UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO CURRENT REPORT ON

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 11, 2003

YELLOW ROADWAY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	0-12255	48-0948788
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

10990 Roe Avenue, Overland Park, Kansas 66211

(Address of principal executive offices) (Zip Code)

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

Item 2. Acquisition or Disposition of Assets

On December 11, 2003, Yellow Corporation (Yellow) completed the acquisition of Roadway Corporation (Roadway). Based in Akron, Ohio, Roadway provides transportation services including long-haul less-than-truckload (LTL) freight services and regional next-day LTL through its operating entities, Roadway Express, Inc. and Roadway Next Day Corporation. As a result of the acquisition, Roadway became an operating subsidiary under the Yellow holding company, which was renamed Yellow Roadway Corporation (Yellow Roadway). The acquisition was completed pursuant to an Agreement and Plan of Merger dated as of July 8, 2003, by and among Yellow Corporation, Yankee LLC (a wholly owned subsidiary of Yellow that was renamed Roadway LLC upon consummation of the acquisition) and Roadway Corporation incorporated herein by reference as Exhibit 2.1 to this Current Report on Form 8-K. Yellow Roadway intends to operate the Roadway subsidiary in a similar manner as it operated preceding the acquisition. By virtue of the Agreement and Plan of Merger, the Yellow Roadway board of directors added three new members, Frank P. Doyle, John F. Fiedler and Phillip J. Meek, all of whom were Roadway Corporation directors. In addition, James D. Staley, former President and Chief Executive Officer of Roadway Corporation, became President and Chief Executive Officer of the operating subsidiary, Roadway LLC.

Consideration for the acquisition included approximately $493 million in cash, approximately 18 million shares of Yellow Roadway common stock and the assumption of approximately $140 million in net Roadway indebtedness. The cash portion of the purchase price was funded primarily through a term loan of $175 million under a new credit facility, a private placement of $250 million of 5.0 percent contingent convertible senior notes due 2023 and a private placement of $150 million of 3.375 percent contingent convertible senior notes due 2023.

The foregoing is qualified by reference to Exhibit 2.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial statements of businesses acquired.

The audited financial statements of Roadway Corporation as of December 31, 2002 and 2001 and for the years ended December 31, 2002, 2001 and 2000, and the unaudited financial statements as of March 29, 2003 and June 21, 2003 and for the twelve-weeks ended March 29, 2003 and March 23, 2002 and for the twenty-four weeks ended June 21, 2003 and June 15, 2002 were filed on Form 8-K under Item 7 on October 21, 2003.

The following financial statements of Roadway Corporation are included in Exhibit 99.1 hereto and incorporated by reference:

Consolidated balance sheets at September 13, 2003 (unaudited) and December 31, 2002

Statements of consolidated income (unaudited) for the thirty-six weeks ended September 13, 2003 and September 7, 2002

Statements of consolidated cash flows (unaudited) for the thirty-six weeks ended September 13, 2003 and September 7, 2002

Notes to condensed consolidated financial statements

(b) Pro forma financial information.

The following pro forma information is included in Exhibit 99.2 hereto and incorporated herein by reference:

UNAUDITED CONDENSED COMBINED PRO FORMA FINANCIAL DATA

Unaudited Condensed Combined Pro Forma Balance Sheet at September 30, 2003

Unaudited Condensed Combined Pro Forma Statement of Operations for the Year Ended December 31, 2002

Unaudited Condensed Combined Pro Forma Statement of Operations for the Nine Months Ended September 30, 2003

Notes to condensed consolidated financial statements

(c) Exhibits.

2.1 Agreement and Plan of Merger, dated as of July 8, 2003, by and among Yellow Corporation, Yankee LLC and Roadway Corporation (incorporated by reference to Exhibit 2.1 to Yellow Corporation's Current Report on Form 8-K, as amended, filed on July 8, 2003, Reg. No. 000-12255). Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules, exhibits and similar attachments to this Purchase Agreement have not been filed with this exhibit. The schedules contain various items relating to the assets of the business being acquired and the representations and warranties made by the parties to the Purchase Agreement. The registrant agrees to furnish supplementally any omitted schedule, exhibit or similar attachment to the SEC upon request.

4.1 Credit Agreement, dated as of December 11, 2003, among Yellow Roadway Corporation, certain of its subsidiaries, various lenders, Bank One, NA, and SunTrust Bank as Co-Syndication Agents; Fleet National Bank and Wachovia Bank, National Association as Co-Documentation Agents; Deutsche Bank AG, New York Branch as Administrative Agent; and Deutsche Bank Securities, Inc. as Sole Lead Arranger and Sole Book Running Manager (incorporated by reference to Exhibit 4.1 to Yellow Roadway Corporation's Current Report on Form 8-K filed on December 18, 2003, Reg. No. 000-12255). Certain schedules and exhibits to this Credit Agreement have not been filed with this exhibit. The schedules and exhibits contain various items related to the representations and warranties made by the parties to the Credit Agreement and forms of documents executed or to be executed in connection with the operation of the Credit Agreement. The registrant agrees to furnish supplementally any omitted schedule or exhibit to the SEC upon request.

99.1 Certain financial statements of Roadway Corporation (see Item 7(a) above)

99.2 Certain pro forma financial statements (see Item 7(b) above)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

YELLOW ROADWAY CORPORATION

(Registrant)

Date: February 11, 2004

By: /s/ Donald G. Barger, Jr.

Donald G. Barger, Jr.
Senior Vice President and Chief
Financial Officer

.
.
.

