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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 23, 2007

Con-way Inc.
(Exact name of registrant as specified in its charter)

Delaware	**1-5046**	**94-1444798**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2855 Campus Drive, San Mateo, California	**94403**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(650) 378-5200**

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Form 8-K/A, Amendment No. 1, is being filed for the purpose of filing the financial statements and pro forma financial information required by Item 9.01 with respect to the Current Report on Form 8-K filed by the registrant on August 23, 2007 regarding the acquisition of Transportation Resources, Inc.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited consolidated balance sheet of Transportation Resources, Inc. at December 31, 2006 and the audited consolidated statements of income, shareholders' equity and cash flows for the year ended December 31, 2006 and the related notes to the financial statements, together with the independent auditors' report, are filed as Exhibit 99.1 to this Form 8-K/A and incorporated by reference in this Form 8-K/A.

The unaudited consolidated balance sheet of Transportation Resources, Inc. at June 30, 2007 and the unaudited consolidated statements of income and cash flows for the six months ended June 30, 2007 and 2006 and the related notes to the financial statements are filed as Exhibit 99.2 to this Form 8-K/A and incorporated by reference in this Form 8-K/A.

(b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated balance sheet of the registrant at June 30, 2007, and the unaudited pro forma condensed consolidated statements of income for the year ended December 31, 2006 and the six months ended June 30, 2007 are filed as Exhibit 99.3 to this Form 8-K/A and incorporated by reference in this Form 8-K/A.

(d) Exhibits

23.1	Consent of BKD, LLP
99.1	Audited Consolidated Financial Statements of Transportation Resources, Inc. at December 31, 2006 and for the year ended December 31, 2006
99.2	Unaudited Consolidated Financial Statements of Transportation Resources, Inc. at June 30, 2007 and for the six months ended June 30, 2007 and 2006
99.3	Unaudited Pro Forma Condensed Consolidated Balance Sheet of the Registrant at June 30, 2007 and the Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2006 and the six months ended June 30, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CON-WAY INC.

By: /s/ Kevin C. Schick
Name: Kevin C. Schick
Title: Senior Vice President and Chief Financial Officer

Dated: October 9, 2007

EXHIBIT INDEX

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99.3	Unaudited Pro Forma Condensed Consolidated Balance Sheet of the Registrant at June 30, 2007 and the Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2006 and the six months ended June 30, 2007

Exhibit 23.1

We consent to the inclusion of our report dated March 2, 2007 with respect to our audit of the consolidated financial statements of Transportation Resources, Inc. as of and for the year ended December 31, 2006, included in this Form 8-K/A of Con-way Inc.

/s/ BKD, LLP
BKD, LLP

Tulsa, Oklahoma
October 5, 2007

Exhibit 99.1

Transportation Resources, Inc.

Accountants' Report and Consolidated Financial Statements

December 31, 2006

Transportation Resources, Inc.
December 31, 2006

Contents

Independent Accountants' Report

Board of Directors
Transportation Resources, Inc.
Joplin, Missouri

We have audited the accompanying consolidated balance sheet of Transportation Resources, Inc., as of December 31, 2006, and the related consolidated statements of income, shareholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Transportation Resources, Inc., as of December 31, 2006, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in *Note 8*, in 2006 the Company changed its method of accounting for Stock Based Compensation through retrospective application to prior year's financial statements.

As discussed in *Note 9*, the Company changed its method of recognizing gains and losses on the sale of assets in 2006.

/s/ BKD, LLP

Tulsa, Oklahoma

March 2, 2007

Transportation Resources, Inc.

Consolidated Balance Sheet

December 31, 2006

Assets

Current Assets		
Cash and cash equivalents	$	4,281,431
Short-term investments – U.S. Treasury bills		917,000
Trade receivables, net of allowance for doubtful accounts of $1,636,018		48,227,963
Other receivables		668,061
Prepaid tires		4,214,328
Other prepaid expenses		7,012,375
Operating supplies, fuel and parts		1,741,544
Total current assets		67,062,702
Property and Equipment, at Cost		
Land		11,957,223
Structures and land improvements		45,209,954
Revenue equipment		394,730,163
Other operating equipment		9,559,782
Furniture, fixtures and data processing equipment		8,201,926
Construction in progress		113,048
Total property and equipment		469,772,096
Less accumulated depreciation		196,555,478
Net property and equipment		273,216,618
Other Assets		1,050,812
	$	341,330,132

Transportation Resources, Inc.

Consolidated Balance Sheet

December 31, 2006

Liabilities and Shareholders' Equity

Current Liabilities	
Outstanding checks in excess of bank balance	$ 3,342,083
Line of credit	6,440,000
Current maturities of long-term debt	2,049,311
Accounts payable	7,398,557
Accounts payable-interline	7,444,048
Customer credit balances	3,762,510
Salaries and wages payable	4,761,231
Claims and insurance accruals	11,527,742
Other current and accrued liabilities	6,872,139
Total current liabilities	53,597,621
Long-term Obligations	
Long-term debt	1,106,642
Claims and insurance accruals	4,906,101
Stock based awards	19,176,140
Other long-term obligations	170,484
Total long-term obligations	25,359,367
Shareholders' Equity	
Common stock, $0.01 par value; 15,000,000 shares authorized; 6,033,016 shares issued and outstanding	55,656
Additional paid-in capital	152,764,748
Earnings reinvested in the business	109,505,120
Accumulated other comprehensive income	47,620
Total shareholders' equity	262,373,144
	$ 341,330,132

Transportation Resources, Inc.

