

YRC Worldwide Inc.
Form 10-Q
July 28, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016

OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 0-12255

YRC Worldwide Inc.
(Exact name of registrant as specified in its charter)

Delaware 48-0948788
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

10990 Roe Avenue, Overland Park, Kansas 66211
(Address of principal executive offices) (Zip Code)
(913) 696-6100

(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at July 22, 2016 |
|--|------------------------------|
| Common Stock, \$0.01 par value per share | 33,280,658 shares |

Table of Contents

INDEX

| Item | Page |
|--|-----------|
| <u>PART I – FINANCIAL INFORMATION</u> | |
| 1 <u>Financial Statements</u> | <u>3</u> |
| <u>Consolidated Balance Sheets - June 30, 2016 and December 31, 2015</u> | <u>3</u> |
| <u>Statements of Consolidated Comprehensive Income - Three and Six Months Ended June 30, 2016 and 2015</u> | <u>4</u> |
| <u>Statements of Consolidated Cash Flows - Six Months Ended June 30, 2016 and 2015</u> | <u>5</u> |
| <u>Statement of Consolidated Shareholders' Deficit - Six Months Ended June 30, 2016</u> | <u>6</u> |
| <u>Notes to Consolidated Financial Statements</u> | <u>7</u> |
| 2 <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>14</u> |
| 3 <u>Quantitative and Qualitative Disclosures About Market Risk</u> | <u>29</u> |
| 4 <u>Controls and Procedures</u> | <u>29</u> |
| <u>PART II – OTHER INFORMATION</u> | |
| 1 <u>Legal Proceedings</u> | <u>30</u> |
| 1A <u>Risk Factors</u> | <u>30</u> |
| 6 <u>Exhibits</u> | <u>30</u> |
| <u>Signatures</u> | <u>31</u> |

2

Table of Contents

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEETS

YRC Worldwide Inc. and Subsidiaries

(Amounts in millions except share and per share data)

| | June 30, 2016 | December 31, 2015 |
|---|------------------|----------------------|
| | (Unaudited) | |
| Assets | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 243.5 | \$ 173.8 |
| Restricted amounts held in escrow | 61.4 | 58.8 |
| Accounts receivable, net | 483.5 | 427.4 |
| Prepaid expenses and other | 76.1 | 74.4 |
| Total current assets | 864.5 | 734.4 |
| Property and Equipment: | | |
| Cost | 2,819.2 | 2,822.8 |
| Less – accumulated depreciation | (1,916.5) | (1,885.5) |
| Net property and equipment | 902.7 | 937.3 |
| Intangibles, net | 34.2 | 40.4 |
| Restricted amounts held in escrow | 3.7 | 63.4 |
| Deferred income taxes, net | 23.0 | 23.0 |
| Other assets | 57.9 | 80.9 |
| Total Assets | \$ 1,886.0 | \$ 1,879.4 |
| Liabilities and Shareholders' Deficit | | |
| Current Liabilities: | | |
| Accounts payable | \$ 171.1 | \$ 161.1 |
| Wages, vacations and employee benefits | 207.1 | 195.1 |
| Deferred income taxes, net | 23.0 | 23.0 |
| Claims and insurance accruals | 123.1 | 125.0 |
| Other accrued taxes | 27.3 | 29.8 |
| Other current and accrued liabilities | 24.8 | 23.6 |
| Current maturities of long-term debt | 16.4 | 15.9 |
| Total current liabilities | 592.8 | 573.5 |
| Other Liabilities: | | |
| Long-term debt, less current portion | 1,028.0 | 1,046.5 |
| Deferred income taxes, net | 3.8 | 3.7 |
| Pension and postretirement | 329.5 | 339.9 |
| Claims and other liabilities | 291.7 | 295.2 |
| Commitments and contingencies | | |
| Shareholders' Deficit: | | |
| Preferred stock, \$1 par value per share | — | — |
| Common stock, \$0.01 par value per share | 0.3 | 0.3 |
| Capital surplus | 2,316.5 | 2,312.6 |
| Accumulated deficit | (2,224.2) | (2,239.3) |
| Accumulated other comprehensive loss | (359.7) | (360.3) |
| Treasury stock, at cost (410 shares) | (92.7) | (92.7) |
| Total shareholders' deficit | (359.8) | (379.4) |
| Total Liabilities and Shareholders' Deficit | \$ 1,886.0 | \$ 1,879.4 |

The accompanying notes are an integral part of these statements.

3

Table of Contents

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME

YRC Worldwide Inc. and Subsidiaries

For the Three and Six Months Ended June 30

(Amounts in millions except per share data, shares in thousands)

(Unaudited)

| | Three Months | | Six Months | |
|---|--------------|-----------|------------|-----------|
| | 2016 | 2015 | 2016 | 2015 |
| Operating Revenue | \$1,207.6 | \$1,258.4 | \$2,327.9 | \$2,444.8 |
| Operating Expenses: | | | | |
| Salaries, wages and employee benefits | 718.7 | 715.5 | 1,416.8 | 1,422.8 |
| Operating expenses and supplies | 198.6 | 232.8 | 388.8 | 461.0 |
| Purchased transportation | 136.7 | 148.0 | 252.2 | 281.4 |
| Depreciation and amortization | 38.5 | 41.3 | 79.2 | 82.9 |
| Other operating expenses | 69.0 | 64.6 | 131.7 | 135.5 |
| (Gains) losses on property disposals, net | (11.1) | (0.7) | (11.4) | 0.6 |
| Total operating expenses | 1,150.4 | 1,201.5 | 2,257.3 | 2,384.2 |
| Operating Income | 57.2 | 56.9 | 70.6 | 60.6 |
| Nonoperating Expenses: | | | | |
| Interest expense | 26.2 | 27.9 | 52.3 | 55.5 |
| Loss on extinguishment of debt | — | — | — | 0.6 |
| Other, net | (0.8) | 0.7 | 0.3 | (3.6) |
| Nonoperating expenses, net | 25.4 | 28.6 | 52.6 | 52.5 |
| Income before income taxes | 31.8 | 28.3 | 18.0 | 8.1 |
| Income tax expense | 4.7 | 2.3 | 2.9 | 3.7 |
| Net Income | 27.1 | 26.0 | 15.1 | 4.4 |
| Other comprehensive income, net of tax | 3.2 | 5.4 | 0.6 | 4.8 |
| Comprehensive Income Attributable to YRC Worldwide Inc. | \$30.3 | \$31.4 | \$15.7 | \$9.2 |
| | | | | |
| Average Common Shares Outstanding – Basic | 32,459 | 31,929 | 32,362 | 31,367 |
| Average Common Shares Outstanding – Diluted | 32,854 | 32,582 | 32,814 | 32,562 |
| | | | | |
| Income Per Share – Basic | \$0.84 | \$0.81 | \$0.47 | \$0.14 |
| Income Per Share – Diluted | \$0.83 | \$0.80 | \$0.46 | \$0.13 |

The accompanying notes are an integral part of these statements.

Table of Contents

STATEMENTS OF CONSOLIDATED CASH FLOWS

YRC Worldwide Inc. and Subsidiaries

For the Six Months Ended June 30

(Amounts in millions)

(Unaudited)

| | 2016 | 2015 |
|---|-----------|-----------|
| Operating Activities: | | |
| Net Income | \$15.1 | \$4.4 |
| Noncash items included in net income: | | |
| Depreciation and amortization | 79.2 | 82.9 |
| Noncash equity-based compensation and employee benefits expense | 11.3 | 11.7 |
| (Gains) losses on property disposals, net | (11.4) | 0.6 |
| Gain on disposal of equity method investment | (2.3) | — |
| Other noncash items, net | 6.4 | 3.8 |
| Changes in assets and liabilities, net: | | |
| Accounts receivable | (55.3) | (43.2) |
| Accounts payable | 7.3 | 11.7 |
| Other operating assets | 3.2 | (0.6) |
| Other operating liabilities | (6.0) | (40.2) |
| Net cash provided by operating activities | 47.5 | 31.1 |
| Investing Activities: | | |
| Acquisition of property and equipment | (47.3) | (42.6) |
| Proceeds from disposal of property and equipment | 21.0 | 13.1 |
| Restricted escrow receipts | 57.1 | 42.0 |
| Restricted escrow deposits | — | (10.0) |
| Proceeds from disposal of equity method investment, net | 14.6 | — |
| Other, net | — | 0.4 |
| Net cash provided by investing activities | 45.4 | 2.9 |
| Financing Activities: | | |
| Repayments of long-term debt | (21.4) | (9.1) |
| Debt issuance costs | (1.8) | — |
| Net cash used in financing activities | (23.2) | (9.1) |
| Net Increase In Cash and Cash Equivalents | 69.7 | 24.9 |
| Cash and Cash Equivalents, Beginning of Period | 173.8 | 171.1 |
| Cash and Cash Equivalents, End of Period | \$243.5 | \$196.0 |
| Supplemental Cash Flow Information: | | |
| Interest paid | \$(44.2) | \$(54.1) |
| Income tax refund (payment), net | (3.4) | 0.4 |
| Debt redeemed for equity consideration | — | 17.9 |

The accompanying notes are an integral part of these statements.

Table of Contents

STATEMENT OF CONSOLIDATED SHAREHOLDERS' DEFICIT

YRC Worldwide Inc. and Subsidiaries

For the Six Months Ended June 30, 2016

(Amounts in millions)

(Unaudited)

| | |
|--|-------------|
| Preferred Stock: | |
| Beginning and ending balance | \$— |
| Common Stock: | |
| Beginning and ending balance | \$0.3 |
| Capital Surplus: | |
| Beginning balance | \$2,312.6 |
| Equity-based compensation | 3.9 |
| Ending balance | \$2,316.5 |
| Accumulated Deficit: | |
| Beginning balance | \$(2,239.3) |
| Net income | 15.1 |
| Ending balance | \$(2,224.2) |
| Accumulated Other Comprehensive Loss: | |
| Beginning balance | \$(360.3) |
| Reclassification of net pension actuarial losses to net income, net of tax | 6.8 |
| Foreign currency translation adjustments | 4.2 |
| Reclassification of foreign currency translation gains to net income | (10.4) |
| Ending balance | \$(359.7) |
| Treasury Stock, At Cost: | |
| Beginning and ending balance | \$(92.7) |
| Total Shareholders' Deficit | \$(359.8) |

The accompanying notes are an integral part of these statements.