EXHIBIT 99.1

ROADWAY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

September 13,
2003 December
31, 2002 ------
------------ --

(in thousands,
except share
data) Assets
Current assets:
Cash and cash
equivalents $
132,894 $
106,929
Accounts
receivable,
including
retained
interest in
securitized
receivables,
net 241,975
230,216 Assets
of discontinued
operations --
87,431 Other
current assets
48,125 38,496 -

Total current
assets 422,994
463,072 Carrier
operating
property, at
cost 1,509,280
1,515,648 Less
allowance for
depreciation
1,017,936
1,006,465 -----
---------- ----
----------- Net
carrier
operating
property
491,344 509,183
Goodwill, net
285,874 283,910
Other assets
83,201 79,708 -

Total assets $
1,283,413 $
1,335,873
===============
===============
Liabilities and
shareholders'
equity Current
liabilities:
Accounts
payable $
187,924 $
193,501
Salaries and
wages 125,863
151,464
Liabilities of
discontinued
operations --
32,407 Other
current
liabilities
58,951 83,518 -

Total current

```
  liabilities
372,738 460,890
   Long-term
  liabilities:
Casualty claims
   and other
 71,584 78,548
Accrued pension
  and retiree
medical 146,582
 135,053 Long-
   term debt
248,924 273,513
---------------
---------------
Total long-term
  liabilities
467,090 487,114
 Shareholders'
 equity: Common
  Stock - $.01
   par value
  Authorized -
  100,000,000
shares Issued -
  20,556,714
 shares 206 206
 Outstanding -
 20,422,417 in
    2003 and
 19,368,590 in
  2002 Other
 shareholders'
 equity 443,379
387,663 -------
-------- ------
--------- Total
 shareholders'
 equity 443,585
387,869 -------
-------- ------
--------- Total
liabilities and
 shareholders'
   equity $
  1,283,413 $
   1,335,873
===============
===============
```

Note: The balance sheet at December 31, 2002 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. See notes to condensed consolidated financial statements.

ROADWAY CORPORATION AND SUBSIDIARIES
CONDENSED STATEMENTS OF CONSOLIDATED INCOME (UNAUDITED)

	Twelve Weeks Ended (Third Quarter)	
	September 13, 2003	September 7, 2002
	(in thousands, except per share data)	
Revenue	$ 751,594	$ 681,696
Operating expenses:		
Salaries, wages and benefits	477,174	438,017
Operating supplies and expenses	122,412	108,176
Purchased transportation	77,246	63,850
Operating taxes and licenses	18,515	17,966
Insurance and claims expense	15,133	16,483
Provision for depreciation	16,658	18,079
Net (gain) loss on disposal of operating property	(5,068)	1,075
Compensation and other expense related to the acquisition by Yellow Corporation	24,337	--
Total operating expenses	746,407	663,646
Operating income from continuing operations	5,187	18,050
Interest (expense)	(4,735)	(5,469)
Other (expense), net	(1,544)	(1,181)
(Loss) income from continuing operations before income taxes	(1,092)	11,400
Provision for income taxes	2,309	4,944
(Loss) income from continuing operations		

(3,401) 6,456
Income from
discontinued
operations --
480 -----------
---- ----------
----- Net
(loss) income $
(3,401) $ 6,936
===============
===============
(Loss) earnings
per share -
basic:
Continuing
operations $
(0.18) $ 0.35
Discontinued
operations --
0.03 ----------
----- ---------
------ Total
(loss) earnings
per share -
basic $ (0.18)
$ 0.38
===============
===============
(Loss) earnings
per share -
diluted:
Continuing
operations $
(0.18) $ 0.33
Discontinued
operations --
0.03 ----------
----- ---------
------ Total
(loss) earnings
per share -
diluted $
(0.18) $ 0.36
===============
===============
Average shares
outstanding -
basic 19,460
18,478 Average
shares
outstanding -
diluted 19,460
18,914
Dividends
declared per
share $ 0.05 $
0.05

See notes to condensed consolidated financial statements.

ROADWAY CORPORATION AND SUBSIDIARIES
CONDENSED STATEMENTS OF CONSOLIDATED INCOME (UNAUDITED)

	Thirty-six Weeks Ended (Three Quarters) September 13, 2003	September 7, 2002
(in thousands, except per share data)		
Revenue	$ 2,247,192	$ 1,936,666
Operating expenses:		
Salaries, wages and benefits	1,420,832	1,264,454
Operating supplies and expenses	382,846	314,489
Purchased transportation	227,755	173,134
Operating taxes and licenses	57,069	51,011
Insurance and claims expense	44,774	41,043
Provision for depreciation	50,827	54,319
Net (gain) loss on disposal of operating property	(4,227)	1,653
Compensation and other expense related to the acquisition by Yellow Corporation	24,337	--
Total operating expenses	2,204,213	1,900,103
Operating income from continuing operations	42,979	36,563
Interest (expense)	(14,616)	(16,406)
Other (expense), net	(4,501)	(3,891)
Income from continuing operations before income taxes	23,862	16,266
Provision for income taxes	12,790	7,047
Income from		

continuing
operations
11,072 9,219
(Loss) income
from
discontinued
operations
(155) 1,642 ---
------------ --

Net income $
10,917 $ 10,861
===============
===============
Earnings (loss)
per share -
basic:
Continuing
operations $
0.58 $ 0.50
Discontinued
operations
(0.01) 0.09 ---
------------ --

Total earnings
per share -
basic $ 0.57 $
0.59
===============
===============
Earnings (loss)
per share -
diluted:
Continuing
operations $
0.58 $ 0.48
Discontinued
operations
(0.01) 0.09 ---
------------ --

Total earnings
per share -
diluted $ 0.57
$ 0.57
===============
===============
Average shares
outstanding -
basic 19,018
18,502 Average
shares
outstanding -
diluted 19,038
18,982
Dividends
declared per
share $ 0.15 $
0.15

See notes to condensed consolidated financial statements.

ROADWAY CORPORATION AND SUBSIDIARIES
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)

	Thirty-six Weeks Ended (Three Quarters)	
	September 13, 2003	September 7, 2002
	(in thousands)	
Cash flows from operating activities		
Income from continuing operations	$ 11,072	$ 9,219
Depreciation and amortization	53,226	55,565
Other operating adjustments	(10,050)	(20,654)
Net cash provided by operating activities	54,248	44,130
Cash flows from investing activities		
Purchases of carrier operating property	(37,427)	(46,863)
Sales of carrier operating property	9,516	1,934
Business disposal (acquisition)	47,430	(24,191)
Net cash provided (used) by investing activities	19,519	(69,120)
Cash flows from financing activities		
Dividends paid	(2,941)	(2,799)
Sale of treasury shares	8,927	994
(Purchase) of treasury shares	(2,203)	(14,115)
Transfer from discontinued		

operation --
5,000 Long-
term
(repayments)
borrowings
(51,851)
(5,000) -----
--------- ---

