

SCHEDULE A

Serial Number	Reg. Number	Word Mark
78716435		ROADWAY CUSTOM SOLUTIONS
78745566		YRC LOGISTICS
78745559		YRC WORLDWIDE
78653745		YRC
78634015	3050041	POWERTMS
78534007		MERIDIAN IQ
78533998	2983380	MERIDIAN IQ
78495224		MIQ
78494034	3020602	OPEN LOCK
78490754	3072966	YELLOW ROADWAY CORPORATION YR
78490508		YELLOW
76615074		EXPRESS LANE SERVICE
76594495	2982762	MERIDIAN IQ
76582306	2935940	YR
76561489		YELLOW ROADWAY
76561488	2899251	INTELLIGENT SOLUTIONS. POWERFUL RESULTS.
76561487		VOLUME ADVANTAGE
76561486		YELLOW TRANSPORTATION
75597085	2311486	YCS INTERNATIONAL
75596711	2314025	YCS INTERNATIONAL
75685614	2359522	EXACT
74613843	1895361	MERGE-IN-TRANSIT
74726752	2014616	2-DAY USA
74370304	1866137	YELLOW CORPORATION
73340431	1212751	YELLOW
73340430	1212750	YELLOW
73340429	1212749	YELLOW

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"YRC WORLDWIDE INC.", A DELAWARE CORPORATION,

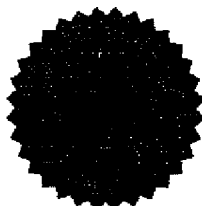
WITH AND INTO "YELLOW ROADWAY CORPORATION" UNDER THE NAME OF "YRC WORLDWIDE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 8:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF JANUARY, A.D. 2006, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2001975 8100M

051074811



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4414054

DATE: 12-30-05

TRADEMARK
REEL: 003322 FRAME: 0639

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:57 AM 12/30/2005
FILED 08:58 AM 12/30/2005
SRV 051074811 - 2001975 FILE

**CERTIFICATE OF OWNERSHIP
AND MERGER**

MERGING

YRC WORLDWIDE INC.
a Delaware corporation

INTO

YELLOW ROADWAY CORPORATION
a Delaware corporation

(Pursuant to Section 253 of the General Corporation
Law of the State of Delaware)

Yellow Roadway Corporation, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That Yellow Roadway Corporation (the "Company") and YRC Worldwide Inc. are corporations duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the issued and outstanding shares of the capital stock of YRC Worldwide Inc.

THIRD: That the board of directors of the Company adopted the following resolutions at a meeting held on December 15, 2005, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

"RESOLVED, that the Board of Directors of the Company deems it advisable and in the best interest of the Company to merge a new-formed wholly owned subsidiary which is a Delaware corporation ("Newco") with and into the Company, with the Company being the surviving corporation;

RESOLVED, that, at such time as the Chief Executive Officer, Chief Financial Officer or Senior Vice President and General Counsel of the Company deems appropriate, Newco be merged with and into the Company, pursuant to Section 253 of the General Corporation Law of the State of Delaware, and that the Company succeed to and possess all the rights and assets of Newco and be subject to all of the liabilities and obligations of Newco;

RESOLVED, that the Certificate of Incorporation, as amended, of the Company shall be the Certificate of Incorporation, as amended, of the surviving entity, with the exception that Article First of the Certificate of Incorporation, as amended, shall be

amended to read in its entirety as follows: "The name of the Corporation is YRC Worldwide Inc.";

RESOLVED, that the bylaws of the Company shall be the bylaws of the surviving corporation;

RESOLVED, that each share of common stock, \$.01 par value per share, of Newco issued and outstanding immediately prior to the effective date of the merger shall, upon the effective date and by virtue of the merger, be canceled without payment therefor;

RESOLVED, that the merger shall become effective on the date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware with respect to such merger;

RESOLVED, that the appropriate officers of the Company are hereby authorized and empowered to file the necessary documents with the Secretary of State of the State of Delaware, to incur the necessary expenses therefor and to take, or cause to be taken, all such further action and to execute and deliver or cause to be executed and delivered, in the name of and on behalf of the Company, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of the Company (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer); and

RESOLVED, that the prior actions of the officers and directors of the Company in undertaking to carry out the transactions contemplated by the foregoing resolutions be, and the same hereby are, in all respects, approved, adopted, ratified and confirmed."

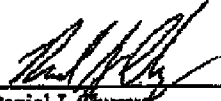
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the time that this Certificate of Ownership and Merger filed with the Secretary of State of Delaware becomes effective.

FIFTH: The amended Certificate of Incorporation of the Company shall be the amended Certificate of Incorporation of the surviving corporation, with the exception that Article First of the amended Certificate of Incorporation shall be amended to read in its entirety as follows: "The name of the Corporation is YRC Worldwide Inc."

SIXTH: The merger shall be effective at 12:01 a.m. on January 3, 2006.

IT WITNESS WHEREOF, the Company has caused this Certificate to be signed by its duly authorized officer this 30th day of December, 2005.

YELLOW ROADWAY CORPORATION

By: 
Name: Daniel J. Churay
Title: Senior Vice President, General Counsel
and Secretary

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