

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
YRC WORLDWIDE INC.
(Amended and Restated July 26, 2007)**

The Board of Directors (the “Board”) of YRC Worldwide Inc. (together with its subsidiaries, the “Company”) has before this date established a Compensation Committee (the “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 (without limitation) the Charter adopted on October 19, 2004.

Purpose

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

- A. set compensation, benefit and compensation-related policies for the Company and, pursuant to those policies, determine the compensation and benefits of the designated “executive officers” and other key employees of the Company other than the Chief Executive Officer;
- B. review and recommend for the full Board’s consideration the compensation and benefits of the Chief Executive Officer and directors of the Company; and
- C. appoint health, welfare and retirement benefit plan administrators, trustees and other similarly required positions and monitor and provide oversight to these plans; and
- D. administer equity and other long-term compensation programs of the Company.

Membership

The Committee shall be comprised of two or more members of the Board. Each member of the Committee shall:

- be an “independent director” as independence is determined in accordance with applicable law and the NASDAQ Stock Market rules,
- qualify as a “non-employee” director under Rule 16b-3 of the Securities and Exchange Act of 1934, as amended, and
- qualify as an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board of Directors shall appoint the members of the Committee. 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 Board shall designate one member of the Committee as the Chairman.

Responsibilities

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

- A. Overall compensation policy.
 1. Periodically review the Company's overall compensation policy and strategy to align it with the Company's financial, operational and strategic goals
 2. Recommend compensation to appropriately compensate the Chief Executive Officer and set compensation to appropriately compensate other senior executives, in each case, without providing excessive compensation
 3. Set compensation so that it is related to personal and corporate performance
 4. Set compensation to attract and retain top executive competency
 5. Select appropriate comparables for assessing the compensation structure of the Company's executive officers and other key employees
 6. Oversee the development and implementation of the Company's compensation programs
- B. Chief executive officer compensation.
 1. review and recommend for the full Board's consideration the compensation and benefits of the Chief Executive Officer of the Company
 2. evaluate the performance of the Chief Executive Officer based on established goals and objectives
- C. Executive officer compensation. For the Company's "executive officers" other than the Chief Executive Officer, as the Board designates from time to time in a manner consistent with applicable securities, tax and other laws, review, set and approve, as applicable:
 1. annual base salary
 2. annual cash bonus opportunity level
 3. long-term incentive compensation opportunity level
 4. performance targets and criteria
 5. equity-based compensation
 6. perquisites and other forms of compensation
 7. employment terms and agreements
 8. severance arrangements
 9. any change of control, indemnification or other employment or compensation-related agreements
- D. Key employee compensation. Review and establish the compensation and benefits of the Company's key employees other than the executive officers.

Review the actions of the boards of directors of the Company's subsidiary companies with respect to compensation and benefits of the key employees of the subsidiaries to assess the financial impact to the shareholders.

- E. Director compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation, including the terms and awards of equity-based compensation and the terms on which any compensation may be deferred.

- E. Executive succession planning. Provide for executive succession planning and review periodically the Company's succession plans for executive positions and its management development strategy.

- G. Compensation committee reports.
 - 1. review and discuss with management the "Compensation Discussion and Analysis," or any similar report, prepared by management and recommend to the Board whether such report should be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable
 - 2. review and approve the "Compensation Committee Report" required by applicable Securities and Exchange Commission rules and regulations for inclusion in the Company's proxy statement or Annual Report on Form 10-K, as applicable

- H. Incentive compensation. With respect to incentive compensation:
 - 1. approve the creation or amendment of incentive compensation plans, subject, where appropriate, to applicable law, NASDAQ Stock Market rules and Securities and Exchange Commission and Internal Revenue Service rules and regulations requiring shareholder approval of such plans or amendments
 - 2. assure that the Company's annual bonus and long-term incentive compensation plans are administered in a manner consistent with the Company's compensation philosophy and strategy
 - 3. interpret, administer and determine awards and grants under equity-based or incentive compensation plans

- I. Benefit plans. With respect to the Company's qualified and non-qualified benefit plans:
 - 1. approve the termination, suspension, creation or amendment of Company-sponsored qualified or non-qualified retirement plans
 - 2. review actuarial studies and the funding policy and annual contribution to the Company's defined benefit plans

3. monitor the investment performance of the assets of the qualified retirement plans and recommend any changes in investment policy
 4. review the Company's financial performance and approve contributions (and the allocation of the contributions), if any, to the Company's defined contribution plans
 5. review and approve any supplemental retirement arrangement for officers of the Company and review those arrangements for the subsidiary companies to assess the impact on the Company's shareholders
 6. take actions regarding benefit plans that the Committee determines are necessary or desirable
 7. appoint members of the Benefits Administrative Committee, which will serve as the plan administrator and named fiduciary for all benefit plans. The Committee may delegate its responsibilities and related authority to the Benefits Administrative Committee with respect to employee benefit plans, subject to the Committee's oversight
- J. Equity compensation grants. Approve the issuance or reservation of Company common stock to satisfy equity compensation grants upon vesting, satisfaction of performance criteria or the lapse of applicable restrictions under the terms of the grants.
- K. Disclosure. Assure full disclosure of the Company's compensation arrangements as the rules of the Securities and Exchange Commission may provide from time to time.
- L. Other responsibilities. The Committee shall have any other responsibilities as the Board may delegate to it from time to time. The Committee may perform any other functions and take other actions as it deems necessary or convenient to fulfill its responsibilities under this Charter.

Meetings and Procedures

The Compensation Committee shall meet at such times and places as the Compensation Committee shall determine, and generally, will meet at least four times in each fiscal year. 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.

Advisors

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

Committee shall have the sole authority to determine the terms of the engagement and the compensation of any advisors.

Subcommittees

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

Evaluations

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