Net cash
(used) by
financing
activities
(48,068)
(15,920)
Effect of
exchange rate
changes on
cash 305
(200) -------
------- -----
--------- Net
increase
(decrease) in
cash and cash
equivalents
from
continuing
operations
26,004
(41,110) Net
(decrease) in
cash and cash
equivalents
from
discontinued
operations
(39) (4,080)
Cash and cash
equivalents
at beginning
of period
106,929
110,432 -----
--------- ---

Cash and cash
equivalents
at end of
period $
132,894 $
65,242
==============
==============

The following table shows all non-cash investing and financing activities for the three quarters ended September 13, 2003 and September 7, 2002:

Thirty-six
Weeks
Ended
(Three
Quarters)
September
13, 2003
September
7, 2002 --

------ ---

---- (in
thousands)
Investing
activities:
Issuance
of Note
Receivable
in
connection
with the
sale of
ATS $
8,000 $ --
Financing
activities:
Issuance
of

Treasury shares to fund various employee stock plans $ 20,935 $ 13,568

See notes to condensed consolidated financial statements.

Note 1--Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the twelve and thirty-six weeks ended September 13, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003. For further information, refer to the consolidated financial statements and footnotes thereto included in the Roadway Corporation Annual Report on Form 10-K for the year ended December 31, 2002.

Roadway Corporation (the Company) operates on 13 four-week accounting periods with 12 weeks in each of the first three quarters and 16 weeks in the fourth quarter.

The Company completed the required transitional goodwill impairment test under SFAS No. 142 for all reporting units effective June 21, 2003 which did not indicate any impairment. The Company expects to perform the required annual goodwill impairment assessment on a recurring basis at the end of the second quarter each year, or more frequently should any indicators of possible impairment be identified.

Roadway recognizes revenue on the date that freight is delivered to the consignee, at which time all services have been rendered. Roadway recognizes revenue on a gross basis since we are the primary obligor in the arrangement, even if we use other transportation service providers who act on our behalf, because we are responsible to the customer for complete and proper shipment, including the risk of physical loss or damage of the goods and cargo claims issues. In addition, we retain all credit risk. Related expenses are recognized as incurred.

Note 2--Stock-based compensation

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure. The Company has adopted the disclosure provision of SFAS No. 148 as of December 31, 2002. As permitted under SFAS No. 123, Accounting for Stock-Based Compensation, and SFAS No. 148, the Company has elected to follow APB Opinion No. 25, Accounting for Stock Issued to Employees. The Company has issued stock options for which compensation expense is not recognized in the Company's financial statements because the exercise price of the Company's employee stock options was equal to the market price of the underlying stock on the date of grant.

The following table sets forth the impact of stock based compensation had we elected to follow SFAS 123:

	Twelve weeks ended (Third quarter) Sept 13, 2003	Twelve weeks ended (Third quarter) Sept 7, 2002	Thirty-six weeks ended (Three quarters) Sept 13, 2003	Thirty-six weeks ended (Three quarters) Sept 7, 2002
	(in thousands, except per share data)			
(Loss) income-as reported from:				
Continuing operations	$ (3,401)	$ 6,456	$ 11,072	$ 9,219
Discontinued operations	--	480	(155)	1,642
Net (loss) income -as reported	$ (3,401)	$ 6,936	$ 10,917	$ 10,861
Add: Stock-based compensation expense included in reported income from continuing operations, net of tax effects	$ 7,807	$ 1,183	$ 10,088	$ 3,748
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of tax effects	8,091	1,454	10,807	4,453
(Loss) income--pro forma from:				
Continuing operations	(3,685)	6,185	10,353	8,514
Discontinued operations	--	480	(155)	1,642
Net (loss)				

income--pro
forma $ (3,685)
$ 6,665 $
10,198 $ 10,156
===============
===============
===============
===============
Basic (loss)
earnings per
share As
reported:
continuing
operations $
(0.18) $ 0.35 $
0.58 $ 0.50 As
reported:
discontinued
operations --
0.03 (0.01)
0.09 ----------
----- ---------
------ --------
------- -------
-------- As
reported: total
$ (0.18) $ 0.38
$ 0.57 $ 0.59
===============
===============
===============
===============
Pro forma:
continuing
operations $
(0.20) $ 0.33 $
0.54 $ 0.46 Pro
forma:
discontinued
operations --
0.03 (0.01)
0.09 ----------
----- ---------
------ --------
------- -------
-------- Pro
forma total $
(0.20) $ 0.36 $
0.53 $ 0.55
===============
===============
===============
===============
Diluted (loss)
earnings per
share As
reported:
continuing
operations $
(0.18) $ 0.33 $
0.58 $ 0.48 As
reported:
discontinued
operations --
0.03 (0.01)
0.09 ----------
----- ---------
------ --------
------- -------
-------- As
reported: total
$ (0.18) $ 0.36
$ 0.57 $ 0.57
===============
===============
===============
===============
Pro forma:
continuing
operations $
(0.20) $ 0.32 $
0.54 $ 0.44 Pro
forma:
discontinued
operations --
0.03 (0.01)
0.09 ----------
----- ---------
------ --------
------- -------
-------- Pro
forma: total $

(0.20) $ 0.35 $
0.53 $ 0.53
===============
===============
===============
===============

Note 3--Pending acquisition of the Company by Yellow Corporation

Roadway Corporation announced on July 8, 2003 that a definitive agreement had been signed under which Yellow Corporation would acquire Roadway for approximately $966 million, or $48 per share (based on a fixed exchange ratio and a 60-day average price per share of $24.95 for Yellow common stock in a half cash, half stock transaction). If this transaction proceeds to the ultimate acquisition of Roadway Corporation by Yellow Corporation, Roadway Corporation will no longer exist as a Registrant. Separate disclosure of audited financial statements may be required to satisfy financing requirements by creditors, however, no such reporting requirements have as yet been determined.

Note 4--Discontinued operations

On December 26, 2002, the Company entered into an agreement to sell Arnold Transportation Services (ATS) to a management group led by the unit's president and a private equity firm, for approximately $55 million, consisting of $47 million in cash and an $8 million note. The ATS business segment was acquired as part of the Company's purchase of Arnold Industries, Inc. (subsequently renamed Roadway Next Day Corporation) in November 2001, but did not fit the Company's strategic focus of being a less-than-truckload (LTL) carrier. The transaction was completed on January 23, 2003. The Company recognized a gain of $150,000, net of tax, as a result of this transaction.

