

CON-WAY INC.

ANNUAL MEETING OF SHAREHOLDERS

Hotel du Pont
Greenville Suite
Wilmington, Delaware

Tuesday, April 22, 2008
9:00 a.m.

1 MR. KENNEDY: Good morning, ladies
2 and gentlemen. I'm Keith Kennedy, Chairman of
3 the Board of Con-way, and I'll be chairing the
4 meeting.

5 In order to insure that the business
6 of the meeting proceeds in an orderly fashion and
7 the shareholders who wish to speak may have a
8 fair opportunity to do so, there will be a
9 designated question-and-comment period which will
10 take place after all agenda items have been
11 presented but before the polls are open for
12 voting.

13 The meeting will be conducted in
14 accordance with the rules of conduct that each of
15 you received.

16 Sitting to the table at my right is
17 Kevin Schick, Senior Vice-President and Chief
18 Financial Officer.

19 We planned to have Jennifer Pileggi,
20 our Senior Vice-President/General Counsel here,
21 but she's sick. But you've heard her on the
22 phone. She is also the corporate secretary.

23 Also attending the meeting
24 electronically are the following directors. I

1 will ask Jennifer to read the role call now.

2 Jennifer.

3 MS. PILEGGI: In addition to you,
4 Keith, we have Doug Stotlar, Jack Anton, Bill
5 Corbin, Margaret Gill, Bob Jaunich, Hank Mauz,
6 Mike Murray, Jack Pope, Bill Schroeder, Peter
7 Stott, and Chip White.

8 MR. KENNEDY: Wonderful.

9 I had already told the room before
10 the meeting started that Doug is not here as he
11 is attending a North American Leaders Summit that
12 was called by President Bush, and Doug is in New
13 Orleans but probably could be on the phone.

14 (Mr. Rogers joined the call.)

15 MS. PILEGGI: Good morning.

16 MR. ROGERS: Bob Rogers.

17 MS. PILEGGI: Good morning, Bob. We
18 are on an open line here.

19 MR. KENNEDY: So Ms. Pileggi will now
20 report on some of the formalities of the meeting.

21 MS. PILEGGI: I would like to
22 introduce Steven Myers of The Bank of New York.

23 MR. KENNEDY: Steve is in the back.

24 MS. PILEGGI: He has been appointed

1 by the Board of Directors as Inspector of
2 Elections for this meeting.

3 We have received affidavits that
4 proper notice of the meeting was mailed
5 commencing March 14th, 2008, to every shareholder
6 who was a holder of record at the close of
7 business on March 3rd, 2008.

8 MR. KENNEDY: Based upon the proxies
9 received to date, a quorum is present and the
10 meeting will proceed.

11 The items in the agenda are, number 1,
12 the election of four Class II directors; number
13 2, the ratification of the appointment of
14 auditors; and number 3, consideration of a
15 proposal that will be submitted by the Teamsters
16 General Fund at this meeting.

17 The question-and-comment period will
18 follow the presentation of these agenda items,
19 and following the question-and-comment period,
20 there will be voting on all agenda items.

21 Mr. Lund of KPMG is attending the
22 meeting by telephone, and Mr. Knopp of KPMG is
23 present at the meeting today.

24 The KPMG representatives are available

1 to respond to appropriate questions from the
2 shareholders. And, Mr. Knopp, will you please
3 stand?

4 MR. KNOPP: Yes.

5 MR. KENNEDY: We will now proceed
6 with the normal business of the meeting. Again,
7 I remind you to hold any question or comments
8 until agenda items have been presented.

9 First item of business on the agenda
10 is the election of four Class II directors for a
11 three-year term to serve until the 2011 annual
12 meeting and until their successors are elected
13 and qualified.

14 The secretary has advised that, under
15 the Company's bylaws, the only persons who have
16 been properly nominated are those nominees listed
17 in the company's proxy statement, Messrs. Murray,
18 Rogers, Schroeder, and White. I, therefore,
19 declare that nominations for directors are
20 closed.

