

**YRC WORLDWIDE INC.
CHARTER-AUDIT/ETHICS COMMITTEE**

(as amended and restated May 15, 2008)

The Board of Directors (the "Board") of YRC Worldwide Inc. (the "Company") has before this date established an Audit/Ethics Committee. It is intended that this Charter and the composition of this Committee comply with applicable law and the rules of the NASDAQ Stock Market. This document replaces and supercedes in its entirety all previous Charters of the Committee, including the Charter adopted on December 18, 2003.

Principal Responsibilities

The Committee's principal responsibilities are to act on behalf of the Board to do the following:

- (1) appoint, compensate, retain and oversee the work of any public accounting firm that the Company employs for the purpose of preparing or issuing an audit report or related work;
- (2) approve all auditing services and non-audit services that the Company's auditors provide to the Company. In addition to the Committee, the chairman of the Committee is expressly authorized to approve the provision of non-audit services to the Company by the Company's auditors, provided that any approval by the chairman of the Committee must be reported to the Committee at its next meeting;
- (3) resolve any disagreements between the Company's management and the auditor regarding financial reporting;
- (4) establish procedures for the receipt, retention and treatment of complaints that the Company receives regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (5) assist Board oversight of the following:
 - (a) the integrity of the Company's financial statements;
 - (b) the Company's compliance with legal and regulatory requirements;
 - (c) the independent auditor's qualifications and independence, and
 - (d) the performance of the Company's internal and external audit functions;
- (6) oversee the Company's compliance programs, including the Company's Code of Conduct;
- (7) adopt, amend or modify the Company's Code of Conduct and a code of ethics (which may or may not be contained in the Company's Code of Conduct) for the Company's

chief executive officer, chief financial officer, controller, principal accounting officer or persons serving in similar functions; and

- (8) determine appropriate funding for:
- (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (b) compensation to any advisers employed by the Committee to assist the Committee in the conduct of its duties; and
 - (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

With regard to these responsibilities, the Committee should review/discuss the following:

- *Financial Information* - The annual audited financial statements and quarterly financial statements with management and the independent auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- *Press Releases* - The earnings press releases.
- *Risk Management* - The Company's business risk management process, including the adequacy of the Company's overall control environment and controls in selected areas representing significant financial and business risk.
- *Internal Controls and Regulatory Compliance* - The Company's system of internal controls for detecting accounting and reporting financial errors, fraud and defalcations, legal violations and noncompliance with the Company's Code of Conduct.
- *Internal Audit Responsibilities* - The annual internal audit plan and the process used to develop the plan. Status of activities, significant findings, recommendations, and management's response.
- *Correspondence* - With management and the external auditor, any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
- *Regulatory and Accounting Requirements* - With management and the external auditors the effect of regulatory changes, significant new or proposed accounting guidelines and off-balance sheet structures on the Company's financial statements.
- *External Audit Responsibilities* - Auditor independence and the overall scope and focus of the annual audit, including the scope and level of involvement with unaudited quarterly or other interim-period information.

- *Financial Reporting and Controls* - Key financial statement issues and risks, their impact or potential effect on reported financial information, the process used by management to address such matters, related auditor views, and the basis for audit conclusions. Important conclusions on interim or year-end audit work in advance of the public release of financials.
- *Auditor Recommendations* - Important internal and external auditor recommendations on financial reporting, controls, other matters, and management's response. The views of management and auditors on the overall quality of annual and interim financial reporting.

The Committee should also review and approve:

- the Company's policy on retention of the external auditor for any non-audit services and the fee for such service;
- the internal auditor charter; and
- changes in internal audit leadership.

The Committee shall also prepare a report as the rules of the Securities and Commission require that is to be included in the Company's annual proxy statement.