The Company has reported the ATS results as a discontinued operation in the accompanying financial statements and, unless otherwise stated, the notes to the financial statements for all periods presented exclude the amounts related to this discontinued operation.

Note 5--Earnings per Share

The following table sets forth the computation of basic and diluted (loss) earnings per share:

	Twelve Weeks Ended (Third Quarter)		Thirty-six Weeks Ended (Three Quarters)	
	Sept 13, 2003	Sept 7, 2002	Sept 13, 2003	Sept 7, 2002
	(in thousands, except per share data)			
(Loss) income from:				
Continuing operations	$ (3,401)	$ 6,456	$ 11,072	$ 9,219
Discontinued operations	-	480	(155)	1,642
Net (loss) income	$ (3,401)	$ 6,936	$ 10,917	$ 10,861
Weighted-average shares for basic earnings per				

share	19,460	18,478	19,018	18,502
Management incentive stock plans	--	436	20	480
Weighted-average shares for diluted earnings per share	19,460	18,914	19,038	18,982
Basic (loss) earnings per share from:				
Continuing operations	$ (0.18)	$ 0.35	$ 0.58	$ 0.50
Discontinued operations	--	0.03	(0.01)	0.09
Basic earnings per share	$ (0.18)	$ 0.38	$ 0.57	$ 0.59
Diluted (loss) earnings per share from:				
Continuing operations	$ (0.18)	$ 0.33	$ 0.58	$ 0.48
Discontinued operations	--	0.03	(0.01)	0.09
Diluted (loss) earnings per share	$ (0.18)	$ 0.36	$ 0.57	$ 0.57

For all periods presented, there were no stock options or other potentially dilutive securities that could potentially dilute basic earnings per share in the future that were not included in the computation of dilutive earnings per share.

Note 6--Segment information

The Company provides freight services in two business segments: Roadway Express (Roadway) and New Penn Motor Express (New Penn). The Roadway segment provides long haul, expedited, and regional LTL freight services in North America and offers services to over 100 countries worldwide. The New Penn segment provides regional, next-day ground LTL freight service operating primarily in New England and the Middle Atlantic States.

The Company's reportable segments are identified based on differences in products, services, and management structure. Operating income is the primary measure used by our chief operating decision-maker in evaluating segment profit and loss and in allocating resources and evaluating segment performance. Business segment assets consist primarily of customer receivables, net carrier operating property, and goodwill.

Twelve weeks ended September 13, 2003 (Third Quarter)

	Roadway Express	New Penn	Total
	(in thousands)		
Revenue	$ 700,668	$ 50,926	$ 751,594
Operating expense:			
Salaries, wages & benefits	441,446	33,412	474,858
Operating supplies	117,826	7,247	125,073
Purchased transportation	76,729	517	77,246
Operating license and tax	17,025	1,390	18,415
Insurance and claims	14,530	527	15,057
Depreciation	14,250	2,239	16,489
Net (gain) loss on sale of operating property	(5,069)	1	(5,068)
Compensation and other expense related to the Yellow acquisition	23,374	963	24,337
Total operating expense	700,111	46,296	746,407
Operating income	$ 557		

$ 4,630 $
5,187
=============
=============
=============
Operating
ratio 99.9%
90.9% 99.3%
Total assets
$ 802,834 $
406,365 $
1,209,199

Note 6--Segment information (continued)

Twelve weeks ended September 7, 2002 (Third Quarter)

	Roadway Express	New Penn	Total
	(in thousands)		
Revenue	$ 631,158	$ 50,538	$ 681,696
Operating expense:			
Salaries, wages & benefits	402,918	33,171	436,089
Operating supplies	104,540	5,929	110,469
Purchased transportation	63,318	532	63,850
Operating license and tax	16,512	1,420	17,932
Insurance and claims	15,488	784	16,272
Depreciation	15,507	2,452	17,959
Net loss (gain) on sale of operating property	1,129	(54)	1,075
Total operating expense	619,412	44,234	663,646
Operating income	$ 11,746	$ 6,304	$ 18,050
Operating ratio	98.1%	87.5%	97.4%
Total assets	$ 725,538	$ 366,733	$ 1,092,271

Thirty-six weeks ended September 13, 2003 (Three Quarters)

Roadway

(in thousands)	Express	New Penn	Total
Revenue	$ 2,097,068	$ 150,124	$ 2,247,192
Operating expense:			
Salaries, wages & benefits	1,313,985	99,512	1,413,497
Operating supplies	369,386	22,158	391,544
Purchased transportation	226,247	1,508	227,755
Operating license and tax	52,586	4,206	56,792
Insurance and claims	42,024	2,165	44,189
Depreciation	43,646	6,680	50,326
Net (gain) loss on sale of operating property	(4,288)	61	(4,227)
Compensation and other expense related to the Yellow acquisition	23,374	963	24,337
Total operating expense	2,066,960	137,253	2,204,213
Operating income	$ 30,108	$ 12,871	$ 42,979
Operating ratio	98.6%	91.4%	98.1%

Note 6--Segment information (continued)

Thirty-six weeks ended September 7, 2002 (Three Quarters)	Roadway Express	New Penn	Total
	(in thousands)		
Revenue	$ 1,791,125	$ 145,541	$ 1,936,666
Operating expense:			
Salaries, wages & benefits	1,161,888	96,602	1,258,490
Operating supplies	303,527	17,980	321,507
Purchased transportation	171,761	1,373	173,134
Operating license and tax	46,743	4,162	50,905
Insurance and claims	37,840	2,625	40,465
Depreciation	46,192	7,757	53,949
Net loss (gain) on sale of operating property	1,778	(125)	1,653
Total operating expense	1,769,729	130,374	1,900,103
Operating income	$ 21,396	$ 15,167	$ 36,563
Operating ratio	98.8%	89.6%	98.1%

Reconciliation of segment operating income to consolidated operating income from continuing operations before taxes:

	Twelve Weeks Ended (Third Quarter)		Thirty-six weeks ended (Three quarters)	
	Sept 13, 2003	Sept 7, 2002	Sept 13, 2003	Sept 7, 2002

