

YELLOW CORP
Form S-4/A
October 17, 2003
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As filed with the Securities and Exchange Commission on October 17, 2003

Registration No. 333-108081

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment

No. 3 to

Form S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Yellow Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4213
(Primary Standard Industrial
Classification Code Number)

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

10990 Roe Avenue

Overland Park, Kansas 66211

(913) 696-6100

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

Daniel J. Churay

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Yellow Corporation

Senior 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:

Charles L. Strauss

Patrick J. Leddy

Fulbright & Jaworski L.L.P.

Jones Day

1301 McKinney, Suite 5100

901 Lakeside Avenue

Houston, Texas 77010

Cleveland, Ohio 44114

(713) 651-5151

(216) 586-3939

Approximate date of commencement of proposed sale to the public: Upon consummation of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please 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, please 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. "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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JOINT PROXY STATEMENT/PROSPECTUS

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

Yellow Corporation and Roadway Corporation have agreed on a merger transaction involving our two companies. Before we can complete the merger, we must obtain the approval of our companies' stockholders. We are sending you this joint proxy statement/prospectus to ask Yellow stockholders to approve the issuance of Yellow shares pursuant to and in accordance with the merger agreement and to ask Roadway stockholders to vote in favor of the merger transaction and related matters.

In the merger, Roadway stockholders will be entitled to receive 1.924 shares of Yellow common stock for each share of Roadway common stock that they own at the effective time of the merger, subject to the collar and other adjustments described in this joint proxy statement/prospectus, or, at their election, \$48.00 in cash in lieu of shares of Yellow common stock for each share of Roadway common stock they own. The consideration to be received by each Roadway stockholder is subject to proration and allocation provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock. Immediately following the merger (assuming Yellow's average closing price is within the collar), approximately 20 million shares of Yellow common stock, or 40% of the outstanding shares of Yellow common stock, will be held by former holders of Roadway common stock. At a Yellow average closing price of \$17.00 (which is below the collar), approximately 25 million shares of Yellow common stock, or 46% of the outstanding shares following the merger, would be issued to Roadway stockholders, and at a Yellow average closing price of \$35.00 (which is above the collar), approximately 16.5 million shares of Yellow common stock, or 36% of the outstanding shares following the merger, would be issued to Roadway stockholders. Each outstanding share of Yellow common stock will remain outstanding as a share of Yellow common stock after the merger. Shares of Yellow common stock, including shares issued to Roadway stockholders as a result of the merger, will continue to be quoted on the Nasdaq National Market under the trading symbol YELL. Shares of Roadway common stock, which are quoted on the Nasdaq National Market under the trading symbol ROAD, will be delisted if the merger is consummated.

Each company will hold a special meeting of its stockholders to consider and vote on the proposals described in this joint proxy statement/prospectus. At Yellow's special meeting, Yellow will also ask its stockholders to consider and vote on an amendment to Yellow's certificate of incorporation to change Yellow's name to Yellow Roadway Corporation. Completion of the merger requires Yellow stockholder approval of the stock issuance and Roadway stockholder adoption of the merger proposal. Approval of the name change is not a condition to the merger. On the date of either the Yellow special meeting or the Roadway special meeting when you are asked to vote on these matters you may not know the exchange ratio or the exact number of shares of Yellow common stock that will be issued to Roadway stockholders and, even when the exchange ratio is announced, the consideration you receive will be subject to change based on the allocation and proration provisions described in this joint proxy statement/prospectus.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend your special meeting, please take the time to vote by completing the enclosed proxy card and mailing it to us. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR each of the proposals presented. If you do not return your card, or if you do not instruct your broker how to vote any shares held for you in street name, your shares will not be voted at your special meeting. In some cases, you may be able to instruct your bank or brokerage firm how to exercise your proxy by telephone or the internet. See Voting by Proxy beginning on page 40.

This joint proxy statement/prospectus is being furnished to Yellow stockholders in connection with the solicitation of proxies by Yellow's board of directors for use at its special meeting of stockholders and to Roadway stockholders in connection with the solicitation of proxies by Roadway's board of directors for use at its special meeting of stockholders. The respective dates, times, and places of the special meetings are as

follows:

FOR YELLOW STOCKHOLDERS:

December 9, 2003

9:30 a.m., C.S.T.

10990 Roe Avenue

Overland Park, Kansas 66211

FOR ROADWAY STOCKHOLDERS:

December 9, 2003

11:30 a.m., E.S.T.

Sheraton Cleveland City Centre Hotel

777 St. Clair Avenue

Cleveland, Ohio 44114

This document is a prospectus relating to the issuance of shares of Yellow common stock in connection with the merger and a proxy statement for both Yellow and Roadway to use in soliciting proxies for our special meetings. This joint proxy statement/prospectus contains answers to frequently asked questions and a summary description of the merger (beginning on page 1), followed by a more detailed discussion of the merger and related matters. **You should also consider the matters discussed under Risk Factors beginning on page 29 of this joint proxy statement/prospectus.** We urge you to review carefully this entire document.

William D. Zollars
Chairman of the Board of Directors,
President and Chief Executive Officer
of Yellow Corporation

Michael W. Wickham
Chairman of the Board of
Directors of Roadway Corporation

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS JOINT PROXY STATEMENT/ PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This joint proxy statement/prospectus is dated October 17, 2003, and is first being mailed to Yellow and Roadway stockholders on or about October 20, 2003.

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REFERENCES TO ADDITIONAL INFORMATION

As used in this joint proxy statement/prospectus, Yellow refers to Yellow Corporation and its consolidated subsidiaries and Roadway refers to Roadway Corporation and its consolidated subsidiaries, in each case, except where the context otherwise requires or as otherwise indicated. This joint proxy statement/prospectus incorporates important business and financial information about Yellow and Roadway from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this joint proxy statement/prospectus. For a listing of documents incorporated by reference into this joint proxy statement/prospectus, please see the section entitled Where You Can Find More Information beginning on page 120 of this joint proxy statement/prospectus.

Yellow will provide you with copies of this information relating to Yellow, without charge, if you request it in writing or by telephone from:

YELLOW CORPORATION

10990 Roe Avenue

Overland Park, Kansas 66211

(913) 696-6100

In order for you to receive timely delivery of the documents in advance of the Yellow special meeting, Yellow should receive your request no later than December 2, 2003.

Roadway will provide you with copies of this information relating to Roadway, without charge, if you request it in writing or by telephone from:

ROADWAY CORPORATION

1077 Gorge Boulevard

Akron, Ohio 44310

(330) 384-1717

In order for you to receive timely delivery of the documents in advance of the Roadway special meeting, Roadway should receive your request no later than December 2, 2003.

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Yellow has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Yellow, and Roadway has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Roadway. Yellow and Roadway have both contributed to information relating to the merger.

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Yellow Corporation

10990 Roe Avenue

Overland Park, Kansas 66211

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD DECEMBER 9, 2003

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Yellow Corporation, a Delaware corporation ("Yellow"), will be held at 9:30 a.m., C.S.T., on Tuesday, December 9, 2003, at Yellow's corporate headquarters at 10990 Roe Avenue, Overland Park, Kansas 66211. As described in this joint proxy statement/prospectus, the special meeting will be held for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of Yellow common stock pursuant to and in accordance with the Agreement and Plan of Merger, dated as of July 8, 2003, by and among Yellow, Yankee LLC, a wholly owned subsidiary of Yellow ("Sub"), and Roadway Corporation ("Roadway"). As further described in this joint proxy statement/prospectus, the merger agreement provides for the merger of Roadway with and into Sub pursuant to which each outstanding share of Roadway common stock (other than shares owned directly or indirectly by Roadway or Yellow and those shares held by dissenting stockholders) will be converted into the right to receive a number of shares of Yellow common stock determined as follows (and subject to adjustment as described below):

If the average closing price of Yellow common stock is between \$21.21 and \$28.69, which we refer to as the "collar" , then 1.924 shares of Yellow common stock.

If the average closing price of Yellow common stock is greater than \$28.69, then a number of shares of Yellow common stock equal to \$55.20 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$21.21, then a number of shares of Yellow common stock equal to \$40.81 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$16.63, Yellow may elect not to consummate the merger. If Yellow does not elect to terminate the merger even though the average closing price of Yellow common stock is less than \$16.63, the exchange ratio will be determined as described in the third bullet point above.

For purposes of determining the exchange ratio above, the average closing price of Yellow common stock is the average per share closing price of Yellow common stock for each of 20 consecutive trading days as of the date five trading days before the closing of the merger. You may not know the exchange ratio or the exact number of shares of Yellow common stock that will be issued to Roadway stockholders on the date of the Yellow special meeting when you are asked to vote on this matter and, even when the exchange ratio is announced, the consideration you receive will be subject to change based on the allocation and proration provisions described in this joint proxy statement/prospectus.

At their election, each Roadway stockholder may elect to receive \$48.00 in cash in lieu of shares of Yellow common stock for each share of Roadway common stock they own at the effective time of the merger. You will not know the exact number of shares of Yellow common stock to be issued in the merger for each share of Roadway common stock until after the fifth trading day before the closing of the merger. **The consideration to be received by each Roadway stockholder, however, is subject to proration and allocation provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock, unless the value of the Yellow common stock to be issued in the merger falls below 45% of the aggregate value of the total consideration, in which case the proration and allocation provisions will require adjustments so that**

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45% of the total consideration is paid in Yellow common stock and 55% of the total consideration is paid in cash. Assuming that Yellow's average closing price is within the collar, we anticipate an aggregate of approximately 20 million shares of Yellow common stock would be issued pursuant to and in accordance with the merger agreement. Immediately following the merger, assuming that Yellow's average closing price is within the collar, approximately 40% of the outstanding shares of Yellow common stock will be held by former holders of Roadway common stock. At a Yellow average closing price of \$17.00 (which is below the collar), approximately 25 million shares of Yellow common stock, or 46% of the outstanding shares following the merger, would be issued to Roadway stockholders, and at a Yellow average closing price of \$35.00 (which is above the collar), approximately 16.5 million shares of Yellow common stock, or 36% of the outstanding shares following the merger, would be issued to Roadway stockholders.

2. To consider and vote upon a proposal to amend Yellow's certificate of incorporation to change Yellow's name to Yellow Roadway Corporation to take effect only if the merger is consummated.

3. To consider and vote upon a proposal to approve adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the above proposals.

4. To consider and take action upon any other business that may properly come before the special meeting, or any reconvened meeting following an adjournment or postponement thereof.

THE BOARD OF DIRECTORS OF YELLOW HAS CAREFULLY CONSIDERED THE TERMS OF THE MERGER AGREEMENT AND THE MERGER AND BELIEVES THAT THE MERGER IS IN THE BEST INTERESTS OF YELLOW AND ITS STOCKHOLDERS. THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE STOCK ISSUANCE AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR APPROVAL OF THE STOCK ISSUANCE.

The Board of Directors of Yellow has fixed the close of business on October 16, 2003 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Yellow special meeting or any reconvened meeting following an adjournment or postponement thereof. Only stockholders of record at the close of business on the record date are entitled to notice of and to vote at such meeting. A complete list of such stockholders will be available for examination at the Yellow special meeting and at Yellow's offices at 10990 Roe Avenue, Overland Park, Kansas 66211 during ordinary business hours, after November 28, 2003, for the examination by any such stockholder for any purpose germane to the special meeting.

It is important that your stock be represented at the special meeting regardless of the number of shares you hold. Please promptly mark, date, sign and return the enclosed proxy in the accompanying envelope, whether or not you intend to be present at the special meeting. In some cases, you may be able to instruct your bank or brokerage firm how to exercise your proxy by telephone or the internet. See Voting by Proxy beginning on page 40. The proxy is revocable at any time prior to its use at the special meeting.

By order of the Board of Directors,

Daniel J. Churay

Senior Vice President,

General Counsel and Secretary

October 17, 2003

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Roadway Corporation

1077 Gorge Boulevard

Akron, Ohio 44310

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD DECEMBER 9, 2003

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Roadway Corporation, a Delaware corporation ("Roadway"), will be held at 11:30 a.m., E.S.T., on Tuesday, December 9, 2003, at the Sheraton Cleveland City Centre Hotel, located at 777 St. Clair Avenue, Cleveland, Ohio 44114. As described in this joint proxy statement/prospectus, the special meeting will be held for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of July 8, 2003, by and among Yellow Corporation ("Yellow"), Yankee LLC, a wholly owned subsidiary of Yellow ("Sub"), and Roadway, and approve the merger and the other transactions contemplated by the merger agreement. As further described in this joint proxy statement/prospectus, the merger agreement provides for the merger of Roadway with and into Sub pursuant to which each outstanding share of Roadway common stock (other than shares owned directly or indirectly by Roadway or Yellow and those shares held by dissenting stockholders) will be converted into the right to receive a number of shares of Yellow common stock determined as follows (and subject to adjustment as described below):

If the average closing price of Yellow common stock is between \$21.21 and \$28.69, which we refer to as the "collar" , then 1.924 shares of Yellow common stock.

If the average closing price of Yellow common stock is greater than \$28.69, then a number of shares of Yellow common stock equal to \$55.20 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$21.21, then a number of shares of Yellow common stock equal to \$40.81 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$16.63, Yellow may elect not to consummate the merger. If Yellow does not elect to terminate the merger even though the average closing price of Yellow common stock is less than \$16.63, the exchange ratio will be determined as described in the third bullet point above.

For purposes of determining the exchange ratio above, the average closing price of Yellow common stock is the average per share closing price of Yellow common stock for each of 20 consecutive trading days as of the date five trading days before the closing of the merger. You may not know the exchange ratio or the exact number of shares of Yellow common stock that you will receive for your Roadway shares on the date of the Roadway special meeting when you are asked to vote on this matter and, even when the exchange ratio is announced, the consideration you receive will be subject to change based on the allocation and proration provisions described in this joint proxy statement/prospectus.

At their election, each Roadway stockholder may elect to receive \$48.00 in cash in lieu of shares of Yellow common stock for each share of Roadway common stock they own at the effective time of the merger. You will not know the exact number of shares of Yellow common stock to be issued in the merger for each share of Roadway common stock until after the fifth trading day before the closing of the merger. **The consideration to be received by each Roadway stockholder, however, is subject to proration and allocation provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock, unless the value of the Yellow common stock to be issued in the merger falls below 45% of the aggregate value of the total consideration, in which case the proration and allocation provisions will require adjustments so that 45% of the total consideration is paid in Yellow common stock and 55% of the total consideration is paid in cash.** Assuming that Yellow's average closing price is within the collar, we anticipate an aggregate of approximately 20 million shares of Yellow common stock would be

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issued pursuant to and in accordance with the merger agreement. Immediately following the merger, assuming that Yellow's average closing price is within the collar, approximately 40% of the outstanding shares of Yellow common stock will be held by former holders of Roadway common stock. At a Yellow average closing price of \$17.00 (which is below the collar), approximately 25 million shares of Yellow common stock, or 46% of the outstanding shares following the merger, would be issued to Roadway stockholders, and at a Yellow average closing price of \$35.00 (which is above the collar), approximately 16.5 million shares of Yellow common stock, or 36% of the outstanding shares following the merger, would be issued to Roadway stockholders.

2. To consider and vote upon a proposal to approve adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the above proposal.

3. To consider and take action upon any other business that may properly come before the special meeting, or any reconvened meeting following an adjournment or postponement thereof.

THE BOARD OF DIRECTORS OF ROADWAY HAS CAREFULLY CONSIDERED THE TERMS OF THE MERGER AGREEMENT AND THE MERGER AND BELIEVES THAT THE MERGER IS ADVISABLE AND FAIR TO, AND IN THE BEST INTERESTS OF ROADWAY AND ITS STOCKHOLDERS. THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT AND THE MERGER AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR APPROVAL OF THE MERGER.

The Board of Directors of Roadway has fixed the close of business on October 16, 2003 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Roadway special meeting or any reconvened meeting following an adjournment or postponement thereof. Only stockholders of record at the close of business on such record date are entitled to notice of and to vote at such meeting. A complete list of such stockholders will be available for examination at the Roadway special meeting and at Roadway's offices at 1077 Gorge Boulevard Akron, Ohio 44310, during ordinary business hours, after November 28, 2003, for the examination by any such stockholder for any purpose germane to the special meeting.

It is important that your stock be represented at the special meeting regardless of the number of shares you hold. Please promptly mark, date, sign and return the enclosed proxy in the accompanying envelope, whether or not you intend to be present at the special meeting. In some cases, you may be able to instruct your bank or brokerage firm how to exercise your proxy by telephone or the internet. See Voting by Proxy beginning on page 40. The proxy is revocable at any time prior to its use at the special meeting.

You should not return certificates for Roadway common stock with the enclosed proxy. You should forward your stock certificates with your cash election and transmittal form or, following the merger, after you have received written instructions from the exchange agent.

By order of the Board of Directors,

John J. Gasparovic

Executive Vice President,

General Counsel and Secretary

October 17, 2003

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ANNEXES

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Annex B	Opinion of Deutsche Bank Securities Inc., dated July 8, 2003
Annex C	Opinion of Credit Suisse First Boston LLC, dated July 8, 2003
Annex D	Appraisal and Dissenters' Rights under the Delaware General Corporation Law
Annex E	Proposed Amendment to Yellow's Certificate of Incorporation for name change

No person is authorized to give any information or to make any representation with respect to the matters described in this joint proxy statement/prospectus other than those contained herein or in the documents incorporated by reference herein and, if given or made, such information or representation must not be relied upon as having been authorized by Yellow or Roadway. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy the securities offered by this joint proxy statement/prospectus or a solicitation of a proxy in any jurisdiction where, or to any person whom, it is unlawful to make such an offer or solicitation. Neither the delivery hereof nor any distribution of securities made hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of Yellow or Roadway since the date hereof or that the information contained or incorporated by reference in this joint proxy statement/prospectus is correct as of any time subsequent to the date hereof.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following questions and answers briefly address some commonly asked questions about the special meetings and the merger. They may not include all the information that is important to you. We urge you to read carefully this entire joint proxy statement/prospectus, including the annexes and the other documents we refer to in this joint proxy statement/prospectus.

Frequently Used Terms

We have generally avoided the use of technical defined terms in this joint proxy statement/prospectus but a few frequently used terms may be helpful for you to have in mind at the outset. We refer to:

Yellow Corporation, a Delaware corporation, as Yellow ;

Roadway Corporation, a Delaware corporation, as Roadway ;

Yankee LLC, a newly formed Delaware limited liability company and a wholly owned subsidiary of Yellow, as Sub ;

the merger of Roadway into Sub and the conversion of shares of Roadway common stock into the right to receive cash and shares of Yellow common stock as the merger ;

the agreement and plan of merger among Yellow, Sub and Roadway as the merger agreement ;

the special meeting of holders of common stock of Yellow described on page 37 as the Yellow special meeting ;

the special meeting of holders of common stock of Roadway described on page 37 as the Roadway special meeting ;

the common stock, par value \$1.00 per share, of Yellow as shares of Yellow common stock , Yellow shares or Yellow common stock ;

the common stock, par value \$0.01 per share, of Roadway as shares of Roadway common stock , Roadway shares or Roadway common stock ;

the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, as the HSR Act or the Hart-Scott-Rodino Act ; and

the General Corporation Law of the State of Delaware as the DGCL .

The Merger

Q1: What will the new company be called?

A1: Yellow Roadway Corporation if, at the Yellow special meeting, Yellow stockholders approve the proposal to amend Yellow's certificate of incorporation to change Yellow's name, and if not, Yellow Corporation.

Q2: Why are Yellow and Roadway proposing the merger?

A2: Our companies are proposing the merger for several reasons, including the following:

the merger will provide the combined company with the increased scale, strong financial base and market reach that are necessary to increase stockholder value and enhance customer service;

the merger has the potential to accelerate Yellow's strategy of offering a broad range of services for business to business transportation decision makers;

Yellow and Roadway have complementary operations with limited overlap in customer base;

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the merger provides the opportunity for both Yellow and Roadway to more effectively compete against the industry's largest integrated service providers (UPS and Federal Express), numerous union and non-union less-than-truckload competitors and non-traditional competitors;

Yellow and Roadway expect significant combination benefits, including revenue synergies and cost savings; and

the near-term and long-term earnings per share and cash flow of the combined entity are favorable compared to the companies on a stand-alone basis.

In addition, Roadway is proposing the merger because of the consideration to be received by Roadway's stockholders, which, as of July 8, 2003 when the proposed merger was publicly announced, represented a 49% premium over the average closing price for Roadway common stock during the 60 trading days immediately prior to the public announcement of the proposed merger.

Q3: What will happen in the merger?

A3: The proposed merger will combine the businesses of Yellow and Roadway. As a result of the merger, Roadway will cease to exist and Yellow will continue as a public company. Roadway stockholders will become Yellow stockholders and will own in the aggregate approximately 20 million shares, representing approximately 40% of the shares of Yellow common stock outstanding immediately after the merger, assuming the average per share closing price of Yellow common stock for each of the 20 consecutive trading days as of the date five trading days before the closing of the merger is within the collar. At a Yellow average closing price of \$17.00 (which is below the collar), approximately 25 million shares of Yellow common stock, or 46% of the outstanding shares following the merger, would be issued to Roadway stockholders, and at a Yellow average closing price of \$35.00 (which is above the collar), approximately 16.5 million shares of Yellow common stock, or 36% of the outstanding shares following the merger, would be issued to Roadway stockholders. The merger agreement is attached to this joint proxy statement/prospectus as Annex A. You should read the merger agreement carefully in its entirety. The merger agreement is the legal document setting forth the parties' rights with respect to the merger.

Q4: What will I receive in the merger?

A4: At the effective time of the merger, each outstanding share of Roadway common stock (other than any shares owned directly or indirectly by Roadway or Yellow and those shares held by dissenting stockholders) will be converted into the right to receive a number of shares of Yellow common stock determined as follows (and subject to adjustment as described below):

If the average closing price of Yellow common stock is between \$21.21 and \$28.69 (the collar), then 1.924 shares of Yellow common stock.