Table of Contents

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YRC Worldwide Inc. and Subsidiaries
(Unaudited)

Certain of these Notes to Consolidated Financial Statements contain forward-looking statements, as described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Cautionary Note Regarding Forward-Looking Statements.”

1. Description of Business

YRC Worldwide Inc. (also referred to as “YRC Worldwide,” the “Company,” “we,” “us” or “our”) is a holding company that, through wholly owned operating subsidiaries, offers its customers a wide range of transportation services. We have one of the largest, most comprehensive less-than-truckload (“LTL”) networks in North America with local, regional, national and international capabilities. Through our team of experienced service professionals, we offer expertise in LTL shipments and flexible supply chain solutions, ensuring customers can ship industrial, commercial and retail goods with confidence. Our reporting segments include the following:

YRC Freight is the reporting segment that focuses on longer haul business opportunities with national, regional and international services. YRC Freight provides for the movement of industrial, commercial and retail goods, primarily through centralized management. This reporting segment includes YRC Inc. (“YRC Freight”), a U.S. LTL subsidiary, and Reimer Express (“YRC Reimer”), a subsidiary located in Canada that specializes in shipments into, across and out of Canada. In addition to the United States and Canada, YRC Freight also serves parts of Mexico, Puerto Rico and Guam.

Regional Transportation is the reporting segment for our transportation service providers focused on business opportunities in the regional and next-day delivery markets. Regional Transportation is comprised of USF Holland Inc. (“Holland”), New Penn Motor Express, Inc. (“New Penn”) and USF Reddaway Inc. (“Reddaway”). These companies each provide regional, next-day ground services in their respective regions through a network of facilities located across the United States, Canada, Mexico and Puerto Rico.

At June 30, 2016, approximately 78% of our labor force is subject to collective bargaining agreements, which predominantly expire in March 2019.

2. Principles of Consolidation

The accompanying Consolidated Financial Statements include the accounts of YRC Worldwide and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. We report on a calendar year basis. The quarters of the Regional Transportation companies (with the exception of New Penn) consist of thirteen weeks that end on a Saturday either before or after the end of March, June and September, whereas all other operating segment quarters end on the natural calendar quarter end. Our investment in our Chinese joint venture, a non-majority owned affiliate, was sold in March 2016 and was accounted for on the equity method.

We make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and notes. Actual results could differ from those estimates. We have prepared the Consolidated Financial Statements, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). In our opinion, we have made all normal recurring adjustments necessary for a fair statement of the financial position, results of operations and cash flows for the interim periods included in these financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) have been condensed or omitted from these statements pursuant to SEC rules and regulations.

Accordingly, the accompanying Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Table of Contents

Fair Value of Financial Instruments

The following table summarizes the fair value hierarchy of our financial assets and liabilities carried at fair value on a recurring basis as of June 30, 2016:

| (in millions) | Total Carrying Value | Fair Value Measurement Hierarchy | | |
|---|----------------------|--|---|---|
| | | Quoted prices in active market (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Restricted amounts held in escrow-current | \$ 61.4 | \$ 61.4 | \$ — | \$ — |
| Restricted amounts held in escrow-long term | 3.7 | 3.7 | — | — |
| Total assets at fair value | \$ 65.1 | \$ 65.1 | \$ — | \$ — |

Restricted amounts held in escrow are invested in money market accounts and are recorded at fair value based on quoted market prices. The carrying value of cash and cash equivalents, accounts receivable and accounts payable approximate their fair value due to the short-term nature of these instruments.

Equity Method Investment

On October 23, 2015, the Company entered into a sale and purchase agreement to sell its fifty percent equity interest in its Chinese joint venture, JHJ International Transportation Co., Ltd. (“JHJ”), for a purchase price of \$16.3 million, which subsequently closed on March 30, 2016. At closing, we received proceeds of \$16.3 million and paid transaction fees of \$1.7 million. As of March 30, 2016, the carrying value of the investment was \$22.7 million with an offsetting cumulative foreign translation adjustment of \$10.4 million, resulting in a net gain on the transaction of \$2.3 million. The gain on the transaction is reflected in “Nonoperating expenses - other, net” in the accompanying statement of consolidated comprehensive income for the six months ended June 30, 2016.

Reclassifications Out of Accumulated Other Comprehensive Loss

For the three and six months ended June 30, 2016, we reclassified the amortization of our net pension loss totaling \$3.4 million and \$6.8 million, respectively, net of tax, from accumulated other comprehensive loss to net income. For the three and six months ended June 30, 2015, we reclassified the amortization of our net pension loss totaling \$3.9 million and \$8.0 million respectively, net of tax, from accumulated other comprehensive loss to net income. This reclassification is a component of net periodic pension cost and is discussed in the “Employee Benefits” footnote.

Impact of Recently Issued Accounting Standards

In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-09, Improvements to Employee Share-Based Payment Accounting, which simplifies several aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, statutory tax withholding requirements, and classification of related amounts within the statement of cash flows. The new standard will become effective for the Company beginning with the first quarter of 2017, with early adoption permitted. The Company is currently evaluating the impacts the adoption of this accounting guidance will have on the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases, which requires lessees to recognize most leases, including operating leases, on-balance sheet via a right of use asset and lease liability. Lessees are permitted to make an accounting policy election to not recognize an asset or liability for leases with a term of 12 months or less. Additional qualitative and quantitative disclosures will be required. The new standard will be effective for the Company for its

annual reporting period beginning January 1, 2019, including interim periods within that reporting period. Early application is permitted. The ASU requires a modified retrospective transition, which means the Company will be required to apply the new guidance at the beginning of the earliest period presented in the financial statements; however, companies may elect to apply certain practical expedients on transition. The Company is currently evaluating the impacts of this new standard to its consolidated balance sheets, results of operations and related disclosures.

In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers, Deferral of the Effective date, which defers the effective date of ASU 2014-9, Revenue from Contracts with Customers. The new standard will supersede much of the previous requirements in ASU-605, Revenue Recognition and most industry specific guidance and introduces a five-step model to determine when and how revenue is recognized. The premise of the new model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard will be effective for the Company for its annual reporting

Table of Contents

period beginning January 1, 2018, including interim periods within that reporting period. Early application is permitted for annual periods beginning January 1, 2017. Entities are allowed to transition to the new standard by either recasting prior periods or recognizing the cumulative effect. The Company continues to assess the method of application and impact, if any, on our consolidated balance sheets, results of operations and related disclosures.

In April 2015, the FASB issued ASU 2015-03, Interest - Imputation of Interest, which required debt issue costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with the accounting treatment for debt discounts. The Company adopted the standard as of January 1, 2016 and applied it retrospectively. The December 31, 2015 consolidated balance sheet was adjusted to reflect the reclassification of \$15.2 million in debt issuance costs from “Other assets” to “Long-term debt.” There was no other impact as a result of the adoption of this standard.

3. Debt and Financing

Our outstanding debt as of June 30, 2016 consisted of the following:

| As of June 30, 2016 (in millions) | Par Value | Discount | Debt Issuance Costs | Book Value | Stated Interest Rate | Average Effective Interest Rate |
|---|-----------|-----------|---------------------|------------|-----------------------|---------------------------------|
| Term Loan | \$682.5 | \$ (3.6) | \$ (10.6) | \$668.3 | 8.00 % ^(a) | 8.20 % |
| ABL Facility | — | — | — | — | N/A | N/A |
| Secured Second A&R CDA | 30.5 | — | (0.2) | 30.3 | 3.3-18.3% | 7.3 % |
| Unsecured Second A&R CDA | 73.2 | — | (0.5) | 72.7 | 3.3-18.3% | 7.3 % |
| Lease financing obligations | 274.6 | — | (1.5) | 273.1 | 9.0-18.2% | 12.0 % |
| Total debt | \$1,060.8 | \$ (3.6) | \$ (12.8) | \$1,044.4 | | |
| Current maturities of Term Loan | (7.0) | — | — | (7.0) | | |
| Current maturities of lease financing obligations | (9.4) | — | — | (9.4) | | |
| Long-term debt | \$1,044.4 | \$ (3.6) | \$ (12.8) | \$1,028.0 | | |

^(a) Variable interest rate of 1, 3 or 6-month LIBOR, with a floor of 1.0% plus a fixed margin of 7.0%.

ABL Facility Amendment

On June 28, 2016, the Company entered into Amendment No. 2 to the asset based loan facility (the “ABL Facility”), which amended several key terms, to include: (1) a 50 bps reduction in interest spread from LIBOR plus 2.25%, to LIBOR plus 1.75%, (2) the option to extend maturity from February 13, 2019 to June 28, 2021, subject to the refinancing, replacement or extension beyond June 28, 2021 of the credit agreement (the “Term Loan Agreement”) governing our term loan facility (the “Term Loan”), and (3) increased flexibility to manage and optimize the amount of cash included in the borrowing base by (i) providing the Company more flexibility as to the timing of testing the eligible borrowing base cash and (ii) reducing the availability requirements under our ABL Facility to 10% of the collateral line cap from 15%.

ABL Facility Availability

Our principal sources of liquidity are cash and cash equivalents, available borrowings under our ABL Facility and net cash flow from operations. As of June 30, 2016, we had cash and cash equivalents of \$243.5 million and the borrowing base and maximum availability on our ABL Facility were \$435.5 million and \$78.9 million, respectively. The maximum availability is calculated in accordance with the terms of the ABL Facility and is derived by reducing the borrowing base by our \$356.6 million of outstanding letters of credit. While our ABL Agreement permits us to access maximum availability outside of certain financial covenant restrictions (which restrictions did not limit our

availability as of June 30, 2016), the maximum amount we expect to access on our ABL Facility at any time is maximum availability less the lower of 10% of the borrowing base (\$43.6 million at June 30, 2016) or 10% of the collateral line cap (\$45.0 million at June 30, 2016). Thus, of the \$78.9 million in maximum availability, we expected to access no more than \$35.3 million as of June 30, 2016 (“Managed Accessibility”). As a result, we had cash and cash equivalents and Managed Accessibility of \$278.8 million as of June 30, 2016.

Table of Contents

Credit Facility Covenants

The Term Loan Agreement governing our Term Loan has certain financial covenants, as amended in September 2014, that, among other things, restricts certain capital expenditures and requires us to not exceed a maximum total leverage ratio (defined as Consolidated Total Debt divided by Consolidated Adjusted EBITDA, each as defined below).