(in thousands)

Segment operating income from continuing operations	$ 5,187	$ 18,050	$ 42,979	$ 36,563
Unallocated corporate income	--	--	--	--
Interest (expense)	(4,735)	(5,469)	(14,616)	(16,406)
Other (expense), net	(1,544)	(1,181)	(4,501)	(3,891)
Consolidated (loss) income from continuing operations before taxes	$ (1,092)	$ 11,400	$ 23,862	$ 16,266

Note 6--Segment information (continued)

Reconciliation of total segment assets to total consolidated assets:

	September 13, 2003	December 31, 2002
	(in thousands)	
Total segment assets	$ 1,209,199	$ 1,211,584
Unallocated corporate assets	101,901	41,351
Assets of discontinued operations	--	87,431
Elimination of intercompany balances	(27,687)	(4,493)
Consolidated assets	$ 1,283,413	$ 1,335,873

Note 7--Comprehensive Income

Comprehensive income differs from net income due to foreign currency translation adjustments and derivative fair value adjustments as shown below:

	Twelve weeks Ended (Third Quarter)		Thirty-six weeks ended (Three quarters)	
	Sept 13, 2003	Sept 7, 2002	Sept 13, 2003	Sept 7, 2002
	(in thousands)			
Net (loss) income	$ (3,401)	$ 6,936	$ 10,917	$ 10,861
Foreign currency translation adjustments	(707)	(628)	5,069	(684)
Derivative fair value adjustment	--	158	126	158

--------- --

Comprehensive
(loss)
income $
(4,108) $
6,466 $
16,112 $
10,335
=============
=============
=============
=============

Note 8--Goodwill

At December 31, 2002 and September 13, 2003, the Company's goodwill included $269 million recorded in connection with our acquisition of Arnold Industries Inc., renamed Roadway Next Day Corporation, on November 30, 2001. The Company initially recognized goodwill in the amount of $254 million at December 31, 2001. The preliminary purchase price allocation between New Penn Motor Express (New Penn) and Arnold Transportation Services (ATS) was expected to be adjusted as estimated fair values of assets acquired and liabilities assumed were finalized during 2002.

The preliminary allocation of goodwill was calculated based on the historic book values of assets, liabilities assumed, and an estimated purchase price allocation for the entity. During 2002, various adjustments were made to the preliminary purchase price that included direct acquisition costs, finalization of a third-party appraisal of the assets, an analysis of existing tax liabilities, and the pending sale of ATS. The third-party property appraisal resulted in the write-down of carrier operating property values due to the depressed used equipment market.

The final valuation of ATS was based on the sales price of $55 million, negotiated on October 2, 2002 between that unit's president, a private equity firm, and the Company. The price is consistent with actual market valuations from other interested potential purchasers obtained in the fall of 2002.

Note 8--Goodwill (continued)

No indicator of impairment in the value of ATS existed from the date of purchase through the final sale. There was no change in operational performance during 2002 that would have caused us to modify the value of ATS. Despite declining overall economic market conditions in 2002 compared to 2001, ATS' operating revenue and operating income remained constant.

The sale of ATS, while not contemplated at the time of acquisition, was negotiated within one year of the purchase, and was accordingly deemed the most reasonable fair value of the ATS entity. In addition, the allocation of goodwill primarily to New Penn was considered appropriate, as the entity originally sought in the acquisition of Arnold Industries, Inc. was New Penn. The acquisition presented Roadway with a strategic opportunity to build upon and extend its transportation services. New Penn, the less-than-truckload business unit, has historically had one of the lowest (best) operating ratios in the industry. The operating ratio is calculated as operating expenses divided by revenue.

The goodwill allocation between the Roadway Next Day Corporation entities at December 31, 2001 and December 31, 2002 is as follows (in thousands):

	New Penn	ATS	Roadway Next Day	Total
Preliminary	$ 187,576	$ 65,956	-	$ 253,532
Final	$ 268,894	--	$ 199	$ 269,093

The following table shows all the changes to goodwill during 2002 (in thousands). There have been no changes to goodwill since December 31, 2002.

Goodwill, December 31, 2001	$ 253,532
Additional direct transaction costs	998
Net write-down of assets to appraisal value	21,837
Reclassification to intangible assets	(5,630)
Tax accrual adjustment	(1,644)
Goodwill, December 31, 2002	$ 269,093

Note 9--Intangible assets other than goodwill

The following table shows the identifiable intangible assets other than goodwill, and indicates which assets are subject to amortization and the life assigned to them. These assets are recorded on the books of the New Penn segment. The estimated aggregate amortization expense is $654,000 in the next fiscal year and $154,000 in each of the fours years thereafter.

As of September 13, 2003:

Description	Gross amount	Accumulated amortization	Expense recognized through three quarters	Life
Customer contracts	$ 770,000	$		

260,615 $
106,615 5 years
Purchased
customer list
3,000,000
2,346,500
346,500 3 years
Trade names
2,750,000 -- --
indefinite ----
----------- ---
------------ --

Total $
6,520,000 $
2,607,115 $
453,115
===============
===============
===============

Note 9--Intangible assets other than goodwill (continued)

As of December 31, 2002:

Description	Gross amount	Accumulated amortization	Expense recognized through four quarters	Life
Customer contracts	$ 770,000	$ 154,000	$ 154,000	5 years
Purchased customer list	3,000,000	2,000,000	2,000,000	3 years
Trade names	2,750,000	--	--	indefinite
Total	$ 6,520,000	$ 2,154,000	$ 2,154,000	

Note 10--Contingent Matter

The Company's former parent, Caliber System, Inc., formerly known as Roadway Services, Inc (which was subsequently 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 the Company). The IRS has proposed substantial adjustments for these tax years for multi-employer pension plan deductions. The IRS is challenging the timing, not the validity of these deductions. The Company 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 the Company and its former parent on January 2, 1996 (the date of the spin-off) the Company is obligated to reimburse the former parent for any additional taxes and interest that relate to the Company's business prior to the spin-off. The amount and timing of such payments is dependent on the ultimate resolution of the former parent's disputes with the IRS and the determination of the nature and extent of the obligations under the tax sharing agreement. On January 16, 2003, the Company 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 range of the remaining payments that may be due to the former parent to be $0 to $16 million in additional taxes and $0 to $11 million in related interest, net of tax benefit. The Company has established a $16 million deferred tax liability and certain other reserves with respect to these proposed adjustments. There can be no assurance, however, that the amount or timing of any liability of the Company to the former parent will not have a material adverse effect on the Company's results of operations and financial position.

