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May 02 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000006311 (4)

1. Corporation Name

CON-WAY TRANSPORTATION SERVICES, INC.

Principal Place of Business

2882 SAND HILL ROAD, SUITE 210
MENLO PARK CA 94025

Mailing Address

P. O. BOX 3038
PORTLAND OR 97208-3038
US

3. Date Incorporated or Qualified

11/30/1994

3a. Date of Last Report

04/24/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 3240 Hillview Avenue

27 Suite, Apt. #, etc.

28 City & State

28 Palo Alto, CA

29 Zip

94304

30 Country

USA

4. FEI Number

94-2904084

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing

Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

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

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
	COBD			
	MOFFITT, DONALD E	3240 HILLVIEW AVENUE	PALO ALTO CA 94304	
	PCEO			
	ROBERTSON, ROBERT T	2882 SAND HILL ROAD #210	MENLO PARK CA 94025	
	EVD			
	FALLAS, CARLOS G	2882 SAND HILL ROAD #210	MENLO PARK CA 94025	
	VCAS			
	ENGERS, SCOTT J	2882 SAND HILL ROAD #210	MENLO PARK CA 94025	
	V			
	GRAY, JAMES P	6301 BEACH BLVD, #300	BUENA PARK CA	
	VD			
	MAGNAN, R. ROCK	2882 SAND HILL ROAD #210	MENLO PARK CA 94025	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
SEE ATTACHED LISTING FOR DETAILED CHANGES.					
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	Change	Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	Change	Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	Change	Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	Change	Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	Change	Addition

14. I do 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 on an attachment with an address.

SIGNATURE: Eberhard G.H. Schmoller, Secretary

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

(415) 494-2800

Daytime Phone

CR2E034 (9/96)

12/11/96

Directors and Officers
Con-Way Transportation Services, Inc.

DIRECTORS:

Scott J. Engers	Director
SSN : 545-92-6301	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
Carlos G. Fallas	Director
SSN : 554-72-3818	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
R. Rock Magnan	Director
SSN : 325-48-3587	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
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	
Robert T. Robertson	Director
SSN : 153-30-9376	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
Kevin C. Schick	Director
SSN : 357-46-1700	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
Eberhard G. H. Schmoller	Director
SSN : 567-58-0007	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	

Con-Way Transportation Services, Inc.

OFFICERS:

Donald E. Moffitt	Chairman of the Board
SSN : 304-30-0862	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
 Robert T. Robertson	 President and Chief Executive Officer
SSN : 153-30-9376	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
 Carlos G. Fallas	 Executive Vice President - Sales & Marketing
SSN : 554-72-3818	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
 Scott J. Engers	 Vice President, Corporate Counsel and Assistant Secretary
SSN : 545-92-6301	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
 R. Rock Magnan	 Vice President - Operations
SSN : 325-48-3587	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
 David S. McClimon	 Vice President - National Sales
SSN : 283-48-2735	
Primary : 7101 South Cicero	
Address : Chicago, IL 60629	
 Les A. Paciorek	 Vice President - National Sales
SSN : 283-44-8796	
Primary : 2322 Gravel Drive	
Address : Ft. Worth, TX 76118	
 Kevin C. Schick	 Vice President, Controller and Treasurer
SSN : 357-46-1700	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
 Eberhard G. H. Schmoller	 Secretary
SSN : 567-58-0007	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	

Con-Way Transportation Services, Inc.

Debra F. Schramm Assistant Secretary
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Gary D. Taliaferro Assistant Secretary
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Address : Portland, OR 97209-1797

J. Craig Boretz Assistant Treasurer
SSN : 546-82-8228
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Address : Portland, OR 97208-3745

R. Guy Kraines	Assistant Treasurer
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Gerald L. Detter President, CCX
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Bryan M. Millican Vice President - Sales, CCX
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Richard V. Palazzo Vice President - Operations, CCX
SSN : 281-36-0164
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Michael D. Yuenger Controller, CCX
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President, CSE

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Vice President - Operations, CSE

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John R. McManama

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Con-Way Transportation Services, Inc.

Charles E. Boone

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Executive Vice President, CWX

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Kent B. Whitesel

Controller, CWX

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Douglas W. Stotlar

**Vice President and General Manager,
Con-Way NOW**

SSN : 269-50-8228
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Directors and Officers
Con-Way Transportation Services, Inc.

Scott J. Engers Director
Home : 18760 Pendergast Avenue
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R. Rock Magnan Director
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Address : Monte Soreno, CA 95032

Gregory L. Quesnel Director
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Address : Saratoga, CA 95071-0555

Kevin C. Schick Director
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Address : Saratoga, CA 95070

Donald E. Moffitt Chairman of the Board
Home : 97 Mt. Vernon Lane
Address : Atherton, CA 94027

Robert T. Robertson President and Chief Executive Officer
Home : 13131 Delson Court
Address : Los Altos Hills, CA 94022

Con-Way Transportation Services, Inc.

Carlos G. Fallas

Executive Vice President - Sales & Marketing

Home : 1522 Julie Lane
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