Our total maximum leverage ratio covenants are as follows:

| Four Consecutive Fiscal Quarters Ending | Maximum Total Leverage Ratio | Four Consecutive Fiscal Quarters Ending | Maximum Total Leverage Ratio |
|---|------------------------------|---|------------------------------|
| June 30, 2016 | 3.75 to 1.00 | June 30, 2017 | 3.25 to 1.00 |
| September 30, 2016 | 3.75 to 1.00 | September 30, 2017 | 3.25 to 1.00 |
| December 31, 2016 | 3.50 to 1.00 | December 31, 2017 and thereafter | 3.00 to 1.00 |
| March 31, 2017 | 3.25 to 1.00 | | |

Consolidated Adjusted EBITDA, defined in our Term Loan Agreement as “Consolidated EBITDA,” is a measure that reflects our earnings before interest, taxes, depreciation, and amortization expense, and is further adjusted for, among other things, letter of credit fees, equity-based compensation expense, net gains or losses on property disposals, restructuring professional fees, nonrecurring consulting fees, expenses associated with certain lump sum payments to our International Brotherhood of Teamsters (“IBT”) employees and the results of permitted dispositions and discontinued operations. Consolidated Total Debt, as defined in our Term Loan Agreement, is the aggregate principal amount of indebtedness outstanding. Our total leverage ratio for the four consecutive fiscal quarters ending June 30, 2016 was 3.32 to 1.00.

We believe that our results of operations will be sufficient to allow us to comply with the covenants in the Term Loan Agreement, fund our operations, increase working capital as necessary to support our planned revenue growth and fund capital expenditures for at least the next twelve months. In order for us to maintain compliance with the maximum total leverage ratio over the tenor of the Term Loan and satisfy our liquidity needs, we must achieve improvement over our recent results. Improvements to our profitability may include ongoing successful implementation and realization of pricing, productivity and efficiency initiatives, as well as increased volume, some of which are outside of our control.

Fair Value Measurement

The book value and estimated fair values of our long-term debt, including current maturities and other financial instruments, are summarized as follows:

| (in millions) | June 30, 2016 | | December 31, 2015 | |
|-----------------------------|---------------|------------|-------------------|------------|
| | Book Value | Fair value | Book Value | Fair value |
| Term Loan | \$668.3 | \$ 621.6 | \$669.0 | \$ 594.6 |
| Lease financing obligations | 273.1 | 260.9 | 276.3 | 282.9 |
| Second A&R CDA | 103.0 | 94.5 | 117.1 | 102.1 |
| Total debt | \$1,044.4 | \$ 977.0 | \$1,062.4 | \$ 979.6 |

The fair values of the Term Loan and the Secured and Unsecured Second Amended and Restated Contribution Deferral Agreement (the “Second A&R CDA”) were estimated based on observable prices (level two inputs for fair value measurements). The fair value of the lease financing obligations is estimated using a publicly traded secured loan with similar characteristics (level three input for fair value measurement).

Leases

As of June 30, 2016, our minimum rental expense under operating leases for the remainder of the year was \$47.3 million. As of June 30, 2016, our operating lease payment obligations through 2030 totaled \$299.8 million and is expected to increase as we lease additional revenue equipment. Additionally, for the six months ended June 30, 2016, we entered into new operating leases for revenue equipment totaling \$58.4 million in future lease payments, payable over an average lease term of five years.

Table of Contents

Our capital expenditures for the six months ended June 30, 2016 and 2015 were \$47.3 million and \$42.6 million, respectively. These amounts were principally used to fund the purchase of used tractors and trailers, to refurbish engines for our revenue fleet, and capitalized costs for technology infrastructure.

4. Employee Benefits

Qualified and Nonqualified Defined Benefit Pension Plans

The following table presents the components of our company-sponsored pension costs for the three and six months ended June 30:

| (in millions) | Three Months | | Six Months | |
|----------------------------------|-----------------|--------|------------|--------|
| | 2016 | 2015 | 2016 | 2015 |
| Service cost | \$1.6 | \$1.2 | \$3.2 | \$2.4 |
| Interest cost | 14.0 | 14.3 | 28.0 | 28.6 |
| Expected return on plan assets | (14.1) | (15.0) | (28.2) | (30.0) |
| Amortization of net pension loss | 3.4 | 4.0 | 6.8 | 8.0 |
| Total periodic pension cost | \$4.9 | \$4.5 | \$9.8 | \$9.0 |

We expect to contribute \$45.4 million to our company-sponsored pension plans in 2016 of which we have contributed \$13.5 million through June 30, 2016.

Performance Incentive Awards

The Company granted performance stock units in February 2016 that will be settled in cash as the stock units vest equally over the next three years, with the first vesting occurring in February 2017. The awards are liability classified and remeasured to fair value at each reporting date until settlement.

5. Income Taxes

Our effective tax rate for the three and six months ended June 30, 2016 was 14.8% and 16.1%, compared to 8.1% and 45.7% for the three and six months ended June 30, 2015. The significant items impacting the 2016 rate include a provision for federal alternative minimum tax, a net state and foreign tax provision, certain permanent items, and a change in the valuation allowance established for the net deferred tax asset balance projected for December 31, 2016. The significant items impacting the 2015 rate include a net state and foreign tax provision, certain permanent items, and a change in the valuation allowance established for the net deferred tax asset balance that had been projected for December 31, 2015. We recognize valuation allowances on deferred tax assets if, based on the weight of the evidence, we determine it is more likely than not such assets will not be realized. Changes in valuation allowances are included in our tax provision in the period of change. In determining whether a valuation allowance is warranted, we evaluate factors such as prior years' earnings history, expected future earnings, loss carry-back and carry-forward periods, reversals of existing deferred tax liabilities and tax planning strategies that potentially enhance the likelihood of the realization of a deferred tax asset. At June 30, 2016 and December 31, 2015, substantially all of our net deferred tax assets were subject to a valuation allowance.

6. Shareholders' Deficit

The following reflects the activity in the shares of our common stock for the six months ended June 30, 2016:

| (shares in thousands) | 2016 |
|---------------------------|--------|
| Beginning balance | 32,141 |
| Issuance of equity awards | 320 |
| Ending balance | 32,461 |

Table of Contents

7. Earnings Per Share

We calculate basic earnings per share by dividing our net earnings by our weighted-average shares outstanding at the end of the period. The calculation for diluted earnings per share adjusts the weighted average shares outstanding for our dilutive unvested shares and stock units using the treasury stock method and for our convertible notes using the if-converted method. Our calculations for basic and dilutive earnings per share for the three and six months ended June 30, 2016 and 2015 are as follows:

| | Three Months | | Six Months | |
|---|-----------------|--------|------------|--------|
| (dollars in millions, except per share data, shares and stock units in thousands) | 2016 | 2015 | 2016 | 2015 |
| Basic and dilutive net income available to common shareholders | \$27.1 | \$26.0 | \$15.1 | \$4.4 |
| Basic weighted average shares outstanding | 32,459 | 31,929 | 32,362 | 31,367 |
| Effect of dilutive securities: | | | | |
| Unvested shares and stock units | 395 | 653 | 452 | 711 |
| Series B Notes | — | — | — | 484 |
| Dilutive weighted average shares outstanding | 32,854 | 32,582 | 32,814 | 32,562 |
| Basic earnings per share ^(a) | \$0.84 | \$0.81 | \$0.47 | \$0.14 |
| Diluted earnings per share ^(a) | \$0.83 | \$0.80 | \$0.46 | \$0.13 |

^(a) Earnings per share is based on unrounded figures and not the rounded figures presented.

At June 30, 2016 and 2015, our anti-dilutive unvested shares, options, and stock units were approximately 497,000 and 237,000, respectively.

8. Business Segments

We report financial and descriptive information about our reporting segments on a basis consistent with that used internally for evaluating segment performance and allocating resources to segments. We evaluate segment performance primarily on external revenue, operating income (loss), and operating ratio.

We charge management fees and other corporate service fees to our reporting segments based on the benefits received or an overhead allocation basis. Corporate and other operating losses represent residual operating expenses of the holding company. Corporate identifiable assets primarily consist of cash and cash equivalents. Intersegment revenue primarily relates to transportation services between our segments.

Table of Contents

The following table summarizes our operations by business segment:

| (in millions) | YRC Freight | Regional Transportation | Corporate/ Eliminations | Consolidated |
|----------------------------------|-------------|----------------------------|----------------------------|--------------|
| As of June 30, 2016 | | | | |
| Identifiable assets | \$ 1,381.2 | \$ 666.4 | \$ (161.6) | \$ 1,886.0 |
| As of December 31, 2015 | | | | |
| Identifiable assets | \$ 1,351.5 | \$ 652.9 | \$ (125.0) | \$ 1,879.4 |
| Three Months Ended June 30, 2016 | | | | |
| External revenue | \$ 755.0 | \$ 452.8 | \$ (0.2) | \$ 1,207.6 |
| Operating income (loss) | \$ 28.4 | \$ 30.6 | \$ (1.8) | \$ 57.2 |
| Six Months Ended June 30, 2016 | | | | |
| External revenue | \$ 1,450.7 | \$ 877.6 | \$ (0.4) | \$ 2,327.9 |
| Operating income (loss) | \$ 32.5 | \$ 43.0 | \$ (4.9) | \$ 70.6 |
| Three Months Ended June 30, 2015 | | | | |
| External revenue | \$ 795.2 | \$ 463.2 | \$ — | \$ 1,258.4 |
| Operating income (loss) | \$ 22.5 | \$ 37.7 | \$ (3.3) | \$ 56.9 |
| Six Months Ended June 30, 2015 | | | | |
| External revenue | \$ 1,532.8 | \$ 912.0 | \$ — | \$ 2,444.8 |
| Operating income (loss) | \$ 22.7 | \$ 42.3 | \$ (4.4) | \$ 60.6 |

9. Commitments, Contingencies and Uncertainties

California Labor Law Change

In October 2015, California adopted new rules governing the payment of piece-rate compensation. New California Labor Code section 226.2 sets forth requirements for the payment of a separate hourly wage for “nonproductive” time worked by piece-rate employees, and separate payment for compensable rest and recovery periods to those employees. The Company continues to assess the impact of this new law and ongoing compliance measures. We believe the possible loss or range of loss is inconsequential to our consolidated financial statements.