If the average closing price of Yellow common stock is greater than \$28.69, then a number of shares of Yellow common stock equal to \$55.20 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$21.21, then a number of shares of Yellow common stock equal to \$40.81 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$16.63, Yellow may elect not to consummate the merger. If Yellow does not elect to terminate the merger even though the average closing price of Yellow common stock is less than \$16.63, the exchange ratio will be

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determined as described in the third bullet point above.

For purposes of determining the exchange ratio above, the average closing price of Yellow common stock is the average per share closing price of Yellow common stock for each of 20 consecutive trading days as of the date five trading days before the closing of the merger (the 20-trading-day average). If October 15, 2003 had been the closing date, the average closing price of Yellow s common stock would have been

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\$31.04 and a Roadway stockholder would have received 1.778 shares of Yellow common stock for each share of Roadway common stock. For a period of approximately one month prior to the shareholder meetings, we will make available a toll free number that will indicate each business day that the 20-trading-day average would have been if that particular day had been the closing date. Information regarding how to access the toll free number, when it becomes available, will be posted on each of Yellow and Roadway's websites (see [Where You Can Find More Information](#) on page 120).

You may elect to receive \$48.00 in cash in lieu of shares of Yellow common stock for each share of Roadway common stock you own at the effective time of the merger. You may make a cash election for any whole number of shares of Roadway common stock you own, but fractional elections are not permitted. (See [How do I elect to receive cash instead of Yellow common stock?](#) below.) **The merger consideration to be received by each Roadway stockholder, however, is subject to proration and allocation provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock, unless the value of the Yellow common stock to be issued in the merger falls below 45% of the aggregate value of the total consideration, in which case the proration and allocation provisions will require adjustments so that 45% of the total consideration is paid in Yellow common stock and 55% of the total consideration is paid in cash.**

Q5: How do I elect to receive cash instead of Yellow common stock?

A5: You may elect to receive cash instead of Yellow common stock for any whole number of your shares of Roadway common stock by signing, dating and completing the cash election and transmittal form and mailing it to the exchange agent with your corresponding stock certificates or a guarantee of delivery or faxing the cash election and transmittal form with a guarantee of delivery to the exchange agent for receipt by 5:00 p.m., New York, New York time, on the fourth trading day prior to the merger's closing date; this deadline is known as the cash election deadline, and we will announce it at least five business days before the deadline. You have the right to make a cash election from the time you receive your cash election form until the cash election deadline. Yellow and Roadway each will issue a press release (that will be available on such company's website; see [Where You Can Find More Information](#) on page 120) containing the specific date of the cash election deadline as soon as practicable after the closing date of the merger is determined, but in any event at least five business days prior to the cash election deadline. The exchange ratio will be determined as of the fifth trading day prior to the closing and Yellow and Roadway each will issue a press release (that will be available on such company's website; see [Where You Can Find More Information](#) on page 120) as soon as practicable after the exchange ratio is determined. As a result, you will know, subject to the allocation and proration provisions of the merger agreement and the factors that trigger these provisions, the number of Yellow shares you will receive under the pricing formula for approximately one day. In any case, even if you had made a cash election prior to the date of the announcement of the exchange ratio, you will have the opportunity to change your election for approximately one day after the announcement of the exchange ratio. You still will not, however, be able to determine every factor that may cause the allocation and proration procedures to apply and, therefore, your estimate of the consideration you will receive based on the announced exchange ratio may not be accurate. **PLEASE DO NOT SEND YOUR CASH ELECTION AND TRANSMITTAL FORM WITH YOUR PROXY CARD.** If your stock is held in street name, you will need to contact your broker and follow the procedures described by your broker to elect to receive cash for your shares.

Q6: What are the allocation and proration provisions and how do they operate?

A6: Notwithstanding the individual elections of the Roadway stockholders, no more than 50% of the Roadway shares may be converted into cash. If more than 50% of the Roadway shares elect to receive cash, those stockholders that elect to receive cash will receive proportionately less cash and more stock such that 50% of the shares outstanding will receive cash, and 50% will receive stock. If fewer than 50% of the shares

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elect to receive cash, the stockholders not electing to receive cash will receive proportionately less Yellow stock and more cash such that 50% of the Roadway shares outstanding will receive cash and 50% will receive stock. As a result of these elections and adjustments, the aggregate consideration will consist of approximately 50% cash and 50% Yellow common stock. Assuming all stockholders elect to receive 50% cash and 50% Yellow common stock, each stockholder will receive \$24.00 per share in cash and 0.962 shares (which is one half of the exchange ratio used if the average closing price of Yellow common stock is between \$21.21 and \$28.69) of Yellow common stock for each Roadway share, subject to any adjustment in the exchange ratio as described above.

Because the aggregate cash component of the consideration is limited, you may not receive the exact consideration elected on your cash election and transmittal form. In addition to the adjustments described above, the merger agreement requires that at least 45% of the value of the aggregate consideration consists of shares of Yellow common stock. Various events and circumstances have a bearing on whether a reallocation among cash and Yellow common stock is necessary so that 45% of the value of the aggregate consideration consists of Yellow common stock, including, among others:

whether there is a significant drop from the 20-trading-day average of the price of Yellow common stock used to calculate the exchange ratio to the price of Yellow common stock on the closing date;

the amount of cash deemed to be paid for dissenting shares;

the amount of cash to be paid in lieu of fractional shares;

a redemption by Roadway of a large number of shares of its common stock (which would require the consent of Yellow under the merger agreement), or the acquisition by Yellow or any parties related to either Yellow or Roadway of a large number of shares of Roadway common stock for consideration other than Yellow common stock prior to or as part of the merger; and

repurchases by Yellow (or any parties related to Yellow) of the Yellow shares issued in the merger.

If, after considering the above factors and any other events and circumstances relevant to determining the cash component of the aggregate consideration, the value of Yellow common stock is less than 45% of the aggregate consideration, then the cash component will be reduced, and the number of shares of Yellow common stock to be issued with respect to the Roadway shares will be increased, as near as pro rata in value as practicable to the extent necessary so that the value of the Yellow common stock is equal to 45% of the consideration.

See page 76 of this joint proxy statement/prospectus for a discussion of how the allocation and proration provisions operate.

Q7: Can I change my mind about receiving cash?

A7: Yes. You have the right to change or revoke your cash election at any time, provided that the exchange agent receives notice of your revocation before 5:00 p.m., New York, New York time, on the fourth trading day prior to the merger's closing date. You will be notified of the specific date of the cash election deadline in the manner specified in Question and Answer 5 above as soon as practicable after the closing date of the merger is determined. If a cash election and transmittal form is revoked, it will be treated as if no cash election had been made, and you will receive solely Yellow common stock, subject to proration.

Q8: Do I have to return the cash election and transmittal form?

A8: No, but if you do not, your Roadway shares will be exchanged solely for Yellow common stock in the merger, subject to proration.

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Q9: Am I entitled to dissenters' appraisal rights?

A9: Yes, if you are a Roadway stockholder. Under the General Corporation Law of the State of Delaware, any Roadway stockholder who does not wish to accept the merger consideration has the right to dissent from the merger and to seek an appraisal of, and to be paid the fair value (exclusive of any element of value arising from the accomplishment or expectation of the merger) for such stockholder's shares of Roadway common stock, provided that the stockholder complies with the provisions of Section 262 of the DGCL. To review your dissenters' rights of appraisal under Delaware law, see pages 65 through 66 of this joint proxy statement/prospectus.

Q10: Will the rights of a Roadway stockholder change as a result of the merger?

A10: Yes. Through the date of the merger, Yellow stockholder rights will continue to be governed by Yellow's certificate of incorporation and bylaws, and Roadway stockholder rights will continue to be governed by Roadway's certificate of incorporation and bylaws. Upon completion of the merger, Roadway stockholders will become Yellow stockholders and their rights will then be governed by Yellow's certificate of incorporation and bylaws. Please read carefully the summary of the material differences between the rights of Yellow stockholders and Roadway stockholders under "Comparison of Stockholders' Rights" beginning on page 110 of this joint proxy statement/prospectus.

Q11: What will happen to shares of Yellow common stock in the merger?

A11: Each outstanding share of Yellow common stock will remain outstanding as a share of Yellow common stock.

Q12: Are there risks associated with the merger that I should consider in deciding how to vote?

A12: Yes. There are risks associated with all business combinations, including the merger of our two companies. In particular, you should be aware that, within the collar, the number of shares of Yellow common stock that Roadway stockholders will receive for each share of Roadway common stock they own is fixed and will not change as the market prices of Roadway common stock and Yellow common stock fluctuate in the period before the merger. Accordingly, the value of the Yellow common stock that Roadway stockholders will receive in return for their Roadway common stock may be less than or more than the value of the Yellow common stock as of the date of the merger agreement or the date of this joint proxy statement/prospectus. There are a number of other risks that are discussed in this document and in other documents incorporated by reference in this document. **Please read with particular care the more detailed description of the risks associated with the merger discussed under "Risk Factors" beginning on page 29 of this joint proxy statement/prospectus.**

Q13: What will happen if the average closing price of Yellow common stock is less than \$16.63?

A13: If the average closing price of Yellow common stock is less than \$16.63, Yellow may, at its discretion, elect not to consummate the merger. Yellow does not plan to resolicit shareholders if its "walk away" right is triggered. In deciding whether to exercise this right, Yellow will consider the circumstances at that time, including, among other things, the perceived reasons for the significant drop in the per share price of Yellow's common stock since the date of the merger agreement, the extent of dilution that the existing Yellow shareholders would suffer if Yellow did not exercise its walk away right and whether the issuance of shares in the merger would constitute a change in control of Yellow. Yellow's primary fiduciary duty in exercising its walk away right is to use its reasonable business judgment after exercising due care. In fulfilling this duty, the Yellow board of directors will inform itself of all relevant information reasonably available to it at the time to determine if exercising this walk away right is in the best interests of Yellow and its shareholders.

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Similarly, Roadway does not plan to resolicit shareholders if the Company's walk away right is triggered and is not exercised by the Company. In that scenario, assuming that one-half of the per share merger consideration consists of Yellow common stock and one-half of the per share merger consideration consists of \$24.00 in cash, Roadway shareholders will be entitled to receive, subject to the proration and allocation provisions of the merger agreement, a fixed value of \$20.40 in shares of Yellow common stock plus \$24.00 in cash for each share of Roadway common stock they hold regardless of how low the price of a share of Yellow common stock falls. Consequently, Roadway shareholders are protected in the event of a significant drop in the per share price of Yellow common stock and, therefore, resolicitation of Roadway shareholders would not be necessary.

Q14: When do you expect to complete the merger?

A14: Yellow and Roadway expect to complete the merger in December 2003. However, we do not know how long after the special meetings the closing of the merger will take place because fulfilling some of the conditions to the merger is not entirely within our control. Yellow and Roadway hope to have the significant conditions, including expiration or termination of the waiting period under the HSR Act and necessary financings, satisfied so that the closing can occur two business days after the special meetings. However, there can be no assurance that such timing will occur or that the merger will be completed in December 2003 as expected.

Q15: Will Roadway stockholders be able to trade the Yellow common stock that they receive in the merger?

A15: The shares of Yellow common stock issued in connection with the merger will be freely tradable, unless you are an affiliate of Roadway, and will be quoted on the Nasdaq National Market under the symbol YELL. Generally, persons who are deemed to be affiliates (generally directors, officers and 10% or greater stockholders) of Roadway must comply with Rule 145 under the Securities Act of 1933 if they wish to sell or otherwise transfer any of the shares of Yellow common stock they receive in the merger. You will be notified if you are an affiliate of Roadway.

Q16: What are material federal income tax consequences of the merger?

A16: The parties to the merger agreement intend that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code).

Tax counsel to Yellow and tax counsel to Roadway have each delivered opinions to Yellow and Roadway, respectively, to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. It is a condition to the closing of the merger that these opinions be updated effective as of the closing date of the merger. These opinions will be updated effective as of the closing date of the merger if, among other things, the Roadway stockholders receive in the merger, in the aggregate, Yellow shares with a value equal to at least 45% of the combined value of the total consideration paid for all Roadway shares, taking into account, among other things, the amount of cash paid or deemed paid to Roadway stockholders in connection with the merger (including cash received by Roadway stockholders who perfect their dissenters' rights and cash received in lieu of fractional Yellow shares).

Assuming the merger qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, Roadway stockholders who exchange all their Roadway shares for Yellow shares will recognize neither gain nor loss, while Roadway stockholders who exchange some or all of their Roadway shares for cash will generally recognize gain (but not loss) in an amount equal to the lesser of

the amount of cash received pursuant to the merger, and

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the amount, if any, by which the sum of the fair market value of the Yellow shares as of the effective time of the merger and the amount of cash received pursuant to the merger exceeds the U.S. holder's adjusted tax basis in the Roadway shares.

If the U.S. holder holds Roadway shares as a capital asset, gain recognized upon the exchange generally will be capital gain, and any recognized capital gain will be long-term capital gain if the U.S. holder has held the Roadway shares for more than one year. See "Material United States Federal Income Tax Consequences" beginning on page 69 of this joint proxy statement/prospectus.

The summary of material United States federal income tax consequences contained in this joint proxy statement/prospectus is not a substitute for an individual analysis of the tax consequences of the merger to you. You are urged to consult a tax advisor regarding the particular federal, state, local and foreign tax consequences of the merger in light of your own situation.

Tax matters are complicated, and the federal income tax consequences described above may not apply to some of Roadway's stockholders. The tax consequences of the proposed transactions to you will depend on the facts of your own situation. You should consult your own tax advisors for a full understanding of the tax consequences to you as a result of the merger.

Q17: Where can I find the voting results of the meetings?

A17: The preliminary voting results of each special meeting will be announced at that special meeting. The final results will be published in a press release issued by Yellow upon consummation of the merger and in Yellow's Annual Report on Form 10-K for the year ending December 31, 2003.

Special Meetings; Votes Required

Q18: When are the special meetings?

A18: Each company's special meeting of stockholders will take place on December 9, 2003. The time and location of each special meeting is specified on the cover page of this document.

Q19: What will happen at the special meetings?

A19: At the Roadway special meeting, Roadway stockholders will vote on a proposal to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement, and on a proposal to approve adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger proposal. At the Yellow special meeting, Yellow stockholders will vote on the issuance of Yellow common stock to Roadway stockholders pursuant to and in accordance with the merger agreement, will vote on a proposal to amend Yellow's certificate of incorporation to change Yellow's name to Yellow Roadway Corporation, and will vote on a proposal to approve adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the stock issuance proposal. We cannot complete the merger unless, among other things, Roadway's stockholders vote to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement and Yellow's stockholders vote to approve the stock issuance. Approval of the name change is not necessary to permit consummation of the merger.

Q20: Who is entitled to vote at the special meetings?

A20: Yellow stockholders of record as of the close of business on October 16, 2003 will be entitled to notice of and to vote at the Yellow special meeting or any reconvened meeting after any adjournments or

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postponements of the meeting. Roadway stockholders of record as of the close of business on October 16, 2003 will be entitled to notice of and to vote at the Roadway special meeting or any reconvened meeting after any adjournments or postponements of the meeting.

Q21: What is a quorum?

A21: A quorum is the number of shares that must be present to hold the meeting. The quorum requirement for each of the special meetings is the holders of a majority of the outstanding shares of common stock that the company had as of the record date, present in person or represented by proxy and entitled to vote at the special meeting. A proxy submitted by a stockholder may indicate that all or a portion of the shares represented by the proxy are not being voted with respect to a particular matter. Proxies that are marked **abstain** or for which votes have otherwise been withheld and proxies relating to **street name** shares that are returned to the relevant company but not voted will be treated as shares present for purposes of determining the presence of a quorum on all matters.

Q22: How many shares can vote?

A22: On the record date, Yellow had outstanding 29,587,422 shares of common stock, which constitute Yellow's only outstanding voting securities. Each Yellow stockholder is entitled to one vote on each proposal for each share of Yellow common stock held as of the record date. On the record date, Roadway had outstanding 20,455,330 shares of common stock, which constitute Roadway's only outstanding voting securities. Each Roadway stockholder is entitled to one vote on each proposal for each share of Roadway common stock held as of the record date.

Q23: What vote is required?

A23: The affirmative vote of the holders of a majority of the outstanding shares of Roadway common stock entitled to vote at the Roadway special meeting is required to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement. The approval of the share issuance requires the affirmative vote of the holders of a majority of the total votes cast at the Yellow special meeting on this proposal in person or by proxy. The affirmative vote of the holders of a majority of the outstanding shares of Yellow common stock entitled to vote at the Yellow special meeting is required to approve the name change. For each company, approval of a proposal to adjourn or postpone the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the other proposal(s) requires the vote of a majority of shares present in person or by proxy at the special meeting and actually voted at that special meeting.

If a quorum is not present at the Yellow special meeting, the officers of the company or the holders of a majority of the shares entitled to vote who are present in person or by proxy at the meeting may adjourn or postpone the meeting. If a quorum is not present at the Roadway special meeting, the holders of a majority of the shares entitled to vote who are present in person or by proxy at the meeting may adjourn the meeting.

Even if the votes set forth above are obtained at the special meetings, we cannot assure you that the merger will be completed, because the completion of the merger is subject to the satisfaction or waiver of other conditions discussed in this joint proxy statement/prospectus.

Q24: What do I need to do to vote?

A24: Mail your completed and signed proxy card in the enclosed return envelope as soon as possible so that your shares may be represented at your special meeting. To assure that we obtain your vote, please vote as instructed on your proxy card even if you currently plan to attend your special meeting in person. In some cases, you may be able to instruct your bank or brokerage firm how to exercise your proxy by telephone or the internet. See **Voting by Proxy** beginning on page 40.

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The members of the Roadway board of directors unanimously recommend that Roadway stockholders vote to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

The members of the Yellow board of directors unanimously recommend that Yellow stockholders vote for the issuance of the Yellow shares pursuant to and in accordance with the merger agreement and the amendment to Yellow's certificate of incorporation to effect the name change.

The enclosed proxy card contains instructions for voting by mail. Please follow these instructions carefully. The proxies identified on the proxy card will vote the shares of which you are stockholder of record in accordance with your instructions. If you sign, date and return your proxy without giving specific voting instructions, the proxies will vote your shares FOR the proposals. If you do not return your proxy, your shares will not be voted at your special meeting.

Q25: How do I vote my shares if my shares are held in street name ?

A25: You should vote this proxy in accordance with the instructions provided to you by your bank, broker or nominee. If your shares are held in a stock brokerage account, your broker will not vote your shares unless the broker receives appropriate instructions from you.

A number of banks and brokerage firms participate in a program that also permits stockholders whose shares are held in street name to direct their vote by the internet or telephone. This option, if available, will be reflected in the voting instructions from the bank or brokerage firm that accompany this joint proxy statement/prospectus. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may direct the vote of these shares by the internet or telephone by following the voting instructions enclosed with the proxy from the bank or brokerage firm. Votes directed by the internet or telephone through such a program must be received by 11:59 p.m., New York, New York time, on December 8, 2003. Directing the voting of your shares will not affect your right to vote in person if you decide to attend the meeting; however, you must first obtain a signed and properly executed proxy from your bank, broker or nominee in order to vote your shares held in street name at the special meeting. Requesting a proxy prior to the deadlines described above will automatically cancel any voting directions you have previously given by the internet or by telephone with respect to your shares. The internet and telephone proxy procedures are designed to authenticate stockholders' identities, to allow stockholders to give their proxy instructions and to confirm that those instructions have been properly recorded.

Q26: May I change my vote even after returning a proxy?

A26: Yes. If you are a Roadway stockholder and want to change your vote, you may do so at any time before the Roadway special meeting by sending to the Secretary of Roadway a properly executed and signed proxy with a later date. Alternatively, you may revoke your proxy by delivering to the Secretary of Roadway a written revocation prior to the Roadway special meeting or by voting in person at the Roadway special meeting. Similarly, if you are a Yellow stockholder and want to change your vote, you may do so at any time before the Yellow special meeting by sending to the Secretary of Yellow a properly executed and signed proxy with a later date. Alternatively, you may revoke your proxy by delivering to the Secretary of Yellow a written revocation prior to the Yellow special meeting or by voting in person at the Yellow special meeting. For telephone and internet voting only, you may revoke your proxy by requesting another proxy prior to the telephone and internet voting deadline. Roadway stockholders that require assistance in changing or revoking a proxy should contact Computershare Investor Services, Roadway's transfer agent, at (800) 991-8947. Yellow stockholders that require assistance in changing or revoking a proxy should contact Mellon Investor Services LLC, Yellow's transfer agent, at (888) 867-6197.

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Q27: How will the proxies vote on any other business brought up at the special meetings?

A27: By submitting your proxy, you authorize the persons named on the proxy card to use their judgment to determine how to vote on any other matter properly brought before the special meeting. The proxies will vote your shares in accordance with your instructions. If you sign, date and return your proxy without giving specific voting instructions, the proxies will vote your shares FOR the proposals. If you do not return your proxy, or if your shares are held in street name and you do not instruct your bank, broker or nominee on how to vote, your shares will not be voted at your special meeting.

The boards of directors of Yellow and Roadway do not intend to bring any other business before the meeting, and they are not aware that anyone else intends to do so. If any other business comes before the meeting, it is the intention of the persons named on the proxy cards to vote as proxies in accordance with their best judgment.

Q28: What is a broker non-vote?

A28: A broker non-vote occurs when a bank, broker or other nominee submits a proxy that indicates that the broker does not vote for some or all of the proposals, because the broker has not received instructions from the beneficial owners on how to vote on these proposals and does not have discretionary authority to vote in the absence of instructions.

Q29: Will broker non-votes or abstentions affect the results?