Consolidated Statement of Income

Year Ended December 31, 2006

Operating Revenues	$ 427,638,927
Operating Expenses	
Salaries, wages and fringe benefits	175,290,931
Fuel and supplies	63,152,713
Depreciation	45,101,633
Equipment rent and purchased transportation	33,050,429
Operating taxes and licenses	29,349,199
Insurance and claims	18,884,910
Communications and utilities	2,946,134
Gain on asset disposition	(12,997,675)
Other operating expenses	4,518,414
Total operating expenses	359,296,688
Operating Income	68,342,239
Other Income (Expense)	
Interest income	956,482
Interest expense	(405,602)
Investment income	4,481
Other	(49,621)
Total other income	505,740
Income Before Income Taxes	68,847,979
Provision for Income Taxes	
State income tax	855,780
Foreign income tax	168,592
Net Income	$ 67,823,607

Transportation Resources, Inc.

Consolidated Statement of Shareholders' Equity

Year Ended December 31, 2006

	Common Stock	Additional Paid-in Capital	Earnings Reinvested in the Business	Other Accumulated Comprehensive Income (Loss)	Treasury Stock	Total
Balance, January 1, 2006, as Previously Reported	$ 59,716	$ 158,839,192	$ 57,859,230	$ 78,069	$ (174,358)	$ 216,661,849
Retrospective Change in Accounting Principle (*Note 8*)	(4,060)	(6,074,444)	(1,422,280)	—	174,358	(7,326,426)
Balance, January 1, 2006	$ 55,656	$ 152,764,748	$ 56,436,950	$ 78,069	$ 0	$ 209,335,423
Net income	—		67,823,607	—	—	67,823,607
Foreign currency translation	—	—	—	(30,449)	—	(30,449)
Total comprehensive income	0	0	67,823,607	(30,449)	0	67,793,158
Cash distributions	—	—	(14,755,437)	—	—	(14,755,437)
Balance, December 31, 2006	$ 55,656	$ 152,764,748	$ 109,505,120	$ 47,620	$ 0	$ 262,373,144

Transportation Resources, Inc.

Consolidated Statement of Cash Flows

Year Ended December 31, 2006

Operating Activities	
Net income	$ 67,823,607
Items not requiring (providing) cash	
Depreciation	45,101,633
Gain on disposition of operating property	(12,755,215)
Non-cash compensation expense	5,334,029
Changes in	
Accounts receivable	1,305,755
Prepaid expenses	(1,889,584)
Accounts payable	454,586
Other current and accrued liabilities	(1,033,435)
Other assets and liabilities	(455,230)
Net cash provided by operating activities	103,886,146
Investing Activities	
Proceeds from maturities of short-term investments	916,000
Purchases of short-term investments	(917,000)
Purchases of property and equipment	(137,928,355)
Proceeds from disposition of operating property	32,688,211
Net cash used in investing activities	(105,241,144)
Financing Activities	
Net borrowings under line-of-credit agreement	6,440,000
Principal payments on long-term debt	(3,788,497)
Proceeds from issuance of long-term debt	1,106,642
Outstanding checks in excess of bank balance	3,342,083
Cash distributions	(14,755,437)
Net cash used in financing activities	(7,655,209)
Decrease in Cash and Cash Equivalents	(9,010,207)
Cash and Cash Equivalents, Beginning of Year	13,291,638
Cash and Cash Equivalents, End of Year	$ 4,281,431
Supplemental Cash Flows Information	
Interest paid	$ 326,528
Income taxes paid	1,710,682

Transportation Resources, Inc.

Notes to Consolidated Financial Statements

December 31, 2006

Note 1: Significant Accounting Policies

Nature of Operations

Transportation Resources, Inc. (the Company) is a holding company whose majority-owned subsidiaries and primary business activities are:

Subsidiary	Business Activity
Contract Freighters, Inc.	Truckload carrier
Transportation Equipment Leasing, LLC	Transportation equipment leasing
Transportation Property Leasing, LLC	Property leasing
Orcas Aircraft Leasing, Inc.	Aircraft leasing
CFI Custom Freight Management, Inc.	Transportation logistics
Orcas Logistics, Inc.	Transportation logistics

The Company and the above subsidiaries operate primarily in the United States of America (U.S.) and Canada.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and Cash Equivalents

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2006, cash equivalents consisted primarily of money market investment accounts. The carrying amount reported in the balance sheet for cash and cash equivalents approximates its fair value.

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Accounts Receivable

Accounts receivable are stated at the amount billed to customers. The Company provides an allowance for uncollectible accounts, which is based upon a review of outstanding receivables, historical collection information and existing economic conditions. Accounts receivable are ordinarily due 15 days from the invoice date. Accounts outstanding more than 30 days from the invoice date are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer.

The accounts receivable portfolio is well diversified geographically and by industry. Credit is granted to customers and ongoing credit evaluations are performed, thereby eliminating the need for collateral. Historically, credit losses have been minimal.

Operating Supplies, Fuel and Parts

Operating supplies, fuel and parts are stated at the lower of cost or market (operating supplies and parts on an average cost basis and fuel on the first-in, first-out basis).

Tires

The cost of tires purchased on new revenue equipment is recorded as a prepaid asset and amortized over the estimated tire life. Replacement tires are expensed as they are removed from inventory and placed on the operating equipment.

Property and Equipment

Property and equipment are recorded at cost, with such cost depreciated using the straight-line method beginning when property is placed in service. Depreciation is based on the following useful lives:

Structures	20 years
Trailers	6 years
Tractors	5 years
Other operating property	3–10 years

Prior to 2006, when revenue equipment was traded with either a vendor from whom replacement equipment was acquired or a qualified intermediary and its trade-in value exceeded its book value, the purchase price of the replacement property was reduced by this excess when calculating the depreciable basis of the new property. When revenue equipment was sold and replacement property was not acquired, any gain or loss was recognized. When other properties were sold, any gain or loss was reflected in income.

