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YELLOW CORP
Form 425
August 08, 2003

Filed by Yellow Corporation

Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 and Rule 14d-2(b)
of the Securities Exchange Act of 1934

Subject Company: Yellow Corporation

Commission File No.: 0-12255

Subject Company: Roadway Corporation

Commission File No.: 000-32821

FORWARD-LOOKING STATEMENTS

Certain statements made herein contain 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. The words "expect," "will," "look forward to" and similar expressions are intended to identify forward-looking statements.

The expectations set forth in this filing regarding accretion, returns on invested capital, achievement of annual savings and synergies, achievement of strong cash flow, sufficiency of cash flow to fund capital expenditures and achievement of debt reduction targets are only the parties' expectations regarding these matters. Actual results could differ materially from these expectations depending on factors such as the combined company's cost of capital, the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations, prior contractual commitments of the combined companies and their ability to terminate these commitments or amend, renegotiate or settle the same, the combined company's actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures, any unforeseen merger or acquisition opportunities that could affect capital needs, the costs incurred in implementing synergies and the factors that generally affect both Yellow's and Roadway's respective businesses as further outlined in Management's Discussion and Analysis of Financial Condition and Results of Operations in each of the companies' respective Annual Reports on Form 10-K for the year ended December 31, 2002 and the Risk Factors outlined in Yellow's Current Report on Form 8-K filed on August 4, 2003. Yellow's plans regarding the maintenance of the separate Yellow and Roadway brands and networks, the continuation of the Roadway headquarters as a major operational center, the focus on administrative and back office synergies and workforce rationalizations are only its current plans and intentions regarding these matters. Actual actions that the combined company may take may differ from time to time as the combined company may deem necessary or advisable in the best interest of the combined company and its shareholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to react to the economy and the combined company's market for its transportation services.

ADDITIONAL INFORMATION

Yellow and Roadway will file a proxy statement/prospectus and other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission (SEC). Investors are urged to read the proxy statement/prospectus when it becomes available and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by Yellow free of charge by requesting them in writing from Yellow or by telephone at (913) 696-6100. You may obtain documents filed with the SEC by Roadway free of charge by requesting them in writing from Roadway or by telephone at (330) 384-1717. Yellow and Roadway, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Yellow and Roadway in connection with the merger. Information about the directors and executive officers of Yellow and their ownership of Yellow stock is set forth in the proxy statement for Yellow's 2003 Annual Meeting of Stockholders. Information about the directors and executive officers of Roadway and their ownership of Roadway stock is set forth in the proxy statement for Roadway's 2003 Annual Meeting of Stockholders. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus when it becomes available.

The following documents are filed herewith pursuant to Rule 425 under the Securities Act of 1933:

Slide show presentation to investors and analysts on July 31, 2003 and subsequent dates.

[LOGO] YELLOW CORPORATION®

Yellow Corporation

July 31, 2003

Making global commerce work by connecting people, places, and information.

[LOGO] YELLOW CORPORATION®

**Balancing yield and tonnage growth to
enhance profitability**

[GRAPHIC] Yield and Tonnage Growth

[GRAPHIC] Operating Income Growth

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[LOGO] ROADWAY® CORPORATION

Yellow Roadway Corporation

A Strategic Combination

Making global commerce work by connecting people, places, and information.

[LOGO] YELLOW CORPORATION®

[LOGO] ROADWAY® CORPORATION

The Right Strategy, the Right Partner

- n Advances strategy
 - n Comprehensive portfolio of transportation services (one-stop shopping)
 - Greater penetration of premium services
 - Non-asset solutions to larger base of customers
 - Next-day opportunities
 - Technology solutions for customers and operations

- n Continued investments in both companies' brands
 - n Operate both networks separately
 - Not crunching Yellow Transportation and Roadway Express together
 - Pre-empts labor and customer issues
 - Preserves brand equity
 - n Over time, differentiate the brands in the marketplace

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The Right Strategy, the Right Partner (cont d)