21 The second item of business on the
22 agenda is the ratification of the appointment of
23 independent auditors to examine and report on the
24 financial statements of the Company for the year

1 2008. The audit committee of the Board of
2 Directors has reappointed KPMG, and it is the
3 Board's unanimous recommendation that the
4 appointment be ratified.

5 The third item of business on the
6 agenda is to consider a proposal to be presented
7 at this meeting. This proposal requests that the
8 Company's Board of Directors be declassified.
9 The Board of Directors has unanimously
10 recommended a vote against this proposal, and the
11 reasons for the Board's recommendation are set
12 forth in the Company's proxy statement.

13 There is a representative of the
14 Teamsters General Fund in attendance who will
15 present the proposal at this time.

16 MR. WILLETT: Thank you. I'm Dan
17 Willett with the Teamsters General Fund.

18 And the proposal that we present is:
19 "Resolved that Con-way Incorporated stockholders
20 urge the Board of Directors take the necessary
21 steps in compliance with state law to declassify
22 the Board for the purpose of director elections.
23 The Board declassification shall be completed in
24 a manner that does not affect the unexpired terms

1 of directors previously elected."

2 Thank you.

3 MR. KENNEDY: Thank you.

4 We will now proceed to the
5 question-and-answer period. I will entertain
6 questions from any share owner. In order to
7 ensure fair treatment to all share owners, our
8 meeting rules provide the questions or comments
9 will be limited to two minutes for each speaker.

10 When you are recognized to speak,
11 please step to the microphone. We ask that,
12 until you are recognized, you remain seated.
13 Before you ask your questions or make any
14 remarks, please state your name and whether you
15 are a share owner or a proxy for a share owner.

16 The floor is now open for your
17 questions and comments. Anyone present who
18 wishes to speak?

19 Mr. Diehl.

20 MR. DIEHL: Thank you.

21 This year I have four questions, and
22 I think I'll get them all in in under two
23 minutes.

24 This one is directed to Ms. Pileggi.

1 During the 2005 annual meeting you stated that
2 the written transcript of the annual stockholders
3 meetings were internal company documents not to
4 be shared with anyone, including stockholders. I
5 recommended changing that policy, and Chairman
6 Kennedy took my recommendations to the Board of
7 Directors and those transcripts are now posted on
8 the company website.

9 However, the Board refuses to post the
10 2005 transcript. The fact that those documents
11 report Chairman Kennedy claiming that the former
12 General Counsel Eb Schmoller's severance payment
13 of \$850,000 was not severance but, in fact, stay
14 pay makes concealment of the transcript even more
15 suspect and may be a violation of the Director's
16 Code of Business Ethics.

17 My question is this. Despite what
18 anonymous outside counsel concluded, you're the
19 Company's general counsel. Stay pay and
20 severance pay are clearly two different
21 categories and are listed as such. Company
22 documents show that Eb Schmoller's employment was
23 terminated and the severance agreement stated
24 that it was a compromise settlement of the

1 disputed claims.

2 Why, Ms. Pileggi, did you advise the
3 SEC that Eb Schmoller received severance pay
4 when, in fact, he received stay pay as Keith
5 Kennedy has stated?

6 MR. KENNEDY: Jennifer?

7 MS. PILEGGI: I apologize, Jim. I
8 wasn't able to hear a fair portion of your
9 question.

10 MR. DIEHL: I can repeat it if you
11 like.

12 MS. PILEGGI: Yes. If you could
13 speak closer to a microphone, perhaps.

14 MR. DIEHL: Okay. Reset the clock,
15 please.

16 MR. KENNEDY: Yes.

17 MR. DIEHL: Ms. Pileggi, during the
18 2005 annual meeting, you stated that the written
19 transcripts of the annual stockholders meeting
20 were internal company documents, not to be shared
21 with anyone, including stockholders. I
22 recommended changing that policy, and Chairman
23 Kennedy took my recommendations to the Board of
24 Directors and transcripts are now posted on the

1 company website.