In 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 153, *Exchanges of Nonmonetary Assets – An Amendment of APB Opinion No. 29*, as discussed in *Note 9.*

Capitalized Software

Certain internal and external costs incurred to acquire or create internal use software are capitalized in accordance with Statement of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*. Capitalized software is included in property and equipment under furniture, fixtures and data processing equipment and is amortized over its useful life when development is complete.

Claims and Insurance Accruals

Insurance programs for liability (personal injury and property damage), workers' compensation and group health claims are self-insured up to certain retention limits which vary depending upon the year of occurrence. The claims and insurance accruals represent the estimated uninsured portion of pending claims, including adverse development of known claims, legal fees, and incurred but not reported claims. Claims expected to be paid beyond one year of the balance sheet date are classified as long-term. These estimates are based on historical information along with certain assumptions about future events. Changes in assumptions as well as changes in actual experience could cause these estimates to change.

Insurance Program Retention Limits

Program	Retention Limit
Liability	$ 1,000,000 per claim
Workers' compensation	$ 500,000 per claim
Group health	$ 150,000 per claim/1,000,000 per individual lifetime maximum

Fair Values of Financial Instruments

The carrying amounts reported in the balance sheet for cash and cash equivalents, accounts receivable, accounts payable, other accrued liabilities and variable interest borrowings approximate their fair values. The fair value of notes payable at December 31, 2006 is estimated to be $2,080,894 using a discounted cash flow analysis, based on the estimated current borrowing rate for similar types of borrowing arrangements. These amounts relate to borrowings with fixed interest rates and principal balances of $2,049,311 in current maturities of long-term debt at December 31, 2006.

Income Taxes

The shareholders of the Company have elected to be taxed individually on the Company's earnings under the S Corporation provisions of the Internal Revenue Code. Accordingly, federal income taxes are not reflected in the Company's financial statements. The provision for income taxes reflected in these statements is for foreign and certain state income taxes only.

Comprehensive Income

The Company reports the components of other comprehensive income in the consolidated statement of shareholders' equity. Comprehensive income refers to revenues, expenses, gains and losses that are included in comprehensive income but excluded from net income. At December 31, 2006, other comprehensive income consisted of foreign currency translation adjustments.

Revenue Recognition

For the truckload carrier subsidiary, operating revenues are recognized at the time the shipment is received from the customer. For transportation logistics subsidiaries, operating revenues are recognized when the services are performed. Related transportation and delivery expenses directly associated with these shipments are recorded at the time the revenue is recognized. Included as a reduction to fuel and supplies expense in 2006 are $85,081,757 in fuel surcharges earned when fuel costs exceeded contractually agreed-upon levels. The fuel surcharges are based on the United States Department of Energy diesel fuel index.

Maintenance and Repairs

Maintenance and repairs are charged to operations in the period incurred.

Note 2: Long-term Debt

Notes payable to financial institutions due through 2007, bearing interest at rates ranging from 6.39% to 8.30%, collateralized by revenue equipment having a net book value of $309,670 at December 31, 2006	$	49,311
Senior secured note payable to an insurance company due June 2007, bearing interest at 9.08%, secured by a First Deed of Trust		2,000,000
Promissory note payable to financial institution due March 2009, bearing interest at 6.58%		1,106,642
		3,155,953
Less current maturities		2,049,311
	$	1,106,642

Note 3: Line of Credit and Other Short-Term Borrowings

A subsidiary, Transportation Equipment Leasing, LLC (TEL), has secured revolving credit facilities with four banks that provide for maximum borrowings of $30,000,000 prior to September 30, 2007, although any borrowings may, at TEL's option, be converted to a two-year term loan on or before September 30, 2007. The credit facilities are secured by assignments of lease proceeds for certain groups of equipment leased by TEL to its major customer, Contract Freighters, Inc. Interest on outstanding borrowings is based on the Daily Reset LIBOR rate (5.35% as of December 31, 2006) plus an increment ranging from 45 to 65 basis points. As of December 31, 2006, there was a total of $6,440,000 outstanding on the four credit facilities with $23,560,000 available for additional advances.

Another subsidiary, Contract Freighters, Inc., has an unsecured revolving credit facility with a bank that provides for maximum borrowings or letters of credit issuances in the amount of $25,000,000 prior to November 30, 2007, and $6,000,000 thereafter through December 1, 2008. There were $11,508,368 in undrawn upon letters of credit outstanding as of December 31, 2006. There was capacity for advances or additional letters of credit in the amount of $13,491,632 at December 31, 2006. Interest on outstanding borrowings (none at December 31, 2006) is based on the Daily Reset LIBOR rate plus an increment ranging from 50 to 100 basis points, depending upon a defined financial ratio. This facility contains a conditional security agreement that becomes effective upon the occurrence of certain triggering events as defined in the agreement. The revolving credit facility contains customary covenants which, among other things, require that certain financial ratios are maintained.

Note 4: Retirement Plan

A 401(k) profit-sharing plan is available to U.S. employees who have completed one year of service. Participants may contribute between 1% and 50% of their compensation to the plan. The Company matches 50% of the participants' contributions up to 7% of individual compensation. Matching contributions were $1,040,410 in 2006.

Note 5: Stock Based Awards

The Company has a management stock incentive plan under which stock awards may be granted to key employees of the Company and its subsidiaries as designated by the Board of Directors. A maximum of 15% of the total number of issued and outstanding shares of Company stock may be issued pursuant to this plan. Fair value of the stock issued is equal to the net book value per share of the Company as of the end of the calendar month immediately preceding the date of the grant. Provisions of the plan restrict the sale and transfer of shares. Upon any retirement or cessation of employment, the shares must be sold to the Company at net book value as of the preceding month end.

There was $2,943,895 of non-cash compensation expense related to the appreciation in book value of the shares outstanding under this plan. Certain recipients of the grants may elect to receive a component of the grant in cash. The book value of the stock awards and cash payments elected under the plan provision were charged against current earnings and totaled $5,914,755.