Other Legal Matters

We are involved in litigation or proceedings that arise in ordinary business activities. When possible, we insure against these risks to the extent we deem prudent, but no assurance can be given that the nature or amount of such insurance will be sufficient to fully indemnify us against liabilities arising out of pending and future legal proceedings. Many of these insurance policies contain self-insured retentions in amounts we deem prudent. Based on our current assessment of information available as of the date of these financial statements, we believe that our financial statements include adequate provisions for estimated costs and losses that may be incurred within the litigation and proceedings to which we are a party.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Consolidated Financial Statements and the Notes to Consolidated Financial Statements included elsewhere in this report. This report includes 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 ("Exchange Act"). Forward-looking statements include those preceded by, followed by or characterized by words such as "will," "expect," "intend," "anticipate," "believe," "could," "should," "may," "project," "forecast," "propose," "plan," "designed," "es" similar expressions which speak only as of the date the statement was made. Forward-looking statements are inherently uncertain, are based upon current beliefs, assumptions and expectations of Company management and current market conditions, and are subject to significant business, economic, competitive, regulatory and other risks, uncertainties and contingencies, known and unknown, many of which are beyond our control. Readers are cautioned not to place undue reliance on any forward-looking statements. Our future financial condition and results could differ materially from those predicted in such forward-looking statements because of a number of factors, including (without limitation):

- the uncertainty in the overall economy, including (without limitation) customer demand in the retail and manufacturing sectors;
- the success of our management team in implementing its strategic plan and continued operational and productivity improvements, including (without limitation) our continued ability to meet quality delivery performance standards and our ability to increase volume and yield, and the impact of those improvements on our future liquidity and profitability;
- our ability to generate sufficient liquidity to satisfy our cash needs and future cash commitments, including (without limitation) our obligations related to our indebtedness and lease and pension funding requirements, and our ability to achieve increased cash flows through improvement in operations;
- our ability to comply with scheduled increases in financial performance-related debt covenants;
- our ability to finance the maintenance, acquisition and replacement of revenue equipment and other necessary capital expenditures;
- our dependence on our information technology systems in our network operations and the production of accurate information, and the risk of system failure, inadequacy or security breach;
- changes in equity and debt markets;
- seasonal factors such as severe weather conditions;
- the price of fuel;
- changes in the cost of fuel or the index upon which we base our fuel surcharge and the effectiveness of our fuel surcharge program in protecting us against fuel price volatility;
- competition and competitive pressure on pricing;
- expense volatility, including (without limitation) volatility due to changes in purchased transportation service or pricing for purchased transportation;
 - our ability to comply and the cost of compliance with federal, state, local and foreign laws and regulations, including (without limitation) labor laws and laws and regulations regarding the environment;
- a terrorist attack;
- labor relations, including (without limitation) our ability to attract and retain qualified drivers, the continued support of our union employees for our strategic plan, the impact of work rules, work stoppages, strikes or other disruptions, our obligations to multi-employer health, welfare and pension plans, wage requirements and employee satisfaction;
- the impact of claims and litigation to which we are or may become exposed; and
- other risks and contingencies, including (without limitation) the risk factors that are included in our reports filed with the SEC, including those described under "Risk Factors" in our annual report on Form 10-K and quarterly reports on Form 10-Q, including this quarterly report.

Table of Contents

Overview

MD&A includes the following sections:

Our Business — a brief description of our business and a discussion of how we assess our operating results.

Consolidated Results of Operations — an analysis of our consolidated results of operations for the three and six months ended June 30, 2016 and 2015.

Reporting Segment Results of Operations — an analysis of our results of operations for the three and six months ended June 30, 2016 and 2015 for our YRC Freight and Regional Transportation reporting segments.

Certain Non-GAAP Financial Measures — an analysis of selected non-GAAP financial measures for the three and six months ended June 30, 2016 and 2015 and trailing twelve months ended June 30, 2016 and 2015.

Financial Condition/Liquidity and Capital Resources — a discussion of our major sources and uses of cash and an analysis of our cash flows and aggregate contractual obligations and commercial commitments.

The “second quarter” and “first half” of the years discussed below refer to the three and six months ended June 30, respectively.

Our Business

YRC Worldwide is a holding company that, through wholly owned operating subsidiaries, offers our customers a wide range of transportation services. YRC Worldwide has one of the largest, most comprehensive LTL networks in North America with local, regional, national and international capabilities. Through its team of experienced service professionals, YRC Worldwide offers industry-leading expertise in LTL shipments and flexible supply chain solutions, ensuring customers can ship industrial, commercial and retail goods with confidence.

We measure the performance of our business on both a consolidated basis and a reporting segment basis. We use several performance metrics, but rely primarily upon (without limitation) operating revenue, operating income (loss), and operating ratio. We also use certain non-GAAP financial measures as secondary measures to assess our operating performance.

Operating Revenue: Our operating revenue has two primary components: volume (commonly evaluated using number of shipments and weight per shipment) and yield or price (commonly evaluated on a dollar-per-hundred weight basis and a dollar-per-shipment basis). Yield includes fuel surcharge revenue, which is common in the trucking industry and represents an amount charged to customers that adjusts with changing fuel prices. We base our fuel surcharges on a published national index and adjust them weekly. Rapid material changes in the index or our cost of fuel can positively or negatively impact our revenue and operating income versus prior periods, as there is a lag in our adjustment of base rates in response to changes in fuel surcharge. We believe that fuel surcharge is an accepted and important component of the overall pricing of our services to our customers. Without an industry accepted fuel surcharge program, our base pricing for our transportation services would require numerous changes. We believe the distinction between base rates and fuel surcharge has blurred over time, and it is impractical to clearly separate all the different factors that influence the price that our customers are willing to pay. In general, under our present fuel surcharge program, we believe rising fuel costs are beneficial to us and falling fuel costs are detrimental to us.

Operating Income (Loss): Operating income (loss) is our operating revenue less operating expenses. Our consolidated operating income (loss) includes certain corporate charges that are not allocated to our YRC Freight and Regional Transportation reporting segments.

Operating Ratio: Operating ratio is a common operating performance metric used in the trucking industry. It is calculated as (i) 100 percent (ii) minus the result of dividing operating income by operating revenue or (iii) plus the result of dividing operating loss by operating revenue, and expressed as a percentage.

Non-GAAP Financial Measures: We use certain non-GAAP financial measures to assess our performance. These include (without limitation) EBITDA and adjusted EBITDA:

EBITDA: a non-GAAP measure that reflects our earnings before interest, taxes, depreciation, and amortization expense. EBITDA is used for internal management purposes as a financial measure that reflects our core operating performance.

15

Table of Contents

Adjusted EBITDA: a non-GAAP measure that reflects our earnings before interest, taxes, depreciation, and amortization expense, and further adjusts for letter of credit fees, equity-based compensation expense, net gains or losses on property disposals, restructuring professional fees, non-recurring consulting fees, expenses associated with certain lump sum payments to our IBT employees and the results of permitted dispositions, discontinued operations, among other items, as defined in our credit facilities. Adjusted EBITDA is used for internal management purposes as a financial measure that reflects our core operating performance, to measure compliance with financial covenants in our credit facilities and to calculate certain executive bonus compensation.

Our non-GAAP financial measures have the following limitations:

EBITDA does not reflect the interest expense or the cash requirements necessary to service interest or fund principal payments on our outstanding debt;

Adjusted EBITDA does not reflect the interest expense or the cash requirements necessary to fund restructuring professional fees, nonrecurring consulting fees, letter of credit fees, service interest, principal payments on our outstanding debt or lump sum payments to our IBT employees required under the Memorandum of Understanding; Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements;

Equity-based compensation is an element of our long-term incentive compensation package, although Adjusted EBITDA excludes employee equity-based compensation expense when presenting our ongoing operating performance for a particular period; and

Other companies in our industry may calculate Adjusted EBITDA differently than we do, potentially limiting its usefulness as a comparative measure.

Because of these limitations, our non-GAAP measures should not be considered a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and use our non-GAAP measures as secondary measures.

Consolidated Results of Operations

Our consolidated results include the consolidated results of our YRC Freight and Regional Transportation reporting segments as well as any unallocated corporate charges. A more detailed discussion of the operating results of our segments is presented in the “Reporting Segment Results of Operations” section below.

The table below provides summary consolidated financial information for the second quarter and first half of 2016 and 2015:

| (in millions) | Second Quarter | | | First Half | | |
|----------------------------|----------------|-----------|----------------|------------|-----------|----------------|
| | 2016 | 2015 | Percent Change | 2016 | 2015 | Percent Change |
| Operating revenue | \$1,207.6 | \$1,258.4 | (4.0)% | \$2,327.9 | \$2,444.8 | (4.8)% |
| Operating income | \$57.2 | \$56.9 | 0.5% | \$70.6 | \$60.6 | 16.5% |
| Nonoperating expenses, net | \$25.4 | \$28.6 | (11.2)% | \$52.6 | \$52.5 | 0.2% |
| Net income | \$27.1 | \$26.0 | 4.2% | \$15.1 | \$4.4 | NM* |

(*) not meaningful

Second Quarter of 2016 Compared to the Second Quarter of 2015

Our consolidated operating revenue decreased \$50.8 million, or 4.0%, during the second quarter of 2016 compared to the same period in 2015. The decrease in revenue is primarily attributed to a reduction in fuel surcharge revenue and declines in volumes, partially offset by improved yield (excluding fuel surcharge).

Total operating expenses for the second quarter of 2016 decreased \$51.1 million, or 4.3%, compared to the same period in 2015, and consisted primarily of:

A \$34.2 million, or 14.7%, decrease in operating expenses and supplies was primarily the result of a \$23.1 million decrease in fuel expense in the second quarter of 2016, as compared to the second quarter of 2015. This decrease was largely driven by lower fuel prices on a per gallon basis, as well as fewer miles driven. Additionally, vehicle maintenance expense

Table of Contents

decreased by \$4.9 million due to lower maintenance costs and fewer miles driven and professional services decreased by \$4.7 million in the second quarter of 2016, as compared to the second quarter of 2015.

An \$11.3 million, or 7.6%, decrease in purchased transportation was primarily due to a \$14.5 million decrease in rail purchased transportation expense due to a reduction in rail miles and lower rail rates, which is principally related to lower fuel surcharges paid to our providers, partially offset by a \$4.9 million increase in vehicle rent expense due to higher usage of operating leases for revenue equipment, in the second quarter of 2016, as compared to the second quarter of 2015.