A29: If you are a Yellow stockholder, broker non-votes and abstentions will have no effect on the outcome of the proposal relating to the stock issuance or adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies, but will have the same effect as a vote against the proposal relating to the amendment to Yellow's certificate of incorporation. If you are a Roadway stockholder, broker non-votes and abstentions will have the same effect as a vote against the proposal to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement, but will have no effect on the outcome of the proposal relating to adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies. If your shares are held in street name, we urge you to instruct your bank, broker or nominee on how to vote your shares for those proposals on which you are entitled to vote.

Q30: What happens if I choose not to submit a proxy or to vote?

A30: If a Roadway stockholder does not submit a proxy or vote at the Roadway special meeting, it will have the same effect as a vote against the proposal to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement, but will have no effect on the outcome of the proposal relating to adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies. If a Yellow stockholder does not submit a proxy or vote at the Yellow special meeting, it will have no effect on the outcome of the proposals relating to the stock issuance and adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies but will have the same effect as a vote against the proposal relating to the amendment to Yellow's certificate of incorporation.

General

Q31: Should I send in my Roadway stock certificates now?

A31:

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If you elect to receive cash in the merger, you should complete the cash election and transmittal form that will be sent to you and send in your Roadway stock certificates now. If you want to receive Yellow common stock, we would prefer that you complete the cash election and transmittal form and send in your

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stock certificates now. However, if you do not complete the cash election and transmittal form and you do not send your stock certificates now, you will be sent written instructions after the merger is completed for sending in your Roadway stock certificates.

Q32: What does it mean if I get more than one proxy card?

A32: Your shares are probably registered in more than one account. You should vote each proxy card you receive.

Q33: If I have more questions about the merger or the two companies, where can I find answers?

A33: In addition to reading this document, its annexes, and the documents we have incorporated in this document by reference, you can find more information about the merger or about the two companies in our companies' filings with the Securities and Exchange Commission and with the Nasdaq National Market. Please see page 120 of this joint proxy statement/prospectus. If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card or voting instructions, you should contact:

if you are a Yellow stockholder:

Yellow Corporation

Investor Relations

10990 Roe Avenue

Overland Park, Kansas 66211

Telephone: (913) 696-6100

if you are a Roadway stockholder:

Roadway Corporation

Investor Relations

1077 Gorge Boulevard

Akron, Ohio 44310

Telephone: (330) 384-1717

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SUMMARY

*This summary highlights selected information from this joint proxy statement/prospectus, including material terms of the merger, and may not contain all of the information that is important to you. To understand the merger fully and for a more complete description of the legal terms of the merger, you should carefully read this entire document and the documents to which we refer you. See **Where You Can Find More Information** beginning on page 120 of this joint proxy statement/prospectus.*

The Companies (page 90 for Yellow and page 97 for Roadway)

Yellow Corporation

10990 Roe Avenue

Overland Park, Kansas 66211

(913) 696-6100

Yellow Corporation, a Fortune 500 company with over \$2.6 billion in revenue in 2002, is a holding company that through wholly-owned operating subsidiaries offers its customers a wide range of asset and non-asset-based transportation services integrated by technology. Its largest subsidiary, Yellow Transportation, offers a full range of regional, national and international services for the movement of industrial, commercial and retail goods. Meridian IQ is a non-asset global transportation management company that plans and coordinates the movement of goods worldwide. Yellow Technologies provides innovative technology solutions and services exclusively for Yellow Corporation companies. Headquartered in Overland Park, Kansas, Yellow Corporation employs approximately 23,000 people.

Roadway Corporation

1077 Gorge Boulevard

Akron, Ohio 44310

(330) 384-1717

Included in the Dow Jones Transportation Average, Roadway Corporation is a holding company dedicated to leveraging opportunities to expand the transportation-related service offerings available to customers through the Roadway portfolio of strategically linked transportation companies. Roadway Corporation's principal subsidiaries include Roadway Express, Inc. and Roadway Next Day Corporation. Roadway Express is a leading ISO 9001, C-TPAT/PIP and FAST certified transporter of industrial, commercial and retail goods in the two- to five-day regional and long-haul markets. Roadway Express provides seamless service throughout all 50 states, Canada, Mexico and Puerto Rico, including export/import services for more than 100 countries worldwide. Roadway Express owns Reimer Express Lines in Canada and Mexican-based Roadway Express, S.A. de C.V. Roadway Next Day Corporation is a holding company focused on business opportunities in the shorter-haul regional and next-day markets. Roadway Next Day Corporation owns New Penn Motor Express, Inc., a next-day, ground, less-than-truckload carrier of general commodities serving twelve states in the Northeastern United States, Quebec, Canada and Puerto Rico, with links to the Midwest and Southeast United States and Ontario, Canada.

The Merger (page 42)

General

On July 8, 2003, the companies agreed to the merger between Roadway and Sub under the terms of the merger agreement described in this joint proxy statement/prospectus and attached in Annex A. The merger agreement is the legal document that governs the merger, and we urge you to read that agreement.

At the effective time of the merger, Roadway will merge with and into Sub. Sub will be the surviving company and remain a wholly owned subsidiary of Yellow. The separate corporate existence of Roadway will cease at the effective time of the merger.

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Exchange of Roadway Shares (page 73)

At the effective time of the merger, each outstanding share of Roadway common stock (other than any shares owned directly or indirectly by Roadway or Yellow and those shares held by dissenting stockholders) will be converted into the right to receive a number of shares of Yellow common stock determined as follows (and subject to adjustment as described below):

If the average closing price of Yellow common stock is between \$21.21 and \$28.69 (the collar), then 1.924 shares of Yellow common stock.

If the average closing price of Yellow common stock is greater than \$28.69, then a number of shares of Yellow common stock equal to \$55.20 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$21.21, then a number of shares of Yellow common stock equal to \$40.81 divided by the average closing price of Yellow common stock.

If the average closing price of Yellow common stock is less than \$16.63, Yellow may elect not to consummate the merger. If Yellow does not elect to terminate the merger even though the average closing price of Yellow common stock is less than \$16.63, the exchange ratio will be determined as described in the third bullet point above.

For purposes of determining the exchange ratio above, the average closing price of Yellow common stock is the average per share closing price of Yellow common stock for each of 20 consecutive trading days as of the date five trading days before the closing of the merger (the 20-trading-day average). The number of shares of Yellow common stock to be received in exchange for each share of Roadway common stock is referred to throughout this joint proxy statement/prospectus as the exchange ratio. You may not know the exchange ratio or the exact number of shares of Yellow common stock that will be issued to Roadway stockholders on the date of either the Yellow special meeting or the Roadway special meeting when you are asked to vote on these matters and, even when the exchange ratio is announced, the consideration you receive will be subject to change based on the allocation and proration provisions described in this joint proxy statement/prospectus. At their election, Roadway stockholders may receive \$48.00 in cash in lieu of shares of Yellow common stock for each share of Roadway common stock they own at the effective time of the merger. The merger consideration to be received by each Roadway stockholder, however, is subject to proration and allocation provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock, unless the value of the Yellow common stock to be issued in the merger falls below 45% of the aggregate value of the total consideration, in which case the proration and allocation provisions will require adjustments so that 45% of the total consideration is paid in Yellow common stock and 55% of the total consideration is paid in cash. See The Merger Agreement Merger Consideration beginning on page 73 of this joint proxy statement/prospectus and The Merger Agreement Allocation and Proration beginning on page 76 of this joint proxy statement/prospectus.

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The following graph shows the average effective value per share of Roadway common stock under the possible exchange ratios under three different scenarios prior to giving effect to the allocation, proration and fractional share provisions described below, assuming that (1) 40% of your aggregate merger consideration consists of Yellow common stock and 60% of your aggregate merger consideration consists of \$28.80 per share in cash, (2) 50% of your aggregate merger consideration consists of Yellow common stock and 50% of your aggregate merger consideration consists of \$24.00 per share in cash and (3) 60% of your aggregate merger consideration consists of Yellow common stock and 40% of your aggregate merger consideration consists of \$19.20 per share in cash. **While the graph depicts the average value of the Yellow common stock and cash consideration to be received in the merger on a per share basis, cash elections may only be made for whole shares and fractional elections are not permitted.**

Subject to

allocation
and proration

provisions
described
below*

- * The merger consideration to be received by each Roadway stockholder is subject to allocation and proration provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock. Because the aggregate cash component of the consideration is limited, you may not receive the exact consideration you elect on your cash election and transmittal form. In addition, no fractional shares of Yellow common stock will be issued in the merger. All Yellow shares that you are entitled to receive will be aggregated. Any fractional Yellow shares resulting from this aggregation will be paid to you in cash, without interest, in an amount equal to the fraction multiplied by the market value of a Yellow share, determined using the same 20-trading-day average described above.

Notwithstanding your election:

if you elect to receive some portion of your merger consideration in cash and more than 50% of the Roadway shares elect to receive cash, you and the other stockholders that elect to receive cash will receive proportionately less cash and more Yellow common stock so that 50% of the Roadway shares outstanding will receive cash and 50% will receive stock;

if you elect to receive some portion of your merger consideration in stock and fewer than 50% of the Roadway shares elect to receive cash, you and the other stockholders that did not elect to receive only

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cash will receive proportionately less Yellow common stock and more cash such that 50% of the Roadway shares outstanding will receive cash and 50% will receive stock; and

the merger agreement requires that at least 45% of the value of the aggregate consideration to be paid to Roadway stockholders in the merger as measured on the closing date consists of shares of Yellow common stock and, if this condition is not satisfied, the cash component will be reduced and the number of shares of Yellow common stock to be issued to Roadway stockholders will be increased as near pro rata in value as practicable to the extent necessary so that the value of the Yellow common stock to be issued in the merger is equal to 45% of the aggregate consideration as measured on the closing date.

See The Merger Agreement Merger Consideration and The Merger Agreement Allocation and Proration .

The formulas used to determine the aggregate value you will receive for your shares of Roadway common stock based on your election to receive Yellow common stock, cash or some combination of Yellow common stock and cash are as follows (subject to the allocation, proration and fractional share provisions described below *):

If the 20-trading-day average is less than \$21.21:

$(\$40.80 \times \text{number of Roadway shares for which you elect to receive Yellow common stock}) + (\$48.00 \times \text{number of Roadway shares for which you elect to receive cash})$

If the 20-trading-day average is between \$21.21 and \$28.69:

$(\text{Yellow common stock price} \times 1.924 \times \text{number of Roadway shares for which you elect to receive Yellow common stock}) + (\$48.00 \times \text{number of Roadway shares for which you elect to receive cash})$

If the 20-trading-day average is more than \$28.69:

$(\$55.20 \times \text{number of Roadway shares for which you elect to receive Yellow common stock}) + (\$48.00 \times \text{number of Roadway shares for which you elect to receive cash})$

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The following table shows the average number of shares of Yellow common stock, the average amount of cash and the average aggregate value (based on an assumed price of each share of Yellow common stock as of the closing date) you will receive for each share of Roadway common stock you own under certain possible exchange ratios and various election possibilities. **While the information in the table depicts the average value of the Yellow common stock and cash consideration to be received in the merger on a per share basis, cash elections may only be made for whole shares and fractional elections are not permitted.**

Election		If the 20-trading-day average is less than \$21.21			If the 20-trading-day average is between \$21.21 and \$28.69			If the 20-trading-day average is more than \$28.69		
		# of shares of Yellow common stock (based on assumed \$20.00 20-trading-day average)	Cash	Aggregate value (based on assumed \$20.00 closing price)	# of shares of Yellow common stock	Cash	Aggregate value (based on assumed \$24.95 closing price)	# of shares of Yellow common stock (based on assumed \$30.00 20-trading-day average)	Cash	Aggregate value (based on assumed \$30.00 closing price)
Yellow common stock	Cash									
(SUBJECT TO ALLOCATION AND PRORATION PROVISIONS DESCRIBED BELOW*)										
100%	0%	2.0405	\$	\$ 40.81	1.9240	\$	\$ 48.00	1.8400	\$	\$ 55.20
90	10	1.8365	4.80	41.53	1.7316	4.80	48.00	1.6560	4.80	54.48
80	20	1.6324	9.60	42.25	1.5392	9.60	48.00	1.4720	9.60	53.76
70	30	1.4284	14.40	42.97	1.3468	14.40	48.00	1.2880	14.40	53.04
60	40	1.2243	19.20	43.68	1.1544	19.20	48.00	1.1040	19.20	52.32
50	50	1.0203	24.00	44.40	0.9620	24.00	48.00	0.9200	24.00	51.60
40	60	0.8162	28.80	45.12	0.7696	28.80	48.00	0.7360	28.80	50.88
30	70	0.6122	33.60	45.84	0.5772	33.60	48.00	0.5520	33.60	50.16
20	80	0.4081	38.40	46.56	0.3848	38.40	48.00	0.3680	38.40	49.44
10	90	0.2041	43.20	47.28	0.1924	43.20	48.00	0.1840	43.20	48.72
0	100		48.00	48.00		48.00	48.00		48.00	48.00

* The merger consideration to be received by each Roadway stockholder is subject to allocation and proration provisions, which are designed to operate so that approximately one-half of the total consideration is paid in cash and approximately one-half of the total consideration is paid in Yellow common stock. Because the aggregate cash component of the consideration is limited, you may not receive the exact consideration you elect on your cash election and transmittal form. In addition, no fractional shares of Yellow common stock will be issued in the merger. All Yellow shares that you are entitled to receive will be aggregated. Any fractional Yellow shares resulting from this aggregation will be paid to you in cash, without interest, in an amount equal to the fraction multiplied by the market value of a Yellow share, determined using the same 20-trading-day average described above.

Notwithstanding your election:

if you elect to receive some portion of your merger consideration in cash and more than 50% of the Roadway shares elect to receive cash, you and the other stockholders that elect to receive cash will receive proportionately less cash and more Yellow common stock so that 50% of the Roadway shares outstanding will receive cash and 50% will receive stock;

if you elect to receive some portion of your merger consideration in stock and fewer than 50% of the Roadway shares elect to receive cash, you and the other stockholders that did not elect to receive only cash will receive proportionately less Yellow common stock and more cash such that 50% of the Roadway shares outstanding will receive cash and 50% will receive stock; and

the merger agreement requires that at least 45% of the value of the aggregate consideration to be paid to Roadway stockholders in the merger as measured on the closing date consists of shares of Yellow common stock and, if this condition is not satisfied, the cash component will be reduced and the number of shares of Yellow common stock to be issued to Roadway stockholders will be increased as near pro

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rata in value as practicable to the extent necessary so that the value of the Yellow common stock to be issued in the merger is equal to 45% of the aggregate consideration as measured on the closing date.

See The Merger Agreement Merger Consideration and The Merger Agreement Allocation and Proration .

No fractional shares of Yellow common stock will be issued in the merger. All Yellow shares that a Roadway stockholder is entitled to receive will be aggregated. Any fractional Yellow shares resulting from this aggregation will be paid in cash, without interest, in an amount equal to the fraction multiplied by the market value of a Yellow share, determined using the same 20-trading-day average closing price described above.

Treatment of Roadway Stock Options (pages 81-82)

Roadway stock options will be cancelled as of the effective time of the merger. Holders of stock options with an exercise price of \$24.00 or less will receive shares of Yellow common stock in an amount equal to the number of shares of Roadway common stock subject to the stock option multiplied by one-half of the exchange ratio and cash in an amount equal to \$24.00 minus the exercise price per share of Roadway common stock subject to the stock option multiplied by the number of shares of Roadway common stock subject to the stock option. Holders of stock options with an exercise price of more than \$24.00 will receive shares of Yellow common stock in an amount equal to:

$$\frac{\text{the exchange ratio}}{\text{ratio}} \times \frac{(\$48.00 - \text{exercise price of the Roadway stock option}) \times \text{number of Roadway shares subject to the Roadway stock option}}{\$48.00}$$

Recommendations of the Boards of Directors to Stockholders (pages 46 and 53)

Yellow's board of directors has unanimously approved the merger agreement and determined that the issuance of Yellow common stock in the merger and the amendment to Yellow's certificate of incorporation to change Yellow's name to Yellow Roadway Corporation are in the best interests of Yellow and its stockholders. Yellow's board of directors unanimously recommends that Yellow stockholders approve the issuance of Yellow common stock pursuant to and in accordance with the merger agreement and the amendment to the Yellow certificate of incorporation to change the name of the company to Yellow Roadway Corporation .

Roadway's board of directors has unanimously approved the merger agreement and determined that the transactions contemplated by the merger agreement are advisable and in the best interests of the Roadway stockholders. Roadway's board of directors unanimously recommends that Roadway stockholders adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

Opinion of Yellow's Financial Advisor (page 46)

Yellow's board of directors received a written opinion from its financial advisor, Deutsche Bank Securities Inc., to the effect that, as of the date of the opinion and subject to the factors, assumptions, qualifications and limitations set forth therein, the merger consideration to be paid by Yellow pursuant to the merger agreement was fair to Yellow from a financial point of view. This opinion, dated July 8, 2003, is attached to this joint proxy statement/prospectus as Annex B. You should carefully read this opinion to understand the assumptions made, procedures followed,

matters considered and limitations of the scope of the review undertaken. **Deutsche Bank's opinion is addressed to the Yellow board of directors and does not constitute a recommendation to any stockholder as to how any such stockholder should vote in connection with the merger, the issuance of Yellow common stock pursuant to and in accordance with the merger agreement or the proposal to change Yellow's name.**

Opinion of Roadway's Financial Advisor (page 54)

In connection with the proposed merger, Roadway's financial advisor, Credit Suisse First Boston LLC, delivered a written opinion to Roadway's board of directors as to the fairness, from a financial point of view, of

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the merger consideration to the holders of Roadway common stock. The full text of Credit Suisse First Boston's written opinion, dated July 8, 2003, is attached to this joint proxy statement/prospectus as Annex C. We encourage you to read this opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. **Credit Suisse First Boston's opinion was provided to Roadway's board of directors in connection with its evaluation of the merger consideration, does not address any other aspect of the proposed merger and does not constitute a recommendation to any stockholder as to any matters relating to the merger or the form of merger consideration, if any, to be elected by any stockholder.**

Board of Directors of Yellow Roadway Following the Merger (page 65)

Immediately following the merger, the Yellow Roadway board will increase to ten directors. The Yellow Roadway board will then elect Frank P. Doyle, John F. Fiedler and Phillip J. Meek, all of whom are existing Roadway directors, to fill the newly created vacancies. The ten board members will serve until the Yellow Roadway 2004 annual meeting of stockholders or until their successors are elected and qualified.

Share Ownership of Directors and Executive Officers of Yellow and Roadway (pages 96 and 98)

At the close of business on the record date for the Yellow special meeting, directors and executive officers of Yellow and their affiliates were entitled to vote approximately 0.4% of the shares of Yellow common stock outstanding on that date.

At the close of business on the record date for the Roadway special meeting, directors and executive officers of Roadway and their affiliates were entitled to vote approximately 8.8% of the shares of Roadway common stock outstanding on that date.

Interests of Certain Persons in the Merger (page 59)

In considering the recommendation of the Roadway board of directors, you should be aware that certain members of Roadway's management and the Roadway board of directors have interests in the transaction that are or may be different from, or in addition to, your interests as a Roadway stockholder. These interests include, among other things, the following:

the appointment of three of Roadway's current directors to Yellow's board of directors;

under the terms of the change in control severance agreements entered into between Roadway and certain of its officers, if an officer's employment with Roadway (or its successor) is terminated during the severance period (as defined in the officer's change in control severance agreement), that officer is entitled to severance benefits, including excise tax gross-up payments;

as of the initial filing date of this joint proxy statement/prospectus, acceleration of vesting of stock options and restricted stock for officers under the terms of the Roadway Equity Ownership Plan and the Roadway Management Incentive Stock Plan, and the acceleration of vesting of restricted stock for directors under the terms of the Roadway Non-Employee Directors' Equity Ownership Plan;

as of the initial filing date of this joint proxy statement/prospectus, distribution of deferred shares and cash (including accelerated retirement credits) to officers under the terms of the Roadway Deferred Compensation Plan;

receipt of stock, and in some cases, a cash payment in exchange for the cancellation and termination of unexercised options held by officers and directors under the terms of the merger agreement;

indemnification of directors and officers of Roadway against certain liabilities arising both before and, in some cases, after the merger; and

liability insurance for certain directors and officers of Roadway.

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The Yellow and Roadway boards of directors were aware of these arrangements during their respective deliberations on the merits of the merger and in deciding to recommend that you vote for the approval of their respective proposals.

In October 2003, Sub entered into an employment agreement with James D. Staley, President and Chief Executive Officer of Roadway, that will become effective as of the closing of the merger. Pursuant to the agreement, Mr. Staley will serve as President and Chief Executive Officer of Sub. The agreement terminates the change in control severance agreement between Mr. Staley and Roadway as of the effective date of the merger, and Mr. Staley will not receive any payments under the severance agreement. The five-year employment agreement provides Mr. Staley with compensation including a base salary at an initial rate of \$500,000 per annum, annual cash incentives with a target level of 100% of base salary, participation in Yellow's long-term incentive plan with a target level of 175% of base salary and various other benefits payable to Yellow executives. In addition, in exchange for Mr. Staley entering into a covenant not to compete with Yellow and its subsidiaries, Mr. Staley will receive restricted stock in an amount equal to a fair market value on the date of grant of \$1,000,000 on the later of January 2, 2004 and the closing of the merger and four subsequent annual restricted stock grants each in an amount equal to a fair market value of \$500,000.