Note 11--Impact of the acquisition-related charges

We are presenting this schedule to provide additional information for comparability to prior year operating results. This presentation should not be construed as a better measurement than the income statements as defined by generally accepted accounting principles. The following tables show the charges related to the pending acquisition of Roadway Corporation by Yellow Corporation, and their impact on operating income, operating ratio, income taxes, and earnings per share. These charges resulted primarily from the vesting of restricted stock awards, other compensation expense and transaction costs. The Company's effective tax rate has increased from 42.0% to 53.6% as a result of the non-deductibility of these acquisition-related costs.

```
Twelve
Weeks Ended
September
13, 2003
(Third
quarter)
Acquisition
As reported
Charges As
adjusted --
----------
-----------
- ---------
--- Roadway
Corporation
Revenue $
751,594 $ -
- $ 751,594
Operating
expenses
746,407
(24,337)
722,070 ---
--------- -
-----------
-----------
- Operating
Income
5,187
24,337
29,524
Other
(expense),
net (6,279)
-- (6,279)
-----------
- ---------
--- -------
-----
Pretax
(loss)
income
(1,092)
24,337
23,245
Income tax
expense
2,309 7,454
9,763 -----
------- ---
--------- -
-----------
Net (loss)
income $
(3,401) $
16,883 $
13,482
============
============
============
(Loss)
earnings
per share
(diluted) $
(0.18) $
0.89 $ 0.71
Operating
ratio 99.3%
96.1%
Roadway
Express
Revenue $
700,668 $ -
```

- $ 700,668
Operating
expenses
700,111
(23,374)
676,737 ---
--------- -

- Operating
income $
557 $
23,374 $
23,931
============
============
============
Operating
ratio 99.9%
96.6% New
Penn
Revenue $
50,926 $ --
$ 50,926
Operating
expenses
46,296
(963)
45,333 ----
-------- --

- Operating
income $
4,630 $ 963
$ 5,593
============
============
============
Operating
ratio 90.9%
89.0%

Note 11--Impact of the acquisition-related charges (continued)

Thirty-six Weeks Ended September 13, 2003 (Three Quarters)	As reported	Acquisition Charges	As adjusted
Roadway Corporation			
Revenue	$ 2,247,192	$ --	$ 2,247,192
Operating expenses	2,204,213	(24,337)	2,179,876
Operating income	42,979	24,337	67,316
Other (expense), net	(19,117)	--	(19,117)
Pretax income	23,862	24,337	48,199
Income tax expense	12,790	7,454	20,244
Operating income from continuing operations	11,072	16,883	27,955
(Loss) from discontinued operations	(155)	--	(155)
Net income	$ 10,917	$ 16,883	$ 27,800
Earnings per share (diluted)	$ 0.57	$ 0.89	$ 1.46
Operating ratio	98.1%		97.0%
Roadway Express			
Revenue	$ 2,097,068	$ --	$ 2,097,068
Operating expenses	2,066,960	(23,374)	2,043,586

- Operating
income $
30,108 $
23,374 $
53,482
==============
==============
==============
Operating
ratio 98.6%
97.4% New
Penn Revenue
$ 150,124 $ -
- $ 150,124
Operating
expenses
137,253 (963)
136,290 -----
--------- ---
----------- -

Operating
income $
12,871 $ 963
$ 13,834
==============
==============
==============
Operating
ratio 91.4%
90.8%

.
.
.

EXHIBIT 99.2

UNAUDITED CONDENSED COMBINED PRO FORMA BALANCE SHEET
AT SEPTEMBER 30, 2003

Historical
Pro Forma ---

---------- --

-- Roadway
(at September
13, Yellow
2003)
Adjustments
Combined ----
------- -----
-------- ----
------- -----
------ (in
thousands)
ASSETS
Current
assets: Cash
and cash
equivalents $
226,514 $
132,894 $
(494,146)(1)
$ 8,823
150,000 (2)
175,000 (3)
21,500 (4)
(100,000)(5)
(54,462)(6)
(2,250)(6)
(30,365)(7)
(15,862)(8)
Accounts
receivable,
net 372,761
241,975
25,000 (9)
739,736
100,000 (5)
Prepaid
expenses and
other 30,856
48,125
(27,704)(10)
51,277 ------
----- -------
---- --------
--- ---------
-- Total
current
assets
630,131
422,994
(253,289)
799,836 -----
------ ------
----- -------
---- --------
--- Property
and
equipment, at
cost
1,717,322
1,509,280
333,000 (11)
2,541,666
(1,017,936)
(12) Less:
accumulated
depreciation
(1,137,938)
(1,017,936)
1,017,936
(12)

(1,137,938) -
---------- --
--------- ---
-------- ----
------- Net
property and
equipment
579,384
491,344
333,000
1,403,728 ---
-------- ----
------- -----
------ ------

Goodwill
20,603
285,874
587,020 (1)
607,623
(285,874)(13)
Deferred
income taxes
-- 37,015
(37,015)(10)
-- Other
assets 45,105
46,186
461,300 (1)
559,863
28,292 (6)
(4,890)(6)
(7,430)(7)
(8,700)(14) -
---------- --
--------- ---
-------- ----
------- TOTAL
ASSETS $
1,275,223 $
1,283,413 $
812,414 $
3,371,050
===========
===========
===========
===========
LIABILITIES
AND
SHAREHOLDERS'
EQUITY
Current
liabilities:
Accounts
payable $
96,753 $
187,924 $
(73,409)(15)
$ 211,268
Wages,
vacations,
and
employees'
benefits
166,448
125,863
292,311 Other
current and
accrued
liabilities
127,723
52,510
(27,704)(10)
231,280
(3,379)(10)
73,409 (15)
(2,250)(6)
9,107 (16)
1,864 (17)
ABS
borrowings
50,000 --
21,500 (4)
71,500
Current
maturities of
long-term
debt 5,008
6,441 (6,441)
(7) 5,008 ---
-------- ----
------- -----

