

Edgar Filing: ROADWAY CORP - Form 11-K

ROADWAY CORP
Form 11-K
July 01, 2002

United States
Securities and Exchange Commission
Washington, DC 20549

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

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

For the transition period from _____ to _____

Commission file number 0-600

- A. Full title of the plan and address of the plan, if different from that of the issuer named below:

ROADWAY CORPORATION 401(k) STOCK SAVINGS PLAN

- B. Name of issuer of the securities held pursuant to the plan and the address of the principal executive office:

Roadway Corporation
1077 Gorge Boulevard
Akron, OH 44310

REQUIRED INFORMATION

Financial Statements

The Roadway Corporation 401(k) Stock Savings Plan ("Plan") is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In accordance with Item 4 and in lieu of the requirements of Items 1-3, the following Plan financial statements and supplemental schedule prepared in

Edgar Filing: ROADWAY CORP - Form 11-K

accordance with the financial reporting requirements of ERISA are included herein:

Audited Financial Statements and Supplemental Schedules of the Plan for the year ended December 31, 2001.

Exhibits

23.1 Consent of independent auditors

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Roadway Express, Inc. 401(k) Stock Savings Plan

Years ended December 31, 2001 and 2000
with Report of Independent Auditors

Edgar Filing: ROADWAY CORP - Form 11-K

Roadway Express, Inc. 401(k) Stock Savings Plan
Audited Financial Statements and Supplemental Schedules
Years ended December 31, 2001 and 2000

CONTENTS

Report of Independent Auditors.....	1
AUDITED FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits.....	3
Notes to Financial Statements.....	4
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4(i)--Schedule of Assets (Held at End of Year).....	12
Schedule H, Line 4(j)--Schedule of Reportable Transactions.....	13

Report of Independent Auditors

To the Administrative Committee
Roadway Express, Inc. 401(k) Stock Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Roadway Express, Inc. 401(k) Stock Savings Plan as of December 31, 2001 and 2000, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its net assets available for

Edgar Filing: ROADWAY CORP - Form 11-K

benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2001, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

May 31, 2002

1

Roadway Express, Inc. 401(k) Stock Savings Plan

Statements of Net Assets Available for Benefits

	DECEMBER 2001

Assets	
Cash and temporary cash investments	\$ 4,001,910
Investments, at fair value	331,626,132
Participant notes receivable	7,215,065

Total investments	342,843,107
Receivables:	
Employer's contributions	602,084
Participants' contributions	240,030
Accrued interest and other	387,269

Edgar Filing: ROADWAY CORP - Form 11-K

Total receivables	1,229,383
Net assets available for benefits	\$ 344,072,490

See accompanying notes.

2

Roadway Express, Inc. 401(k) Stock Savings Plan
Statements of Changes in Net Assets Available for Benefits

	YEARS ENDED D 2001
ADDITIONS	
Investment income:	
Dividends	\$ 1,041,441
Interest	2,993,049

	4,034,490
Contributions:	
Participants	19,353,422
Employer	10,787,482

	30,140,904
Net appreciation (depreciation) in fair value of investments	88,093,564

Total additions	122,268,958
DEDUCTIONS	
Distributions in-kind	16,380,245
Benefits paid directly to participants	14,511,339

Total deductions	30,891,584

Net increase (decrease)	91,377,374
Net assets available for benefits:	

Edgar Filing: ROADWAY CORP - Form 11-K

Beginning of year	252,695,116
End of year	\$ 344,072,490

See accompanying notes.

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements

Years Ended December 31, 2001 and 2000

1. DESCRIPTION OF PLAN

The following description of the Roadway Express, Inc. (the Company) 401(k) Stock Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering eligible employees of Roadway Express, Inc. not covered by a collective bargaining agreement unless such agreement expressly provides for participation in the Plan. The Plan was established to encourage eligible employees to invest in Company stock. Participation is immediately available to eligible employees who have attained the age of 21 years prior to any enrollment date. The enrollment date is the first day of the first pay period of the month following the month the participant applies for enrollment. Eligible employees hired on or after January 1, 2000 are automatically enrolled 90 days after their eligibility date, unless they actively enroll earlier or elect not to participate. Prior to January 1, 1999, employees only became eligible after completing one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Participants may make before and after tax contributions to the Plan aggregating up to 14 1/2% of their annual compensation subject to the Internal Revenue

Edgar Filing: ROADWAY CORP - Form 11-K

Service limitations. The maximum percentage of after tax contributions cannot exceed 4 1/2% of the participant's compensation. Once the participant has completed one year of service, the Company will match 100% of the participant's before and after tax contributions up to 4 1/2% of annual compensation. Prior to April 1, 1998, the Company match was made only on contributions invested in the Company's stock fund for participants who had not reached 55 years of age. Once the participant reached the age of 55, the Company matched up to 4 1/2% of the participant's contributions regardless of the way contributions were invested. Additional amounts may be contributed at the option of the Company's Board of Directors. The Plan is funded by combined contributions from the participants and the Company to a trust fund maintained by the Plan's trustee, KeyBank, N.A.