Committee Composition

The Committee shall consist of at least three and no more than five directors who are independent (as defined by applicable law and the rules of the NASDAQ Stock Market). Committee members shall have the following qualities:

- knowledge of the primary industries in which the Company operates;
- the ability to read and understand fundamental financial statements, including a company's balance sheet, income statement, statement of cash flow, and key performance indicators; and
- the ability to understand key business and financial risks and related controls and control processes.

No member shall have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the preceding three years. One member, preferably the chairperson, should have employment experience in finance or accounting or other comparable experience. Desirable experience includes being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The full Board, after receiving input from the Governance Committee, shall approve Committee appointments and choice of the chairperson. Each member of the Committee shall serve at the pleasure of the Board and may be replaced or removed by the Board at any time at its discretion.

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

Committee Operating Principles

The Committee shall fulfill its responsibilities within the context of the following overriding principles:

- *Communications* - The chairperson and others on the Committee shall, to the extent appropriate, have contact throughout the year with senior management of the Company, other Board committee chairpersons, other Board members and other key Committee advisors, external and internal auditors and employees of the Company.
- *Committee Education/Orientation* - The Committee, with management, shall develop and participate in a process for review of important financial and operating topics that present potential significant risk to the Company.
- *Meeting Agenda* - Committee meeting agendas shall be the responsibility of the Committee chairperson, with input from committee members. It is expected that the chairperson would also ask for management and key Committee advisors, and perhaps others, to participate in this process.
- *Committee Expectations and Information Needs* - The Committee shall communicate Committee expectations and the nature, timing, and extent of Committee information needs to management, internal audit and external parties, including external auditors. Management, auditors and others shall provide requested written materials, including key performance indicators and measures related to key business and financial to the Committee.
- *External Resources* - The Committee shall have the power and will take appropriate action to conduct or authorize investigations into matters within the Committee's scope of responsibilities. The Committee shall have unrestricted access to members of management and all information relevant to its responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of its duties at the Company's expense.
- *Committee Meeting Attendees* - The Committee shall request members of management, counsel, internal audit and external auditors, as applicable, to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities. Periodically and at least annually, the Committee shall meet in private session with only the Committee members. It shall be understood that either internal or external auditors, or counsel, may, at any time, request a meeting with the Committee or Committee chairperson with or without management attendance. In any case, the Committee shall meet in executive session separately with internal and external auditors and the Company's general counsel, at least annually.
- *Reporting to the Board of Directors* - The Committee, through the Committee chairperson, shall report Committee actions and recommendations to the full Board.

Meeting Frequency

The Committee shall meet at least four times per year. Additional meetings shall be scheduled as considered necessary by the Committee or chairperson. The meetings shall be held in accordance with the provisions of the Company's Bylaws, and the Committee shall maintain a record of its proceedings. The Committee shall report to the Board on a regular basis and shall make recommendations to the Board as it deems appropriate.

Evaluations

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

Committee's Relationship with External and Internal Auditors

- The external auditors, in their capacity as independent public accountants, shall be responsible to the Board and the Committee as representatives of the shareholders.
- The external auditors shall report to the Committee on a timely basis (a) all critical accounting policies and practices used by the Company; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, along with the potential ramifications of using those alternatives, and the treatment preferred by the external auditors; and (c) other material written communications provided by the external auditors to management (e.g., any management letter or schedule of unadjusted differences).
- The Committee shall annually review the performance (effectiveness, objectivity, and independence) of the external and internal auditors. The Committee shall discuss with the external auditors the matters required by applicable auditing standards, and ensure receipt of a formal written statement from the external auditors consistent with the standards set by the Independence Standards Board. Additionally, the Committee shall discuss with the auditor relationships or services that may affect auditor objectivity or independence. If the Committee is not satisfied with the auditors' assurances of independence, it shall take or recommend to the full Board appropriate action to ensure the independence of the external auditor.
- The internal audit function shall be responsible to the Board through the Committee.
- If either the internal or the external auditors identify significant issues relative to the overall Board responsibility that have been communicated to management but, in their judgment, have not been adequately addressed, the auditors should communicate these issues to the Committee chairperson.