If Mr. Staley's employment is terminated by Sub without cause (as defined in the agreement), by Mr. Staley at least three years after the effective date of the merger for good reason (as defined in the agreement), upon the death of Mr. Staley or because Mr. Staley incurs a permanent and total disability (as defined in the agreement), all of the restricted shares previously granted to Mr. Staley will vest and Mr. Staley will be entitled to a lump-sum payment equal to \$3,000,000 less the value of the restricted shares granted to him that have vested as of the date of the termination, a lump sum payment equal to the prorated portion of his target bonus for the fiscal year in which his termination of employment occurs as if the target for such year had been met and 24 months of continuation coverage under the employee benefit plans and programs that covered him immediately prior to his termination of employment (excluding any plan or program providing payment for time not worked). If Mr. Staley's employment is terminated by Sub for cause (as defined in the agreement), by Mr. Staley for any reason during the first three years after the effective date of the merger or by Mr. Staley at least three years after the effective date of the merger for any reason other than good reason (as defined in the agreement), all unvested restricted shares previously granted to Mr. Staley will be forfeited and Mr. Staley will not be entitled to receive a severance payment under the agreement. In addition, the employment agreement states that within 30 days after the effective date of the merger, Mr. Staley and Yellow will enter an executive severance agreement in substantially the same form granted to other Yellow executives entitling him to change of control benefits in the event of a change in control of Yellow.

Conditions to Completion of the Merger (page 85)

Completion of the merger depends on a number of conditions being satisfied or waived. In addition to customary conditions relating to the accuracy of representations and warranties and compliance with the terms of the merger agreement, these conditions include the following:

adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement by the holders of at least a majority of the outstanding Roadway shares entitled to vote at the Roadway special meeting;

approval of the issuance of Yellow common stock pursuant to and in accordance with the merger agreement by the holders of a majority of the votes cast at the Yellow special meeting;

receipt of authorizations, consents, orders, or approvals of governmental entities, including expiration or early termination of the waiting period under the Hart-Scott-Rodino Act and foreign antitrust laws, required to consummate the transactions contemplated by the merger agreement except where the failure to obtain them would not have a material adverse effect (as defined in the merger agreement) on Roadway, Yellow or the consummation of the merger;

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absence of any statute, rule, regulation, decree, order, or injunction prohibiting the consummation of the merger, so long as the parties have used their reasonable efforts to have any applicable order or injunction lifted;

receipt of opinions by Yellow and Roadway from their respective tax counsel that the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code;

approval for listing of the Yellow shares to be issued in the merger on the Nasdaq National Market, upon official notice of issuance;

continued effectiveness of the registration statement of which this document is a part and the absence of a stop order by the Securities and Exchange Commission suspending the effectiveness of the registration statement;

receipt by Yellow of the financing contemplated by the commitment letters delivered to Roadway under the terms of the merger agreement;

absence of a material adverse change to either Roadway or Yellow;

accuracy of each party's representations and warranties in the merger agreement, except as would not have a material adverse effect (as defined in the merger agreement) on the party making the representations; and

material compliance by each party with its covenants in the merger agreement.

Termination of the Merger Agreement (page 87)

Before the effective time of the merger, the merger agreement may be terminated:

by mutual written consent of Yellow and Roadway, or by mutual action of their respective boards of directors;

by either Yellow or Roadway, if:

adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement by the Roadway stockholders is not obtained;

approval by the Yellow stockholders of the issuance of shares of Yellow common stock pursuant to and in accordance with the merger agreement is not obtained;

the parties fail to consummate the merger on or before February 29, 2004, unless the failure is the result of a material breach of the merger agreement by the party seeking the termination; or

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any court or other governmental entity has issued a final and nonappealable order, decree or ruling or has taken any other final and nonappealable action that enjoins, restrains or prohibits the purchase of shares of Roadway common stock pursuant to the merger;

by Yellow, if:

the 20-trading-day average per share closing price of Yellow common stock as of the date five trading days before the closing of the merger is less than \$16.63;

(1) any inaccuracies exist in any of Roadway's representations or warranties in the merger agreement that have or could reasonably be expected to have a material adverse effect on Roadway or (2) Roadway fails to materially perform any of its material covenants, agreements or obligations under the merger agreement and, in either case, Roadway has not cured the breach within 30 days; or

Roadway's board of directors (1) withdraws or modifies, in any manner adverse to Yellow, its recommendation or approval of the merger agreement or the related transactions, or (2) recommends to the Roadway stockholders an alternative acquisition proposal; or

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by Roadway, if:

its stockholders have not adopted the merger agreement and approved the merger and the other transactions contemplated by the merger agreement, it has notified Yellow of its receipt of a superior proposal, it has not received a timely offer from Yellow that is no less favorable than the superior proposal, and it has paid a \$25 million termination fee to Yellow;

(1) any inaccuracies exist in any of Yellow's or Sub's representations or warranties in the merger agreement that have or could reasonably be expected to have a material adverse effect on Yellow or Sub or (2) Yellow or Sub fails to materially perform any of its material covenants, agreements or obligations under the merger agreement and, in either case, Yellow or Sub has not cured the breach within 30 days; or

Yellow's board of directors withdraws or modifies, in any manner adverse to Roadway, its recommendation of the share issuance.

Termination Fees and Expenses (page 88)

Roadway must pay a termination fee of \$25 million to Yellow if the merger agreement is terminated:

by Yellow or Roadway, if

the approval of the Roadway stockholders has not been obtained at its special meeting;

prior to the Roadway special meeting, a third party has made a bona fide written acquisition proposal that has not been withdrawn prior to the special meeting; and

within 18 months of the termination of the merger agreement, Roadway or any of its subsidiaries enters into any acquisition agreement or completes a merger or other business combination or a third party acquires more than 50% of the equity or a material amount of the assets of Roadway;

by Roadway because it receives a superior proposal, subject to satisfaction of certain conditions described above;

by Yellow because Roadway's board of directors withdraws or modifies, in any manner adverse to Yellow, its recommendation of the merger agreement; or

by Yellow because Roadway's board of directors recommends to its stockholders any acquisition agreement, merger, business combination, tender offer or other proposal for a third party to acquire more than 20% of the equity or a material amount of the assets of Roadway.

Yellow must pay a termination fee of \$25 million to Roadway if the merger agreement is terminated by Roadway because Yellow's board of directors withdraws or modifies, in any manner adverse to Roadway, its recommendation or approval of the share issuance.

In general, each of Yellow, Sub and Roadway will bear its own expenses in connection with the merger agreement and the related transactions except that Yellow and Roadway will share equally the costs and expenses in connection with filings and related matters under the Hart-Scott-Rodino Act. Notwithstanding the foregoing, if the merger agreement is terminated at the time it is terminable because inaccuracies exist in one of the parties' representations or warranties in the merger agreement that have or could reasonably be expected to have a material adverse effect on the other party, or one of the parties fails to materially perform any of its material covenants, agreements or obligations under the merger agreement, that party must pay the other party's documented out-of-pocket expenses and fees in addition to any other remedies available to the non-breaching party.

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No Solicitation by Roadway (page 86)

The merger agreement restricts the ability of Roadway to solicit or engage in discussions or negotiations with a third party regarding a proposal to acquire a significant interest in Roadway. However, if Roadway receives an acquisition proposal from a third party that is more favorable to Roadway stockholders than the terms of the merger agreement and Roadway complies with specified procedures contained in the merger agreement, Roadway may furnish nonpublic information to that third party and engage in negotiations regarding an acquisition proposal with that third party, subject to specified conditions.

Accounting Treatment (page 63)

The merger will be accounted for as a business combination using the purchase method of accounting. Yellow will be the acquiror for financial accounting purposes.

Certain Differences in the Rights of Stockholders (page 110)

As a result of the merger, the holders of Roadway shares will become holders of Yellow shares. Although both Roadway and Yellow are Delaware corporations governed by the DGCL, the rights of Roadway stockholders are currently governed by the certificate of incorporation and bylaws of Roadway and the rights of Yellow stockholders are governed by the certificate of incorporation and bylaws of Yellow.

See page 110 for summaries of material differences between the rights of Roadway stockholders and Yellow stockholders arising because of differences in the certificates of incorporation and bylaws.

Regulatory Approvals (page 64)

The merger is subject to antitrust laws. Under the Hart-Scott-Rodino Act, the parties cannot complete the merger until they have notified and furnished information to the Federal Trade Commission and the Antitrust Division of the United States Department of Justice and specified waiting periods expire or are terminated. Yellow and Roadway filed the information required under the HSR Act on July 17, 2003. **Yellow and Roadway received a second request for information from the Antitrust Division on August 18, 2003. The waiting period under the HSR Act will expire 30 days after the companies substantially comply with such request, unless early termination of the waiting period before that time is received. Each state and foreign country in which Yellow or Roadway has operations also may review the merger under state or foreign antitrust laws.**

Comparative Market Value Information (page 28)

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Yellow shares are traded on the Nasdaq National Market under the ticker symbol **YELL** , and Roadway shares are traded on the Nasdaq National Market under the ticker symbol **ROAD** . On July 7, 2003, the last full trading day prior to public announcement of the merger, Yellow shares closed at \$24.49 per share and Roadway shares closed at \$30.02 per share. On October 15, 2003, the most recent practicable date prior to the date of this joint proxy statement/prospectus, the closing price of each of the Yellow shares and the Roadway shares was \$33.14 and \$50.53, respectively. Even though the exchange ratio is fixed within the collar, the market price of Yellow shares will fluctuate prior to and after the merger. We urge you to obtain current market quotations prior to making any decision with respect to the merger.

Table of Contents**SELECTED HISTORICAL AND UNAUDITED PRO FORMA FINANCIAL INFORMATION****Selected Yellow Historical Financial Data**

Yellow derived the following historical information from its audited consolidated financial statements for the years ended December 31, 1998, 1999, 2000, 2001 and 2002 and from its unaudited consolidated financial statements for the six months ended June 30, 2002 and 2003. The unaudited consolidated financial statements have been prepared by Yellow on a basis consistent with the audited financial statements and include, in the opinion of management, all normal recurring adjustments necessary for a fair presentation of the information. Operating results for the six months ended June 30, 2003 are not necessarily indicative of the results that will be achieved for future periods. You should read this information in conjunction with Yellow's Management's Discussion and Analysis of Financial Condition and Results of Operations and Yellow's consolidated financial statements and the notes thereto included in Yellow's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q incorporated by reference in this joint proxy statement/prospectus.

	Year Ended December 31,					Six Months Ended	
						June 30,	
	1998	1999	2000	2001	2002	2002	2003
(in thousands except per share data)							
Results of Operations:							
Revenue	\$ 2,492,617	\$ 2,632,337	\$ 2,799,131	\$ 2,505,070	\$ 2,624,148	\$ 1,224,863	\$ 1,394,546
Operating expenses:							
Salaries, wages and employees' benefits	1,605,705	1,698,618	1,767,926	1,638,662	1,717,382	820,021	896,784
Operating expenses and supplies	379,110	383,951	431,336	398,054	385,522	173,821	213,851
Operating taxes and licenses	80,437	79,129	81,259	75,637	75,737	37,101	39,259
Claims and insurance	60,749	58,477	61,535	56,999	57,197	30,222	23,454
Depreciation and amortization	83,980	76,904	78,587	76,977	79,334	38,411	41,086
Purchased transportation	226,735	258,891	266,113	215,131	253,677	114,717	135,979
(Gains) losses on property disposals, net	(4,287)	341	(14,372)	(186)	425	906	41
Spin-off and reorganization charges				5,601	8,010	797	
Total operating expenses	2,432,429	2,556,311	2,672,384	2,466,875	2,577,284	1,215,996	1,350,454
Operating income	60,188	76,026	126,747	38,195	46,864	8,867	44,092
Income from continuing operations before income taxes	55,393	67,150	105,127	17,359	37,586	3,853	39,257
Income from continuing operations	32,017	38,746	61,605	10,589	23,973	2,481	23,986
Net income (loss)	(28,669)(1)	50,915	68,018	15,301	(93,902)(2)	(66,816)(2)	23,986
Diluted earnings per share from continuing operations	1.19	1.54	2.49	0.43	0.84	0.09	0.80
Average diluted shares outstanding	26,920	25,168	24,787	24,679	28,371	27,053	29,826
Cash dividends declared per common share	\$	\$	\$	\$	\$	\$	\$
	At December 31,					At June 30,	
	1998	1999	2000	2001	2002	2002	2003

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(in thousands)

Balance Sheet Data:

Cash and cash equivalents (3)	\$ 21,200	\$ 19,023	\$ 20,877	\$ 19,214	\$ 28,714	\$ 16,803	\$ 49,811
Total assets (4)	1,105,685	1,325,583	1,308,477	1,285,777	1,042,985	1,233,189	1,040,681
Total debt (4)	157,065	276,407	205,437	220,026	124,285	107,015	124,242
Total liabilities, other than debt	577,368	639,796	643,264	574,762	558,742	599,423	531,573
Total shareholders' equity	371,252	409,380	459,776	490,989	359,958	526,751	384,866

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Note: In 2002, Yellow completed the spin-off of SCS Transportation, Inc. (SCST). The data shown above has been reclassified to reflect SCST as discontinued operations for the periods prior to the spin-off. In 1998, Yellow completed the sale of Preston Trucking Company, Inc. (PTC). The data shown above has been reclassified to reflect PTC as discontinued operations for the periods prior to the sale.

- (1) The net loss of \$28.7 million in 1998 is largely due to the loss from discontinued operations of PTC of \$68.7 million, of which \$63.6 million was a loss as a result of the sale.
- (2) The net losses in 2002 are largely due to a first quarter 2002 non-cash charge of \$75.2 million for the impairment of goodwill related to Jevic Transportation, Inc. (a subsidiary of SCST) and a third quarter 2002 non-cash charge of \$52.6 million for the difference between the carrying value of SCST and the fair value, as determined by the market capitalization of SCST at the spin-off date.
- (3) Excludes amounts related to discontinued operations.
- (4) The accounting for Yellow's asset backed securitization (ABS) facility has changed during the periods presented above. Prior to December 31, 2002, activity under the ABS facility was treated as a sale of assets for financial reporting purposes. As a result, Yellow did not reflect the receivables sold and the related ABS obligations on its Consolidated Balance Sheets, and ABS facility charges were shown as a separate line in the nonoperating expenses section of its Statements of Consolidated Operations. On December 31, 2002, Yellow amended the ABS agreement to, among other things, provide Yellow the right to repurchase 100% of the receivable interests. Because of this amendment, ABS borrowings and related receivables are included on Yellow's Consolidated Balance Sheets as of December 31, 2002. Starting in 2003, ABS facility charges are included in the interest expense line of Yellow's Statements of Consolidated Operations.

This change in the accounting for Yellow's ABS facility affects the comparability of the total assets and total debt lines shown above.

The following is a summary of Yellow's ABS facility history since 1998:

	At December 31,					At June 30,	
	1998	1999	2000	2001	2002	2002	2003
	(in thousands)						
Total debt	\$ 157,065	\$ 276,407	\$ 205,437	\$ 220,026	\$ 124,285	\$ 107,015	\$ 124,242
ABS obligations not included on the balance sheet	43,000	135,000	177,000	141,500		119,500	
Total debt plus ABS obligations not included on the balance sheet	\$ 200,065	\$ 411,407	\$ 382,437	\$ 361,526	\$ 124,285	\$ 226,515	\$ 124,242

Table of Contents**Selected Roadway Historical Financial Data**

Roadway derived the following historical information from its audited consolidated financial statements for the years ended December 31, 1998, 1999, 2000, 2001 and 2002 and from its unaudited consolidated financial statements for the twenty-four week periods (two quarters) ended June 15, 2002 and June 21, 2003. The unaudited consolidated financial statements have been prepared by Roadway on a basis consistent with the audited financial statements and include, in the opinion of management, all normal recurring adjustments necessary for a fair presentation of the information. Operating results for the twenty-four week period (two quarters) ended June 21, 2003 are not necessarily indicative of the results that will be achieved for future periods. You should read this information in conjunction with Roadway's Management's Discussion and Analysis of Financial Condition and Results of Operations and Roadway's consolidated financial statements and the notes thereto included in Roadway's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q incorporated by reference in this joint proxy statement/prospectus.

	Year Ended December 31,					Two Quarters Ended	
	1998	1999	2000	2001	2002	June 15, 2002	June 21, 2003
(in thousands except per share data)							
Results of Operations:							
Revenue	\$ 2,654,094	\$ 2,813,214	\$ 3,039,560	\$ 2,778,891	\$ 3,010,776	\$ 1,254,970	\$ 1,495,598
Operating expenses:							
Salaries, wages and benefits	1,724,970	1,793,594	1,889,928	1,781,243	1,934,482	826,437	943,658
Operating supplies and expenses	456,884	468,452	544,774	477,981	479,415	206,313	260,434
Purchased transportation	260,445	289,544	308,089	271,964	289,612	109,284	150,509
Operating taxes and licenses	74,604	76,113	78,271	71,360	76,662	33,045	38,554
Insurance and claims	53,948	62,700	64,442	47,028	63,621	24,560	29,641
Provision for depreciation	41,422	45,492	55,675	70,186	75,786	36,240	34,169
Net (gain) loss on disposal of operating property	(2,239)	103	1,969	434	(650)	578	841
Total operating expenses	2,610,034	2,735,998	2,943,148	2,720,196	2,918,928	1,236,457	1,457,806
Operating income from continuing operations	44,060	77,216	96,412	58,695	91,848	18,513	37,792
Income from continuing operations before income taxes	45,413	79,745	98,284	52,877	62,037	4,866	24,954
Income from continuing operations	26,034	45,773	56,542	30,663	35,142	2,763	14,473
Net income	26,034	45,773	56,542	30,837	38,924	3,925	14,318
Diluted earnings per share from continuing operations	1.31	2.39	2.98	1.63	1.85	0.15	0.76
Average diluted shares outstanding	19,815	19,119	18,992	18,808	18,999	18,968	19,177
Cash dividends declared per common share	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.10	\$ 0.10

	At December 31,					At June 15,	At June 21,
	1998	1999	2000	2001	2002	2002	2003
(in thousands)							
Balance Sheet Data:							
Cash and cash equivalents (1)	\$ 60,232	\$ 80,797	\$ 64,939	\$ 110,432	\$ 106,929	\$ 73,594	\$ 125,692
Total assets	748,833	831,408	870,405	1,302,849	1,335,873	1,246,383	1,263,579
Total debt (2)				325,000	307,216	322,500	280,790
Total liabilities, other than debt	499,224	540,453	530,534	617,954	640,788	571,230	564,651
Total shareholders' equity	249,609	290,955	339,871	359,895	387,869	352,653	418,138

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- (1) Excludes amounts related to discontinued operations.
- (2) Roadway's asset backed securitization (ABS) facility receives sales treatment for financial reporting purposes and is, therefore, not reflected on its balance sheets. The following is a summary of Roadway's ABS facility history since 1998:

	At December 31,					At June 15,	At June 21,
	1998	1999	2000	2001	2002	2002	2003
				(in thousands)			
Total debt	\$	\$	\$	\$ 325,000	\$ 307,216	\$ 322,500	\$ 280,790
ABS obligations not included on the balance sheet				100,000	100,000	100,000	100,000
Total debt plus ABS obligations not included on the balance sheet	\$	\$	\$	\$ 425,000	\$ 407,216	\$ 422,500	\$ 380,790

Table of Contents**Selected Unaudited Condensed Combined Pro Forma Financial Data**

We derived the following unaudited condensed combined pro forma financial data from Yellow's audited consolidated financial statements for the year ended December 31, 2002, Roadway's audited consolidated financial statements for the year ended December 31, 2002, Yellow's unaudited consolidated financial statements for the six months ended June 30, 2003 and Roadway's unaudited consolidated financial statements for the twenty-four week period (two quarters) ended June 21, 2003. The financial data has been prepared as if the proposed merger, Yellow's recent offering of its 5.0% contingent convertible senior notes due 2023 and the consummation of Yellow's other currently contemplated financing transactions related to the proposed merger had occurred on January 1, 2002 for the operating data and as of June 30, 2003 for the balance sheet data. The process of valuing Roadway's tangible and intangible assets and liabilities as well as evaluating accounting policies for conformity is still in the preliminary stages. Material revisions to our current estimates could be necessary as the valuation process and accounting policy review are finalized. The unaudited pro forma operating data set forth below is not necessarily indicative of the results that actually would have been achieved had the proposed merger, Yellow's recent offering of its 5.0% contingent convertible senior notes due 2023 and the other currently contemplated financing transactions related to the merger been consummated on January 1, 2002, or that may be achieved in the future. The unaudited pro forma financial statements do not reflect any benefits from potential cost savings or revenue changes resulting from the proposed merger. You should read this information in conjunction with Yellow's Management's Discussion and Analysis of Financial Condition and Results of Operations, Yellow's consolidated financial statements and the notes thereto, Roadway's Management's Discussion and Analysis of Financial Condition and Results of Operations, Roadway's consolidated financial statements and notes thereto and the Unaudited Condensed Combined Pro Forma Financial Data included in this joint proxy statement/prospectus or included in Yellow's and Roadway's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q incorporated by reference in this joint proxy statement/prospectus.

	Year Ended December 31, 2002	Six months ended June 30, 2003
	(in thousands except per share data)	
Results of Operations:		
Revenue	\$ 5,637,924	\$ 2,897,444
Total operating expenses	5,496,112	2,808,210
Operating income	141,812	89,234
Income from continuing operations	49,185	36,775
Diluted earnings per share from continuing operations	1.02	0.74
Average diluted shares outstanding	48,028	49,483
		At June 30, 2003
		(in thousands)
Balance Sheet Data:		
Cash and cash equivalents		\$ 8,618
Total assets		2,969,871
Total debt		948,582
Total liabilities, other than debt		1,168,070
Total shareholders' equity		853,219

Table of Contents**COMPARATIVE PER SHARE INFORMATION**

The following table presents income from continuing operations and book value per common share data separately for Yellow and Roadway on a historical basis, Yellow and Roadway on an unaudited pro forma combined basis per Yellow share and unaudited pro forma combined basis per Roadway equivalent share. The unaudited pro forma earnings per share data for the six months ended June 30, 2003 and the year ended December 31, 2002 reflect the assumption that the merger was effective as of January 1, 2002. The unaudited pro forma per share data gives effect to the proposed merger as a purchase under generally accepted accounting principles in the United States.