Note 6: General Litigation

The Company is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company.

Note 7: Subsequent Events

On January 9, 2007, the Board of Directors declared a distribution of $2,594,575 to shareholders of record as of that date, paid on January 12, 2007.

Note 8: Adoption of New Accounting Standard – Stock-Based Compensation

In 2006, the Company adopted the 2004 revision of Statement of Financial Accounting Standards (SFAS) No. 123, *Accounting for Stock-Based Compensation,* in accordance with the modified retrospective transition method. The modified retrospective transition method allows the Company to adjust financial statements for prior periods to give effect to the fair-value-based method of accounting for stock awards granted, modified or settled in cash in prior years. Because the Company's award program provides stock awards to be settled at net book value, the awards are valued at net book value which approximates fair value.

Adoption of SFAS No. 123 required the Company to reduce equity and increase long-term liabilities by $7,326,426 for awards granted prior to January 1, 2006. As of January 1, 2006, previously reported equity was reduced and long-term liabilities were increased by $7,326,426. Previously reported compensation expense for the year ended December 31, 2005, was increased by $147,999.

Note 9: Adoption of New Accounting Standard – Exchanges of Nonmonetary Assets

In 2006, the Company adopted SFAS No. 153, *Exchanges of Nonmonetary Assets – An Amendment of APB Opinion No. 29.* APB Opinion No. 29, *Accounting for Nonmonetary Transactions*, requires that exchanges of nonmonetary assets be measured and reported on the fair value of the assets exchanged. The opinion provided certain exceptions to that principle for the exchange of similar productive assets. SFAS No. 153 eliminates that exception. Prior to 2006, the Company reduced the carrying value of new tractors and trailers by any gain on trades. Beginning in 2006, gains are reported on the fair value of assets exchanged and resulted in $12,778,811 of gains recognized for the year ended December 31, 2006.

Note 10: Future Change in Accounting Principles

The Financial Accounting Standards Board recently issued Interpretation No. 48 *Accounting for Uncertainty in Income Taxes*, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. The Company expects to first apply the new statement during fiscal year ending December 31, 2007. The impact of applying the new statement has not yet been determined.

The Financial Accounting Standards Board recently issued Statement No. 157 *Fair Value Measurements,* which requires expanded disclosures about fair value measurements. The Company expects to first apply the new statement during fiscal year ending December 31, 2008, through prospective application. The impact of applying the new statement has not yet been determined.

Exhibit 99.2

Transportation Resources, Inc.

Consolidated Balance Sheet

June 30, 2007

(Unaudited)

Assets	
Current Assets	
Cash and cash equivalents	$ 13,284,738
Short-term investments – U.S. Treasury bills	898,000
Trade receivables, net of allowance for doubtful accounts of $1,863,469	54,011,700
Other receivables	1,225,078
Prepaid tires	4,440,443
Other prepaid expenses	5,953,450
Operating supplies, fuel and parts	1,968,654
Total current assets	81,782,063
Property and Equipment, at Cost	
Land	11,957,223
Structures and land improvements	45,202,605
Revenue equipment	392,968,587
Other operating equipment	9,557,724
Furniture, fixtures and data processing equipment	7,506,520
Construction in progress	180,396
Total property and equipment	467,373,055
Less accumulated depreciation	202,941,313
Net property and equipment	264,431,742
Other Assets	1,418,736
	$ 347,632,541
Liabilities and Shareholders' Equity	
Current Liabilities	
Accounts payable	$ 9,825,733
Accounts payable – interline	7,421,229
Customer credit balances	3,393,888
Salaries and wages payable	5,886,857
Claims and insurance accruals	12,242,934
Other current and accrued liabilities	8,570,723
Total current liabilities	47,341,364
Long-term Obligations	
Long-term debt	1,100,000
Claims and insurance accruals	5,189,272
Stock based awards	20,302,811
Other long-term obligations	4,777,914
Total long-term obligations	31,369,997
Shareholders' Equity	
Common stock, $0.01 par value; 15,000,000 shares authorized; 6,014,327 shares issued and outstanding	55,656
Additional paid-in capital	152,764,748
Earnings reinvested in the business	116,037,834
Accumulated other comprehensive income	62,942
Total shareholders' equity	268,921,180
	$ 347,632,541

See Notes to Condensed Consolidated Financial Statements

Transportation Resources, Inc.
Consolidated Statements of Income
Six Months Ended June 30, 2007 and 2006
(Unaudited)

	2007	2006
Operating Revenues	$ 218,484,060	$ 210,985,753
Operating Expenses		
Salaries, wages and fringe benefits	91,699,266	85,036,840
Fuel and supplies	34,609,166	30,839,839
Depreciation	24,108,796	22,085,600
Equipment rent and purchased transportation	13,421,510	17,991,533
Operating taxes and licenses	16,094,365	14,148,323
Insurance and claims	10,370,723	9,382,455
Communications and utilities	1,572,774	1,435,965
Gains on asset disposition	(3,181,857)	(7,799,781)
Other operating expenses	2,124,603	2,068,502
Total operating expenses	190,819,346	175,189,276
Operating Income	27,664,714	35,796,477
Other Income (Expense)		
Interest income	348,286	405,600
Interest expense	(205,340)	(237,880)
Other	(635,530)	(85,792)
Total other income (expense)	(492,584)	81,928
Income Before Income Taxes	27,172,130	35,878,405
Provision for Income Taxes		
State income taxes	479,935	548,685
Foreign income taxes	161,984	91,115
Net Income	$ 26,530,211	$ 35,238,605

See Notes to Condensed Consolidated Financial Statements

Transportation Resources, Inc.