4

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

1. DESCRIPTION OF PLAN (CONTINUED)

INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct before and after tax contributions in 1% increments in any of fourteen investment funds. Prior to June 1, 2000, seven investment fund options were available. Effective, July 1, 2001, the Fidelity Advisors Growth Opportunities Fund was replaced with the Van Kampen Growth and Income Fund. All participant account balances invested in the Fidelity Advisors Growth Opportunities Fund were automatically liquidated and transferred to the Van Kampen Growth and Income Fund on July 2, 2001. Company contributions to the Plan must be invested in the Company Stock Fund. Participants may change their investment options daily.

Participants with account balances invested in FDX, Inc. common stock are obligated to transfer their holdings no later than July 17, 2002 to any of the other investment options offered by the Plan.

Effective May 30, 2001, Roadway Express, Inc. became a wholly owned direct subsidiary of Roadway Corporation and holders of common stock of Roadway Express, Inc. became holders of an identical number of shares of common stock of

Edgar Filing: ROADWAY CORP - Form 11-K

Roadway Corporation. The assets and liabilities of Roadway Corporation and its subsidiaries were the same on a consolidated basis immediately after the merger as the assets and the liabilities of Roadway Express, Inc. immediately before the merger. The transaction did not have any effect on the net assets or operations of the Plan.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution, the Company's matching contribution and an allocation of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

VESTING

Participants are 100% vested in their contributions and the Company's contributions plus actual earnings thereon.

5

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

1. DESCRIPTION OF PLAN (CONTINUED)

PARTICIPANT NOTES RECEIVABLE

Effective July 1, 1998, participants who are active employees may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate plus 1%. Principal and interest are paid ratably through payroll deductions.

PAYMENT OF BENEFITS

Upon termination of service, a participant may elect to receive a lump-sum amount equal to the vested value of his or her account, or upon death, total and permanent disability or retirement, elect to receive annual installments over a ten year period.

Edgar Filing: ROADWAY CORP - Form 11-K

2. SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared on the accrual basis of accounting.

INVESTMENT VALUATION

The Plan's investments are stated at fair value. Common stock is valued at the closing quoted market price on the last business day of the plan year. The shares of registered investment companies are valued at the net asset value as determined by the fund on the last business day of the plan year. The participant notes receivable are valued at their outstanding balances, which approximate their fair value. Security transactions are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

ADMINISTRATIVE FEES

All administrative fees are paid by the Company with the exception of custodial fees for the three Vanguard funds. These fees are netted against earnings for these funds.

6

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the terms of the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Plan shall pay all expenses chargeable against the Plan and shall then distribute all assets to the participants in proportion to the

Edgar Filing: ROADWAY CORP - Form 11-K

amounts credited to their accounts at the date of such termination.

4. INVESTMENTS

The Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	NET REALIZED AND UNREALIZED APPRECIATION (DEPRECIATION) FAIR VALUE OF INVESTMENTS YEARS ENDED DECEMBER	
	2001	2000
Common stock	\$ 96,498,356	\$ 96,498,356
Shares of registered investment companies	(8,404,792)	(8,404,792)
	\$ 88,093,564	\$ 88,093,564

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

Investments that represent 5% or more of fair value of the Plan's net assets are as follows:

Edgar Filing: ROADWAY CORP - Form 11-K

FDX, Inc. common stock	\$ 51,614,634	\$
Roadway Express, Inc. common stock	59,508,849	
Roadway Express, Inc. common stock*	135,538,182	
American Balanced Fund	17,587,655	
Fidelity Advisor Growth Opportunities Fund	--	
Van Kampen Growth & Income Fund	22,021,449	

* Nonparticipant-directed

8

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

5. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of changes in net assets related to the nonparticipant-directed investment is as follows:

DECEMBER 31
2001

Edgar Filing: ROADWAY CORP - Form 11-K

Investments, at fair value:		
Roadway Express, Inc. common stock	\$	135,538,182
Cash and temporary cash investments		2,589,816