The unaudited pro forma Yellow income per share data is based upon the historical weighted average number of shares of Yellow common stock outstanding, adjusted to include the number of shares of Yellow common stock that would be issued in the proposed merger based upon an assumed exchange ratio of 1.924 and the assumption that 50% of the shares of Roadway common stock had been converted into shares of Yellow common stock. We have based the unaudited equivalent pro forma per share data for Roadway on the unaudited pro forma Yellow amounts per share, multiplied by 0.962.

You should read the information below together with the historical financial statements and related notes of Yellow and Roadway contained in each company's periodic filings with the Securities and Exchange Commission and incorporated in this joint proxy statement/prospectus by reference. See **Where You Can Find More Information** beginning on page 120 of this joint proxy statement/prospectus. The unaudited pro forma combined data below is presented for illustrative purposes only. The companies may have performed differently had they actually been combined during the periods presented below. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience after the proposed merger.

	Yellow Historical Per Share Data	Roadway Historical Per Share Data	Pro Forma Combined Data Per Yellow Share (1)	Pro Forma Combined Data Per Roadway Equivalent Share (1)
At or for the Six Months Ended June 30, 2003 for Yellow and the Twenty-Four Week Period (Two Quarters) Ended June 21, 2003 for Roadway:				
Income from continuing operations per common share:				
Basic	\$ 0.81	\$ 0.77	\$ 0.75	\$ 0.72
Diluted	0.80	0.76	0.74	0.71
Cash dividends declared per share		0.10		
Book value per common share	13.02	21.01	17.34	16.68
For the Year Ended December 31, 2002:				
Income from continuing operations per common share:				
Basic	0.86	1.90	1.03	0.99
Diluted	0.84	1.85	1.02	0.98
Cash dividends declared per share		0.20		
Book value per common share	12.17	20.03	n/a	n/a

(1) Please read **Unaudited Condensed Combined Pro Forma Financial Data**.

Table of Contents**COMPARATIVE MARKET VALUE INFORMATION**

The following table presents:

the closing prices per share and aggregate market value of shares of Yellow common stock and Roadway common stock, in each case based on closing prices for these shares on the Nasdaq National Market on July 7, 2003, the last trading day prior to the public announcement of the proposed merger, and on October 15, 2003, the last trading day for which this information could be calculated prior to the date of this joint proxy statement/prospectus; and

the equivalent price per share and equivalent market value of shares of Roadway common stock, based on the exchange ratio of 1.924 and the closing price for Yellow common stock on the Nasdaq National Market on July 7, 2003, the last trading day prior to the public announcement of the proposed merger, and based on the exchange ratio of 1.778 and the closing price for Yellow common stock on the Nasdaq National Market on October 15, 2003, the last trading day for which this information could be calculated prior to the date of this joint proxy statement/prospectus.

	<u>Yellow Historical</u>	<u>Roadway Historical</u>	<u>Roadway Equivalent</u>
July 7, 2003:			
Closing price per share	\$ 24.49	\$ 30.02	\$ 47.12
Market value of shares (in thousands) (1)	723,689	597,262	937,474
October 15, 2003:			
Closing price per share	\$ 33.14	\$ 50.53	\$ 58.92
Market value of shares (in thousands) (2)	980,527	1,033,608	1,205,228

(1) Based on 29,550,371 shares of Yellow common stock and 19,895,469 shares of Roadway common stock outstanding as of July 7, 2003.

(2) Based on 29,587,422 shares of Yellow common stock and 20,455,330 shares of Roadway common stock outstanding as of October 15, 2003.

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RISK FACTORS

In deciding whether to approve the merger, you should carefully consider all of the information we have included in this document and its annexes and all of the information we have included in the documents we have incorporated by reference. See **Where You Can Find More Information** beginning on page 120 of this joint proxy statement/prospectus. In addition, you should pay particular attention to the following risks related to the merger and the business of the combined company:

Risks of the Merger

The merger is subject to certain conditions to closing that, if not satisfied or waived, will result in the merger not being completed.

The merger is subject to customary conditions to closing, as set forth in the merger agreement. The conditions to the merger include, among others, the receipt of required approvals from Yellow's stockholders and Roadway's stockholders. If any of the conditions to the merger is not satisfied or, if waiver is permissible, not waived, the merger will not be completed. In addition, under circumstances specified in the merger agreement, Yellow or Roadway may terminate the merger agreement. As a result, we cannot assure you that we will complete the merger. If we do not complete the merger, the price of Yellow common stock or Roadway common stock may decline to the extent that the current market price of both Yellow common stock and Roadway common stock reflect a market assumption that the merger will be completed. Furthermore, our respective businesses may be harmed to the extent that customers, suppliers and others believe that Yellow and Roadway cannot effectively compete in the marketplace without the merger, or otherwise remain uncertain about either of us. Yellow and Roadway will also be obligated to pay certain investment banking, financing, legal and accounting fees in connection with the merger, whether or not the merger is completed. Moreover, under specified circumstances, Yellow and Roadway may be required to pay a termination fee of \$25 million to the other in connection with the termination of the merger agreement. See **The Merger Agreement** beginning on page 73 of this joint proxy statement/prospectus for a further description of the terms of the merger agreement, conditions to the merger, including approval of the Department of Justice or expiration of the waiting period under the HSR Act, and termination fees and expenses.

We may face difficulties in achieving the expected benefits of the merger.

Yellow and Roadway currently operate as separate companies. Management has no experience running the combined business, and we may not be able to realize the operating efficiencies, synergies, cost savings or other benefits expected from the merger. In addition, the costs we incur in implementing synergies, including our ability to terminate, amend or renegotiate prior contractual commitments of Yellow and Roadway, may be greater than expected. We also may suffer a loss of employees, customers or suppliers, a loss of revenues, or an increase in operating or other costs or other difficulties relating to the merger.

Certain directors and executive officers of Roadway have interests and arrangements that are different from Roadway's stockholders and that may influence or have influenced their decision to support or approve the merger.

When considering the recommendation of Roadway's board of directors with respect to the merger, holders of Roadway common stock should be aware that certain of Roadway's directors and executive officers have interests in the merger that are different from, or in addition to, their interests as Roadway stockholders and the interests of Roadway stockholders generally. These interests include, among other things, the following:

the appointment of three of Roadway's current directors to Yellow's board of directors;

under the terms of the change in control severance agreements entered into between Roadway and certain of its officers, if an officer's employment with Roadway (or its successor) is terminated during the severance period (as defined in the officer's change in control severance agreement), that officer is entitled to severance benefits, including excise tax gross-up payments;

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as of the initial filing date of this joint proxy statement/prospectus, acceleration of vesting of stock options and restricted stock for officers under the terms of the Roadway Equity Ownership Plan and the Roadway Management Incentive Stock Plan and the acceleration of vesting of restricted stock for directors under the terms of the Roadway Non-Employee Directors' Equity Ownership Plan;

as of the initial filing date of this joint proxy statement/prospectus, distribution of deferred shares and cash (including accelerated retirement credits) to officers under the terms of the Roadway Deferred Compensation Plan;

receipt of stock, and in some cases, a cash payment in exchange for the cancellation and termination of unexercised options held by officers and directors under the terms of the merger agreement;

indemnification of directors and officers of Roadway against certain liabilities arising both before and, in some cases, after the merger; and

liability insurance for certain directors and officers of Roadway.

As a result, these directors and executive officers may be more likely to support and to vote to approve the merger than if they did not have these interests. Holders of Roadway common stock should consider whether these interests may have influenced these directors and officers to support or recommend approval of the merger. As of the close of business on the record date for the Roadway special meeting, these directors and executive officers were entitled to vote approximately 8.8% of the shares of Roadway common stock outstanding on that date. These and additional interests of certain directors and executive officers of Roadway are more fully described in the sections entitled "Interests of Certain Persons in the Merger" beginning on page 59 and "Board of Directors and Management of Yellow Roadway Following the Merger" beginning on page 65 of this joint proxy statement/prospectus.

The market value of shares of Yellow common stock that Roadway stockholders will receive in the merger will vary because the exchange ratio is fixed within a range of Yellow's stock price, potentially resulting in Roadway stockholders receiving a lower dollar value of Yellow common stock at the time of completion of the merger.

The exchange ratio is a fixed ratio within a range of \$21.21 to \$28.69 per share of Yellow common stock and will not be adjusted as a result of an increase or decrease in the price per share of Yellow common stock within that range or for any increase or decrease in the price per share of Roadway common stock. The prices of Yellow common stock and Roadway common stock at the time the merger is completed may be higher or lower than their price on the date of this document or on the date of the special meetings of Yellow stockholders and Roadway stockholders. Changes in the business, operations or prospects of Yellow or Roadway, market assessments of the benefits of the merger and of the likelihood that the merger will be completed, regulatory considerations, general market and economic conditions, or other factors may affect the prices of Yellow common stock or Roadway common stock. Most of these factors are beyond our control.

Because the merger will be completed only after the special meetings of our respective stockholders are held, there is no way to be sure that the price of the Yellow common stock now, or on the date of the special meetings, will be indicative of its price over the period used to determine the average closing price or at the time the merger is completed. We urge you to obtain current market quotations for shares of both Yellow common stock and Roadway common stock. Roadway does not have a right to terminate the merger agreement based solely upon changes in the market price of either Roadway common stock or Yellow common stock.

The pro forma financial data included in this joint proxy statement/prospectus is preliminary and our actual financial position and results of operations may differ significantly and adversely from the pro forma amounts included in this joint proxy statement/prospectus.

Because of the proximity of this joint proxy statement/prospectus to the date of the announcement of the proposed merger, the process of valuing Roadway's tangible and intangible assets and liabilities, as well as

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evaluating Roadway's accounting policies for conformity is still in the very preliminary stages. Material revisions to current estimates could be necessary as the valuation process and accounting policy review are finalized.

The unaudited pro forma operating data contained in this joint proxy statement/prospectus is not necessarily indicative of the results that actually would have been achieved had the recent offering of Yellow's 5.0% contingent convertible senior notes due 2023, the proposed merger and Yellow's other currently contemplated financing transactions related to the merger been consummated on January 1, 2002, or that may be achieved in the future. We can provide no assurances as to how the operations and assets of both companies would have been run if they had been combined, or how they will be run in the future, which, together with other factors, could have a significant effect on the results of operations and financial position of the combined company.

Yellow Roadway will have higher levels of indebtedness than either Yellow or Roadway had before the merger.

You should consider that following the merger Yellow Roadway will have higher levels of debt and interest expense than either company had immediately prior to the merger on a stand-alone basis. As of June 30, 2003, after giving effect to the merger, Yellow's recent offering of its 5.0% contingent convertible senior notes due 2023 and other currently contemplated related financings, the combined company and its subsidiaries would have had approximately \$948.6 million of indebtedness outstanding. The significant level of combined indebtedness after the merger may have an effect on our future operations, including:

limiting our ability to obtain additional financing on satisfactory terms to fund our working capital requirements, capital expenditures, acquisitions, investments, debt service requirements and other general corporate requirements;

increasing our vulnerability to general economic downturns, competition and industry conditions, which could place us at a competitive disadvantage compared to our competitors that are less leveraged;

increasing our exposure to rising interest rates because a portion of our borrowings will be at variable interest rates;

reducing the availability of our cash flow to fund our working capital requirements, capital expenditures, acquisitions, investments and other general corporate requirements because we will be required to use a substantial portion of our cash flow to service debt obligations; and

limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate.

See "Recent and Proposed Financings" on page 116 of this joint proxy statement/prospectus.

The occurrence of certain events may prevent tax counsel from issuing an opinion that the merger constitutes a reorganization under Section 368(a) of the Internal Revenue Code, which is a condition to closing the merger.

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The completion of the merger is conditioned on, among other things, receipt of opinions from tax counsel for each of Yellow and Roadway that the merger will qualify as a reorganization under Section 368(a) of the Internal Revenue Code. These opinions will be delivered only if, among other things, the Roadway stockholders receive in the merger, in the aggregate, Yellow shares with a value equal to at least 45% of the combined value of the total consideration paid for all Roadway shares, taking into account, among other things, the amount of cash paid or deemed paid to Roadway stockholders in connection with the merger (including cash received by Roadway stockholders who perfect their dissenters' rights and cash received in lieu of fractional Yellow shares).

In addition to the market value of the Yellow shares on the date of the merger and the other items described above, various factors affect the determination of whether the value of the Yellow shares received by the

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Roadway stockholders in the merger is equal to at least 45% of the combined value of the total consideration paid for all Roadway shares, including:

the amount, if any, to be paid to Roadway stockholders who perfect their dissenters' rights;

whether prior to or in connection with the merger Roadway or Yellow (or parties related to either) redeems, repurchases or otherwise acquires Roadway shares or makes distributions to the Roadway stockholders (none of Roadway, Yellow or any corporation related to Roadway or Yellow has redeemed or purchased, or has any plan or intention to redeem or purchase, any Roadway shares in connection with the merger); and

whether there will be any repurchases by Yellow (or parties related to Yellow) of the Yellow shares to be issued in the merger (neither Yellow nor any corporation related to Yellow has any plan or intention to repurchase any of the Yellow common stock to be issued in the merger).

Risks of Yellow Roadway Following the Merger

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 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 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, license and registration fees, and insurance premiums and self-insurance levels. Our results of operations may also be affected by seasonal factors.

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 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 passing on fuel price increases to 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.

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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 shortages, 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.

Our operations rely heavily on our employees, and any labor shortage, disruption or stoppage caused by poor relations with our employees or the renegotiation of labor contracts could reduce our operating margins and income. Approximately 80% of Yellow's and approximately 78% of Roadway's employees are organized by the International Brotherhood of Teamsters and their wages and benefits are governed by a common labor agreement that is renegotiated every three to five years. The current five-year labor agreement will expire on March 31, 2008. It is possible that we could become subject to additional work rules imposed by agreements with labor unions, or that work stoppages or other labor disturbances could occur in the future, any of which could reduce our operating margins and income. Similarly, any failure to negotiate a new labor agreement when required might result in a work stoppage that could reduce our operating margins and income and place us at a disadvantage relative to non-union competitors.

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. Yellow and Roadway currently self-insure for a portion of their 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. Yellow and Roadway also maintain insurance with licensed insurance companies above the amounts for which they self-insure.

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 very 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. 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." Lack of availability of surety bonds in the future could result in our having to post additional letters of credit, which would in turn reduce borrowing availability under our credit agreement. If needed, additional indebtedness may not be available on terms acceptable to us.

We operate in a highly regulated industry, 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. Department of Transportation and various state and federal agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations and safety. We may also become subject to new or more restrictive regulations imposed by the Department of Transportation, the Occupational Safety and Health Administration or other authorities relating to engine exhaust

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emissions, security and other matters. Compliance with such 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 2007. 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. 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 facilities 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.

Following the merger, the combined company could be responsible for certain federal tax obligations of Roadway under a tax sharing agreement with its former parent corporation.

Roadway's former parent, Caliber System, Inc. (which subsequently was acquired by FDX Corporation, a wholly owned subsidiary of FedEx Corporation), is currently under examination by the Internal Revenue Service for tax years 1994 and 1995, years prior to the spin-off of Roadway. The Internal Revenue Service has proposed substantial adjustments for these tax years for multi-employer pension plan deductions. The Internal Revenue Service is challenging the timing, but not the validity, of these deductions. Roadway is unable to predict the ultimate outcome of this matter; however, its former parent intends to vigorously contest these proposed adjustments.

Under a tax sharing agreement entered into by Roadway and its former parent at the time of the spin-off, Roadway is obligated to reimburse its former parent for any additional taxes and interest that relate to Roadway's business prior to the spin-off. The amount and timing of any payments is dependent on the ultimate resolution of the former parent's disputes with the Internal Revenue Service and the determination of the nature and extent of the obligations under the tax sharing agreement. On January 16, 2003, Roadway made a \$14 million payment to its former parent under the tax sharing agreement for taxes and interest related to certain of the proposed adjustments for tax years 1994 and 1995.

We estimate the possible range of the remaining payments that may be due to Roadway's former parent to be approximately \$0 to \$16 million in additional taxes and \$0 to \$10 million in related interest, net of tax benefit. Roadway has established specific reserves with respect to these proposed adjustments. There can be no assurance, however, that the amount or timing of any liability of Roadway to its former parent will not have a material adverse effect on the results of operations and financial position of the combined company.

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In addition, Roadway has a similar tax issue in each of its subsequent federal income tax returns, and in the event of an adverse determination in the Federal Express tax case, it is likely that the Internal Revenue Service will make additional claims for taxes for those subsequent tax years.

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

Yellow and Roadway each have collective bargaining agreements with their unions that stipulate the amount of contributions that 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. If any of these plans fail to meet these requirements and the trustees of these plans are unable to obtain waivers of the requirements from the Internal Revenue Service or reduce pension benefits to a level where the requirements are met, the Internal Revenue Service could impose an excise tax on all employers participating in these plans to correct the funding deficiency. If an excise tax were imposed on the participating employers, it could have a material adverse impact on the financial results of Yellow or Roadway.

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, we have not entered into employment agreements with members of our current management. We also have entered into a five-year employment agreement with James D. Staley, currently President and Chief Executive Officer of Roadway, to become effective upon the closing of the merger. 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 new 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.

Yellow Roadway's stock price may be volatile in the future, which could cause you to lose a significant portion of your investment.

The market price of Yellow Roadway common stock could be subject to significant fluctuations in response to certain factors, such as variations in our anticipated or actual results of operations, the operating results of other companies in the transportation industry, changes in conditions affecting the economy generally, including incidents of terrorism, analyst reports, general trends in the industry, sales of common stock by insiders, as well as other factors unrelated to our operating results. Volatility in the market price of Yellow Roadway common stock may prevent you from being able to sell your shares at or above the price you paid for your shares.

Our 5.0% contingent convertible senior notes due 2023 may result in dilution to our common stockholders.

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Dilution in the per share value of our common stock could result from the conversion of most or all of the 5.0% contingent convertible senior notes due 2023 that we sold in a private placement in August 2003. There is currently \$250 million aggregate principal amount of such notes outstanding. The notes are convertible upon the occurrence of certain events at a conversion price of \$39.24 per share, subject to adjustment. Because approximately 6.4 million shares of our common stock could be issued upon the conversion of the notes, holders of our common stock could experience substantial dilution from the conversion of such notes. Furthermore, the trading price of our common stock could suffer from significant downward pressure as note holders convert these notes and sell the common shares received on conversion, encouraging short sales by the holders of such notes or other stockholders.

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FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus, including the documents incorporated by reference, 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 "expect", "will", "look forward to" and similar expressions are intended to identify forward-looking statements.

The expectations set forth in this joint proxy statement/prospectus and the documents incorporated by reference regarding, among other things, accretion, returns on invested capital, achievement of annual savings and synergies, achievement of strong cash flow, sufficiency of cash flow to fund capital expenditures and achievement of debt reduction targets are only the parties' expectations regarding these matters. Actual results could differ materially from these expectations depending on factors such as:

the factors described under "Risk Factors" beginning on page 29 of this joint proxy statement/prospectus;

the factors that generally affect Yellow's and Roadway's businesses as further outlined in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the companies' Annual Reports on Form 10-K for the year ended December 31, 2002, and this joint proxy statement/prospectus, including inflation, labor relations (*i.e.*, disruptions, strikes or work stoppages), inclement weather, availability of fuel and the price of fuel as it affects the general economy, competitor pricing activity and the general impact of competition, expense volatility, capacity levels in the motor freight industry, changes in and customer acceptance of new technology, changes in equity and debt markets, our ability to control costs and uncertainties concerning the impact terrorist activities may have on the economy and the motor freight industry, the state of international, national and regional economies and the success or failure of our operating plans, including our ability to manage growth; and

the fact that, following the merger, the actual results of the combined company could differ materially from the expectations set forth in this joint proxy statement/prospectus and the documents incorporated by reference depending on additional factors such as:

the combined company's cost of capital;

the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations;

any loss of employees, customers or suppliers that the combined company may suffer as a result of the merger;

the combined company's actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures and any currently unforeseen merger or acquisition opportunities that could affect capital needs; and

the costs incurred in implementing synergies including, but not limited to, our ability to terminate, amend or renegotiate prior contractual commitments of Yellow and Roadway.

Yellow's plans regarding the maintenance of the separate Yellow and Roadway brands and networks, the continuation of the Roadway headquarters as a major operational center, the focus on administrative and back office synergies and workforce rationalizations are only its current plans and intentions regarding these matters. Actual actions that the combined company may take may differ from time to time as the

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combined company may deem necessary or advisable in the best interest of the combined company and its stockholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to react to the economy and the combined company's market for its transportation services.

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THE SPECIAL MEETINGS

Information about the Special Meetings and Voting

The Yellow board of directors is using this document to solicit proxies from Yellow stockholders for use at the Yellow special meeting of stockholders. The Roadway board of directors is using this document to solicit proxies from Roadway stockholders for use at the Roadway special meeting of stockholders.

Matters Relating to the Special Meetings

Date, Time and Place of the Special Meetings

Yellow Special Meeting

December 9, 2003

9:30 a.m., C.S.T.

10990 Roe Avenue

Overland Park, Kansas 66211

Roadway Special Meeting

December 9, 2003

11:30 a.m., E.S.T.

Sheraton Cleveland City Centre Hotel

777 St. Clair Avenue

Cleveland, Ohio 44114

Purpose of the Special Meetings

Yellow Special Meeting

To vote on a proposal to approve the issuance of shares of Yellow common stock pursuant to and in accordance with the merger agreement.

To vote on a proposal to amend Yellow's certificate of incorporation to change Yellow's name to Yellow Roadway Corporation.

Roadway Special Meeting

To vote on a proposal to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

To vote upon a proposal to approve adjournments or postponements of the Roadway special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes

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at the time of the Roadway special meeting to approve the above proposal.

To vote on any proposal to approve adjournments or postponements of the Yellow special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Yellow special meeting to approve the merger proposal.

To take action upon any other business that may properly come before the Roadway special meeting or any reconvened meeting following an adjournment or postponement thereof.

To take action upon any other business that may properly come before the Yellow special meeting or any reconvened meeting following an adjournment or postponement thereof.