Consolidated Statements of Cash Flows

Six Months Ended June 30, 2007 and 2006

(Unaudited)

	2007	2006
Operating Activities		
Net income	$ 26,530,211	$ 35,238,605
Items not requiring (providing) cash		
Depreciation	24,108,796	22,085,600
Gain on disposition of operating property	(2,769,761)	(7,783,394)
Non-cash compensation expense	1,126,671	1,923,047
Changes in		
Accounts receivable	(6,340,754)	(6,021,927)
Prepaid expenses	832,810	(2,294,122)
Accounts payable	2,427,175	4,939,604
Other current and accrued liabilities	1,307,143	947,907
Other assets and liabilities	1,542,384	877,817
Net cash provided by operating activities	48,764,675	49,913,137
Investing Activities		
Proceeds from maturities of short-term investments	917,000	916,000
Purchases of short-term investments	(898,000)	(913,000)
Purchases of property and equipment	(29,592,644)	(60,225,330)
Proceeds from disposition of operating property	17,039,485	21,449,811
Net cash used in investing activities	(12,534,159)	(38,772,519)
Financing Activities		
Net payments under line of credit agreement	(6,440,000)	-
Principal payments on long-term debt	(2,055,953)	(3,152,513)
Proceeds from issuance of long-term debt	-	1,056,511
Outstanding checks in excess of bank balance	(3,342,083)	-
Cash distributions	(15,389,173)	(12,194,595)
Net cash used in financing activities	(27,227,209)	(14,290,597)
Increase (Decrease) in Cash and Cash Equivalents	9,003,307	(3,149,979)
Cash and Cash Equivalents, Beginning of Period	4,281,431	13,291,638
Cash and Cash Equivalents, End of Period	$ 13,284,738	$ 10,141,659
Supplemental Cash Flows Information		
Interest paid	$ 177,667	$ 223,325
Income taxes paid	146,740	1,301,516

See Notes to Condensed Consolidated Financial Statements

Exhibit 99.2

Transportation Resources, Inc.

Notes to Consolidated Financial Statements

(Unaudited)

1. Principal Accounting Policies

Nature of Operations

Transportation Resources, Inc. (the Company) is a holding company whose majority-owned subsidiaries and primary business activities are:

Subsidiary	Business Activity
Contract Freighters, Inc.	Truckload carrier
Transportation Equipment Leasing, LLC	Transportation equipment leasing
Transportation Property Leasing, LLC	Property leasing
Orcas Aircraft Leasing, Inc.	Aircraft leasing
CFI Custom Freight Management, Inc.	Transportation logistics
Orcas Logistics, Inc.	Transportation logistics

The Company and the above subsidiaries operate primarily in the United States of America (U.S.) and Canada.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany transactions have been eliminated.

Basis of Presentation

These interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and Rule 10-01 of Regulation S-X, and should be read in conjunction with the Company's financial statements for the year ended December 31, 2006. Accordingly, significant accounting policies and other disclosures normally provided have been omitted.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, including normal recurring adjustments, necessary to present fairly the Company's financial position as of June 30, 2007, and the Company's results of operations and cash flows for the six-month periods ended June 30, 2007 and 2006. Operating results and cash flows for the six-month periods are not necessarily indicative of the operating results and cash flows that may be expected for the year ending December 31, 2007.

New Accounting Standards

In February 2007, the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities," which permits an entity to choose to measure many financial instruments and certain other items at fair value at specified election dates. Subsequent unrealized gains and losses on items for which the fair-value option has been elected will be reported in earnings. The effective date for SFAS 159 is the first fiscal year beginning after November 15, 2007, which for the Company is the first quarter of 2008. The Company is currently evaluating the elective option under SFAS 159, but does not expect that adoption will have a material effect on its financial statements.

Reclassification

Certain amounts in the prior-period financial statements have been reclassified to conform to the current-period presentation.

2. Comprehensive Income

Comprehensive income, which is a measure of all changes in equity except those resulting from investments by owners and distributions to owners, was as follows:

(Dollars in thousands)	Six Months Ended June 30,	
	2007	2006
Net income	$26,530	$35,239
Other comprehensive income (loss):		
Foreign currency translation adjustment	63	(68)
Comprehensive income	$26,593	$35,171

3. Income Taxes

The Company is a Subchapter S Corporation under the Internal Revenue Code, as amended in 1986. Accordingly, the federal income taxes associated with the Company are passed through to its shareholders. However, the Company is subject to certain state, local and foreign income taxes based on the tax regulations in those jurisdictions.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of SFAS 109" ("FIN 48"), which clarifies the accounting for uncertainty in tax positions. FIN 48 is a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return. Tax positions shall be recognized in the financial statements only when it is more likely than not that the position will be sustained upon examination by a taxing authority. If the position meets the more-likely-than-not criteria, it should be measured using a probability-weighted approach as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement. It requires previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold to be derecognized in the first subsequent financial reporting period in which the threshold is no longer met.

The Company adopted the provisions of FIN 48 on January 1, 2007. At the adoption date, the Company recognized a $4.1 million increase in other long-term obligations and an equal decrease in retained earnings, primarily for the gross tax-affected unrecognized tax benefits related to tax positions taken in certain state tax jurisdictions in which the Company operates. The Company's adoption-related liability of $4.1 million included $1.3 million of accrued interest and penalties. Interest and penalties related to state and local income taxes are a component of income tax expense. At June 30, 2007, the Company's estimate of gross tax-affected unrecognized tax benefits increased to $4.6 million. In the next 12 months, the Company does not expect a significant increase or decrease to its estimates of unrecognized tax benefits.

The Company files income tax returns in various states. The years from 2003 to 2006 remain subject to examination in the relevant jurisdictions. Where no return has been filed, no statute of limitations applies. Accordingly, if a tax jurisdiction reaches a conclusion that a filing requirement does exist, additional years may be reviewed by the tax authority.

