 2012 |
| Jeff P. Bennett     |   |                   |

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

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



**SIGNATURES**

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

Roadway Express International, Inc.

By: \*  
Phil J. Gaines

Senior Vice President Finance

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

| <b>Signature</b>                           | <b>Title</b>  | <b>Date</b>       |
|--|---|-------------------|
| /s/ JEFFREY A. ROGERS<br>Jeffrey A. Rogers | President (Principal Executive Officer) and Director  | February 28, 2012 |
| *<br>Phil J. Gaines                        | Senior Vice President Finance<br>(Principal Financial and Accounting Officer)<br>and Director | February 28, 2012 |
| /s/ JEFF P. BENNETT<br>Jeff P. Bennett     | Vice President and Secretary and Director   | February 28, 2012 |

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

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

**SIGNATURES**

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

Roadway Reverse Logistics, Inc.

By: \*  
Phil J. Gaines

Senior Vice President Finance

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

| <b>Signature</b>    | <b>Title</b>                                 | <b>Date</b>       |
|---------------------|--|-------------------|
| *                   | President (Principal Executive Officer)      | February 28, 2012 |
| Randy Riddell       |  |                   |
| *                   | Senior Vice President Finance                | February 28, 2012 |
| Phil J. Gaines      | (Principal Financial and Accounting Officer) |                   |
|                     | and Director                                 |                   |
| /s/ JEFF P. BENNETT | Vice President and Secretary and Director    | February 28, 2012 |
| Jeff P. Bennett     |  |                   |

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

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

**SIGNATURES**

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

USF Bestway Inc.

By: \*  
Paul F. Liljegren

Vice President

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

| <b>Signature</b>    | <b>Title</b>                                 | <b>Date</b>       |
|---------------------|--|-------------------|
| /s/ JEFF P. BENNETT | President and Secretary                      | February 28, 2012 |
| Jeff P. Bennett     | (Principal Executive Officer) and Director   |                   |
| *                   | Vice President                               | February 28, 2012 |
| Paul F. Liljegren   | (Principal Financial and Accounting Officer) |                   |
|                     | and Director                                 |                   |
| /s/ TERRY GERROND   | Director                                     | February 28, 2012 |
| Terry Gerrond       |  |                   |

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

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