Record Date of the Special Meetings

Yellow Special Meeting

Holders of record of Yellow common stock at the close of business on October 16, 2003 will be entitled to notice of and to vote at the Yellow special meeting.

Roadway Special Meeting

Holders of record of Roadway common stock at the close of business on October 16, 2003 will be entitled to notice of and to vote at the Roadway special meeting.

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Outstanding Shares

Yellow Special Meeting

As of the record date, there were 29,587,422 shares outstanding of Yellow common stock that are entitled to vote at the Yellow special meeting.

Roadway Special Meeting

As of the record date, there were 20,455,330 shares outstanding of Roadway common stock that are entitled to vote at the Roadway special meeting.

Shares Entitled to Vote at the Special Meetings

Yellow Special Meeting

Each share of Yellow common stock that you own as of the record date entitles you to one vote on each proposal.

Roadway Special Meeting

Each share of Roadway common stock that you own as of the record date entitles you to one vote on each proposal.

Shares of Yellow common stock deemed beneficially held by Yellow or its subsidiaries will not be voted.

Shares of Roadway common stock deemed beneficially held by Roadway or its subsidiaries will not be voted.

Quorum Requirements for the Special Meetings

Yellow Special Meeting

A quorum of Yellow stockholders is necessary to hold a valid Yellow special meeting.

Roadway Special Meeting

A quorum of Roadway stockholders is necessary to hold a valid Roadway special meeting.

The presence in person or by proxy at the Yellow special meeting of holders of a majority of the outstanding shares of Yellow common stock as of the record date and entitled to vote at the Yellow special meeting is necessary for a quorum. Abstentions and broker non-votes count as present for establishing a quorum. Shares of common stock held by Yellow or its subsidiaries do not count toward a quorum. A broker non-vote occurs with respect to a proposal when a broker is not permitted to vote on that proposal without instruction from the beneficial owner of the shares of Yellow common stock and no instruction is given.

The presence in person or by proxy at the Roadway special meeting of holders of a majority of the outstanding shares of Roadway common stock as of the record date and entitled to vote at the Roadway special meeting is necessary for a quorum. Abstentions and broker non-votes count as present for establishing a quorum. Shares of common stock held by Roadway or its subsidiaries do not count toward a quorum. A broker non-vote occurs with respect to a proposal when a broker is not permitted to vote on that proposal without instruction from the beneficial owner of the shares of Roadway common stock and no instruction is given.

Shares Owned by Yellow and Roadway Directors and Executive Officers as of the Record Date

Yellow Special Meeting

Yellow directors and officers have the right to vote approximately 112,520 shares of Yellow common stock. These shares represent approximately 0.4% of the Yellow common stock outstanding as of the record date. These individuals have indicated that they intend to vote their Yellow shares in favor of the Yellow proposals.

Roadway Special Meeting

Roadway directors and officers have the right to vote approximately 1,795,582 shares of Roadway common stock. These shares represent approximately 8.8% of the Roadway common stock outstanding as of the record date. These individuals have indicated that they intend to vote their Roadway shares in favor of the Roadway proposals.

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Vote Necessary at the Special Meetings to Approve Yellow and Roadway Proposals

Yellow Special Meeting

The approval of the Yellow stock issuance requires the affirmative vote of the holders of a majority of the total votes cast on this proposal in person or by proxy at the Yellow special meeting.

Approval of the amendment to Yellow's certificate of incorporation changing Yellow's name to Yellow Roadway Corporation requires the affirmative vote of the holders of a majority of the outstanding shares of Yellow common stock entitled to vote at the special meeting. **Approval of the name change is not a condition to the merger.**

Approval of adjournments or postponements of the Yellow special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Yellow special meeting to approve the above proposals requires the affirmative vote of a majority of shares present in person or by proxy at the Yellow special meeting and actually voted on this proposal.

Abstentions and broker non-votes will have no effect on the outcome of proposal to issue Yellow stock in the merger or the outcome of the proposal relating to adjournments or postponements of the Yellow special meeting, if necessary, to permit further solicitation of proxies. Abstentions and broker non-votes will have the same effect as votes against the proposal to amend Yellow's certificate of incorporation to change its name.

Roadway Special Meeting

Adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Roadway common stock entitled to vote at the special meeting.

Approval of adjournments or postponements of the Roadway special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Roadway special meeting to approve the above proposal requires the affirmative vote of a majority of shares present in person or by proxy at the Roadway special meeting and actually voted on this proposal.

Abstentions and broker non-votes will have the same effect as votes against the proposal to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement, but will have no effect on the outcome of the proposal relating to adjournments or postponements of the Roadway special meeting, if necessary, to permit further solicitation of proxies.

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VOTING BY PROXY

Voting Your Proxy. You may vote in person at your special meeting or by proxy. We recommend you vote by proxy even if you plan to attend your special meeting. You can always change your vote at your special meeting.

You may vote by proxy card, by completing and mailing the enclosed proxy card. If you properly submit your proxy card, in time to vote, one of the individuals named as your proxy will vote your shares of common stock as you have directed. You may vote for or against the proposals submitted at your special meeting or you may abstain from voting.

How to Vote*

Yellow Special Meeting

Complete, sign, date and return your proxy card in the enclosed envelope.

Roadway Special Meeting

Complete, sign, date and return your proxy card in the enclosed envelope.

* If you hold shares of Yellow or Roadway common stock through a broker or other custodian, please follow the voting instructions provided by that firm. If you do not return your proxy card, or if your shares are held in a stock brokerage account or held by a bank, broker or nominee, or, in other words, in street name and you do not instruct your bank, broker or nominee on how to vote those shares, those shares will not be voted at your special meeting.

A number of banks and brokerage firms participate in a program that also permits stockholders whose shares are held in street name to direct their vote by the internet or telephone. This option, if available, will be reflected in the voting instructions from the bank or brokerage firm that accompany this joint proxy statement/prospectus. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may direct the vote of these shares by the internet or telephone by following the voting instructions enclosed with the proxy from the bank or brokerage firm. The internet and telephone proxy procedures are designed to authenticate stockholders' identities, to allow stockholders to give their proxy voting instructions and to confirm that those instructions have been properly recorded. Votes directed by the internet or telephone through such a program must be received by 11:59 p.m., New York, New York time, on December 8, 2003. Requesting a proxy prior to the deadline described above will automatically cancel any voting directions you have previously given by the internet or by telephone with respect to your shares. Directing the voting of your shares will not affect your right to vote in person if you decide to attend the meeting; however, you must first obtain a signed and properly executed proxy from your bank, broker or nominee to vote your shares held in street name at the special meeting.

If you submit your proxy but do not make specific choices, your proxy will be voted FOR each of the proposals presented.

The Yellow Board of Directors unanimously recommends that you vote for:

the issuance of shares of Yellow common stock pursuant to and in accordance with the merger agreement; and

approval of the amendment to Yellow's Certificate of Incorporation changing Yellow's name to Yellow Roadway Corporation.

The Roadway Board of Directors unanimously recommends that you vote for adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement. Approval by Yellow stockholders of the stock issuance pursuant to and in accordance with the merger agreement and adoption by Roadway stockholders of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement are conditions to consummation of the merger.

Revoking Your Proxy. You may revoke your proxy before it is voted by:

submitting a new proxy with a later date;

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notifying your company's Secretary in writing before your special meeting that you have revoked your proxy; or

voting in person at your special meeting.

Other Voting Matters

Voting in Person. If you plan to attend your special meeting and wish to vote in person, we will give you a ballot at your special meeting. However, if your shares of common stock are held in street name, you must first obtain a proxy authorizing you to vote the shares in person.

People with Disabilities. We can provide reasonable assistance to help you participate in your special meeting if you tell us about your disability and how you plan to attend. Please call or write the Secretary of your company at least two weeks before your special meeting at the number or address provided on the inside front cover page of this joint proxy statement/prospectus.

Proxy Solicitations. We will each pay our own costs of soliciting proxies.

In addition to this mailing, Yellow and Roadway directors, officers and employees (who will not receive any additional compensation for such services) may solicit proxies personally, electronically or by telephone. Yellow and Roadway will each bear its own costs and expenses in soliciting the proxies. Yellow and Roadway have also jointly engaged Morrow & Co., Inc. to assist in the solicitation of proxies. Each of Yellow and Roadway will pay this firm \$7,500 plus certain other customary fees and expenses. Each of Yellow and Roadway will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses for sending proxy materials to the beneficial owners of Yellow's common stock and Roadway's common stock, respectively.

The extent to which these proxy-soliciting efforts will be necessary depends upon how promptly proxies are submitted. You should submit your proxy without delay by mail. We also will reimburse brokers and other nominees for their expenses in sending these materials to you and getting your voting instructions.

Stockholders authorizing proxies or directing the voting of shares by the internet or telephone should understand that there may be costs associated with electronic access, such as usage charges from internet access providers and telephone companies, and those costs must be borne by the stockholder.

DO NOT SEND IN ANY ROADWAY STOCK CERTIFICATES OR YOUR CASH ELECTION AND TRANSMITTAL FORM WITH YOUR PROXY CARDS. You may return the enclosed cash election and transmittal form to the exchange agent with your stock certificates or, if you fail to include your stock certificates, the exchange agent will mail transmittal forms with instructions for the surrender of stock certificates for Roadway common stock as soon as practicable after the completion of the merger.

Other Business, Adjournment and Postponements

We are not aware of any other business to be acted upon at either special meeting. If, however, other matters are properly brought before either special meeting, your proxies will have discretion to vote or act on those matters according to their best judgment.

Any adjournment may be made from time to time by approval of the holders of common stock representing a majority of the votes present in person or by proxy at the special meeting, whether or not a quorum exists, without further notice other than by an announcement made at the special meeting. If a quorum is not present at either the Yellow or Roadway special meeting, holders of common stock of the relevant company may be asked to vote on a proposal to adjourn or postpone the relevant special meeting to solicit additional proxies. If a quorum is not present at the Yellow special meeting, the officers of the company or the holders of a majority of the shares entitled to vote who are present in person or by proxy at the meeting may adjourn or postpone the meeting. If a quorum is not present at the Roadway special meeting, the holders of a majority of the shares entitled to vote who are present in person or by proxy may adjourn the meeting. If a quorum is present at either of the special meetings but there are not sufficient votes at the time of the special meeting to approve the other proposal(s), holders of the common stock of the relevant company may also be asked to vote on a proposal to approve the adjournment or postponement of the special meeting to permit further solicitation of proxies.

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THE MERGER

Background of the Merger

Yellow and Roadway each continually evaluate strategic opportunities as a part of their ongoing evaluation of the commercial transportation marketplace. In the summer of 2001, Yellow and Roadway held a series of discussions to determine if sufficient areas of opportunity existed to allow for a merger that would result in a stronger, more diversified organization that could compete more successfully in the highly competitive and constantly changing commercial transportation marketplace.

During these discussions, representatives from various functional areas of Yellow and Roadway identified possible synergies that could create improved customer service and potential cost savings. After several months, discussions terminated because of the parties' differences regarding their respective strategies and future direction and because the parties were unable to agree upon a mutually acceptable organization structure for a merged entity. These discussions did not include proposals regarding possible acquisition prices, exchange ratios or transactional structures.

Since the late 1990s, Yellow has continued to focus on expanding its portfolio of services to include both asset and non-asset transportation services. In addition to its basic offering of Standard Ground less-than-truckload transportation, Yellow has penetrated its customer base with sales of branded, asset-based services such as:

Exact Express[®], an expedited and time-definite service with air and ground capabilities;

Definite Delivery[®], a guaranteed transit times service; and

Volume Advantage, for full trailer and heavyweight shipments.

Additionally, non-asset branded services through Meridian IQ have significantly broadened the overall service portfolio for Yellow customers.

After discussions between Roadway and Yellow ended in 2001, Roadway began to actively pursue its strategy of entering the next-day business. In November 2001, Roadway completed its acquisition of Arnold Industries, Inc., one of the leaders in the next-day business. Thereafter, Roadway focused on managing its operations and paying off indebtedness incurred in connection with the Arnold Industries acquisition. Also during this period, Roadway's board and management continued to review and evaluate Roadway's strategic direction and alternatives on an ongoing basis with the objective of enhancing value for Roadway's stockholders.

In late April 2003, William D. Zollars, Chairman of the Board, President and Chief Executive Officer of Yellow, contacted Michael W. Wickham, Chairman of the Board of Roadway, and expressed an interest in exploring a potential stock-for-stock merger of Yellow and Roadway in which Roadway stockholders would receive Yellow common stock at an exchange ratio that provided little or no premium. Mr. Wickham advised Roadway's other directors and management about his discussions with Mr. Zollars. Roadway's board and management evaluated the proposal discussed with Mr. Zollars, but did not believe that such a proposal was in the best interests of Roadway or its stockholders. Mr. Wickham advised Mr. Zollars that the Roadway board was not interested in exploring a stock-for-stock merger presenting

little or no premium.

As Yellow continued to pursue its business strategy, it became increasingly apparent to Yellow's management that a merger with Roadway would accelerate Yellow's efforts to provide a one stop shopping experience to a broader customer base. See Yellow's Reasons for the Merger. Yellow's management requested its financial advisor, Deutsche Bank, to prepare financial analyses to help Yellow determine the feasibility of a merger with Roadway. Based on these considerations, at the request of Yellow's management, the

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Yellow board asked Dennis Foster, a Yellow board member, to contact Frank Doyle, a Roadway board member, about reinitiating the companies discussions about a possible business combination.

In late May and early June 2003, Messrs. Foster and Doyle had a series of discussions regarding Yellow's desire to acquire Roadway and Yellow's interest in exploring a part stock, part cash transaction at a price as high as \$50.00 per Roadway share. Thereafter, Messrs. Doyle and Foster pursued discussions regarding a possible business combination between Yellow and Roadway structured on such a basis. During these discussions, Mr. Foster indicated that Yellow would be willing to pay Roadway a significant premium based on Roadway's current market price provided that Yellow's due diligence investigation of Roadway supported such a valuation.

On June 5, 2003, Roadway announced forecasted results for its second quarter 2003 earnings that were substantially less than its previously announced forecast. This resulted in an immediate decline in the per share price of Roadway's common stock. After this announcement, Messrs. Foster and Doyle continued discussions about a possible business combination. During these discussions, Mr. Foster confirmed that Yellow was still interested in acquiring Roadway and, subject to satisfactory completion of Yellow's due diligence, that Roadway's revised forecast would not impact the premium Yellow was willing to pay Roadway's stockholders.

On June 12, 2003, Roadway's board met and was briefed on the status of discussions between Messrs. Foster and Doyle and authorized continued discussions with Yellow about a possible business combination. At this meeting, Roadway's general counsel discussed the board's fiduciary duties in the context of a transaction with Yellow.

On June 13, 2003, Yellow's board met and was briefed on the discussions to date. Also at this meeting, Yellow's general counsel discussed the board's fiduciary duties in the context of a possible business combination.

In mid-June, Roadway engaged Credit Suisse First Boston to act as its financial advisor in connection with a potential transaction with Yellow. On June 17, 2003, Roadway's board held a meeting to discuss a possible transaction with Yellow. During this meeting, the Roadway board discussed, among other things, industry trends regarding consolidation and other strategic alternatives available to Roadway. Also at this meeting, Credit Suisse First Boston reviewed with Roadway's board financial aspects of such a transaction as well as industry trends, including consolidation. Roadway's board authorized the continued exploration of a possible business combination with Yellow.

After further discussions between Messrs. Foster and Doyle, on June 18, 2003, Mr. Doyle telephoned Mr. Foster to express Roadway's desire to engage in additional discussions about a possible business combination.

On June 19, 2003, Mr. Zollars and Daniel J. Churay, Senior Vice President, General Counsel and Secretary of Yellow, met Mr. Wickham and John J. Gasparovic, Executive Vice President, General Counsel and Secretary of Roadway, in Cleveland to begin negotiating terms and conditions of an acquisition, including treatment of Roadway's employees, and to set a timetable for each company's due diligence review of the other. Later that day, Yellow's board received an update on the status of the discussions.

On June 20, 2003, Roadway's board met to discuss Mr. Wickham's discussions with Mr. Zollars and Mr. Doyle's discussions with Mr. Foster. Roadway's board authorized the continued exploration of a proposed business combination with Yellow.

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After entering into mutual confidentiality arrangements, during the period of June 25-27, 2003, a team of legal, financial, operational and other representatives of Yellow began their due diligence review of Roadway at the Cleveland offices of Jones Day, Roadway's legal counsel. This review included, among other things, an update and confirmation of the investigation of consolidation synergies that was conducted in 2001. Concurrent with this review, a team of Roadway representatives conducted a due diligence investigation of Yellow in Overland Park, Kansas. These reviews continued until the merger agreement was signed.

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On June 26, 2003, Mr. Gasparovic and James D. Staley, President and Chief Executive Officer of Roadway, met with Mr. Zollars in New York to discuss various aspects of the proposed business combination.

On June 30, 2003, Roadway's board met to discuss the status of negotiations with Yellow and Mr. Staley's meeting with Mr. Zollars. During this meeting, Roadway's board discussed, among other things, the terms of the proposed transaction and the strategic rationale for the transaction.

From June 27, 2003 to July 1, 2003, the parties negotiated the terms of the merger agreement, including Roadway's requirement that Yellow have committed financing for the transaction, and completed a significant portion of their due diligence review.

On July 1, 2003, Deutsche Bank expressed its oral opinion that, subject to a review of the final negotiated terms of the merger agreement and the consideration and approval of Deutsche Bank's fairness opinion committee, Deutsche Bank should be able to deliver a written fairness opinion that the consideration to be paid by Yellow to the Roadway stockholders in the merger would be fair from a financial point of view to Yellow. The Yellow board then approved the proposed merger subject to satisfactory completion of the negotiation of the definitive merger agreement and authorized the officers of Yellow with the assistance of Mr. Foster to make a proposal to Roadway of up to \$48.00 per Roadway share in the form of a merger agreement with specified terms and conditions, including (among other things) the condition that the Yellow board receive Deutsche Bank's written opinion. The Yellow board also authorized the officers of Yellow to obtain the financing required for Yellow to consummate the merger.

On July 2, 2003, Mr. Foster contacted Mr. Doyle and indicated that Yellow was prepared to pursue a merger with Roadway on the bases previously discussed. Mr. Foster initially proposed that Roadway stockholders would receive \$46.00 per share, with one-half of the total consideration payable in Yellow common stock and one-half of the total consideration payable in cash. After further negotiations, Mr. Foster increased Yellow's proposal to \$48.00 per share. Mr. Doyle indicated that he would advise Roadway's board of directors regarding the proposal and reaffirmed Roadway's requirement that the financing for the transaction be fully committed before Roadway would enter into a merger agreement.

On July 3, 2003, Roadway's board met to discuss Yellow's proposal as well as the status of Roadway's due diligence of Yellow and the negotiations regarding other aspects of the proposed transaction. After thorough discussion, Roadway's board determined that it supported a transaction with Yellow at the \$48.00 per share price proposed by Yellow subject to satisfactory negotiation of the other terms and conditions of the merger agreement, including the appropriate exchange ratio and collar for the stock portion of the consideration. Roadway's board authorized Roadway's management to continue to negotiate the terms of the merger agreement with Yellow.

On July 6, 2003, Roadway's board met again to discuss the status of negotiations with Yellow. During this meeting, Jones Day reviewed the material terms and conditions of the merger agreement, as negotiated to date, and the legal duties and responsibilities of Roadway's board in connection with the proposed merger. Also during this meeting, Roadway's management reviewed certain management and other issues related to the proposed merger.

Negotiations regarding the terms of the merger agreement, including Yellow's financing, the collar arrangement and Yellow's right to terminate the merger agreement if the per share price of its common stock fell below a certain level during the applicable measurement period, continued through the morning of July 8, 2003.

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On July 8, 2003, Yellow entered into agreements with Deutsche Bank and certain of its affiliates to finance the cash portion of the merger consideration to be paid to the Roadway stockholders and to refinance certain existing debt facilities of the combined company and provided copies of such commitments to Roadway.

Also, on July 8, 2003, Roadway's board held a meeting to review with Roadway's management and legal and financial advisors the status of the negotiations and the proposed terms and conditions of the merger with

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Yellow. During this meeting, Jones Day updated the board on changes to the material terms and conditions of the merger agreement previously discussed and reviewed again the legal duties and responsibilities of Roadway's board in connection with the proposed merger. Credit Suisse First Boston reviewed its financial analysis of the merger consideration and rendered to Roadway's board an oral opinion, which opinion was confirmed by delivery of a written opinion dated July 8, 2003, to the effect that, as of that date and based on and subject to the matters described in its opinion, the merger consideration was fair, from a financial point of view, to the holders of Roadway common stock. Roadway's board then carefully considered the benefits and risks to Roadway and its stockholders of a merger with Yellow. Following a thorough discussion, Roadway's board unanimously determined that the merger was advisable, approved the merger agreement, determined that the terms of the merger agreement and the transactions contemplated by the merger agreement were advisable and fair to, and in the best interests of, Roadway and the holders of Roadway common stock, determined to recommend the merger agreement, the merger and the other transactions contemplated by the merger agreement to the holders of Roadway common stock for approval and adoption, and recommended that the holders of Roadway common stock adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

Following the Roadway board meeting and Roadway's receipt of the signed commitment letters, Roadway and Yellow signed the merger agreement and issued a joint press release announcing the execution of the merger agreement.

Yellow's Reasons for the Merger

The Yellow board believes that the terms of the merger are fair to, and in the best interests of, Yellow and has unanimously approved the merger agreement and the merger and unanimously recommends that Yellow stockholders vote **FOR** approval of the Yellow proposal.