4. Subsequent Event

On July 13, 2007, the Company entered into an agreement under which Con-way Inc. would acquire the common stock of the Company for an aggregate purchase price of $750 million, subject to adjustment. The boards of directors of both companies approved the transaction, and the transaction was concluded during the third quarter 2007.

Exhibit 99.3

Con-way Inc.
Unaudited Pro Forma Condensed Consolidated Financial Statements
as of and for the six months ended June 30, 2007
and for the year ended December 31, 2006

On August 23, 2007, under the Agreement and Plan of Merger entered into on July 13, 2007, Con-way Inc. ("Con-way") acquired the common stock of Transportation Resources, Inc. and subsidiaries ("TRI"). Subsidiaries of TRI consist of Contract Freighters, Inc. ("CFI"), a truckload carrier headquartered in Joplin, Missouri, and other affiliated companies. The acquisition of TRI and its subsidiaries is referred to as the "Acquisition."

The unaudited pro forma condensed consolidated financial statements are presented in accordance with the rules specified by Article 11 of Securities and Exchange Commission ("SEC") Regulation S-X, promulgated by the SEC to give effect to the Acquisition as if it had occurred on earlier dates using the purchase method of accounting. The unaudited pro forma condensed consolidated balance sheet of Con-way as of June 30, 2007 gives effect to the Acquisition as if it were consummated on June 30, 2007, and the unaudited pro forma condensed consolidated statements of income of Con-way for the six months ended June 30, 2007 and the year ended December 31, 2006 give effect to the Acquisition as if it were consummated on January 1, 2006. The unaudited pro forma condensed consolidated financial statements are for illustrative purposes only, are hypothetical in nature and do not purport to represent what Con-way's consolidated statements of income, balance sheet or other financial information would have been if the Acquisition had occurred as of the dates indicated or what such results will be for any future periods.

The unaudited pro forma adjustments are based upon available information and certain assumptions that Con-way believes are reasonable, including estimates related to purchase-method fair-value accounting adjustments, the effect of financing transactions and conforming changes in accounting policies. However, the pro forma condensed consolidated statements of income reflect only pro forma adjustments expected to have a continuing effect on the consolidated results beyond 12 months from the consummation of the Acquisition and do not reflect any changes in operations that may occur, including synergistic benefits that may be realized through the consolidation of the two companies or the costs that may be incurred in integrating their operations. These estimates are preliminary and are based on information currently available and could change significantly.

The unaudited pro forma condensed consolidated financial statements and accompanying notes should be read in conjunction with Con-way's historical consolidated financial statements included in Con-way's Annual Report on Form 10-K for the year ended December 31, 2006 and Con-way's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 and with TRI's historical consolidated financial statements included in Exhibits 99.1 and 99.2 to this Current Report on Form 8-K/A.

Con-way Inc.
Unaudited Pro Forma Condensed Consolidated Balance Sheet
as of June 30, 2007
(Dollars in millions)

	Historical		Pro Forma		
	TRI	Con-way	Adjustments		Consolidated
Assets					
Cash and cash equivalents	$ 13.3	$ 345.4	$ (337.0)	[a]	$ 21.7
Marketable securities	0.9	197.5	--		198.4
Trade and other accounts receivable	55.2	489.4	(4.6)	[b]	544.6
			4.6	[c]	
Deferred income taxes	--	42.9	(4.8)	[c]	38.1
Other	12.4	62.2	(4.4)	[d]	70.2
Current assets	81.8	1,137.4	(346.2)		873.0
Property, plant and equipment, net	264.4	1,093.8	4.4	[d]	1,456.4
			2.5	[e]	
			91.3	[f]	
Deferred charges and other assets	0.7	59.7	3.1	[f]	71.7
			4.0	[g]	
			4.2	[a]	
Goodwill	--	0.7	460.5	[f]	461.2
Identifiable intangible assets	--	--	15.7	[f]	15.7
Deferred income taxes	0.7	22.6	(23.3)	[c]	--
Total assets	$ 347.6	$ 2,314.2	$ 216.2		$ 2,878.0
Liabilities and Stockholders' Equity					
Accounts payable and accrued liabilities	$ 35.1	$ 514.9	$ 9.3	[a]	$ 553.5
			(1.2)	[c]	
			(4.6)	[b]	
Self-insurance accruals	12.2	98.1	2.3	[f]	112.6
Current maturities of long-term debt	--	22.7	--		22.7
Current liabilities	47.3	635.7	5.8		688.8
Long-term debt and guarantees	1.1	532.4	425.0	[a]	958.5
Self-insurance accruals	5.2	114.2	--		119.4
Other liabilities and deferred credits	25.1	285.2	(20.3)	[g]	290.0
Deferred income taxes	--	--	74.6	[c]	74.6
Long-term liabilities	31.4	931.8	479.3		1,442.5
Total Liabilities	78.7	1,567.5	485.1		2,131.3
Preferred equity	--	61.7	--		61.7
Common equity					
Common stock – Par	--	38.6	--		38.6
Common stock – APIC	152.8	561.6	(152.8)	[f]	561.6
Retained earnings	116.0	909.1	(116.0)	[f]	909.1
Treasury stock	--	(724.3)	--		(724.3)
Total common equity	268.8	785.0	(268.8)		785.0
Accumulated other comprehensive income (loss)	0.1	(100.0)	(0.1)	[f]	(100.0)
Total Stockholders' Equity	268.9	746.7	(268.9)		746.7
Total Liabilities and Stockholders' Equity	$ 347.6	$ 2,314.2	$ 216.2		$ 2,878.0

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

Con-way Inc.
Unaudited Pro Forma Condensed Consolidated Statement of Income
for the six months ended June 30, 2007
(Dollars in millions, except share and per share data)