A \$4.4 million, or 6.8%, increase in other operating expenses was primarily driven by an \$8.1 million increase in our property damage and liability claims expense as a result of unfavorable development of prior year outstanding claims in the second quarter of 2016, as compared to the second quarter of 2015. This was offset by a \$1.8 million decrease in cargo claims expense due to improved frequency of claims in the second quarter of 2016, as compared to the second quarter of 2015.

A \$3.2 million, or 0.4%, increase in salaries, wages and employee benefits was primarily attributed to a \$9.8 million increase in employee benefit costs, which was partially offset by a \$5.4 million decrease in wages primarily driven by a decrease in shipping volumes, which required fewer employee hours to process freight, in the second quarter of 2016, as compared to the second quarter of 2015.

Net gains from excess property sales in the second quarter of 2016 were \$11.1 million compared to gains of \$0.7 million in the second quarter of 2015.

Nonoperating expenses decreased \$3.2 million in the second quarter of 2016 compared to the second quarter of 2015 primarily driven by a \$2.0 million decrease in foreign currency loss, combined with a \$1.7 million decrease in interest expense primarily due to lower outstanding debt.

Our effective tax rate for the second quarter of 2016 and 2015 was 14.8% and 8.1%, respectively. Significant items impacting the 2016 rate include a provision for federal alternative minimum tax, a net state and foreign tax provision, certain permanent items, and a change in the valuation allowance established for the net deferred tax asset balance projected for December 31, 2016. The significant items impacting the 2015 rate include a net state and foreign tax provision, certain permanent items, and a change in the valuation allowance established for the net deferred tax asset balance that had been projected for December 31, 2015. We recognize valuation allowances on deferred tax assets if, based on the weight of the evidence, we determine it is more likely than not that such assets will not be realized. Changes in valuation allowances are included in our tax provision in the period of change. In determining whether a valuation allowance is warranted, we evaluate factors such as prior years' earnings history, expected future earnings, loss carry-back and carry-forward periods, reversals of existing deferred tax liabilities and tax planning strategies that potentially enhance the likelihood of the realization of a deferred tax asset. At June 30, 2016 and December 31, 2015, substantially all of our net deferred tax assets were subject to a valuation allowance.

First Half of 2016 Compared to the First Half of 2015

Our consolidated operating revenue decreased \$116.9 million, or 4.8%, during the first half of 2016 compared to the same period in 2015. The decrease in revenue is primarily attributed to a reduction in fuel surcharge revenue and declines in volumes, partially offset by improved yield (excluding fuel surcharge).

Total operating expenses for the first half of 2016 decreased \$126.9 million, or 5.3%, compared to the same period in 2015, and consisted primarily of:

A \$72.2 million, or 15.7%, decrease in operating expenses and supplies was primarily the result of a \$57.6 million decrease in fuel expense in the first half of 2016, as compared to the first half of 2015. This decrease was largely driven by lower fuel prices on a per gallon basis, as well as fewer miles driven. Additionally, vehicle maintenance expense decreased by \$9.4 million due to lower maintenance costs and fewer miles driven in the first half 2016, as compared to the first half 2015.

A \$29.2 million, or 10.4%, decrease in purchased transportation was primarily due to a \$34.2 million decrease in rail and local purchased transportation expense due to a reduction in miles and lower rail and road rates, which is principally related to lower fuel surcharges paid to our providers, partially offset by a \$7.5 million increase in vehicle rent expense due to higher usage of operating leases for revenue equipment, in the first half of 2016, as compared to the first half of 2015.

Table of Contents

A \$6.0 million, or 0.4%, decrease in salaries, wages and employee benefits was primarily attributed to a \$17.2 million decrease in wages primarily driven by a decrease in shipping volumes, which required fewer employee hours to process freight, offset by an \$11.5 million increase in employee benefit costs, in the first half of 2016, as compared to the first half of 2015.

A \$3.8 million, or 2.8%, decrease in other operating expenses was primarily driven by a \$3.2 million decrease in cargo claims expense due to improved frequency of claims in the first half of 2016, as compared to the first half of 2015.

Net gains from excess property sales in the first half of 2016 were \$11.4 million compared to losses of \$0.6 million in the first half of 2015.

Nonoperating expenses increased \$0.1 million in the first half of 2016 compared to the first half of 2015 primarily driven by a \$5.5 million increase in foreign currency loss, offset by a \$2.3 million gain on the disposal of JHJ and a \$3.2 million decrease in interest expense primarily due to lower outstanding debt.

Our effective tax rate for the first half of 2016 and 2015 was 16.1% and 45.7%, respectively. Significant items impacting the 2016 rate include a provision for federal alternative minimum tax, a net state and foreign tax provision, certain permanent items, and a change in the valuation allowance established for the net deferred tax asset balance projected for December 31, 2016. The significant items impacting the 2015 rate include a net state and foreign tax provision, certain permanent items, and a change in the valuation allowance established for the net deferred tax asset balance that had been projected for December 31, 2015.

Reporting Segment Results of Operations

We evaluate our operating performance using our YRC Freight and Regional Transportation reporting segments:

YRC Freight is the reporting segment that focuses on longer haul business opportunities with national, regional and international services. YRC Freight provides for the movement of industrial, commercial and retail goods, primarily through centralized management. This reporting segment includes our LTL subsidiary YRC Freight and YRC Reimer, a subsidiary located in Canada that specializes in shipments into, across and out of Canada. In addition to the United States and Canada, YRC Freight also serves parts of Mexico, Puerto Rico and Guam.

Regional Transportation is the reporting segment for our transportation service providers focused on business opportunities in the regional and next-day delivery markets. Regional Transportation is comprised of Holland, New Penn and Reddaway. These companies each provide regional, next-day ground services in their respective regions through a network of facilities located across the United States, Canada, Mexico and Puerto Rico.

YRC Freight Results

YRC Freight represented 62.5% of consolidated operating revenue for the second quarter of 2016, as compared to 63.2% for the second quarter of 2015. YRC Freight represented 62.3% and 62.7% of consolidated operating revenue for the first half of 2016 and 2015, respectively. The table below provides summary financial information for YRC Freight for the second quarter and first half of 2016 and 2015:

| (in millions) | Second Quarter | | Percent Change | First Half | | Percent Change |
|---------------|----------------|------|----------------|------------|------|----------------|
| | 2016 | 2015 | | 2016 | 2015 | |

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| | | | | | | |
|--------------------------------|---------|---------|----------|-----------|-----------|----------|
| Operating revenue | \$755.0 | \$795.2 | (5.1)% | \$1,450.7 | \$1,532.8 | (5.4)% |
| Operating income | \$28.4 | \$22.5 | 26.2% | \$32.5 | \$22.7 | 43.2% |
| Operating ratio ^(a) | 96.2 | % 97.2 | % 1.0 pp | 97.8 | % 98.5 | % 0.7 pp |

(a)pp represents the change in percentage points

Table of Contents

Second Quarter of 2016 Compared to the Second Quarter of 2015

YRC Freight reported operating revenue of \$755.0 million in the second quarter of 2016, a decrease of \$40.2 million, or 5.1%, compared to the same period in 2015. The decrease in revenue is primarily attributed to a reduction in fuel surcharge revenue and declines in volume, partially offset by improved yield (excluding fuel surcharge). The table below summarizes the key revenue metrics for the YRC Freight reporting segment for the second quarter of 2016 compared to the second quarter of 2015:

| | Second Quarter 2016 | 2015 | Percent Change ^(b) | |
|---|------------------------|----------|-------------------------------|----|
| Workdays | 64.0 | 63.5 | | |
| Total picked up revenue (in millions) ^(a) | \$ 749.6 | \$ 792.2 | (5.4) |)% |
| Total tonnage (in thousands) | 1,596 | 1,685 | (5.3) |)% |
| Total tonnage per day (in thousands) | 24.94 | 26.53 | (6.0) |)% |
| Total shipments (in thousands) | 2,683 | 2,791 | (3.8) |)% |
| Total shipments per day (in thousands) | 41.93 | 43.95 | (4.6) |)% |
| Total picked up revenue per hundred weight | \$ 23.48 | \$ 23.51 | (0.1) |)% |
| Total picked up revenue per hundred weight (excluding fuel surcharge) | \$ 21.30 | \$ 20.70 | 2.9 | % |
| Total picked up revenue per shipment | \$ 279 | \$ 284 | (1.6) |)% |
| Total picked up revenue per shipment (excluding fuel surcharge) | \$ 253 | \$ 250 | 1.4 | % |
| Total weight per shipment (in pounds) | 1,190 | 1,207 | (1.5) |)% |

| | Second Quarter | |
|--|----------------|---------|
| (in millions) | 2016 | 2015 |
| ^(a) Reconciliation of operating revenue to total picked up revenue: | | |
| Operating revenue | \$755.0 | \$795.2 |

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| | | |
|--------------------------------------|---------|---------|
| Change in revenue deferral and other | (5.4) | (3.0) |
| Total picked up revenue | \$749.6 | \$792.2 |

(a) Does not equal financial statement revenue due to revenue recognition adjustments between accounting periods

(b) Percent change based on unrounded figures and not the rounded figures presented

Operating income for YRC Freight was \$28.4 million in the second quarter of 2016 compared to \$22.5 million in the second quarter of 2015. Operating revenue in the second quarter of 2016 was lower by \$40.2 million, which was offset by a \$46.1 million decrease in total operating expenses.

The decrease in total operating expense consisted primarily of:

- A \$20.1 million, or 13.5%, decrease in total operating expenses and supplies was primarily the result of a \$13.3 million decrease in fuel expense in the second quarter of 2016, as compared to the second quarter of 2015. This decrease was largely driven by lower fuel prices on a per gallon basis and fewer miles driven. Additionally, vehicle maintenance expense decreased by \$3.3 million due to lower maintenance costs and fewer miles driven and professional service fees decreased by \$3.5 million in the second quarter of 2016, as compared to the second quarter of 2015.

A \$12.6 million, or 10.9%, decrease in purchased transportation was primarily due to a \$14.5 million decrease in rail purchased transportation expense due to a reduction in rail miles and lower rail rates, which is principally related to lower fuel surcharges paid to our providers, in the second quarter of 2016, as compared to the second quarter of 2015.

A \$4.7 million, or 1.1%, decrease in salaries, wages and employee benefits was driven by a \$7.8 million decrease in wages primarily driven by a decrease in shipping volumes, which required fewer employee hours to process freight, and improved employee productivity, partially offset by a \$4.7 million increase in employee benefit costs, in the second quarter of 2016, as compared to the second quarter of 2015.