- n Enhanced Scale and Market Position
 - n Combined revenue of approximately \$6 billion
 - Nearly 48,000 employees in over 700 locations
 - n Largest North American transportation company focused on big shipments for business
 - n Strong #3 position in ground-based transportation (UPS, FedEx)
 - n Large customer bases with limited overlap

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The Right Time

- n Both companies are solidly profitable
- n 5-year labor agreement
- n Favorable financial markets
- n Potential of economic recovery provides substantial upside from conservative base case
- n Roadway management team supportive of strategy

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Mitigating the risks

- n Customer retention
 - n Maintain high levels of service and quality with improvements from implementing best practices
 - n Key customer interfaces remain in place
 - n Ability to share the benefits of leveraging cost structure / investments across the larger organization
 - n Opportunity for customers to utilize additional service offerings of combined company
 - n Customer feedback to date has been very supportive of transaction
 - Senior management has held discussions with top 200 customers in each company
 - n We see July business volumes as strong

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Mitigating the risks (cont d)

- n Employee Retention / Union Relations
 - n Retaining key employees is a top priority
 - n Communication is the key
 - Both CEOs filmed joint video for staff of both companies
 - Presentations by senior and local leadership to dispel myths around transaction
 - Most employees taking comfort in fact that companies will operate independently
 - n James Staley, President & CEO of Roadway, will remain in his position at Roadway
 - n Sales and operations positions remain unchanged
 - n Both CEOs met with Teamsters Senior Management the day following the announcement in Washington, DC
 - Initial reaction is guarded optimism
 - Encouraged by fact that merger is not centered on large cost synergies from merging two networks, as has been case in past transportation industry mergers
 - Goal is to grow from a larger, stronger competitive position versus non-union companies

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...While Capturing Meaningful Synergies

n Approximately \$30 million of cost synergies required to be accretive in 2004, which represents:

- n Less than 0.5% of operating expenses
- n Less than 1.6% of non-labor costs

n Conservative case of \$45 million in cost synergies

n Total potential cost synergies exceed \$125 million

n Expect accretion within 12 months of closing

[GRAPHIC] Synergies (millions)

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Projected synergies conservative**Cumulative Conservative Savings by Year in millions**

	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>	<u>Year 4</u>	<u>Year 5</u>	<u>5-Year Total</u>
Revenue impact +/-1% ⁽¹⁾	\$ 9.9	\$ 10.4	\$ 10.8	\$ 10.3	\$ 11.7	\$ 54.1
Potential cost synergies						
Operational						
Mexico	\$ 0.5	\$ 2.0	\$ 2.0	\$ 2.0	\$ 2.0	\$ 8.5
Canada	2.0	5.0	5.0	5.0	5.0	22.0
Alaska, Puerto Rico & Hawaii	1.1	2.0	2.0	2.0	2.0	9.1
Rail costs	1.6	2.0	2.0	2.0	2.0	9.6
Expedited & cartage PTS	1.3	2.0	2.0	2.0	2.0	9.3
Equipment & tire purchasing	1.7	2.5	2.5	2.5	2.5	11.7
Shop costs & equipment pooling	1.5	3.0	3.0	3.0	3.0	13.5
Exhibit services trailers	1.1	1.5	1.5	1.5	1.5	7.1
Square states optimization	0.0	0.0	1.0	2.0	2.0	5.0
	<u>10.8</u>	<u>20.0</u>	<u>21.0</u>	<u>22.0</u>	<u>22.0</u>	<u>95.8</u>
General and administrative						
Information technology	5.4	8.1	8.1	8.1	8.1	37.8
Other back office G&A	9.3	13.2	13.9	13.9	13.9	64.2
	<u>14.7</u>	<u>21.3</u>	<u>22.0</u>	<u>22.0</u>	<u>22.0</u>	<u>102.0</u>
Total potential cost synergies	<u>\$ 25.5</u>	<u>\$ 41.3</u>	<u>\$ 43.0</u>	<u>\$ 44.0</u>	<u>\$ 44.0</u>	<u>\$ 197.8</u>

(1) Assumes 15% incremental margin.