	Historical		Pro Forma		
	TRI	Con-way	Adjustments		Consolidated
Revenues	$ 218.5	$ 2,075.9	$ 41.1	[d]	$ 2,317.0
			(18.5)	[b]	
Operating expenses	190.8	1,942.6	41.1	[d]	2,159.8
			(18.5)	[b]	
			3.6	[f]	
			(1.8)	[g]	
			2.0	[e]	
Operating income	27.7	133.3	(3.8)		157.2
Non-operating income (expense)					
Investment income	--	11.3	(9.2)	[a]	2.1
Interest expense	(0.2)	(17.3)	(14.6)	[a]	(32.1)
Miscellaneous, net	(0.3)	0.2	--		(0.1)
	(0.5)	(5.8)	(23.8)		(30.1)
Income from continuing operations before taxes	27.2	127.5	(27.6)		127.1
Tax provision	0.6	47.3	0.2	[c]	48.1
Income from continuing operations	26.6	80.2	(27.8)		79.0
Preferred stock dividends	--	3.5	--		3.5
Net income	$ 26.6	$ 76.7	$ (27.8)		$ 75.5
Earnings per Share					
Basic					
Average shares	--	45,636,617	--		45,636,617
EPS	$ --	$ 1.68	$ --		$ 1.65
Diluted					
Average shares	--	48,757,823	--		48,757,823
EPS	$ --	$ 1.58	$ --		$ 1.56

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

Con-way Inc.
Unaudited Pro Forma Condensed Consolidated Statement of Income
for the fiscal year ended December 31, 2006
(Dollars in millions, except share and per share data)

	Historical		Pro Forma		
	TRI	Con-way	Adjustments		Consolidated
Revenues	$ 427.6	$ 4,221.5	$ 85.3	[d]	$ 4,700.6
			(33.8)	[b]	
Operating expenses	359.3	3,819.7	85.3	[d]	4,238.2
			(33.8)	[b]	
			10.3	[f]	
			(3.9)	[g]	
			1.3	[e]	
Operating income	68.3	401.8	(7.7)		462.4
Non-operating income (expense)					
Investment income	--	24.8	(18.3)	[a]	6.5
Interest expense	(0.4)	(34.2)	(29.3)	[a]	(63.9)
Miscellaneous, net	0.9	(0.1)	--		0.8
	0.5	(9.5)	(47.6)		(56.6)
Income from continuing operations before taxes	68.8	392.3	(55.3)		405.8
Tax provision	1.0	120.0	7.1	[c]	128.1
Income from continuing operations	67.8	272.3	(62.4)		277.7
Preferred stock dividends	--	7.1	--		7.1
Net income	$ 67.8	$ 265.2	$ (62.4)		$ 270.6
Earnings per Share					
Basic					
Average shares	--	48,962,382	--		48,962,382
EPS	$ --	$ 5.42	$ --		$ 5.53
Diluted					
Average shares	--	52,280,341	--		52,280,341
EPS	$ --	$ 5.09	$ --		$ 5.20

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

Con-way Inc.
Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

1. Purchase Price

On August 23, 2007, Con-way acquired all of the outstanding common stock of TRI. Under the purchase method of accounting required by SFAS 141, "Business Combinations," the assets and liabilities of TRI will be recorded at their fair value as of the Acquisition date and will be consolidated with those of Con-way. The reported financial statements of Con-way subsequent to the Acquisition will reflect these new values, but will not be restated retroactively to reflect the historical financial information of TRI.

In the presentation below, the preliminary allocation of the purchase price is based on the purchase price calculated as of the August 23, 2007 Acquisition closing date and the estimated fair value or carrying amount (which approximates fair value) of assets acquired and liabilities assumed as of the same date. The purchase-price accounting is based on a preliminary calculation of the purchase price, current estimates of the assets acquired and liabilities assumed, and a preliminary evaluation of the effect of conforming TRI's accounting policies to those of Con-way. Accordingly, revisions to the preliminary calculations, estimates, and evaluations may be necessary as these items are finalized.

The preliminary purchase-price allocation in the pro forma condensed consolidated balance sheet as of June 30, 2007 is based [1] the purchase price calculated as of the August 23 Acquisition closing date, [2] the fair value of property and equipment, internal-use software and acquired identifiable intangible assets as of the August 23, 2007 Acquisition closing date, and [3] the carrying amount (which approximates fair value) of other tangible assets acquired and liabilities assumed as of June 30, 2007. Based on an the earlier pro forma date of valuation for certain tangible assets acquired and liabilities assumed, the amount of goodwill reported in the pro forma condensed consolidated balance sheet as of June 30, 2007 is different than the amount presented below.

Calculation of purchase price (dollars in millions):

Cash consideration paid	
Purchase price	$ 750.0
Adjustments for working capital, and for cash and debt acquired	12.0
Direct transaction costs	5.1
Gross purchase price	$ 767.1
Cash acquired	(15.4)
Net purchase price	$ 751.7

Allocation of purchase price (dollars in millions):

Current assets, excluding cash acquired		$ 61.9
Non-current assets		
Property and equipment		362.6
Intangible assets		
Customer relationships	$ 14.0	
Trademarks	1.7	
Goodwill	460.6	
		476.3
Other assets		
Internal-use software	3.0	
Restricted cash	4.0	
		7.0
Current liabilities		(46.2)
Non-current liabilities		
Deferred taxes		(98.2)
Other		(11.7)
		$ 751.7

As required by SFAS 142, "Goodwill and Intangible Assets," intangible assets with an indefinite life are not amortized while intangible assets with lives of definite duration are amortized over their estimated useful lives. Accordingly, goodwill will not be amortized and is not deductible for income-tax purposes, but will be subject to an annual impairment test. Identifiable intangible assets will be amortized on a straight-line basis over the estimated useful lives of the assets, which are 10 years for customer relationships and 2 years for trademarks.