2 However, the Board refuses to post the
3 2005 transcripts. The fact that those documents
4 record Chairman Kennedy claiming that the former
5 General Counsel Eb Schmoller's severance package
6 of \$850,000 was not severance but, in fact, stay
7 pay makes the concealment of this transcript even
8 more suspect and may be a violation of the
9 Director's Code of Business Conduct and Ethics.

10 My question is this. Despite what
11 anonymous outside counsel has concluded, you're
12 the Company's general counsel. Stay pay and
13 severance pay are clearly two different
14 categories and are listed as such. The company
15 documents show Eb Schmoller's employment was
16 terminated, and the severance agreement stated
17 that it was a compromise settlement of disputed
18 claims.

19 Why, Ms. Pileggi, did you advise the
20 SEC that Eb Schmoller received severance pay if,
21 in fact, he received stay pay as Keith Kennedy
22 has stated?

23 MS. PILEGGI: Jim, you understand the
24 difference between stay pay and severance pay,

1 and we talked with you before about the reason
2 why we asked Eb Schmoller to stay at the Company
3 and why we decided to pay him money to stay
4 through 2004 when he could have left in early
5 2004. We had valid business reasons for doing so
6 to get him to stay through the successful
7 conclusion of the sale of Menlo Forwarding to
8 UPS. That is why we wanted him to stay through
9 2004. That's why we decided to pay money and put
10 an agreement to have him do that.

11 MR. DIEHL: I understand that. It's
12 written in several documents. We have discussed
13 this. But that doesn't answer my question. Why
14 did you file with the SEC that it was severance
15 pay and Keith Kennedy says it was stay pay, or
16 why did not -- I'll leave it at that.

17 MR. KENNEDY: Why don't we get back
18 to you, Jim, and we will send you a written
19 answer?

20 MR. DIEHL: With all due respect,
21 I've written, as you know, volumes of this, and
22 your written correspondence that provides any
23 detailed answer can be kept in a single
24 paragraph. Even that response has been vague and

1 not providing any forthright information.

2 MR. KENNEDY: Well, then, our answer
3 is what you just heard from Jennifer. There were
4 reasons to ask Eb to stay. He stayed. He did a
5 successful divestiture of Emery Airlines, which
6 was very beneficial to the Company, and at the
7 end of that, we concluded an agreement and he
8 left. I realize it's called by two different
9 terms. I am a major part of that problem. But
10 it was something where we asked Eb to stay and
11 that was part of the deal.

12 MR. DIEHL: Why don't you list the
13 2005 transcript on the company website?

14 MR. KENNEDY: That's a different
15 question, and that's the question we'll get back
16 to you with an answer.

17 MR. DIEHL: Okay. My second question
18 is also to Ms. Pileggi. It's been reported that,
19 while employed with your company, Eb Schmoller
20 conducted company business with the law firm of
21 Morrison & Foerster, the same firm the Board's
22 audit committee later called upon to investigate
23 Mr. Schmoller regarding a compliance complaint.

24 Will you confirm or deny to the

1 stockholders that Mr. Schmoller has such a
2 relationship with Morrison & Foerster?

3 MS. PILEGGI: Keith, I can answer
4 this.

5 Jim, we have no information as to Eb's
6 personal relationship with Morrison and Foerster.
7 The Company used Morrison & Foerster on occasion
8 on company business and the Company and the audit
9 committee retained them. The audit committee
10 retained them in this case as well.

11 I have no information, nor does Keith
12 or anyone at the company, as to what Eb did
13 personally.

14 MR. DIEHL: Aside from personal, did
15 he conduct company business with that firm?

16 MS. PILEGGI: Morrison & Foerster on
17 occasion did represent the Company, yes.

18 MR. DIEHL: And Eb Schmoller was the
19 liaison between the company and that law firm?

20 MS. PILEGGI: He may have been in
21 certain situations. There are other people who
22 have authority to hire a law firm.

