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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000006311

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

Principal Place of Business

3240 HILLVIEW AVE
PALO ALTO CA 94304
US

Mailing Address

3240 HILLVIEW AVENUE
PALO ALTO CA 94304
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

9. Name and Address of Current Registered Agent

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

81 Name

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

83

84 City

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 not doing business in Florida)

DATE

12. OFFICERS AND DIRECTORS

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

GREGORY L. Quesnel
3240 Hillview Ave.
Palo Alto, CA 94304

110 Parkland Plaza
Ann Arbor, MI 48103
Exec VP - Sales & Mktg

110 Parkland Plaza
Ann Arbor, MI 48103

110 Parkland Plaza
Ann Arbor, MI 48103
Exec VP, CWX

Buena Park, CA 90621
VP - Operations

110 Parkland Plaza
Ann Arbor, MI 48103

SIGNATURE: Eberhard G.H. Schmoller

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

February 15, 1999

DATE DAY/MONTH/YEAR

2065

Directors, Officers Report

Con-Way Transportation Services, Inc.

10/22/1998

DIRECTORS

Gerald L. Detter SSN: 185-34-9479 Primary Address: 110 Parkland Plaza Ann Arbor, MI 48103	Director
Scott J. Engers SSN: 545-92-6301 Primary Address: 110 Parkland Plaza Ann Arbor, MI 48103	Director
Bryan M. Millican SSN: 364-92-0487 Primary Address: 110 Parkland Plaza Ann Arbor, MI 48103	Director
Gregory L. Quesnel SSN: 544-44-9555 Primary Address: 3240 Hillview Avenue Palo Alto, CA 94304	Director
Chutta Ratnathicam SSN: 542-78-2029 Primary Address: 3240 Hillview Avenue Palo Alto, CA 94304	Director
Kevin C. Schick SSN: 357-46-1700 Primary Address: 110 Parkland Plaza Ann Arbor, MI 48103	Director
Eberhard G. H. Schmoller SSN: 567-58-0007 Primary Address: 3240 Hillview Avenue Palo Alto, CA 94304	Director
Douglas W. Stotlar SSN: 269-50-8228 Primary Address: 110 Parkland Plaza Ann Arbor, MI 48103	Director

30/5

.OFFICERS

Gregory L. Quesnel

SSN: 544-44-9555
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Chairman of the Board

Gerald L. Detter

SSN: 185-34-9479
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

President and Chief Executive Officer

Bryan M. Millican

SSN: 364-92-0487
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Executive Vice President - Sales & Marketing

Scott J. Engers

SSN: 545-92-6301
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Vice President, Corporate Counsel and Assistant Secretary

John R. McManama

SSN: 422-76-0676
Primary Address: 5555 Rufe Snow
Suite 5515*
No. Richland Hills, TX 76180

Vice President - Administrative Services

Les A. Paciorek

SSN: 283-44-8796
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Vice President - National Sales

Kevin C. Schick

SSN: 357-46-1700
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Vice President, Controller and Treasurer

Douglas W. Stotlar

SSN: 269-50-8228
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Vice President - Operations

Eberhard G. H. Schmoller

SSN: 567-58-0007
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Secretary

Debra F. Schramm

SSN: 541-62-4492
Primary Address: 1717 N.W. 21st Avenue
Portland, OR 97209

Assistant Secretary

Charles J. Dragon

SSN: 286-40-2668
Primary Address: 1717 N.W. 21st Street
Portland, OR 97209-1797

Assistant Secretary

485

Con-Way Transportation Services, Inc.

J. Craig Boretz SSN: 546-82-8228 Primary Address: 1717 N.W. 21st Avenue Portland, OR 97209-1797	Assistant Treasurer
R. Guy Kraines SSN: 334-46-3815 Primary Address: 3240 Hillview Avenue Palo Alto, CA 94304	Assistant Treasurer
Richard V. Palazzo SSN: 281-36-0164 Primary Address: 4880 Venture Drive Ann Arbor, MI 48108	President and Chief Executive Officer, CCX
Kevin M. Hartman SSN: 105-48-4059 Primary Address: 4880 Venture Drive Ann Arbor, MI 48108	Vice President - Operations, CCX
David S. McClimon SSN: 283-48-2735 Primary Address: 4880 Venture Drive Ann Arbor, MI 48105	Vice President - Sales, CCX
Michael D. Yuenger SSN: 394-66-0621 Primary Address: 4880 Venture Drive Ann Arbor, MI 48108	Controller, CCX
John T. Hickerson SSN: 436-86-3686 Primary Address: 14500 Trinity Blvd. Suite 118 Fort Worth, TX 76155	President and Chief Executive Officer, CSE
Jefferson L. Wilson SSN: 459-60-8085 Primary Address: 14500 Trinity Blvd. Suite 118 Fort Worth, TX 76155	Vice President - Operations, CSE
James P. Worthington SSN: 254-88-3382 Primary Address: 14500 Trinity Blvd. Suite #118 Ft. Worth, TX 76155	Vice President - Sales, CSE
Steven D. Stedman SSN: 463-11-4898 Primary Address: 14500 Trinity Blvd., #118 Fort Worth, TX 76155	Controller, CSE