In connection with the Acquisition, former shareholders of TRI paid $4.0 million into an escrow account for the purpose of retaining certain key executive officers of TRI. Under the escrow agreement, the key executive officers will receive pro rata payments if they remain employees of TRI over a two-year period ending August 23, 2009. Accordingly, $4.0 million has been allocated to the purchase price as the value of the retention-related restricted cash and an equal liability to the key executive officers will be accrued ratably over the two-year service period. If the key executive officers terminate employment prior to August 23, 2009, any unearned portion of the restricted cash in escrow would be remitted to Con-way.

2. Unaudited Pro Forma Condensed Consolidated Balance Sheet and Income Statement

The unaudited pro forma condensed consolidated balance sheet combines the historical consolidated balance sheets of Con-way and TRI as of June 30, 2007, giving effect to the Acquisition as if it occurred on that same date. The unaudited pro forma condensed consolidated statements of income combine the historical consolidated statements of income of Con-way for the year ended December 31, 2006 and the six months ended June 30, 2007 with the historical financial statements of TRI for the same periods, giving effect to the Acquisition as if it occurred on January 1, 2006.

The following adjustments have been reflected in the unaudited pro forma condensed consolidated financial statements:

[a] Record the effects of debt and cash financing of the purchase price.

On August 23, 2007, Con-way entered into an agreement that established a $500.0 million bridge-loan facility. On that date, Con-way borrowed $425.0 million under the bridge-loan facility to fund a portion of the purchase price in its Acquisition of TRI. Under the borrowing, the principal amount of $425.0 million is due in full on August 21, 2008. Subject to market conditions, Con-way intends to refinance the bridge-loan facility with longer-term debt. Accordingly, these pro forma condensed consolidated financial statements include adjustments that reflect assumptions applicable to long-term debt rather than the bridge-loan facility.

The pro forma adjustments to the balance sheet are summarized below (dollars in millions).

Financing requirements:		
Gross purchase price, including direct transaction costs	$	767.1
Debt issuance costs		4.2
	$	771.3
Financing sources:		
Long-term debt	$	425.0
Accrued liabilities for direct transaction costs and debt-issuance costs		9.3
Cash		337.0
	$	771.3

The pro forma adjustments to the income statement reflect increases in interest expense and amortization of debt costs and a decrease in investment income from lower average balances of cash-equivalent investments. The annual interest rate on long-term debt is assumed to be 6.75% and a change of 1/8% in the interest rate would result in a $0.5 million change in annual interest expense. The annual interest rate on cash-equivalent investments is assumed to be 5.29% and a change of 1/8% in the interest rate would result in a $0.4 million change in annual investment income.

[b] Eliminate the effect of transactions between Con-way and TRI.

Pro forma adjustments to the balance sheet eliminate accounts receivable and accounts payable recognized in the historical balance sheets of TRI and Con-way, respectively, while pro forma adjustments to the income statement eliminate revenue and purchased transportation expense recognized in the historical income statements of TRI and Con-way, respectively.

[c] Record the effects of income taxes.

The pro forma adjustments to the balance sheet include the recognition of current and deferred income tax assets and liabilities attributable to the tax effect of pro forma adjustments, including primarily adjustments to record the estimated fair value of property and equipment and definite-lived intangible assets.

The pro forma adjustments to the income statement include [1] an increase in the historical tax expense of TRI as if it were treated as a "C" corporation rather than a "Subchapter S" corporation, and [2] the tax effect of pro forma adjustments. The pro forma adjustments reflect the estimated consolidated effective tax rate of 31.6% in the fiscal year ended December 31, 2006 and 37.9% in the six months ended June 30, 2007.

[d] Reclassify TRI amounts to conform to Con-way's method of presentation.

Con-way's historical balance sheet presents the cost of new tires on tractors as a component of property and equipment while TRI's historical balance sheet presents such costs as prepaid tire expense. Con-way's historical income statements present fuel surcharges as revenue while TRI's historical income statements present such amounts as a reduction in operating expenses.

[e] Conform TRI's accounting policies to conform to those applied by Con-way.

In Con-way's historical income statements, the cost of new tires on tractors is amortized over the estimated useful lives of the new equipment, while in TRI's historical income statements, the cost of new tires on tractors is amortized over 12 to 15 months.

In Con-way's historical income statements, gains on the sale of revenue equipment are based on the net book value of the equipment, without any adjustment for earlier trade-in activity, as was the case for TRI, as described below. In TRI's historical income statements, prior to TRI's adoption of SFAS 153, "Exchanges on Nonmonetary Assets," as more fully discussed in Exhibit 99.1, the purchase price of replacement property was reduced by an amount equal to the trade-in value in excess of the net book value of replaced equipment. Accordingly, the pro forma consolidated condensed income statements includes pro forma adjustments to reduce the amount of gains recognized from the sale of lower-basis property.

[f] Record the purchase of TRI, including [1] the balance-sheet and income-statement effect of purchase-method accounting adjustments to TRI's property and equipment, goodwill, identifiable intangible assets, and self-insurance reserves, and [2] the elimination of TRI's historical equity accounts.

[g] Eliminate the effect of TRI's share-based compensation plans, which terminate upon change in control, and include the effect of a retention arrangement for key executive officers, as described above in Note 1, "Purchase Price."

The pro forma balance sheet primarily reflects the elimination of a $20.3 million share-based compensation liability reported in TRI's historical balance sheet, and the recognition of a $4.0 million asset related to the retention arrangement. The pro forma adjustments to the income statement include a net decline in operating expense resulting from the elimination of $5.9 million of annual share-based compensation expense and additional annual expense of $2.0 million related to the retention arrangement.