Total investments		138,127,998
Receivables:		
Contributions receivable		602,084
Other, net		(61,767)

Total receivables		540,317

Net assets available for benefits	\$	138,668,315
		=====

YEARS ENDED DECEMBER
2001

Change in net assets:		
Contributions	\$	10,787,482
Dividends		719,290
Interest		88,901
Net appreciation (depreciation) in fair value of investments		57,046,949
Distributions in-kind		(3,956,511)
Benefits paid directly to participants		(3,679,817)
Interfund transfers (net)		(121,958)

	\$	60,884,336
		=====

Edgar Filing: ROADWAY CORP - Form 11-K

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

6. DIFFERENCES BETWEEN FINANCIAL STATEMENTS AND FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	DECEMBER 31 2001	

Net assets available for benefits per the financial statements	\$ 344,072,490	\$
Amounts allocated to withdrawn participants	(1,626,220)	

Net assets available for benefits per the Form 5500	\$ 342,446,270	\$
	=====	

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	DECEMBER 31 2001	

Benefits paid to participants per the financial statements	\$ 14,511,339	\$
Add amounts allocated on Form 5500 to withdrawn participants at end of year	1,626,220	
Less amounts allocated on Form 5500 to withdrawn participants at beginning of year	(509,698)	

Benefits paid to participants per the Form 5500	\$ 15,627,861	\$
	=====	

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year-end but not yet paid.

Roadway Express, Inc. 401(k) Stock Savings Plan

Notes to Financial Statements (continued)

7. TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan purchased shares of common stock of the Company for \$6,630,532 and \$10,160,098 and sold shares of common stock of the Company for \$0 and \$18,699 during the years ended December 31, 2001 and 2000, respectively. The Plan also received dividends on common stock of the Company of \$1,041,441 and \$1,002,968 during the years ended December 31, 2001 and 2000, respectively.

8. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated May 15, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Administrative Committee believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Roadway Express, Inc. 401(k) Stock Savings Plan

EIN: 34-0492670 Plan Number: 002

Schedule H, Line 4(i)--Schedule of Assets
(Held at End of Year)

December 31, 2001

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE	COST
Cash and temporary cash investments		\$ 4,001,910
Roadway Corporation*	5,314,633 shares of common stock	95,304,956
FDX, Inc.*	994,885 shares of common stock	27,087,514
Victory Stock Index Fund	156,566 units	3,174,533
Victory Intermediate Income Fund	588,438 units	5,660,584
American Balanced Fund	1,109,631 units	17,068,281
Van Kampen Growth & Income Fund	1,294,618 units	23,450,521
American Funds Group Europacific Growth Fund	194,069 units	6,769,830
Neuberger & Berman Genesis Assets Fund	474,311 units	7,197,230
Templeton World Fund	74,429 units	1,175,592
Janus Twenty Fund	187,880 units	11,192,935
Janus Enterprise Fund	155,821 units	8,995,355
Victory DCS Money Market Fund	541,939 units	7,252,233
Vanguard LifeStrategy Conservative Growth Fund	25,772 units	369,632
Vanguard LifeStrategy Moderate Growth Fund	49,097 units	826,316
Vanguard LifeStrategy Growth Fund	93,024 units	1,815,817
Participant notes receivable*	Interest ranging from 5.75% to 10.50%; due in 2002 to 2007	7,215,065
		----- \$228,558,304 =====

Edgar Filing: ROADWAY CORP - Form 11-K

* Indicates party-in-interest to the Plan.

12

Roadway Express, Inc. 401(k) Stock Savings Plan

EIN: 34-0492670 Plan Number: 002

Schedule H, Line 4(j)--Schedule of Reportable Transactions

Year Ended December 31, 2001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSETS	PURCHASE PRICE	SELLING PRICE	COST ASS

CATEGORY (III)--SERIES OF TRANSACTIONS IN EXCESS OF 5% OF THE CURRENT VALUE OF PLAN ASSETS				
Key Trust Corp.*	Roadway Corporation common stock	\$ 11,595,673	\$ 7,758,286	

* Indicates party-in-interest to the Plan.

** Realized gains and losses on investment sales transactions could not be allocated between participant-directed and nonparticipant-directed accounts.

There were no category (i), (ii) or (iv) reportable transactions during the year ended December 31, 2001.

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

ROADWAY CORPORATION 401(K) STOCK
SAVINGS PLAN

By: /s/ J. Dawson Cunningham

J. Dawson Cunningham
Roadway Corporation - Executive Vice
President and Chief Financial Officer