------ ------
----- Total
current
liabilities
445,932
372,738
(7,303)
811,367 -----
------ ------
----- -------
---- --------
--- Long-term
liabilities:
Long-term
debt, less
current
portion
263,963
248,924
150,000 (2)
838,128
175,000 (3)
(23,924)(7)
24,165 (18)
Claims and
other
liabilities
76,200 61,191
59,961 (16)
197,352
Accrued
pension and
postretirement
health care
58,308
146,582
82,933 (19)
287,823
Deferred
income taxes
27,285 10,393
211,301 (10)
248,979 -----
------ ------
----- -------
---- --------
--- Total
long-term
liabilities
425,756
467,090
679,436
1,572,282 ---
-------- ----
------- -----
------ ------
----- Total
shareholders'
equity
403,535
443,585
585,310 (1)
987,401
(443,585)(20)
(1,444)(21) -
---------- --
--------- ---
-------- ----
------- TOTAL
LIABILITIES
AND
SHAREHOLDERS'
EQUITY $
1,275,223 $
1,283,413 $
812,414 $
3,371,050
===========
===========
===========
===========

UNAUDITED CONDENSED PRO FORMA STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2002

Historical
Pro Forma ---

---------- --

-- Yellow
Roadway
Adjustments
Combined ----
------- -----
------ ------
----- -------
---- (in
thousands,
except per
share data)
Revenue $
2,624,148 $
3,010,776 $
3,000 (9) $
5,637,924 ---
-------- ----
------- -----
------ ------

Operating
expenses:
Salaries,
wages and
employees'
benefits
1,717,382
1,934,482
2,331 (25)
3,654,195
Operating
expenses and
supplies
385,522
479,415
(2,154)(15)
862,783
Operating
taxes and
licenses
75,737 76,662
152,399
Claims and
insurance
57,197 63,621
777 (25)
121,595
Depreciation
and
amortization
79,334 75,786
2,154 (15)
170,584 510
(22) 12,800
(23)
Purchased
transportation
253,677
289,612
543,289
(Gains)
losses on
property
disposals,
net 425 (650)
(225) Spin-
off and
reorganization
charges 8,010
-- 8,010 ----
------- -----
------ ------
----- -------
---- Total
operating
expenses
2,577,284

2,918,928
16,418
5,512,630 ---
-------- ----
------- -----
------ ------

Operating
income 46,864
91,848
(13,418)
125,294 -----
------ ------
----- -------
---- --------
--- Interest
expense 7,211
23,268 3,249
(15) 52,437
18,709 (25)
ABS facility
charges 2,576
3,688 (6,264)
(25) --
Other, net
(509) 2,855
(3,249)(15)
(903) -------
---- --------
--- ---------
-- ----------
-
Nonoperating
expenses, net
9,278 29,811
12,445 51,534
----------- -
---------- --
--------- ---

Income from
continuing
operations
before income
taxes 37,586
62,037
(25,863)
73,760 Income
tax provision
13,613 26,895
(10,345)(26)
30,163 ------
----- -------
---- --------
--- ---------
-- Income
from
continuing
operations $
23,973 $
35,142 $
(15,518) $
43,597
===========
===========
===========
===========
Earnings per
share from
continuing
operations:
Basic $ 0.86
$ 1.90 $ 0.95
Diluted 0.84
1.85 0.94
Average
common shares
outstanding:
Basic 28,004
18,507 46,042
Diluted
28,371 18,999
46,409

UNAUDITED CONDENSED COMBINED PRO FORMA STATEMENT OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2003

Historical
Pro Forma ---

Roadway (for
the three
quarters
ended
September
Yellow 13,
2003)
Adjustments
Combined ----
--------- ---
---------- --
----------- -

(in
thousands,
except per
share data)
Revenue $
2,165,251 $
2,247,192 $
6,900 (9) $
4,419,343 ---
---------- --
----------- -

Operating
expenses:
Salaries,
wages and
employees'
benefits
1,386,061
1,420,832
2,284 (25)
2,810,191
1,014 (15)
Operating
expenses and
supplies
320,341
382,846 (453)
(15) 702,734
Operating
taxes and
licenses
59,510 57,069
116,579
Claims and
insurance
39,972 44,774
780 (25)
85,864 338
(15)
Depreciation
and
amortization
62,206 50,827
453 (15)
123,446 360
(22) 9,600
(23)
Purchased
transportation
213,971
227,755
441,726
(Gains)
losses on
property
disposals,
net 422
(4,227)
(3,805)
Acquisition,

spin-off and
reorganization
charges 864
24,337
(24,337)(24)
864 ---------
---- --------
----- -------
------ ------
------- Total
operating
expenses
2,083,347
2,204,213
(9,961)
4,277,599 ---
---------- --
----------- -

Operating
income 81,904
42,979 16,861
141,744 -----
-------- ----
--------- ---
---------- --

Interest
expense
11,796 14,616
1,822 (15)
42,690 14,456
(25) ABS
facility
charges --
2,539 (2,539)
(25) --
Other, net
1,978 1,962
(3,174)(15)
766 ---------
---- --------
----- -------
------ ------

Nonoperating
expenses, net
13,774 19,117
10,565 43,456

Income from
continuing
operations
before income
taxes 68,130
23,862 6,296
98,288 Income
tax provision
26,775 12,790
2,518(26)
42,083 ------
------- -----
-------- ----
--------- ---

Income from
continuing
operations $
41,355 $
11,072 $
3,778 $
56,205
=============
=============
=============
=============
Earnings per
share from
continuing
operations:
Basic $ 1.40
$ 0.58 $ 1.18
Diluted 1.39
0.58 1.17
Average
common shares
outstanding:
Basic 29,578

19,018 47,616
Diluted
29,832 19,038
47,870

NOTES TO UNAUDITED CONDENSED COMBINED PRO FORMA

FINANCIAL STATEMENTS

(1) These pro forma adjustments reflect the valuations of Roadway's tangible and intangible assets and liabilities as well as conforming accounting policies recorded as of December 11, 2003 in conjunction with the acquisition. The allocation of the purchase price is preliminary and subject to adjustment, however, we do not expect material changes. These unaudited condensed combined pro forma financial statements are not necessarily indicative of the operating results or financial position that would have occurred had the acquisition been consummated at the dates indicated, nor necessarily indicative of future operating results.