In reaching its conclusion, the Yellow Board considered, among other factors:

The complementary operations and capabilities of the combined company with the increased scale (including expected combined revenue in excess of \$6 billion per year), strong financial base and market reach necessary to increase stockholder value and enhance customer service. Specifically, the merger would allow the combined company to:

strengthen its position in the highly competitive domestic and global transportation marketplace;

continue to invest in and grow the brands of both businesses;

implement best practices over a broader customer base;

leverage service capabilities and technologies for the benefit of customers, allowing the costs of improvements to spread out over a larger revenue base for the benefit of customers; and

introduce additional non-asset-based transportation management services to Roadway customers.

The potential for the merger to accelerate the portfolio strategy of offering a broad range of services for business to business transportation decision makers.

The limited overlap of the Yellow customer base with the Roadway customer base.

The opportunity to allow each company to more effectively compete against the industry's largest integrated service providers, specifically, UPS and Federal Express.

The opportunity to more effectively compete with numerous union and non-union less-than-truckload competitors.

The creation of a more competitive position against non traditional competitors such as third party logistics providers, freight forwarders/consolidators and truckload competitors.

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The recent conclusion in March 2003 of a new five-year union contract between each of Yellow and Roadway and the International Brotherhood of Teamsters and the ability of the combined company to maintain a stable work environment for its employees.

The financial performance and condition, business operations and prospects of each of Yellow and Roadway.

The structure of the transaction and terms of the merger agreement and the financing arrangements for the cash portion of the merger consideration to be paid to the Roadway stockholders and to refinance certain existing debt facilities of the combined company. See The Merger Agreement beginning on page 73 of this joint proxy statement/prospectus.

Expected combination benefits, including revenue synergies and cost savings. Yellow expects that annual cost synergies at a \$45 million run rate could be achieved at the end of the first year after the closing of the merger with the possibility of additional cost synergies, as well as revenue synergies, in the longer-term. See Forward-Looking Statements beginning on page 36 of this joint proxy statement/prospectus.

The near-term and long-term earnings per share and cash flow of the combined entity as compared to Yellow on a standalone basis. Yellow expects the transaction to be accretive within 12 months after closing and provide a return in excess of the weighted average cost of capital in the second year. See Forward-Looking Statements beginning on page 36 of this joint proxy statement/prospectus.

The relative market capitalizations of Yellow and Roadway, and the expected capital structure of the combined entity after the merger, including the availability of financing for the transaction at relatively low interest rates.

The opinion of Deutsche Bank described below, including Deutsche Bank's conclusion that the merger consideration was fair, from a financial point of view, to Yellow as of the date of its opinion. The Deutsche Bank opinion is based upon and subject to the factors and assumptions, qualifications and limitations set forth therein.

The compatibility of the corporate cultures of the management teams and employees of both companies, the willingness of James D. Staley, Chief Executive Officer of Roadway, and his leadership team to continue serving the combined company and the willingness of three Roadway directors, Messrs. Frank P. Doyle, John F. Fiedler and Phillip J. Meek, to join the board of Yellow Roadway.

In determining that the merger was fair to, and in the best interests of, Yellow, the Yellow board considered the factors above as a whole and did not assign specific or relative weights to those factors. The Yellow board believes that the merger is an opportunity for Yellow stockholders to participate in a combined, more successful enterprise that has significantly greater business and financial resources than Yellow would have absent the merger.

Recommendation of the Yellow Board of Directors

After consideration of the factors discussed above, and without weight to any specific factor, the members of Yellow's board of directors voting on the merger and the proposed amendment to Yellow's certificate of incorporation, have determined that the terms of the merger are in the best interest of Yellow.

The Yellow board recommends that Yellow stockholders vote at the Yellow special meeting to approve the issuance of Yellow common stock pursuant to and in accordance with the merger agreement and the amendment to Yellow's certificate of incorporation for the

name change.

Opinion of Deutsche Bank Securities Inc., Financial Advisor to Yellow Corporation

Deutsche Bank has acted as financial advisor to Yellow in connection with the merger. On July 8, 2003, Deutsche Bank delivered its written opinion to the Yellow board of directors to the effect that, as of the date of

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such opinion, based upon and subject to the assumptions made, matters considered and limits of the review undertaken by Deutsche Bank, the merger consideration payable to the shareholders of Roadway in the merger was fair, from a financial point of view, to Yellow.

The full text of Deutsche Bank's written opinion, dated July 8, 2003, which discusses, among other things, the assumptions made, matters considered and limits on the review undertaken by Deutsche Bank in connection with its opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference. Stockholders are urged to read Deutsche Bank's opinion in its entirety. The following summary, which is qualified in its entirety by reference to the full text of Deutsche Bank's opinion, discusses the material terms of the opinion.

In connection with Deutsche Bank's role as financial advisor to Yellow, and in arriving at its opinion, Deutsche Bank, among other things, reviewed publicly available financial information and other information concerning Yellow and Roadway and internal analyses and other information furnished to it by Yellow and Roadway. Deutsche Bank also held discussions with the members of the senior managements of Yellow and Roadway regarding the businesses and prospects of their respective companies and the joint prospects of a combined enterprise. In addition, Deutsche Bank:

reviewed the reported prices and trading activity for the common stock of both Yellow and Roadway,

compared financial and stock market information for Yellow and Roadway with similar information for selected companies whose securities are publicly traded,

reviewed the financial terms of selected recent business combinations which it deemed comparable in whole or in part,

reviewed the terms of the merger agreement, and

performed other studies and analyses and considered other factors as it deemed appropriate.

In preparing its opinion, Deutsche Bank did not assume responsibility for the independent verification of, and did not independently verify, any information, whether publicly available or furnished to it, concerning Yellow or Roadway, including, without limitation, any financial information, forecasts or projections, considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, Deutsche Bank assumed and relied upon the accuracy and completeness of all this information. Deutsche Bank did not conduct a physical inspection of any of the properties or assets, and did not prepare or obtain any independent evaluation or appraisal of any of the assets or liabilities of Yellow or Roadway. Deutsche Bank assumed that the financial forecasts and projections made available to Deutsche Bank and used in its analysis, including analyses and forecasts of certain cost savings, operating efficiencies, revenue effects and financial synergies (collectively referred to in this summary as synergies) expected by Yellow and Roadway to be achieved as a result of the merger, were reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of Yellow or Roadway, as the case may be, as to the matters covered thereby. In rendering its opinion, Deutsche Bank expressed no view as to the reasonableness of these forecasts and projections, including the synergies, or the assumptions on which they are based. Deutsche Bank's opinion was necessarily based upon economic, market and other conditions as in effect on, and the information made available to Deutsche Bank as of, the date of its opinion.

In rendering its opinion, Deutsche Bank assumed that, in all respects material to its analysis,

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the representations and warranties of Yellow and Roadway contained in the merger agreement are true and correct,

Yellow and Roadway will each perform all of the covenants and agreements to be performed by it under the merger agreement,

all conditions to the obligation of each of Yellow and Roadway to consummate the merger will be satisfied without any waiver of them,

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all material governmental, regulatory or other approvals and consents required in connection with the consummation of the transactions contemplated by the merger agreement will be obtained, and

in connection with obtaining any necessary governmental, regulatory or other approvals and consents, or any amendments, modifications or waivers to any agreements, instruments or orders to which either Yellow or Roadway is a party or subject or by which it is bound, no limitations, restrictions or conditions will be imposed or amendments, modifications or waivers made that would have a material adverse effect on Yellow or Roadway or materially reduce the contemplated benefits of the merger to Yellow.

Below is a brief summary of the material financial analyses performed by Deutsche Bank in connection with its opinion.

Historical Stock Performance. Deutsche Bank reviewed and analyzed recent and historical market prices and trading volume for Yellow common stock and Roadway common stock and compared these market prices to certain stock market indices.

Analysis of Selected Publicly Traded Companies. Deutsche Bank compared financial information and commonly used valuation measurements for Roadway to corresponding information and measurements for a group of six publicly traded companies in the less-than-truckload, or LTL, industry, which Deutsche Bank refers to as the selected companies:

Yellow

Arkansas Best Corporation

CNF Inc.

Old Dominion Freight Line, Inc.

SCS Transportation, Inc.

USF Corporation

The financial information and valuation measurements that Deutsche Bank compared included, among other things,

common equity market valuation,

capitalization ratios,

operating performance,

ratios of common equity market value as adjusted for debt and cash, or enterprise value, to

revenues,

earnings before interest expense, income taxes and depreciation and amortization, or EBITDA, and

earnings before interest expense and income taxes, or EBIT, and

ratios of common equity market prices per share, or equity value, to earnings per share.

To calculate the trading multiples for Roadway and the selected companies, Deutsche Bank used publicly available information concerning historical and projected financial performance, including published historical financial information and earnings estimates reported by the Institutional Brokers Estimate System, or IBES. IBES is a data service that monitors and publishes compilations of earnings estimates by selected research analysts regarding companies of interest to institutional investors.

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In each case assuming a notional merger consideration of \$48.00 per Roadway share, Deutsche Bank calculated that, on a trailing twelve month basis:

the multiple of enterprise value to revenues was 0.4x for Roadway, compared to a range of 0.3x to 0.7x, with a median of 0.4x, for the selected companies;

the multiple of enterprise value to EBITDA was 6.4x for Roadway, compared to a range of 4.2x to 6.0x, with a median of 5.7x, for the selected companies; and

the multiple of enterprise value to EBIT was 10.9x for Roadway, compared to a range of 9.6x to 12.9x, with a median of 10.9x, for the selected companies.

None of the companies used as a comparison is identical to Roadway. Accordingly, Deutsche Bank believes the analysis of publicly traded comparable companies is not simply mathematical. Rather, it involves complex considerations and qualitative judgments, reflected in Deutsche Bank's opinion, concerning differences in financial and operating characteristics of the selected companies and other factors that could affect the public trading value of the selected companies. Deutsche Bank also considered the potential impact of the collar on the value of the stock portion of the merger consideration and the implied valuation multiples for Roadway.

Analysis of Selected Precedent Transactions. Deutsche Bank reviewed the financial terms, to the extent publicly available, of five completed mergers and acquisition transactions with enterprise values greater than \$100 million since 1995 involving companies in the less-than-truckload industry, which Deutsche Bank refers to as the selected transactions. Deutsche Bank calculated various financial multiples and premiums over market value based on certain publicly available information for each of the selected transactions and compared them to corresponding financial multiples and premiums over market value for the merger. The transactions reviewed were:

<u>Date announced</u>	<u>Target</u>	<u>Acquiror</u>
August 2001	Arnold Industries	Roadway
November 2000	American Freightways	FedEx Corporation
June 1999	Jevic Transportation	Yellow
October 1997	Caliber System, Inc.	FedEx Corporation
July 1995	Worldway Corporation	Arkansas Best Corporation

In each case assuming a notional merger consideration of \$48.00 per Roadway share, Deutsche Bank calculated that:

the multiple of enterprise value to trailing twelve month revenues was 0.4x for the merger compared to a range of 0.2x to 1.1x, with a median of 0.9x, for the selected transactions;

the multiple of enterprise value to trailing twelve month EBITDA was 6.4x for the merger compared to a range of 5.6x to 11.0x, with a median of 6.4x, for the selected transactions; and

the multiple of enterprise value to trailing twelve month EBIT was 10.9x for the merger compared to a range of 8.9x to 25.2x, with a median of 10.3x, for the selected transactions.

Deutsche Bank also considered the potential impact of the collar on the value of the stock portion of the merger consideration and the implied valuation multiples for Roadway.

Deutsche Bank also calculated that the selected transactions were effected at a premium to the acquired companies' per share market price four weeks prior to the announcement of the transaction and to the acquired companies' per share market price one day prior to announcement of the transaction ranging from 12% to 61% (with a median of 47%) and 5% to 61% (with a median of 16%), respectively, compared to premiums of 66% and 60%, respectively, for the merger (based on the per share market price four weeks and one day prior to the July 8, 2003 announcement of the proposed merger and a notional merger consideration of \$48.00 per Roadway share). Deutsche Bank also considered the potential impact of the low and the high end of the collar on the value of the stock portion of the merger consideration and the implied premium to Roadway's share price.

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All multiples for the selected transactions were based on public information available at the time of announcement of that transaction, without taking into account differing market and other conditions during the nine-year period during which the selected transactions occurred.

Because the reasons for, and circumstances surrounding, each of the precedent transactions analyzed were so diverse, and due to the inherent differences between the operations and financial conditions of Roadway and the companies involved in the selected transactions, Deutsche Bank believes that a comparable transaction analysis is not simply mathematical. Rather, it involves complex considerations and qualitative judgments, reflected in Deutsche Bank's opinion, concerning differences between the characteristics of these transactions and the merger that could affect the value of the subject companies and businesses and Roadway and Yellow.

Discounted Cash Flow Analysis. Deutsche Bank performed a discounted cash flow analysis for Roadway. Deutsche Bank calculated the discounted cash flow values for Roadway as the sum of the net present values of:

the estimated future cash flow that Roadway will generate for the years 2004 through 2007, plus

the value of Roadway at the end of that period.

The estimated future cash flows were based on the financial projections for Roadway for the years 2003 through 2007 prepared by Yellow's management. The terminal values of Roadway were calculated based on projected EBITDA for 2007 and a range of multiples of 5.5x and 6.5x. Deutsche Bank used discount rates ranging from 9.0% to 10.0%. Deutsche Bank used these discount rates based on its judgment of the estimated weighted average cost of capital of Roadway, and used these multiples based on its review of the trading characteristics of the common stock of the selected companies as well as the transaction multiples implied by the selected transactions. This analysis indicated a range of values of \$47.97 to \$59.27 per share, excluding synergies, which Deutsche Bank compared to the merger consideration.

Pro Forma Combined Earnings Analysis. Deutsche Bank analyzed certain pro forma effects of the merger. Based on this analysis, Deutsche Bank computed the resulting dilution/accretion to the combined company's earnings per share estimates for the fiscal years ending 2004 and 2005, before and after taking into account any potential synergies identified by Yellow management and before non-recurring costs relating to the merger. Deutsche Bank noted that assuming Yellow's stock price remained within the range of the collar and before taking into account any potential synergies and before non-recurring costs, the merger would be approximately 9.7% dilutive and 9.4% dilutive to the combined company's earnings per share for the fiscal years ending 2004 and 2005, respectively. Deutsche Bank also noted that after taking into account the potential synergies for the fiscal years ending 2004 and 2005, respectively, and before non-recurring costs, the merger would be approximately 0.3% accretive to the combined company's earnings per share for the fiscal year ending 2004 and approximately 14.0% accretive to the combined company's earnings per share for the fiscal year ending 2005. Deutsche Bank also considered the potential impact on the combined company's earnings per share estimates for the fiscal years ending 2004 and 2005, in the event that Yellow's stock price traded outside the collar.

The preceding summary describes all analyses and factors that Deutsche Bank deemed material in its presentation to Yellow's board of directors, but is not a comprehensive description of all analyses performed and factors considered by Deutsche Bank in connection with preparing its opinion. The preparation of a fairness opinion is a complex process involving the application of subjective business judgment in determining the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description. Deutsche Bank believes that its analyses must be considered as a whole and that considering any portion of its analyses and of the factors considered without considering all analyses and factors could create a misleading view of the process underlying the opinion. In arriving at its fairness determination, Deutsche Bank did not assign specific weights to any particular analyses.

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In conducting its analyses and arriving at its opinion, Deutsche Bank used a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling Deutsche Bank to provide its

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opinion to the Yellow board of directors as to the fairness from a financial point of view to Yellow of the consideration to be paid by Yellow to the Roadway stockholders in the merger and do not purport to be appraisals or necessarily to reflect the prices at which businesses or securities actually may be sold, which are inherently subject to uncertainty. In connection with its analyses, Deutsche Bank made, and was provided by Yellow management with, numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond Yellow's or Roadway's control. Analyses based on estimates or forecasts of future results are not necessarily indicative of actual past or future values or results, which may be significantly more or less favorable than those suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of Yellow, Roadway or their respective advisors, neither Yellow nor Deutsche Bank nor any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

The terms of the merger were determined through negotiations between Yellow and Roadway and were approved by the Yellow board of directors. Although Deutsche Bank provided advice to Yellow during the course of these negotiations, the decision to enter into the merger was solely that of the Yellow board of directors. As described above, the opinion and presentation of Deutsche Bank to the Yellow board of directors were only one of a number of factors taken into consideration by the Yellow board of directors in making its determination to approve the merger. Deutsche Bank's opinion was provided to the Yellow board of directors to assist it in connection with its consideration of the merger and does not constitute a recommendation to any stockholder as to how to vote with respect to the merger, the stock issuance or any other matter.

Yellow selected Deutsche Bank as financial advisor in connection with the merger based on Deutsche Bank's qualifications, expertise, reputation and experience in mergers and acquisitions. Yellow has retained Deutsche Bank pursuant to an engagement letter dated July 7, 2003. As compensation for Deutsche Bank's services in connection with the merger, Yellow agreed to pay Deutsche Bank:

a cash retainer fee of \$100,000 which became payable on July 7, 2003;

an additional cash opinion fee of \$1,500,000, which became payable upon the rendering of Deutsche Bank's opinion;

an additional cash fee of \$2,000,000, which became payable upon execution of the Merger Agreement; and

an additional cash fee of \$3,400,000, payable if the merger is consummated. Regardless of whether the merger is consummated, Yellow has agreed to reimburse Deutsche Bank for reasonable fees and disbursements of Deutsche Bank's counsel and all of Deutsche Bank's reasonable travel and other out-of-pocket expenses incurred in connection with the merger or otherwise arising out of the retention of Deutsche Bank under the engagement letter.

Yellow has also agreed to indemnify Deutsche Bank and certain related persons to the full extent lawful against certain liabilities, including certain liabilities under the federal securities laws arising out of its engagement or the merger.

Deutsche Bank is an internationally recognized investment banking firm experienced in providing advice in connection with mergers and acquisitions and related transactions. Deutsche Bank and its affiliates have, from time to time, provided investment banking services to Yellow or its affiliates for which they have received compensation. One or more affiliates of Deutsche Bank currently are parties to existing credit facilities under which they may be obligated to lend to Yellow upon its request, although Yellow currently has no outstanding indebtedness to Deutsche Bank or its affiliates under the existing facilities. One or more affiliates of Deutsche Bank also have agreed to provide financing to Yellow in connection with the merger in order to replace the existing facilities, for which they will receive compensation. Deutsche Bank was also one of the initial purchasers and the sole book-running manager in Yellow's recent offering of its 5.0% contingent convertible senior notes due 2023, for which Deutsche Bank received compensation. Deutsche Bank and its affiliates may

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actively trade securities of Yellow or Roadway for their own account or the account of their customers and, accordingly, may from time to time hold a long or short position in such securities.

Roadway's Reasons for the Merger

The Roadway board of directors believes that the terms of the merger are advisable and fair to, and in the best interests of, Roadway and has unanimously recommended that Roadway stockholders vote for the approval of the merger.

In reaching its conclusion, Roadway considered, among other factors:

the consideration to be received by Roadway's stockholders, which, as of July 8, 2003 when the merger was publicly announced, represented a 49% premium over the average closing price for Roadway common stock during the 60 trading days immediately prior to the public announcement of the merger;

the structure of the collar on the exchange ratio, which provides for a fixed exchange ratio of 1.924 shares of Yellow common stock if Yellow's average closing price is between \$21.21 per share and \$28.69 per share and a fixed value of \$21.21 per share if Yellow's average closing price is below \$21.21, thereby protecting Roadway stockholders against a decline in Yellow's average closing price below \$21.21 per share;

the results of an examination of strategic alternatives, including remaining independent, acquiring other companies or businesses or a sale to another third party, and the determination that a merger with Yellow, a company with an excellent reputation and a significant presence in the transportation business, would benefit Roadway and its stockholders as well as its employees and customers in more ways than remaining independent, acquiring other companies or businesses or as a potential target of a third party;

the ability of Roadway stockholders to elect to exchange their shares for cash, Yellow common stock or a combination of both, subject to the proration and allocation provisions described in this joint proxy statement/prospectus;

the ability to consummate the merger as a tax-free reorganization for federal income tax purposes;

the current industry, economic and market conditions and trends and the likelihood of continuing consolidation and increasing competition in the industry;

the opportunities for the combined company to benefit from revenue synergies and cost savings following completion of the merger;

the opportunity for the stockholders of Roadway to participate in a larger combined company and to benefit from future growth of the combined company;

the determination that a combined Yellow and Roadway is in a better position to serve Roadway's customers in the long term, because it is a broader based company (both on a products and geographic basis) with a greater ability to provide appropriate service;

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the financial presentation of Credit Suisse First Boston, including its opinion dated July 8, 2003 to Roadway's board of directors as to the fairness, from a financial point of view and as of the date of the opinion, of the merger consideration to be received by holders of Roadway common stock, as more fully described below under the caption "Opinion of Credit Suisse First Boston LLC, Financial Advisor to Roadway Corporation" beginning on page 54 of this joint proxy statement/prospectus;

the ownership by Roadway stockholders of approximately 40% of Yellow's common stock after the merger (assuming that Yellow's average closing price is within the collar); and

the fact that three of Roadway's directors would be nominated to join Yellow's board of directors if and when the merger is completed.

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In addition to the above factors, in the course of its meetings, the Roadway board of directors reviewed and considered a wide variety of information relevant to the merger, including:

information concerning Roadway's and Yellow's businesses, historical financial performance and condition, operations, customers, competitive positions, prospects and management;

current financial market conditions and historical market prices, volatility and trading information with respect to Roadway common stock and Yellow common stock;

discussions with Roadway's management and legal and financial advisors as to the results of their due diligence investigations of Yellow;

the potential impact of the merger on customers, employees and other constituencies of Roadway; and

the terms and conditions of the merger agreement, including the parties' representations, warranties, covenants and conditions to their respective obligations, as well as:

the ability of Roadway's board of directors to consider unsolicited, superior acquisition proposals from third parties; and

the size of the termination fee provided in the merger agreement and the circumstances in which it is payable, which the Roadway board of directors believes would not reasonably be expected to discourage competing business combination proposals from third parties.

