

Con-way Inc.
Consolidated Statements of Operating Results
(Dollars in thousands except per share amounts)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2010	2009	2010	2009
Revenue				
Freight	\$ 736,018	\$ 696,366	\$ 3,075,064	\$ 2,623,989
Logistics [a]	366,981	341,443	1,477,988	1,331,894
Truckload	143,016	139,739	569,741	564,071
Other	16,616	6,058	52,890	20,442
Inter-segment Revenue Eliminations	(48,988)	(67,073)	(223,683)	(271,157)
	<u>\$ 1,213,643</u>	<u>\$ 1,116,533</u>	<u>\$ 4,952,000</u>	<u>\$ 4,269,239</u>
Operating Income (Loss) [b]				
Freight [c]	\$ 1,773	\$ 2,835	\$ 28,908	\$ 51,258
Logistics [d] [e]	6,693	5,923	26,275	28,228
Truckload [f]	7,262	8,208	20,844	(106,971)
Other	109	318	2,143	1,557
	<u>15,837</u>	<u>17,284</u>	<u>78,170</u>	<u>(25,928)</u>
Other Expense, net	15,144	16,137	61,613	64,341
Income (Loss) before Income Tax Provision (Benefit)	693	1,147	16,557	(90,269)
Income Tax Provision (Benefit)	(1,694)	3,076	12,572	17,478
Net Income (Loss)	2,387	(1,929)	3,985	(107,747)
Preferred Stock Dividends	-	-	-	3,189
Net Income (Loss) Applicable to Common Shareholders	<u>\$ 2,387</u>	<u>\$ (1,929)</u>	<u>\$ 3,985</u>	<u>\$ (110,936)</u>
Weighted-Average Common Shares Outstanding				
Basic	54,663,750	49,057,690	52,507,320	47,525,862
Diluted	55,354,809	49,057,690	53,169,299	47,525,862
Income (Loss) Per Common Share				
Basic	<u>\$ 0.04</u>	<u>\$ (0.04)</u>	<u>\$ 0.08</u>	<u>\$ (2.33)</u>
Diluted	<u>\$ 0.04</u>	<u>\$ (0.04)</u>	<u>\$ 0.07</u>	<u>\$ (2.33)</u>

[a] Logistics' net revenue				
Revenue	\$ 366,981	\$ 341,443	\$ 1,477,988	\$ 1,331,894
Purchased transportation expense	(223,157)	(205,168)	(906,389)	(811,712)
Net revenue	<u>\$ 143,824</u>	<u>\$ 136,275</u>	<u>\$ 571,599</u>	<u>\$ 520,182</u>

[b] Includes costs related to administrative outsourcing, the planned consolidation of Con-way's executive offices, and other employee-separation costs. For full-year 2010 and 2009, these costs totaled \$8.9 million and \$3.4 million, respectively, with the predominant amount of the expense allocated to the Freight segment in the third quarter of 2010 and the fourth quarter of 2009.

[c] Includes a prior-year third-quarter change in accounting estimate, which increased the allowance for revenue adjustments and decreased both revenue and operating income by \$5.4 million.

[d] Includes a \$16.4 million current-year third-quarter goodwill-impairment charge.

[e] Includes a \$2.8 million current-year first-quarter charge for the write-off of a customer-relationship intangible asset.

[f] Includes a \$134.8 million prior-year first-quarter goodwill-impairment charge.

Con-way Inc.
Reconciliation of GAAP Financial Measures to Non-GAAP Financial Measures
(Dollars in thousands except per share amounts)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2010	2009	2010	2009
Net Income (Loss) Applicable to Common Shareholders	\$ 2,387	\$ (1,929)	\$ 3,985	\$ (110,936)
Before-Tax Reconciling Items				
Impairment of goodwill and other intangible assets	-	-	(19,181)	(134,813)
Administrative outsourcing and executive office consolidation	(1,147)	(3,360)	(4,990)	(3,360)
Other employee-separation costs	-	-	(3,938)	-
Change in accounting estimate	-	-	-	(5,359)
	<u>\$ (1,147)</u>	<u>\$ (3,360)</u>	<u>\$ (28,109)</u>	<u>\$ (143,532)</u>
Tax-Related Reconciling Items				
Tax effect of items above	447	1,310	4,174	3,400
Changes in annual effective tax rate	1,287	(1,481)	1,322	(787)
Discrete tax adjustments	692	(1,148)	1,355	681
	<u>\$ 2,426</u>	<u>\$ (1,319)</u>	<u>\$ 6,851</u>	<u>\$ 3,294</u>
Adjusted Non-GAAP Financial Measures:				
Net Income Available to Common Shareholders	<u>\$ 1,108</u>	<u>\$ 2,750</u>	<u>\$ 25,243</u>	<u>\$ 29,302</u>
Net Income Per Diluted Common Share	<u>\$ 0.02</u>	<u>\$ 0.06</u>	<u>\$ 0.47</u>	<u>\$ 0.61</u>
Diluted Common Shares Outstanding	55,354,809	49,605,588	53,169,299	48,072,326

Information About Non-GAAP Financial Measures:

Con-way provides adjusted net income and earnings per share as additional information to investors. These measures are not in accordance with generally accepted accounting principles in the United States ("GAAP"). Con-way's non-GAAP financial measures are intended to supplement, but not substitute for, the most directly comparable GAAP measures. Con-way believes that the non-GAAP financial measures provide meaningful information to assist investors and analysts in understanding Con-way's financial results because they exclude items that may not be indicative or are unrelated to Con-way's core operating results. However, because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures across companies. Investors are strongly encouraged to review Con-way's financial statements and publicly filed reports in their entirety and not to rely on any single financial measure.