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**Apr 27 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 855613 (6)

1. Corporation Name
CON-WAY TRUCKLOAD SERVICES, INC.



Principal Place of Business 3240 HILLVIEW AVE PALO ALTO CA 94304 US	Mailing Address 3240 HILLVIEW AVENUE PALO ALTO CA 94304 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/22/1983	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 94-2747782	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOFFITT, DONALD E	1.2 NAME	
STREET ADDRESS	3240 HILLVIEW AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALO ALTO CA	1.4 CITY-ST-ZIP	
TITLE	DS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHMOLLER, G.H.	2.2 NAME	
STREET ADDRESS	3240 HILLVIEW AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	PALO ALTO CA	2.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LINKOUS, RONALD J	3.2 NAME	
STREET ADDRESS	2322 GRAVEL DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT WORTH TX 50	3.4 CITY-ST-ZIP	
TITLE	TD <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHICK, KEVIN C.	4.2 NAME	
STREET ADDRESS	2882 SAND HILL ROAD, #210	4.3 STREET ADDRESS	3340 Hillview Avenue
CITY-ST-ZIP	MENLO PARK CA	4.4 CITY-ST-ZIP	Palo Alto, CA 94304
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEE ATTACHED LISTING.	5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or as an attachment with an address.

SIGNATURE: _____ **4-16-98 (650) 494-2900**

CR2E034 (10/97)

02/02/1998

Directors and Officers
Con-Way Truckload Services, Inc.

DIRECTORS:

Gerald L. Detter	Director
SSN : 185-34-9479	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	
Scott J. Engers	Director
SSN : 545-92-6301	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	
Bryan M. Millican	Director
SSN : 364-92-0487	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	
Donald E. Moffitt	Director
SSN : 304-30-0862	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Gregory L. Quesnel	Director
SSN : 544-44-9555	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Kevin C. Schick	Director
SSN : 357-46-1700	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	
Eberhard G. H. Schmoller	Director
SSN : 567-58-0007	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Douglas W. Stotlar	Director
SSN : 269-50-8228	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	

02/02/1998

**Directors and Officers
Con-Way Truckload Services, Inc.**

OFFICERS:

Donald E. Moffitt	Chairman of the Board
SSN : 304-30-0862	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Gregory L. Quesnel	Vice Chairman
SSN : 544-44-9555	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
J. Ronald Linkous	President and Chief Executive Officer
SSN : 230-68-9034	
Primary : 2322 Gravel Drive	
Address : Fort Worth, TX 76118	
Robert C. Morgan	Vice President - Sales
SSN : 139-66-9606	
Primary : 2322 Gravel Drive	
Address : Fort Worth, TX 76118	
Calvin C. Swank	Controller
SSN : 310-56-1116	
Primary : 2322 Gravel Drive	
Address : Fort Worth, TX 76118-6950	
Eberhard G. H. Schmoller	Secretary
SSN : 567-58-0007	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Kevin C. Schick	Treasurer
SSN : 357-46-1700	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	
Scott J. Engers	Assistant Secretary
SSN : 545-92-6301	
Primary : 3340 Hillview Avenue	
Address : Palo Alto, CA 94304	
Gary D. Taliaferro	Assistant Secretary
SSN : 444-44-3198	
Primary : 1717 N.W. 21st Avenue	
Address : Portland, OR 97209-1797	

02/02/1998

Directors and Officers
Con-Way Truckload Services, Inc.

DIRECTORS:

Gerald L. Detter	Director
Home : 122 University Avenue	
Address : Los Altos, CA 94022	
Scott J. Engers	Director
Home : 10662 Creston Drive	
Address : Los Altos, CA 94024	
Bryan M. Millican	Director
Home : 355 No. Wolfe Road, #628	
Address : Sunnyvale, CA 94086	
Donald E. Moffitt	Director
Home : 97 Mt. Vernon Lane	
Address : Atherton, CA 94027	
Gregory L. Quesnel	Director
Home : 22068 Villa Oaks Lane	
Address : Saratoga, CA 95070	
Kevin C. Schick	Director
Home : 18612 Aspesi Drive	
Address : Saratoga, CA 95070	
Eberhard G. H. Schmoller	Director
Home : 409 Claremont Way	
Address : Menlo Park, CA 94025	
Douglas W. Stotlar	Director
Home : 1149 Pimento Avenue	
Address : Sunnyvale, CA 94087	

OFFICERS:

Donald E. Moffitt	Chairman of the Board
Home : 97 Mt. Vernon Lane	
Address : Atherton, CA 94027	
Gregory L. Quesnel	Vice Chairman
Home : 22068 Villa Oaks Lane	
Address : Saratoga, CA 95070	

02/02/1998

**Directors and Officers
Con-Way Truckload Services, Inc.**

J. Ronald Linkous Home : 7506 Mt. Vernon Drive Address : Colleyville, TX 76034	President and Chief Executive Officer
Robert C. Morgan Home : 2708 Edgebrook Court Address : Keller, TX 76248	Vice President - Sales
Calvin C. Swank Home : 5001 Cedar River Trail Address : Fort Worth, TX 76137	Controller
Eberhard G. H. Schmoller Home : 409 Claremont Way Address : Menlo Park, CA 94025	Secretary
Kevin C. Schick Home : 18612 Aspesi Drive Address : Saratoga, CA 95070	Treasurer
Scott J. Engers Home : 10662 Creston Drive Address : Los Altos, CA 94024	Assistant Secretary
Gary D. Taliaferro Home : 13485 Streamside Drive Address : Lake Oswego, OR 97035	Assistant Secretary
J. Craig Boretz Home : 13150 Iron Mountain Blvd. Address : Portland, OR 97219	Assistant Treasurer
R. Guy Kraines Home : 1266 Green Oak Lane Address : Los Altos, CA 94024	Assistant Treasurer