

**CONSOLIDATED FREIGHTWAYS, INC. AND SUBSIDIARIES**

**CONDENSED STATEMENTS OF CONSOLIDATED INCOME**

(Dollars in thousands except per share amounts)

	Three Months Ended September 30	
	1996	1995
<b>REVENUES</b>		
CF MotorFreight	\$ 644,956	\$ 593,710
Con-Way Transportation Services	331,090	294,751
Emery Worldwide	497,860	434,318
	\$ 1,473,906	\$ 1,322,779
<b>OPERATING INCOME (LOSS)</b>		
CF MotorFreight	\$ 1,400	\$ (5,620)
Con-Way Transportation Services	29,185	23,128
Emery Worldwide	21,530	19,736
	52,115	37,244
<b>OTHER EXPENSE, NET</b>	(10,752)	(7,741)
Income before income taxes	41,363	29,503
Income taxes	21,509	13,988
Net income	19,854	15,515
Preferred stock dividends	2,141	2,155
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS</b>	\$ 17,713	\$ 13,360
Average Common Shares Outstanding		
Primary (1)	44,659,341	44,561,758
Fully Diluted (2)	49,235,498	48,791,684
<b>PRIMARY EARNINGS PER COMMON SHARE:</b>	\$ 0.40	\$ 0.30
<b>FULLY DILUTED EARNINGS PER COMMON SHARE:</b>	\$ 0.37	\$ 0.28

(1) Includes the dilutive effect of stock options.

(2) Includes the dilutive effect of stock options and Series B (TASP) preferred shares.

**CONSOLIDATED FREIGHTWAYS, INC. AND SUBSIDIARIES**

**CONDENSED STATEMENTS OF CONSOLIDATED INCOME**

(Dollars in thousands except per share amounts)

	Nine Months Ended September 30	
	1996	1995
<b>REVENUES</b>		
CF MotorFreight	\$ 1,826,539	\$ 1,801,227
Con-Way Transportation Services	949,584	857,763
Emery Worldwide	1,420,788	1,280,462
	\$ 4,196,911	\$ 3,939,452
<b>OPERATING INCOME (LOSS)</b>		
CF MotorFreight	\$ (29,492)	\$ 6,831
Con-Way Transportation Services	79,574	80,214
Emery Worldwide	51,680	50,452
	101,762	137,497
<b>OTHER EXPENSE, NET</b>	(31,405)	(22,081)
Income before income taxes	70,357	115,416
Income taxes	36,567	53,508
Net income	33,790	61,908
Preferred stock dividends	6,458	8,620
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS</b>	\$ 27,332	\$ 53,288
Average Common Shares Outstanding		
Primary (1)	44,846,589	44,362,108
Fully Diluted (2)	49,204,549	48,672,191
<b>PRIMARY EARNINGS PER COMMON SHARE:</b>	\$ 0.61	\$ 1.25
<b>FULLY DILUTED EARNINGS PER COMMON SHARE:</b>	\$ 0.59	\$ 1.17

(1) Includes the dilutive effect of stock options.

(2) Includes the dilutive effect of stock options and Series B (TASP) preferred shares.