Table of Contents

A \$4.3 million, or 10.7%, increase in other operating expense was primarily driven by a \$7.0 million increase in our property damage and liability claims expense as a result of unfavorable development of prior year outstanding claims in the second quarter of 2016, as compared to the second quarter of 2015. This was offset by a \$1.4 million decrease in cargo claims expense due to improved frequency of claims in the second quarter of 2016, as compared to the second quarter of 2015.

Net gains from excess property sales in the second quarter of 2016 were \$11.2 million compared to losses of \$0.8 million in the second quarter of 2015.

First Half of 2016 Compared to the First Half of 2015

YRC Freight reported operating revenue of \$1,450.7 million in the first half of 2016, a decrease of \$82.1 million, or 5.4%, compared to the same period in 2015. The decrease in revenue is primarily attributed to a reduction in fuel surcharge revenue and declines in volume, partially offset by improved yield (excluding fuel surcharge). The table below summarizes the key revenue metrics for the YRC Freight reporting segment for the first half of 2016 compared to the first half of 2015:

| | First Half | | Percent Change ^(b) |
|---|------------|-----------|-------------------------------|
| | 2016 | 2015 | |
| Workdays | 127.5 | 126.0 | |
| Total picked up revenue (in millions) ^(a) | \$1,445.2 | \$1,529.6 | (5.5)% |
| Total tonnage (in thousands) | 3,081 | 3,251 | (5.2)% |
| Total tonnage per day (in thousands) | 24.17 | 25.80 | (6.3)% |
| Total shipments (in thousands) | 5,197 | 5,394 | (3.7)% |
| Total shipments per day (in thousands) | 40.76 | 42.81 | (4.8)% |
| Total picked up revenue per hundred weight | \$23.45 | \$23.53 | (0.3)% |
| Total picked up revenue per hundred weight (excluding fuel surcharge) | \$21.36 | \$20.68 | 3.3 % |
| Total picked up revenue per shipment | \$278 | \$284 | (1.9)% |
| Total picked up revenue per shipment (excluding fuel surcharge) | \$253 | \$249 | 1.6 % |
| Total weight per shipment (in pounds) | 1,186 | 1,205 | (1.6)% |

| (in millions) | First Half | |
|---|------------|-----------|
| | 2016 | 2015 |
| (a) Reconciliation of operating revenue to total picked up revenue: | | |
| Operating revenue | \$1,450.7 | \$1,532.8 |
| Change in revenue deferral and other | (5.5) | (3.2) |
| Total picked up revenue | \$1,445.2 | \$1,529.6 |

(a) Does not equal financial statement revenue due to revenue recognition adjustments between accounting periods

(b) Percent change based on unrounded figures and not the rounded figures presented

Operating income for YRC Freight was \$32.5 million in the first half of 2016 compared to \$22.7 million in the first half of 2015. Operating revenue was lower by \$82.1 million in the first half of 2016, which was offset by a \$91.9 million decrease in total operating expenses.

The decrease in total operating expense consisted primarily of:

•

A \$38.7 million, or 13.4%, decrease in total operating expenses and supplies was primarily the result of a \$31.7 million decrease in fuel expense in the first half of 2016, as compared to the first half of 2015. This decrease was largely driven by lower fuel prices on a per gallon basis and fewer miles driven. Additionally, vehicle maintenance expense decreased by \$5.4 million due to lower maintenance costs and fewer miles driven and professional service fees decreased by \$2.1 million in the first half of 2016, as compared to the first half of 2015. These expense reductions were partially offset by

Table of Contents

a \$4.1 million favorable legal settlement recorded in the first half of 2015, with no corresponding event in the first half of 2016.

A \$29.7 million, or 13.5%, decrease in purchased transportation was primarily due to a \$28.8 million decrease in rail purchased transportation expense due to a reduction in rail miles and lower rail rates, which is principally related to lower fuel surcharges paid to our providers, in the first half of 2016, as compared to the first half of 2015.

A \$10.7 million, or 1.2%, decrease in salaries, wages and employee benefits was driven by a \$15.2 million decrease in wages primarily driven by a decrease in shipping volumes, which required fewer employee hours to process freight, and improved employee productivity, offset by a \$6.1 million increase in employee benefit costs, in the first half of 2016, as compared to the first half of 2015.

A \$2.0 million, or 2.5%, increase in other operating expense was primarily driven by a \$5.8 million increase in our property damage and liability claims expense as a result of unfavorable development of prior year outstanding claims in the first half of 2016, as compared to the first half of 2015. This was offset by a \$2.6 million decrease in cargo claims expense due to improved frequency of claims in the first half of 2016, as compared to the first half of 2015.

Net gains from excess property sales in the first half of 2016 were \$12.0 million compared to losses of \$0.6 million in the first half of 2015.

Regional Transportation Results

Regional Transportation represented 37.5% of consolidated operating revenue for the second quarter of 2016, as compared to 36.8% for the second quarter of 2015. Regional Transportation represented 37.7% and 37.3% of consolidated operating revenue for the first half of 2016 and 2015, respectively. The table below provides summary financial information for Regional Transportation for the second quarter and first half of 2016 and 2015:

| (in millions) | Second Quarter | | | First Half | | |
|--------------------------------|----------------|---------|----------------|------------|---------|----------------|
| | 2016 | 2015 | Percent Change | 2016 | 2015 | Percent Change |
| Operating revenue | \$452.8 | \$463.2 | (2.2)% | \$877.6 | \$912.0 | (3.8)% |
| Operating income | \$30.6 | \$37.7 | (18.8)% | \$43.0 | \$42.3 | 1.7 % |
| Operating ratio ^(a) | 93.2 % | 91.9 % | (1.3) pp | 95.1 % | 95.4 % | 0.3 pp |

(a) pp represents the change in percentage points

Table of Contents

Second Quarter of 2016 Compared to the Second Quarter of 2015

Regional Transportation reported operating revenue of \$452.8 million for the second quarter of 2016, a decrease of \$10.4 million, or 2.2%, from the second quarter of 2015. The decrease in revenue is primarily attributed to a reduction in fuel surcharge revenue and declines in volume, partially offset by improved yield (excluding fuel surcharge). The table below summarizes the key revenue metrics for the Regional Transportation reporting segment for the second quarter of 2016 compared to the second quarter of 2015:

| | Second Quarter 2016 | 2015 | Percent Change ^(b) | |
|---|------------------------|----------|-------------------------------|----|
| Workdays | 64.0 | 63.0 | | |
| Total picked up revenue (in millions) ^(a) | \$ 453.0 | \$ 463.4 | (2.3) |)% |
| Total tonnage (in thousands) | 1,980 | 1,997 | (0.9) |)% |
| Total tonnage per day (in thousands) | 30.94 | 31.71 | (2.4) |)% |
| Total shipments (in thousands) | 2,696 | 2,697 | (0.1) |)% |
| Total shipments per day (in thousands) | 42.12 | 42.82 | (1.6) |)% |
| Total picked up revenue per hundred weight | \$ 11.44 | \$ 11.60 | (1.4) |)% |
| Total picked up revenue per hundred weight (excluding fuel surcharge) | \$ 10.39 | \$ 10.26 | 1.3 | % |
| Total picked up revenue per shipment | \$ 168 | \$ 172 | (2.2) |)% |
| Total picked up revenue per shipment (excluding fuel surcharge) | \$ 153 | \$ 152 | 0.5 | % |
| Total weight per shipment (in pounds) | 1,469 | 1,481 | (0.8) |)% |

(in millions)

^(a) Reconciliation of operating revenue to total picked up revenue:

Second
Quarter
2016 2015

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| | | |
|--------------------------------------|---------|---------|
| Operating revenue | \$452.8 | \$463.2 |
| Change in revenue deferral and other | 0.2 | 0.2 |
| Total picked up revenue | \$453.0 | \$463.4 |

(a) Does not equal financial statement revenue due to revenue recognition adjustments between accounting periods
 (b) Percent change based on unrounded figures and not the rounded figures presented

Operating income for Regional Transportation was \$30.6 million for the second quarter of 2016, compared to \$37.7 million for the second quarter of 2015. Operating revenues decreased by \$10.4 million, which were offset by a \$3.3 million decrease in total operating expenses.

The decrease in total operating expenses consisted primarily of:

A \$13.2 million, or 14.2%, decrease in operating expenses and supplies in the second quarter of 2016 was primarily the result of a \$9.8 million decrease in fuel expense compared to the second quarter of 2015. This decrease was largely driven by lower fuel prices on a per gallon basis and fewer miles driven. Additionally, vehicle maintenance expense decreased by \$1.6 million due to lower maintenance costs and fewer miles driven and professional service fees decreased by \$1.6 million in the second quarter of 2016, as compared to the second quarter of 2015.

A \$9.0 million, or 3.5%, increase in salaries, wages and employee benefits was driven by a \$2.9 million increase in employee benefit costs, \$2.3 million increase in wages, which was primarily driven by general wage rate increases and partially offset by a reduction in shipping volumes, and a \$1.9 million increase in workers' compensation expense, which can be attributed to unfavorable development of prior year claims experienced in the second quarter of 2016, as compared to the second quarter of 2015.

A \$1.4 million, or 4.4%, increase in purchased transportation was primarily due to a \$3.7 million increase in vehicle rent expense due to higher usage of operating leases for revenue equipment, partially offset by a \$2.2 million decrease in

Table of Contents

purchased transportation expense due to a reduction in miles and rates, in the second quarter of 2016, as compared to the second quarter of 2015.