23 MR. DIEHL: So you don't see a
24 conflict of interest if the same law firm that he

1 dealt with investigated him?

2 MS. PILEGGI: Not necessarily. In
3 this case, we did not.

4 MR. DIEHL: That's your professional
5 opinion as general counsel?

6 MS. PILEGGI: Based on the
7 documentation I have received, yes, we did not
8 think there was a conflict of interest in this
9 case.

10 Keith, can you add anything to that?
11 I don't think there was.

12 MR. KENNEDY: No.

13 MR. DIEHL: So there could be another
14 document that shows a direct --

15 MS. PILEGGI: No. There are no other
16 documents.

17 MR. DIEHL: You knew there isn't?

18 MS. PILEGGI: We went through this
19 entire archive.

20 MR. DIEHL: Thank you.

21 Third question, Ms. Pileggi, regarding
22 the conversation we had at the 2005 shareholders
23 meeting, you indicated that you are familiar with
24 the audit committee's investigation of Eb

1 Schmoller.

2 MS. PILEGGI: Jim, can you please
3 slow down? It's hard for me --

4 MR. KENNEDY: We'll give you the time
5 for your questions, Jim. Don't worry.

6 MR. DIEHL: Regarding the
7 conversation that we had at the 2005 shareholders
8 meeting, you indicated that you are familiar with
9 the audit committee investigation of Eb Schmoller
10 related to his duties as company compliance
11 officer, a responsibility you now have. You
12 indicated that you believed the Board was correct
13 to exonerate Mr. Schmoller and you believe that
14 Mr. Schmoller acted properly in his capacity as
15 company compliance officer.

16 My question is, after two years of
17 added experience as the Company's compliance
18 officer, do you still believe the Board acted
19 properly, came to the correct conclusion, and
20 Mr. Schmoller fulfilled his compliance officer
21 responsibilities as prescribed by company policy?

22 MS. PILEGGI: Yes, I do.

23 MR. DIEHL: Thank you.

24 The last question, Ms. Pileggi, since

1 you are familiar with the Schmoller
2 investigation, you know that Nancy Asbill, one of
3 your senior staff attorneys, provided information
4 to the state of Florida that extricated
5 Mr. Schmoller from testifying in a state civil
6 hearing.

7 As general counsel, is it your
8 judgment that Ms. Asbill provided honest
9 information to the state of Florida in that case
10 or something else?

11 MS. PILEGGI: I think she provided
12 honest and accurate information.

13 MR. DIEHL: Thank you.

14 Thank you, Mr. Chairman.

15 MR. KENNEDY: Thank you, Jim.

16 Are there any other questions or
17 comments to come before the meeting?

18 Hearing none, we will now proceed to
19 the voting on the agenda items. The polls are
20 now open.

21 Is there anyone present who would like
22 to vote by ballot? If so, please raise your hand
23 and you will be given a ballot.

24 I have no hands, so we will turn all

1 proxies and ballots over to The Bank of New York
2 Mellon as inspectors of election.

3 I see no further ballots. So I
4 declare the polls closed for each of the matters
5 voted on.

6 Ms. Pileggi, would you now report on
7 the results of the voting of the three agenda
8 items?

9 MS. PILEGGI: Yes, I will.

10 Based on the current tally, the
11 Company's shareholders have voted to elect the
12 four nominated directors and to ratify the
13 appointment of KPMG as the Company's auditors. A
14 majority of the outstanding shares have voted in
15 favor of the shareholder proposal.

16 MR. KENNEDY: Thank you.

17 This concludes the meeting, and I now
18 declare this meeting adjourned.

19 Thank you all for attending.

20 (Which was all the proceedings had on
21 the date aforesaid.)

22

23

24