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Projected integration costs conservative

Annual Costs of Integration by Year in millions

	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>	<u>Year 4</u>	<u>Year 5</u>	<u>5-Year Total</u>
Potential implementation costs						
Severance (excluding executive triggers)	\$ 1.7	\$ 0.6	\$ 0.2			\$ 2.5
Stay bonuses	4.0	2.0	1.0			7.0
Communications	2.0	1.0				3.0
Other one-time costs (placeholder)	5.0					5.0
Technology development						0.0
Total potential implementation/one-time costs	<u>12.7</u>	<u>3.6</u>	<u>1.2</u>	<u>0.0</u>	<u>0.0</u>	<u>17.5</u>
Net pre-tax synergies (excluding Capex)	<u>12.8</u>	<u>37.7</u>	<u>41.8</u>	<u>\$ 44.0</u>	<u>\$ 44.0</u>	<u>180.3</u>
Non-IT capital expenditures (placeholder)	\$ 4.0	\$ 4.0	\$ 2.0			\$ 10.0

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Longer-term potential synergies

n Overview

n \$5.8 billion of costs

- Target 5% - 10% cost savings without impacting the customer

n Linehaul network

- \$2 billion annual expense
 - 10% savings achievable
- Continued optimization of networks
 - Reduced empty miles
 - Reduced handling
- Enterprise equipment balancing and optimization

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Pro Forma Leverage

[GRAPHIC] Debt to EBITDA

[GRAPHIC] Debt to Capital

- n Both companies will continue to reduce debt between now and year-end
- n Strength of current balance sheets support transaction financing
- n Free cash flow generation allows for rapid debt reduction
- n NOPAT return on capital above cost of capital within 12 months of closing

Today* Pro Forma estimate 6/30/03

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Transaction terms and structure

Transaction value	<ul style="list-style-type: none">n \$48 per sharen Equity value: \$961 millionn Total enterprise value: \$1.2 billionn Adjusted total enterprise value: \$1.5 billion⁽¹⁾
Consideration	<ul style="list-style-type: none">n 50 percent cash and 50 percent Yellow stockn Roadway shareholders will be given a right to elect cash or stock for each share they ownn Following election, cash and stock will be pro rata amongst shareholders (i.e. in aggregate approximately 50% stock and 50% cash)

(1) Leases capitalized at 5.0x.

Transaction terms and structure (cont d)

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Value per Roadway share assuming 50% stock/50% cash consideration

[GRAPHIC]

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Summary

- n Consistent with strategy
- n Increased scale of operations and stronger market position
- n Low risk integration strategy that will minimize lost revenues while providing significant synergies
- n Strong brand equity preserved
- n Non-asset opportunities with even larger customer base
- n Solid liquidity and leverage positions
- n Ability to generate free cash flows
 - n Even in current economic environment / upside potential
- n Achieve high confidence cost synergies (run rate)
 - n NOPAT/ROCC > WACC within 12 - 18 months

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Forward looking statements

n *This presentation (and oral statements made regarding the subjects of this presentation, contains 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. The words expect, will, remain, estimated and similar expressions are intended to identify forward-looking statements. The expectations set forth in this release regarding accretion, incremental margins, economic recovery, achievement of annual savings and synergies, achievement of strong cash flow, sufficiency of cash flow to fund capital expenditures and achievement of debt reduction targets are only the parties' expectations regarding these matters. Actual results could differ materially from these expectations depending on factors such as the combined company's cost of capital, the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations, prior contractual commitments of the combined companies and their ability to terminate these commitments or amend, renegotiate or settle the same, the combined company's actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures, any unforeseen merger or acquisition opportunities that could affect capital needs, the costs incurred in implementing synergies and the factors that generally effect both Yellow's and Roadway's respective businesses as further outlined in Management's Discussion and Analysis of Financial Condition and Results of Operations in each of the companies respective Annual Reports on Form 10-K for the year ended December 31, 2002. Yellow's plans regarding the maintenance of the separate Yellow and Roadway brands and networks, technology matters, service offerings, the focus on administrative and back office synergies and are only its current plans and intentions regarding these matters. Actual actions that the combined company may take may differ from time to time as the combined company may deem necessary or advisable in the best interest of the combined company and its shareholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to react to the economy and the combined company's market for its transportation services.*