

YELLOW ROADWAY CORP  
Form SC TO-I/A  
December 17, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Amendment No. 2 to  
SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**Yellow Roadway Corporation**

(Name of Subject Company (Issuer))

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**Yellow Roadway Corporation, as issuer**

(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

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**3.375% Contingent Convertible Senior Notes due 2023**

(Title of Class of Securities)

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985509 AP 3 (restricted)

985509 AQ 1 (unrestricted)

(CUSIP Number of Class of Securities)

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Daniel J. Churay

Yellow Roadway Corporation

Senior Vice President, General Counsel and Secretary

10990 Roe Avenue

Overland Park, Kansas 66211

(913) 696-6100

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

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*Copies to:*

Charles L. Strauss

Robert Evans III

Fulbright & Jaworski L.L.P.

Shearman & Sterling LLP

1301 McKinney, Suite 5100

599 Lexington Ave.

Houston, Texas 77010

New York, New York 10022

(713) 651-5151

(212) 848-4000

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**CALCULATION OF FILING FEE**

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<b>Transaction valuation*</b>	<b>Amount of filing fee**</b>
\$150,000,000	\$19,005

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\* Estimated solely for purposes of calculating the amount of the filing fee only. The amount assumes the exchange of \$150,000,000 principal amount of Yellow Roadway Corporation's 3.375% Contingent Convertible Senior Notes due 2023.

\*\* Registration fee previously paid in connection with Yellow Roadway Corporation's Registration Statement on Form S-4 (Reg. No. 333-119990) filed October 27, 2004. Calculated pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$126.70 for each \$1,000,000 of the value of the transaction.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: \$19,005  
Form or Registration No.: 333-119990

Filing party: Yellow Roadway Corporation  
Date filed: October 27, 2004

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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This Amendment No. 2 to Issuer Tender Offer Statement on Schedule TO amends and supplements the Issuer Tender Offer Statement filed by Yellow Roadway Corporation (the Company) on November 30, 2004, as amended by Amendment No. 1 to Issuer Offer Statement on Schedule TO filed by the Company on December 1, 2004 (as amended and supplemented, the Schedule TO), relating to an offer by the Company to exchange \$1,000 principal amount of new 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (the New 3.375% Notes) for each \$1,000 principal amount of outstanding 3.375% Contingent Convertible Senior Notes due 2023 (the Existing 3.375% Notes) accepted for exchange (the Exchange Offer). The Exchange Offer is made upon the terms and subject to the conditions contained in the prospectus forming part of a Registration Statement on Form S-4 relating to the Exchange Offer for the Existing 3.375% Notes (Reg. No. 333-119990), as filed with the Securities and Exchange Commission on October 27, 2004, as amended (the Registration Statement).

All of the information set forth in the Registration Statement and any prospectus supplement or other amendment thereto related to the Exchange Offer hereafter filed by the Company with the Securities and Exchange Commission, is hereby incorporated by reference into this Schedule TO in answer to Items 1 through 11 of this Schedule TO.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On December 17, 2004, the Company filed Amendment No. 3 to the Registration Statement. All references in the Schedule TO to the Registration Statement shall be deemed to refer to Amendment No. 3 to the Company's Registration Statement on Form S-4, Reg. No. 333-119990, as filed on December 17, 2004.

**Item 12. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)	Preliminary prospectus, dated October 27, 2004 (incorporated herein by reference to the Registration Statement).
(a)(1)(ii)	Form of Letter of Transmittal (incorporated herein by reference to Exhibit 99.1 of the Registration Statement).
(a)(1)(iii)	Form of Notice of Guaranteed Delivery (incorporated herein by reference to Exhibit 99.2 of the Registration Statement).
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated herein by reference to Exhibit 99.3 of the Registration Statement).
(a)(1)(v)	Form of Letter to Clients (incorporated herein by reference to Exhibit 99.4 of the Registration Statement).
(a)(2)	None.
(a)(3)	None.
(a)(4)	Preliminary prospectus, dated October 27, 2004 (incorporated herein by reference as Exhibit (a)(1)(i)).
(a)(5)	Press Release, dated November 30, 2004 (incorporated herein by reference to Exhibit (a)(5) of Amendment No. 1 to this Schedule TO filed on December 1, 2004).
(b)	None.
(d)	None.
(g)	None.
(h)	Opinion of Fulbright & Jaworski L.L.P. regarding tax matters (incorporated herein by reference to Exhibit 8.1 of the Registration Statement).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

YELLOW ROADWAY CORPORATION

By: /s/ DONALD G. BARGER, JR.  
**Donald G. Barger, Jr.**

**Senior Vice President and Chief Financial Officer**

December 17, 2004  
**Date**

**Index to Exhibits**

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