The purchase price for the Roadway acquisition was calculated as follows (in thousands, except per share data):

Merger consideration of approximately $1,079.5 million, or $48 per Roadway share (based on an exchange ratio of 1.752 and an average price per share of $31.51 for Yellow common stock, in a half cash, half stock transaction).

Cash	$ 494,146
Common stock (18.0 million Yellow shares)	585,310
Total merger consideration	1,079,456
Acquisition costs	17,765
Total purchase price	1,097,221
Net tangible assets acquired at fair value	48,901*
Costs in excess of net tangible assets of the acquired company	1,048,320**
Fair value of identifiable intangible assets	461,300
Goodwill	$ 587,020

- ----------

* Net tangible assets acquired at fair value is comprised of the following (in thousands):

Roadway historical net tangible assets at September 13, 2003		$ 157,711
Purchase accounting adjustments, as described in the following notes:		
Merger-related expenses incurred by Roadway	(11,045)	
Change of control costs for key Roadway executives	(15,862)	
Planned severance for Roadway employees	(1,864)	
Write-off of certain deferred financing costs	(7,430)	
Conform revenue recognition policy	25,000	
Adjust property and equipment to fair value	333,000	
Adjust certain investments and notes receivable to fair value	(8,700)	
Adjust senior notes to fair value	(24,165)	
Conform workers' compensation and property damage policies	(69,068)	
Adjustment to pension and postretirement health care liabilities	(82,933)	
Current and deferred income taxes associated with purchase accounting adjustments	(245,743)	
Total purchase accounting adjustments		(108,810)
Net tangible assets acquired at fair value		$ 48,901

** Allocation of the purchase price among the tangible and intangible assets is preliminary and subject to change. Any such change may also impact results of operations.

(2) Reflects gross proceeds of our offering of 3.375% contingent convertible senior notes due 2023.

(3) Reflects gross proceeds of $175.0 million of secured term loan borrowings related to the acquisition.

(4) Reflects additional borrowings under Yellow's asset backed securitization (ABS) facility.

(5) Reflects the elimination of Roadway's ABS facility. As Roadway's ABS facility received sales treatment for financial reporting purposes and was therefore not reflected on its balance sheets, elimination of that facility effectively brought accounts receivable back onto the balance sheet.

(6) Represents costs associated with completing the acquisition of Roadway, our offering of 3.375% contingent convertible senior notes due 2023, our offering of 5.0% contingent convertible senior notes due 2023 and other bank financing transactions related to the Roadway acquisition, as follows (in thousands):

	ESTIMATED TOTAL COSTS	COSTS INCURRED AS OF SEPTEMBER 30, 2003 (SEPTEMBER 13, 2003 FOR ROADWAY)	ESTIMATED REMAINING COSTS TO BE INCURRED
Direct transaction costs, including investment banking, legal, accounting and other fees:			
Yellow	$ 11,560	$ 4,890	$ 6,670
Roadway	13,115	2,070	11,045
Deferred debt issuance costs	36,372	8,080	28,292
Bridge financing costs	4,500	2,250**	2,250
Debt prepayment penalties	2,300	2,300	--
Director, officer and fiduciary insurance premium costs	6,205*	--	6,205
Total	$ 74,052	$ 19,590	$ 54,462

- ----------

* This item represents the cost to provide director, officer and fiduciary liability insurance coverage for Roadway directors, officers and employees for periods prior to the date of the acquisition. In accordance with the merger agreement, this coverage will be provided for six years after the effective date of the acquisition.

** As of September 30, 2003, this amount had been accrued but not paid.

(7) Reflects the payoff of certain existing indebtedness in conjunction with the bank financing transactions and the write-off of deferred financing costs.

(8) Represents change of control payments for key Roadway executives.

(9) Represents the adjustment necessary to conform Roadway's revenue recognition policy to the policy used by Yellow.

(10) Represents the impact on currently payable and deferred income taxes of the pro forma adjustments presented.

(11) Represents the net adjustment to Roadway's property and equipment to their estimated fair values.

(12) Represents the elimination of Roadway's historical accumulated depreciation.

(13) Represents the elimination of the historical goodwill of Roadway.

(14) Represents the write down of certain Roadway investments and notes receivable to their estimated fair values.

(15) Reflects certain balance sheet and statement of operations reclassifications made to conform Roadway's presentation to the presentation used by Yellow.

(16) Represents the adjustment necessary to conform Roadway's workers' compensation and property damage accrual policies to the policies used by Yellow.

(17) Represents the accrual for planned severance for Roadway employees.

(18) Represents an increase in the fair value of Roadway's senior notes based on current market prices.

(19) Represents the adjustment necessary to eliminate previously unrecognized gains or losses, prior service cost, and transition assets or obligations related to Roadway's defined benefit pension and postretirement health care benefit plans for employees not covered by collective bargaining agreements.

(20) Represents the elimination of Roadway's historical shareholders' equity balances.

(21) Represents the after-tax impact of bridge financing costs associated with completing the bank financing transactions.

(22) Adjustment to record additional depreciation expense on the new basis of Roadway's property and equipment.

(23) Adjustment to record amortization expense on identifiable intangible assets.

(24) Adjustment to eliminate the expense related to the vesting of restricted stock awards, other compensation and transaction fees associated with the acquisition of Roadway by Yellow that were recognized on Roadway's historical Statement of Consolidated Income for the thirty-six weeks ended September 13, 2003.

(25) Adjustment to record additional interest expense, letter of credit fees and amortization of deferred financing costs on borrowings related to our offering of 3.375% contingent convertible senior notes due 2023, our offering of 5.0% contingent convertible senior notes due 2023 and other bank financing transactions related to the acquisition. The estimated weighted average annual interest rate of the completed and contemplated debt structure is 5.5%. A 1/8th% change in the variable interest rates associated with these borrowings would have a $0.3 million effect on annual interest expense. A $10.0 million change in the amount of borrowings necessary to finance the acquisition would have a $0.4 million effect on annual interest expense.

(26) Adjustment to record the income tax impact of the pro forma adjustments at an effective income tax rate of 40.0%.