The Roadway board also considered countervailing factors in its deliberations concerning the merger, including:

the possibility that the merger might not be completed, or that completion might be unduly delayed;

the risk that the potential benefits sought in the merger might not be fully realized;

the risk that, because of potential proration, Roadway stockholders may receive a form of consideration in the merger different from that which they elected to receive, and the potential tax consequences to these Roadway stockholders;

the fact that Yellow has the right to terminate the merger agreement if Yellow's average closing price is less than \$16.63;

the limitations upon the interim business operations of Roadway imposed by the merger agreement and the risks to Roadway's continuing businesses if the merger is not consummated, including the potential negative impact of the ability of Roadway to retain key employees if the merger is not consummated; and

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various other risks associated with the merger and the businesses of Roadway, Yellow and the combined company described in the section entitled Risk Factors beginning on page 29 of this joint proxy statement/prospectus.

The above discussion of the information and factors considered by the Roadway board includes the material factors considered by the Roadway board and is not intended to be exhaustive of all factors considered by the Roadway board. In view of the wide variety of factors, both positive and negative, considered by the Roadway board, the Roadway board did not find it practical to, and did not, quantify or otherwise seek to assign relative weights to the specific factors considered. After taking into consideration all of the factors described above as of the date of this joint proxy statement/prospectus, the Roadway board continues to believe that the merger is advisable and fair to, and in the best interests of Roadway and its stockholders and continues to recommend adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

Recommendation of the Roadway Board of Directors

After careful consideration of the factors discussed above, including the terms of the merger agreement and the merger, and without weight to any specific factor, the members of Roadway's board of directors voting on

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the merger agreement and the transactions contemplated by the merger agreement, including the merger, have determined that the terms of the merger agreement and the merger and the other transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, Roadway and its stockholders.

The Roadway board recommends that Roadway stockholders vote at the Roadway special meeting to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

Opinion of Credit Suisse First Boston LLC, Financial Advisor to Roadway Corporation

Credit Suisse First Boston LLC has acted as Roadway's exclusive financial advisor in connection with the merger. Roadway selected Credit Suisse First Boston based on Credit Suisse First Boston's experience, reputation and familiarity with Roadway and its business. Credit Suisse First Boston is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

In connection with Credit Suisse First Boston's engagement, Roadway requested that Credit Suisse First Boston evaluate the fairness, from a financial point of view, of the merger consideration to the holders of Roadway common stock. On July 8, 2003, at a meeting of Roadway's board of directors held to evaluate the merger, Credit Suisse First Boston rendered to Roadway's board an oral opinion, which opinion was confirmed by delivery of a written opinion dated the same date, to the effect that, as of that date and based on and subject to the matters described in its opinion, the merger consideration was fair, from a financial point of view, to the holders of Roadway common stock.

The full text of Credit Suisse First Boston's written opinion, dated July 8, 2003, to Roadway's board of directors, which sets forth the procedures followed, assumptions made, matters considered and limitations on the review undertaken, is attached as Annex C and is incorporated into this joint proxy statement/prospectus by reference. Holders of Roadway common stock are encouraged to read this opinion carefully and in its entirety. Credit Suisse First Boston's opinion was provided to Roadway's board of directors in connection with its evaluation of the merger consideration and relates only to the fairness, from a financial point of view, of the merger consideration. Credit Suisse First Boston's opinion does not address any other aspect of the proposed merger and does not constitute a recommendation to any stockholder as to how any stockholder should vote or act with respect to any matters relating to the proposed merger or the form of merger consideration, if any, to be elected by any stockholder. The summary of Credit Suisse First Boston's opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, Credit Suisse First Boston reviewed the merger agreement and publicly available business and financial information relating to Roadway and Yellow. Credit Suisse First Boston also reviewed other information relating to Roadway and Yellow, including financial forecasts, provided to or discussed with Credit Suisse First Boston by the managements of Roadway and Yellow and met with the managements of Roadway and Yellow to discuss the businesses and prospects of Roadway and Yellow. Credit Suisse First Boston considered financial and stock market data of Roadway and Yellow and compared those data with similar data for publicly held companies in businesses similar to Roadway and Yellow and considered, to the extent publicly available, the financial terms of other business combinations and transactions which have been effected. Credit Suisse First Boston also considered other information, financial studies, analyses and investigations and financial, economic and market criteria that it deemed relevant.

In connection with its review, Credit Suisse First Boston did not assume any responsibility for independent verification of any of the information that it reviewed or considered and relied on that information being

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complete and accurate in all material respects. With respect to financial forecasts relating to Roadway and Yellow, Credit Suisse First Boston was advised, and assumed, that the forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of Roadway and Yellow as to the future financial performance of Roadway and Yellow and the potential cost savings and other synergies, including the amount, timing and achievability of these cost savings and other synergies, anticipated to result from the merger. Credit Suisse First Boston also assumed, with Roadway's consent, that the merger would be treated as a tax-free reorganization for federal income tax purposes. Credit Suisse First Boston further assumed, with Roadway's consent, that the merger would be consummated as set forth in the merger agreement without waiver, modification or amendment of any material term, condition or agreement thereof and that, in the course of obtaining any regulatory or third-party consents, approvals or agreements in connection with the merger, no limitations, restrictions or conditions would be imposed that would have an adverse effect on Roadway, Yellow or the contemplated benefits of the merger.

Credit Suisse First Boston was not requested to, and it did not, make an independent evaluation or appraisal of the assets or liabilities, contingent or otherwise, of Roadway or Yellow, and Credit Suisse First Boston was not furnished with any evaluations or appraisals. Credit Suisse First Boston's opinion was necessarily based on information available to it, and financial, economic, market and other conditions as they existed and could be evaluated, on the date of Credit Suisse First Boston's opinion. Credit Suisse First Boston did not express any opinion as to what the actual value of Yellow common stock will be when issued in the merger or the prices at which Yellow common stock will trade at any time. In connection with its engagement, Credit Suisse First Boston was not requested to, and it did not, solicit third-party indications of interest in acquiring all or any part of Roadway. Credit Suisse First Boston's opinion did not address the relative merits of the merger as compared to other business strategies that might be available to Roadway or Roadway's underlying business decision to proceed with the merger. Although Credit Suisse First Boston evaluated the merger consideration from a financial point of view, Credit Suisse First Boston was not requested to, and it did not, recommend the specific consideration payable in the merger, which consideration was determined between Roadway and Yellow. Except as described above, Roadway imposed no other limitations on Credit Suisse First Boston with respect to the investigations made or procedures followed in rendering its opinion.

In preparing its opinion to Roadway's board of directors, Credit Suisse First Boston performed a variety of financial and comparative analyses, including those described below. The summary of Credit Suisse First Boston's analyses described below is not a complete description of the analyses underlying its opinion. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, Credit Suisse First Boston made qualitative judgments as to the significance and relevance of each analysis and factor that it considered. Accordingly, Credit Suisse First Boston believes that its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion.

In its analyses, Credit Suisse First Boston considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Roadway and Yellow. No company, transaction or business used in Credit Suisse First Boston's analyses as a comparison is identical to Roadway, Yellow or the proposed merger, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, business segments or transactions analyzed. The estimates contained in Credit Suisse First Boston's analyses and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, analyses relating to the value of businesses or

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securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. Accordingly, the estimates used in, and the results derived from, Credit Suisse First Boston's analyses are inherently subject to substantial uncertainty.

Credit Suisse First Boston's opinion and financial analyses were only one of many factors considered by Roadway's board of directors in its evaluation of the proposed merger and should not be viewed as determinative of the views of Roadway's board of directors or management with respect to the merger or the merger consideration.

The following is a summary of the material financial analyses underlying Credit Suisse First Boston's opinion dated July 8, 2003 delivered to Roadway's board of directors in connection with the merger. **The financial analyses summarized below include information presented in tabular format. In order to fully understand Credit Suisse First Boston's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Credit Suisse First Boston's financial analyses.**

Roadway Analyses

Selected Companies Analysis

Using publicly available information, Credit Suisse First Boston reviewed the market values and implied trading multiples of the following selected publicly traded national and regional less-than-truckload carriers in the trucking industry, referred to below as National Less-Than-Truckload Carriers and Regional Less-Than-Truckload Carriers, respectively:

<u>National Less-Than-Truckload Carriers</u>	<u>Regional Less-Than-Truckload Carriers</u>
Arkansas Best Corporation	CNF Inc.
Roadway	USF Corporation
Yellow	Old Dominion Freight Line, Inc.
	SCS Transportation, Inc.

All multiples were based on closing stock prices on July 3, 2003. Estimated financial data and implied trading multiples for the selected companies were based on publicly available research analysts' estimates and public filings. Credit Suisse First Boston reviewed enterprise values as a multiple of calendar years 2003 and 2004 estimated earnings before interest, taxes, depreciation and amortization, commonly referred to as EBITDA. Credit Suisse First Boston also reviewed equity values as a multiple of calendar years 2003 and 2004 estimated diluted earnings per share. Credit Suisse First Boston then applied a range of selected multiples of calendar years 2003 and 2004 estimated EBITDA and diluted earnings per share derived from the selected companies to corresponding financial data for Roadway utilizing internal estimates of Roadway's management. This analysis indicated the following approximate implied per share equity reference range for Roadway, as compared to the merger consideration:

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Implied Per Share Equity

Reference Range for Roadway

\$23.00-\$33.00

Merger Consideration

\$48.00

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Selected Transactions Analysis

Using publicly available information, Credit Suisse First Boston reviewed the implied enterprise values and purchase price multiples in the following five selected transactions involving less-than-truckload carriers in the trucking industry:

<u>Acquiror</u>	<u>Target</u>
Union Pacific Corporation	Motor Cargo Industries, Inc.
Roadway	Arnold Industries, Inc.
Investor Group (Estes Express Lines)	G.I. Trucking Company
FedEx Corporation	American Freightways Corporation
Yellow	Jevic Transportation, Inc.

All multiples for the selected transactions were based on publicly available financial information. Financial data for Roadway were based on Roadway's public filings. Credit Suisse First Boston reviewed enterprise values in the selected transactions as a multiple of the latest 12 months EBITDA. Credit Suisse First Boston also reviewed equity values in the selected transactions as a multiple of the latest 12 months diluted earnings per share. Credit Suisse First Boston then applied a range of selected multiples of the latest 12 months EBITDA and diluted earnings per share derived from the selected transactions to corresponding financial data for Roadway. This analysis indicated the following approximate implied per share equity reference range for Roadway, as compared to the merger consideration:

Implied Per Share Equity	
<u>Reference Range for Roadway</u>	<u>Merger Consideration</u>
\$28.00-\$44.00	\$48.00

Discounted Cash Flow Analysis

Credit Suisse First Boston performed a discounted cash flow analysis of Roadway to calculate the estimated net present value of the stand-alone, unlevered, after-tax free cash flows that Roadway could generate over calendar years 2003 through 2007 and the value of Roadway at the end of that period. Estimated financial data for Roadway were based on internal estimates of Roadway's management. Credit Suisse First Boston applied a range of EBITDA terminal value multiples of 4.5x to 5.5x to Roadway's calendar year 2007 estimated EBITDA. The present value of the cash flows and terminal values were calculated using discount rates of 8.0% to 10.0%. This analysis indicated the following approximate implied per share equity reference range for Roadway, as compared to the merger consideration:

Implied Per Share Equity	
<u>Reference Range for Roadway</u>	<u>Merger Consideration</u>
\$39.00-\$53.00	\$48.00

Yellow Analyses

Selected Companies Analysis

Using publicly available information, Credit Suisse First Boston reviewed the market values and implied trading multiples of the National Less-Than-Truckload Carriers and Regional Less-Than-Truckload Carriers referenced above under the heading Roadway Analyses Selected Companies Analysis . All multiples were based on closing stock prices on July 3, 2003. Estimated financial data and implied trading multiples for the selected companies were based on publicly available research analysts estimates and public filings. Credit Suisse First Boston reviewed enterprise values as a multiple of calendar years 2003 and 2004 estimated EBITDA. Credit Suisse First Boston also reviewed equity values as a multiple of calendar years 2003 and 2004 estimated diluted earnings per share. Credit Suisse First Boston then applied a range of selected multiples of calendar years

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2003 and 2004 estimated EBITDA and diluted earnings per share derived from the selected companies to corresponding financial data for Yellow utilizing internal estimates of Yellow's management. This analysis indicated the following approximate implied per share equity reference range for Yellow, as compared to the closing price of Yellow common stock on July 3, 2003:

Implied Per Share Equity	Closing Price of Yellow
Reference Range for Yellow	Common Stock on July 3, 2003
<hr/>	<hr/>
\$23.00-\$30.00	\$24.29

Discounted Cash Flow Analysis

Credit Suisse First Boston performed a discounted cash flow analysis of Yellow to calculate the estimated present value of the stand-alone, unlevered, after-tax free cash flows that Yellow could generate over calendar years 2003 through 2007 and the value of Yellow at the end of that period. Estimated financial data for Yellow were based on internal estimates of Yellow's management for calendar years 2003 through 2005, and extrapolated for calendar years 2006 through 2007 based on assumptions of Yellow's management as adjusted to reflect approximately 50% of Yellow's EBITDA growth estimated by Yellow's management for those years. Credit Suisse First Boston applied a range of EBITDA terminal value multiples of 4.5x to 5.5x to Yellow's calendar year 2007 estimated EBITDA. The present value of the cash flows and terminal values were calculated using discount rates of 8.0% to 10.0%. This analysis indicated the following approximate implied per share equity reference range for Roadway, as compared to the closing price of Yellow common stock on July 3, 2003:

Implied Per Share Equity	Closing Price of Yellow
Reference Range for Yellow	Common Stock on July 3, 2003
<hr/>	<hr/>
\$37.00-\$47.00	\$24.29

Pro Forma Accretion/Dilution Analysis

Credit Suisse First Boston analyzed the potential pro forma financial effect of the merger on Yellow's calendar years 2004 and 2005 estimated diluted earnings per share, both before and after giving effect to potential cost savings and other synergies anticipated by Yellow's management to result from the merger. Estimated financial data for Roadway were based on internal estimates of Roadway's management, and estimated financial data for Yellow were based on internal estimates of Yellow's management. Based on the merger consideration, this analysis indicated that the proposed merger could be dilutive to Yellow's diluted earnings per share, both before and after giving effect to potential cost savings and other synergies. The actual results achieved by the combined company may vary from projected results and the variations may be material.

Other Factors

In the course of preparing its opinion, Credit Suisse First Boston also reviewed and considered other information and data, including:

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the impact of the low and high ends of the collar on the value of the stock portion of the merger consideration;

publicly available research analysts' reports for Roadway and Yellow, including earnings per share and share price targets of those analysts for Roadway and Yellow; and

the pro forma financial effect of the merger on Yellow's capitalization as of March 31, 2003, and the pro forma financial effect of the merger on the credit statistics of Yellow as compared to the credit statistics of the National Less-Than-Truckload Carriers and Regional Less-Than-Truckload Carriers referenced above under the heading "Roadway Analyses - Selected Companies Analysis" beginning on page 56 of this joint proxy statement/prospectus.

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Miscellaneous

Roadway has agreed to pay Credit Suisse First Boston customary fees for its financial advisory services in connection with the merger. Roadway also has agreed to reimburse Credit Suisse First Boston for its expenses, including the fees and expenses of legal counsel and any other advisor retained by Credit Suisse First Boston, and to indemnify Credit Suisse First Boston and related parties against liabilities, including liabilities under the federal securities laws, arising out of its engagement.

Credit Suisse First Boston and its affiliates in the past have provided, and currently are providing, services to Roadway unrelated to the proposed merger, for which services they have received, and expect to receive, compensation. Credit Suisse First Boston and its affiliates in the past have provided, and in the future may provide, investment banking and financial services to Yellow unrelated to the proposed merger, for which services they have received, and would expect to receive, compensation. In the ordinary course of business, Credit Suisse First Boston and its affiliates may actively trade the securities of Roadway and Yellow for their own accounts and for the accounts of customers and, accordingly, may at any time hold long or short positions in those securities.

Interests of Certain Persons in the Merger

Roadway Directors and Officers. In considering the recommendation of the Roadway board of directors with respect to the merger, Roadway stockholders should be aware that some directors and officers have interests in the merger that are different from Roadway stockholders generally. The Roadway board was aware of these interests and took them into account in approving the merger, including the following:

Pursuant to the terms of the merger agreement, three of the seven members of the Roadway board will be appointed directors of Yellow Roadway.

Under the terms of the change in control severance agreements entered into between Roadway and certain of its officers, if an officer's employment with Roadway (or its successor) is terminated during the severance period (as defined in the officer's change in control severance agreement), that officer is entitled to severance benefits, including excise tax gross-up payments. See [Change in Control Severance Agreements](#).

Effective July 8, 2003, neither Roadway nor Yellow may amend the Roadway Flexible Benefits Plan to provide retiree medical, dental or vision coverage to eligible retired employees, including some eligible retired officers of Roadway (a group which includes Michael W. Wickham), that is less favorable than that offered to a substantial portion of active employees of Roadway or any successor.

Upon the consummation of the merger, retired Roadway officers, including Michael W. Wickham, are entitled to receive a lump sum distribution of the present value of their remaining accrued benefits under the Roadway Excess Plan and the Roadway 401(a)(17) Benefit Plan.

As of the initial filing date of this joint proxy statement/prospectus, the accounts of some officers under the Roadway Deferred Compensation Plan were credited with a dollar amount equal to the present value of all remaining retirement credits that they would have received through the year 2013. In addition, all cash (including accelerated retirement credits) and deferred shares held for the benefit of each officer under the Roadway Deferred Compensation Plan were distributed to that officer on the day after the initial filing date of this joint proxy statement/prospectus under the terms of the Roadway Deferred Compensation Plan.

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As of the initial filing date of this joint proxy statement/prospectus, all unvested restricted stock issued to officers under the Roadway Management Incentive Stock Plan and Roadway Equity Ownership Plan and to non-employee directors under the Roadway Non-Employee Directors Equity Ownership Plan vested.

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As of the initial filing date of this joint proxy statement/prospectus, all unvested stock options issued to officers under the Roadway Equity Ownership Plan vested under the terms of the Roadway Equity Ownership Plan.

At the effective time of the merger, option holders (a group which includes many officers and directors) will receive a stock, and in some cases a cash, payment in exchange for the cancellation and termination of their unexercised options in accordance with the terms of the merger agreement.

Under the merger agreement, Yellow has agreed to indemnify and hold harmless all past and present officers and directors of Roadway for acts or omissions occurring at and prior to the effective time of the merger and to promptly advance reasonable litigation expenses incurred by these officers and directors in connection with investigating, preparing and defending any action arising out of these acts or omissions.

For a period of six years after the effective time of the merger, Yellow has agreed that it will provide Roadway's current officers and directors with an insurance and indemnification policy that provides for coverage of events occurring prior to the effective time that is no less favorable than the existing policy or, if substantially equivalent insurance coverage is unavailable, the best available coverage. However, Yellow will not be required to pay an annual premium for this insurance in excess of \$3,944,400 (two times the last annual premium paid by Roadway preceding the date of the merger agreement).

Roadway directors and officers beneficially owned, as of the record date, approximately 9.0% of the outstanding Roadway common stock, including those shares of Roadway common stock underlying outstanding stock options.

The following table shows the number of options held by executive officers and directors of Roadway that were vested before the date of the initial filing of this joint proxy statement/prospectus with exercise prices of \$24.00 or less, the number of options held by executive officers and directors of Roadway that became vested as a result of the initial filing of this joint proxy statement/prospectus with exercise prices of \$24.00 or less, the number of options held by executive officers and directors of Roadway that were vested before the date of the initial filing of this joint proxy statement/prospectus with exercise prices of more than \$24.00 and the number of options held by executive officers and directors of Roadway that became vested as a result of the initial filing of this joint proxy statement/prospectus with exercise prices of more than \$24.00.

Name	Options vested before date of initial filing of joint proxy statement/ prospectus with exercise prices of \$24.00 or less	Options vested as a result of initial filing of joint proxy statement/ prospectus with exercise price of \$24.00 or less	Options vested before date of initial filing of joint proxy statement/ prospectus with exercise price greater than \$24.00	Options vested as a result of initial filing of joint proxy statement/ prospectus with exercise price of greater than \$24.00
Sarah Roush Werner	0	0	6,000	0
Frank P. Doyle	4,617	0	7,701	0
John F. Fiedler	0	0	6,000	0
Dale F. Frey	6,362	0	9,256	0
Phillip J. Meek	6,362	0	7,701	0
Carl W. Schafer	0	0	6,000	0
James D. Staley	15,000	15,000	0	0
Michael W. Wickham	0	0	0	0
J. Dawson Cunningham	41,625	13,875	0	0
John D. Bronneck	6,500	6,500	0	0
John J. Gasparovic	0	1,750	0	0
Robert L. Stull	4,625	4,625	0	0
Joseph R. Boni III	0	0	0	0

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John G. Coleman	3,938	2,312	0	0
Robert W. Obee	0	3,063	0	0
Craig B. Tallman	0	1,125	0	0

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The following table shows the number of stock options held by executive officers and directors and the number of shares of restricted stock held by executive officers and directors that vested as a result of the initial filing of the joint proxy statement/prospectus, the number of deferred shares distributed to executive officers as a result of the initial filing of the joint proxy statement/ prospectus, the amount of cash distributed to executive officers as a result of the initial filing of the joint proxy statement/prospectus and the value of the retirement credits credited to the accounts of executive officers under the Roadway Deferred Compensation Plan and distributed in cash as a result of the initial filing of the joint proxy statement/prospectus.

Name	Stock options vested as a result of initial filing of joint proxy statement/ prospectus	Restricted stock vested as a result of initial filing of joint proxy statement/ prospectus	Deferred shares distributed as a result of initial filing of joint proxy statement/ prospectus	Deferred cash distributed as a result of initial filing of joint proxy statement/ prospectus	Retirement credits accelerated and distributed as cash as a result of initial filing of joint proxy statement/ prospectus
Sarah Roush Werner	0				