First Half of 2016 Compared to the First Half of 2015

Regional Transportation reported operating revenue of \$877.6 million for the first half of 2016, a decrease of \$34.4 million, or 3.8%, from the first half of 2015. The decrease in revenue is primarily attributed to a reduction in fuel surcharge revenue and declines in volume, partially offset by improved yield (excluding fuel surcharge). The table below summarizes the key revenue metrics for the Regional Transportation reporting segment for the first half of 2016 compared to the first half of 2015:

| | First Half 2016 | 2015 | Percent Change ^(b) | |
|---|--------------------|----------|-------------------------------|----|
| Workdays | 128.5 | 127.5 | | |
| Total picked up revenue (in millions) ^(a) | \$ 878.1 | \$ 912.5 | (3.8 |)% |
| Total tonnage (in thousands) | 3,880 | 3,974 | (2.3 |)% |
| Total tonnage per day (in thousands) | 30.20 | 31.17 | (3.1 |)% |
| Total shipments (in thousands) | 5,254 | 5,315 | (1.2 |)% |
| Total shipments per day (in thousands) | 40.88 | 41.68 | (1.9 |)% |
| Total picked up revenue per hundred weight | \$ 11.31 | \$ 11.48 | (1.5 |)% |
| Total picked up revenue per hundred weight (excluding fuel surcharge) | \$ 10.33 | \$ 10.15 | 1.9 | % |
| Total picked up revenue per shipment | \$ 167 | \$ 172 | (2.7 |)% |
| Total picked up revenue per shipment (excluding fuel surcharge) | \$ 153 | \$ 152 | 0.6 | % |
| Total weight per shipment (in pounds) | 1,477 | 1,495 | (1.2 |)% |

First Half

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| (in millions) | 2016 | 2015 |
|---|---------|---------|
| (a) Reconciliation of operating revenue to total picked up revenue: | | |
| Operating revenue | \$877.6 | \$912.0 |
| Change in revenue deferral and other | 0.5 | 0.5 |
| Total picked up revenue | \$878.1 | \$912.5 |

(a) Does not equal financial statement revenue due to revenue recognition adjustments between accounting periods

(b) Percent change based on unrounded figures and not the rounded figures presented

Operating income for Regional Transportation was \$43.0 million for the first half of 2016, as compared to \$42.3 million for the first half of 2015. Operating revenues decreased \$34.4 million which were offset by a \$35.1 million decrease in total operating expenses.

The decrease in total operating expenses consisted primarily of:

A \$32.4 million, or 17.2%, decrease in operating expenses and supplies was primarily the result of a \$25.9 million decrease in fuel expense in the first half of 2016, as compared to the first half of 2015. This decrease was largely driven by lower fuel prices on a per gallon basis and fewer miles driven. Additionally, vehicle maintenance expense decreased by \$4.0 million due to lower maintenance costs and fewer miles driven and professional service fees decreased by \$1.4 million in the first half of 2016, as compared to the first half of 2015.

A \$5.9 million, or 10.8%, decrease in other operating expense was primarily driven by a \$4.2 million decrease in our property damage and liability claims expense as a result of more favorable development of prior year claims in the first half of 2016, as compared to the first half of 2015.

A \$3.7 million, or 0.7%, increase in salaries, wages and employee benefits was driven by a \$3.0 million increase in bonus compensation expense and \$2.5 million increase in employee benefit costs, offset by a \$2.0 million decrease in wages,

Table of Contents

which was primarily driven by a decrease in shipping volumes and partially offset by general wage rate increases, in the first half of 2016, as compared to the first half of 2015.

A \$0.9 million, or 1.4%, increase in purchased transportation was primarily due to a \$5.5 million increase in vehicle rent expense due to higher usage of operating leases for revenue equipment, partially offset by a \$4.4 million decrease in purchased transportation expense due to a reduction in miles and rates, in the first half of 2016, as compared to the first half of 2015.

Certain Non-GAAP Financial Measures

As discussed in the “Our Business” section, we use certain non-GAAP financial measures to assess performance. These measures should be considered in addition to the results prepared in accordance with GAAP, but should not be considered a substitute for, or superior to, our GAAP financial measures. For segment adjusted EBITDA, we present the reconciliation from operating income (loss) to Adjusted EBITDA as it is consistent with how we measure performance.

Consolidated Adjusted EBITDA

The reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA (defined in our Term Loan Agreement as “Consolidated EBITDA”) for the second quarter and first half of 2016 and 2015, and the trailing twelve months ended June 30, 2016 and 2015, is as follows:

| (in millions) | Second Quarter | | First Half | | Trailing Twelve Months Ended | Trailing Twelve Months Ended |
|--|----------------|---------|------------|---------|------------------------------|------------------------------|
| | 2016 | 2015 | 2016 | 2015 | June 30, 2016 | June 30, 2015 |
| Reconciliation of net income to Adjusted EBITDA: | | | | | | |
| Net income | \$27.1 | \$26.0 | \$15.1 | \$4.4 | \$11.4 | \$11.8 |
| Interest expense, net | 26.1 | 27.9 | 52.1 | 55.3 | 103.9 | 115.0 |
| Income tax expense (benefit) | 4.7 | 2.3 | 2.9 | 3.7 | (5.9) | (0.4) |
| Depreciation and amortization | 38.5 | 41.3 | 79.2 | 82.9 | 160.0 | 164.5 |
| EBITDA | 96.4 | 97.5 | 149.3 | 146.3 | 269.4 | 290.9 |
| Adjustments for Term Loan Agreement: | | | | | | |
| (Gains) losses on property disposals, net | (11.1) | (0.7) | (11.4) | 0.6 | (10.1) | (5.0) |
| Letter of credit expense | 2.1 | 2.2 | 4.3 | 4.4 | 8.7 | 9.2 |
| Restructuring professional fees | — | — | — | — | 0.2 | 3.1 |
| Nonrecurring consulting fees | — | 3.0 | — | 5.9 | (0.8) | 5.9 |
| Permitted dispositions and other | (0.4) | 0.1 | (0.4) | 0.3 | (0.3) | 1.9 |
| Equity-based compensation expense | 2.7 | 3.2 | 4.5 | 3.7 | 9.3 | 8.9 |
| Amortization of ratification bonus | — | 4.6 | 4.6 | 9.8 | 13.7 | 20.2 |
| Loss on extinguishment of debt | — | — | — | 0.6 | — | 0.6 |
| Non-union pension settlement charge | — | — | — | — | 28.7 | — |
| Other, net ^(a) | 1.7 | (0.5) | 3.4 | (3.4) | 0.6 | (8.9) |
| Adjusted EBITDA | \$91.4 | \$109.4 | \$154.3 | \$168.2 | \$319.4 | \$326.8 |

^(a) As required under our Term Loan Agreement, other, net, shown above consists of the impact of certain items to be included in Adjusted EBITDA.

Table of Contents

Segment Adjusted EBITDA

The following represents Adjusted EBITDA by segment for the second quarter and first half of 2016 and 2015:

| (in millions) | Second Quarter | | First Half | |
|-----------------------------|----------------|---------|------------|---------|
| | 2016 | 2015 | 2016 | 2015 |
| Adjusted EBITDA by segment: | | | | |
| YRC Freight | \$43.9 | \$53.1 | \$74.0 | \$85.2 |
| Regional Transportation | 47.7 | 56.6 | 81.1 | 82.8 |
| Corporate and other | (0.2) | (0.3) | (0.8) | 0.2 |
| Adjusted EBITDA | \$91.4 | \$109.4 | \$154.3 | \$168.2 |

The reconciliation of operating income (loss), by segment, to Adjusted EBITDA for the second quarter and first half of 2016 and 2015, is as follows:

| YRC Freight segment (in millions) | Second Quarter | | First Half | |
|--|----------------|--------|------------|--------|
| | 2016 | 2015 | 2016 | 2015 |
| Reconciliation of operating income to Adjusted EBITDA: | | | | |
| Operating income | \$28.4 | \$22.5 | \$32.5 | \$22.7 |
| Depreciation and amortization | 22.3 | 23.3 | 45.0 | 47.2 |
| (Gains) losses on property disposals, net | (11.2) | 0.8 | (12.0) | 0.6 |
| Letter of credit expense | 1.4 | 1.5 | 2.8 | 3.0 |
| Nonrecurring consulting fees | — | 3.0 | — | 5.9 |
| Amortization of ratification bonus | — | 3.0 | 3.0 | 6.3 |
| Other, net ^(a) | 3.0 | (1.0) | 2.7 | (0.5) |
| Adjusted EBITDA | \$43.9 | \$53.1 | \$74.0 | \$85.2 |

^(a) As required under our Term Loan Agreement, other, net, shown above consists of the impact of certain items to be included in Adjusted EBITDA.

| Regional Transportation segment (in millions) | Second Quarter | | First Half | |
|--|----------------|--------|------------|--------|
| | 2016 | 2015 | 2016 | 2015 |
| Reconciliation of operating income to Adjusted EBITDA: | | | | |
| Operating income | \$30.6 | \$37.7 | \$43.0 | \$42.3 |
| Depreciation and amortization | 16.2 | 18.1 | 34.2 | 35.8 |
| (Gains) losses on property disposals, net | 0.1 | (1.3) | 0.6 | 0.2 |
| Letter of credit expense | 0.7 | 0.5 | 1.4 | 1.0 |
| Amortization of ratification bonus | — | 1.6 | 1.6 | 3.5 |
| Other, net ^(a) | \$0.1 | \$— | 0.3 | — |
| Adjusted EBITDA | \$47.7 | \$56.6 | \$81.1 | \$82.8 |

^(a) As required under our Term Loan Agreement, other, net, shown above consists of the impact of certain items to be included in Adjusted EBITDA.

Table of Contents

| | Second Quarter | | First Half | |
|--|-------------------|---------|------------|---------|
| | 2016 | 2015 | 2016 | 2015 |
| Corporate and other (in millions) | | | | |
| Reconciliation of operating loss to Adjusted EBITDA: | | | | |
| Operating loss | \$(1.8) | \$(3.3) | \$(4.9) | \$(4.4) |
| Depreciation and amortization | — | (0.1) | — | (0.1) |
| Gains on property disposals, net | — | (0.2) | — | (0.2) |
| Letter of credit expense | — | 0.2 | 0.1 | 0.4 |
| Permitted dispositions and other | (0.4) | 0.1 | (0.4) | 0.3 |
| Equity-based compensation expense | 2.7 | 3.2 | 4.5 | 3.7 |
| Other, net ^(a) | (0.7) | (0.2) | (0.1) | 0.5 |
| Adjusted EBITDA | \$(0.2) | \$(0.3) | \$(0.8) | \$0.2 |

^(a) As required under our Term Loan Agreement, other, net, shown above consists of the impact of certain items to be included in Adjusted EBITDA.

Liquidity and Capital Resources

Our principal sources of liquidity are cash and cash equivalents, available borrowings under our ABL Facility and any prospective net operating cash flows from operations. As of June 30, 2016, we had cash and cash equivalents of \$243.5 million and the borrowing base and maximum availability under our ABL Facility were \$435.5 million and \$78.9 million, respectively. The maximum availability is calculated in accordance with the terms of the ABL Facility and is derived by reducing the borrowing base by our \$356.6 million of outstanding letters of credit. While our ABL Agreement permits us to access maximum availability outside of certain financial covenant restrictions (which restrictions did not limit our availability as of June 30, 2016), the maximum amount we expect to access on our ABL Facility at any time is maximum availability less the lower of 10% of the borrowing base (\$43.6 million at June 30, 2016) or 10% of the collateral line cap (\$45.0 million at June 30, 2016). Thus, of the \$78.9 million in maximum availability, our Managed Accessibility was \$35.3 million as of June 30, 2016. As a result, we had cash and cash equivalents and Managed Accessibility of \$278.8 million as of June 30, 2016. Due to the ABL Facility amendment on June 28, 2016, as referenced in the “Debt and Financing” footnote of our consolidated financial statements in this report, we increased our flexibility to manage and optimize the amount of cash included in the borrowing base by reducing availability requirements.

Outside of funding normal operations, our principal uses of cash include making contributions to our single-employer pension plans and various multi-employer pension funds, and meeting our other cash obligations including, but not limited to, paying principal and interest on our funded debt, payments on our equipment leases and funding capital expenditures.

As of June 30, 2016, we had \$1,060.8 million in aggregate par value of outstanding indebtedness, the majority of which matures in 2019. We also have future funding obligations for our single-employer pension plans and various multi-employer pension funds. We expect our funding obligations for the remainder of 2016 for our single-employer pension plans and multi-employer pension funds will be \$31.9 million and \$44.3 million, respectively. In addition, we have, and will continue to have, operating lease obligations. As of June 30, 2016, our minimum rental expense under operating leases for the remainder of the year is \$47.3 million. As of June 30, 2016, our operating lease payment obligations through 2030 totaled \$299.8 million and is expected to increase as we lease additional revenue equipment. Additionally, for the first half of 2016, we entered into new operating leases for revenue equipment totaling \$58.4 million in future lease payments, payable over an average lease term of five years.

Our capital expenditures for the first half of 2016 and 2015 were \$47.3 million and \$42.6 million, respectively. These amounts were principally used to fund the purchase of used tractors and trailers, to refurbish engines for our revenue

fleet and capitalized costs for technology infrastructure.

As of June 30, 2016, our Standard & Poor's Corporate Family Rating was "B-" with a stable outlook and Moody's Investor Service Corporate Family Rating was "B3" with a stable outlook.

Credit Facility Covenants

Our Term Loan Agreement has certain financial covenants that, among other things, restricts certain capital expenditures and requires us to not exceed a maximum total leverage ratio (defined as Consolidated Total Debt divided by Consolidated Adjusted EBITDA). Refer to the "Debt and Financing" footnote for an overview of our Term Loan covenants.

Table of Contents

We believe that our results of operations will be sufficient to allow us to comply with the covenants in the Term Loan Agreement, fund our operations, increase working capital as necessary to support our planned revenue growth and fund capital expenditures for at least the next twelve months. In order for us to maintain compliance with the maximum total leverage ratio over the tenor of the Term Loan and satisfy our liquidity needs, we must achieve improvement over our recent results. Improvements to our profitability may include ongoing successful implementation and realization of pricing, productivity and efficiency initiatives, as well as increased volume, some of which are outside of our control.

Cash Flows

Operating Cash Flow

Net cash provided by operating activities was \$47.5 million and \$31.1 million in the first half of 2016 and 2015, respectively. The improvement in operating cash flow is primarily attributable to higher net income of \$15.1 million for the first half of 2016 compared to net income of \$4.4 million for the first half of 2015, primarily driven by a decrease in operating expenses and expenses associated with certain lump sum payments to our IBT employees.

Investing Cash Flow

Net cash provided by investing activities increased by \$42.5 million during the first half of 2016 compared to the first half of 2015, largely driven by a net receipt of \$57.1 million in restricted escrow refunds in 2016 compared to a net receipt of \$32.0 million in 2015. Additionally, cash flows in 2016 included \$14.6 million in net proceeds from the sale of JHJ.

Financing Cash Flow

Net cash used in financing activities for the first half of 2016 and 2015 was \$23.2 million and \$9.1 million, respectively, which consists mainly of repayments on our long-term debt. Cash flows used in financing activities for the first half of 2016 also included \$1.8 million in debt issuance costs related to the ABL Facility amendment.

Table of Contents

Contractual Obligations and Other Commercial Commitments

The following sections provide aggregated information regarding our contractual cash obligations and other commercial commitments as of June 30, 2016.

Contractual Cash Obligations

The following table reflects our cash outflows that we are contractually obligated to make as of June 30, 2016:

| (in millions) | Payments Due by Period | | | | Total |
|---|------------------------|-----------|-----------|---------------|-----------|
| | Less than 1 year | 1-3 years | 3-5 years | After 5 years | |
| Balance sheet obligations: | | | | | |
| ABL Facility ^(a) | \$5.4 | \$13.3 | \$— | \$— | \$18.7 |
| Term Loan ^(b) | 62.3 | 768.6 | — | — | 830.9 |
| Lease financing obligations ^(c) | 42.1 | 77.2 | 21.1 | 22.7 | 163.1 |
| Pension deferral obligations ^(d) | 7.7 | 15.5 | 107.6 | — | 130.8 |
| Workers' compensation and property damage and liability claims obligations ^(e) | 105.0 | 131.1 | 57.9 | 100.7 | 394.7 |
| Operating leases ^(f) | 92.8 | 133.5 | 50.8 | 22.7 | 299.8 |
| Other contractual obligations ^(g) | 19.3 | 3 | 0.3 | — | 22.6 |
| Capital expenditures ^(h) | 16.2 | 0.2 | — | — | 16.4 |
| Total contractual obligations | \$350.8 | \$1,142.4 | \$237.7 | \$146.1 | \$1,877.0 |

(a) The ABL Facility includes future payments for the letter of credit and unused line fees and are not included on the Company's consolidated balance sheet.

(b) The Term Loan includes principal and interest payments, but excludes unamortized discounts.

(c) The lease financing obligations include interest payments of \$51.5 million and principal payments of \$111.5 million. The remaining principal obligation is offset by the estimated book value of leased property at the expiration date of each lease agreement.

(d) Pension deferral obligations includes principal and interest payments on the Second A&R CDA.

(e) The workers' compensation and property damage and liability claims obligations represent our estimate of future payments for these obligations, not all of which are contractually required.

(f) Operating leases represent future payments, which include interest, under contractual lease arrangements primarily for revenue equipment and are not included on the Company's consolidated balance sheets.

(g) Other contractual obligations includes future service agreements and certain maintenance agreements and are not included on the Company's consolidated balance sheets.

(h) Capital expenditure obligations primarily includes noncancelable purchase orders for revenue equipment not yet delivered and are not included in the Company's consolidated balance sheets.

Other Commercial Commitments

The following table reflects other commercial commitments or potential cash outflows that may result from a contingent event, such as a need to borrow short-term funds due to insufficient free cash flow.

| (in millions) | Amount of Commitment Expiration Per Period | | | | Total |
|-----------------------------|--|-----------|-----------|---------------|---------|
| | Less than 1 year | 1-3 years | 3-5 years | After 5 years | |
| Unused line of credit | | | | | |
| ABL Facility ^(a) | \$— | \$78.9 | \$— | \$— | —\$78.9 |

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| | | | | | |
|----------------------------------|----------|----------|--------|----|----------|
| Letters of credit ^(b) | — | 356.6 | — | — | 356.6 |
| Surety bonds ^(c) | 109.3 | 10.1 | 0.1 | — | 119.5 |
| Total commercial commitments | \$ 109.3 | \$ 445.6 | \$ 0.1 | \$ | —\$555.0 |

As of June 30, 2016, we held \$65.1 million in restricted escrow, which represents cash collateral on our ABL (a) Facility. Managed Accessibility was \$35.3 million, which represents maximum availability of \$78.9 million less the lower of 10% of the borrowing base or collateral line cap.

Letters of credit outstanding are generally required as collateral to support self-insurance programs and do not (b) represent additional liabilities as the underlying self-insurance accruals are already included in our consolidated balance sheets.

Surety bonds are generally required for workers' compensation to support self-insurance programs, which include (c) certain bonds that do not have an expiration date but are redeemable on demand, and do not represent additional liabilities as the underlying self-insurance accruals are already included in our consolidated balance sheets.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are primarily exposed to the market risk associated with unfavorable movements in interest rates, foreign currencies, and fuel price volatility. The risk inherent in our market risk sensitive instruments and positions is the potential loss or increased expense arising from adverse changes in those factors. There have been no material changes to our market risk policies or our market risk sensitive instruments and positions as described in our annual report on Form 10-K for the year ended December 31, 2015.

Item 4. Controls and Procedures

As required by the Exchange Act, we maintain disclosure controls and procedures designed to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our principal executive and financial officers, has evaluated our disclosure controls and procedures as of June 30, 2016 and have concluded that our disclosure controls and procedures were effective as of June 30, 2016.

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

We discuss legal proceedings in the “Commitments, Contingencies and Uncertainties” note to our consolidated financial statements included with this quarterly report on Form 10-Q.

Item 1A. Risk Factors

There were no material changes during the quarter to the Risk Factors disclosed in Part I, Item 1A - “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2015.

Item 5. Other Information

Item 6. Exhibits

10.1 Amendment No. 2 to Loan and Security Agreement by and among the Company, certain of the Company’s subsidiaries party thereto, the lenders party thereto and Citizens Business Capital as agent (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, filed on June 30, 2016, File No. 000-12255).

31.1* Certification of James L. Welch filed pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of Jamie G. Pierson filed pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of James L. Welch furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2* Certification of Jamie G. Pierson furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS* XBRL Instance Document

101.SCH* XBRL Taxonomy Extension Schema

101.CAL* XBRL Taxonomy Extension Calculation Linkbase

101.DEF* XBRL Taxonomy Extension Definition Linkbase

101.LAB* XBRL Taxonomy Extension Label Linkbase

101.PRE* XBRL Taxonomy Extension Presentation Linkbase

*Indicates documents filed herewith.

Table of Contents

SIGNATURES

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 thereunto duly authorized.

YRC WORLDWIDE INC.

Date: July 28, 2016 /s/ James L. Welch
James L. Welch
Chief Executive Officer

Date: July 28, 2016 /s/ Jamie G. Pierson
Jamie G. Pierson
Executive Vice President and
Chief Financial Officer