Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MENLO WORLDWIDE FORWARDING, INC. HOURLY EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 010

1c Effective date of plan 01/01/1977

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CON-WAY INC.

PO BOX 3745
PORTLAND, OR 97208-3745

1717 NW 21ST AVENUE
PORTLAND, OR 97208-3745

2b Employer Identification Number (EIN)
94-1444798

2c Sponsor's telephone number
503-450-3710

2d Business code (see instructions)
488990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	CRAIG BORETZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	CRAIG BORETZ
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

CON-WAY INC. ADMINISTRATIVE CMTE.
P.O BOX 3745
PO BOX 3745
PORTLAND, OR 97208-3745

3b Administrator's EIN
94-1444798

3c Administrator's telephone number
503-450-3710

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4154
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	1212
c	Other retired or separated participants entitled to future benefits	**6c**	1296
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2508
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	318
f	Total. Add lines **6d** and **6e**	**6f**	2826
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1B 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
MENLO WORLDWIDE FORWARDING, INC. HOURLY EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CON-WAY INC.

D Employer Identification Number (EIN)
94-1444798

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	**2a**		26263207
b	Actuarial value	**2b**		28889527
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	1506	12183262
b	For terminated vested participants	**3b**	2648	8898210
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		0
	(3) Total active	**3c(3)**	0	0
d	Total	**3d**	4154	21081472
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		8.30 %
6	Target normal cost	**6**		200000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/01/2010
Signature of actuary	Date
BRENT R. CHUBBS, EA, MAAA	08-07082
Type or print name of actuary	Most recent enrollment number
MERCER	206-214-3500
Firm name	Telephone number (including area code)
1301 FIFTH AVENUE, SUITE 1900 SEATTLE, WA 98101-2682	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	5448581	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	5448581	0
10	Interest on item 9 using prior year's actual return of -33.81 %	-1842165	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.14 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	3606416	0

Part III Funding percentages

14	Funding target attainment percentage	14	119.93 %
15	Adjusted funding target attainment percentage	15	137.03 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	159.84 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age **22**

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... [ ] Yes [X] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28	Unpaid minimum required contribution for all prior years	**28**	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30	Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31	Target normal cost, adjusted, if applicable (see instructions)	**31**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34	Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	0

35 Balances used to offset funding requirement	Carryover balance	Prefunding balance	Total balance
	0	0	0

36	Additional cash requirement (item 34 minus item 35)	**36**	0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	0
38	Interest-adjusted excess contributions for current year (see instructions)	**38**	0
39	Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40	Unpaid minimum required contribution for all years	**40**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MENLO WORLDWIDE FORWARDING, INC. HOURLY EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
CON-WAY INC.

D Employer Identification Number (EIN)
94-1444798

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: KPMG LLP	**b** EIN: 13-5565207	
c Position: ACCOUNTANT		
d Address: SUITE 3800 1300 SOUTH WEST FIFTH AVENUE PORTLAND, OR 97201	**e** Telephone: 503-820-6810	

Explanation: TERMINATION IS DUE TO EFFORTS TO REDUCE ADMINISTRATIVE COST BY CHANGING TO A LOWER COST PROVIDER.

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN;	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN;	
c Position:		
d Address:	**e** Telephone:	

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MENLO WORLDWIDE FORWARDING, INC. HOURLY EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CON-WAY INC.

D Employer Identification Number (EIN)
94-1444798

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CON-WAY RETIREMENT MASTER TRUST

b Name of sponsor of entity listed in (a): CON-WAY INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-1444798-014	M	30483102

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MENLO WORLDWIDE FORWARDING, INC. HOURLY EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
CON-WAY INC.

D Employer Identification Number (EIN)
94-1444798

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	26263207	30483102
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	26263207	30483102
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	26263207	30483102

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		6013621
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		6013621
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1650530	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1650530
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	143196	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		143196
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1793726
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4219895
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PERKINS & COMPANY, P.C. (2) EIN: 93-0928924

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MENLO WORLDWIDE FORWARDING, INC. HOURLY EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
CON-WAY INC.

D Employer Identification Number (EIN)
94-1444798

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | 1 |

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... | 3 | 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year ..... | 6a |

b Enter the amount contributed by the employer to the plan for this plan year ..... | 6b |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | 6c |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 40% Investment-Grade Debt: 24% High-Yield Debt: 1% Real Estate: 0% Other: 35%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

MENLO WORLDWIDE FORWARDING, INC.
HOURLY EMPLOYEES PENSION PLAN

Financial Statements

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

PERKINS & CO

+ 1211 SW Fifth Avenue, Suite 1000
+ Portland, Oregon 97204-3710
+ Telephone: 503.221.0336
+ Fax: 503.294.4378
+ www.perkinsaccounting.com

INDEPENDENT AUDITORS' REPORT

To the Con-way Inc. Administrative Committee
Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1947 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 30, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Bank of New York Mellon Trust Company, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Perkins & Company, P.C.

October 5, 2010

MENLO WORLDWIDE FORWARDING, INC.
HOURLY EMPLOYEES PENSION PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets:		
Investment in Con-way Retirement Master Trust, at fair value	$ 30,483,102	$ 26,263,207
Net assets available for benefits	$ 30,483,102	$ 26,263,207

See accompanying notes to financial statements.

MENLO WORLDWIDE FORWARDING, INC.
HOURLY EMPLOYEES PENSION PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

	2009	2008
Additions (deductions):		
Plan's share of Con-way Retirement Master Trust investment gain (loss)	$ 6,013,621	$ (13,964,363)
Benefit payments to participants	(1,650,530)	(1,679,109)
Transfers to Con-way Pension Plan	—	(1,453)
Administrative expenses of the Plan	(143,196)	(142,626)
Net increase (decrease)	4,219,895	(15,787,551)
Net assets available for benefits, beginning of year	26,263,207	42,050,758
Net assets available for benefits, end of year	$ 30,483,102	$ 26,263,207

See accompanying notes to financial statements.

MENLO WORLDWIDE FORWARDING, INC

HOURLY EMPLOYEES PENSION PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of Plan

(a) General

The following description of the Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The term "Con-way" or "Company" refers to Con-way Inc. and subsidiaries.

The Plan is a defined benefit plan sponsored by Con-way, and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). In April 1989, Con-way acquired all of the outstanding shares of Emery Air Freight Corporation. No new noncontractual hourly participants were admitted to the Plan after January 1, 1990. All noncontractual hourly participants were transferred into the Con-way Pension Plan. Years of service after January 1, 1990 accrue under the Con-way Pension Plan. All former participants of the original plan who remain as hourly employees of Con-way will have accumulated benefits under the Plan for service prior to January 1, 1990.

Overall responsibility for administering the Plan rests with the Con-way Inc. Administrative Committee (the Committee), which is appointed by the Chief Executive Officer of Con-way. The Committee reports directly to the Finance Committee of Con-way's Board of Directors. The net assets of the Plan and certain other Con-way defined benefit pension plans are held in the Con-way Retirement Master Trust. The Bank of New York Mellon Trust Company, N.A. (the Trustee) was appointed to hold, invest, and disburse plan benefits from the Con-way Retirement Master Trust.

In December 2004, Con-way completed the sale of Menlo Worldwide Forwarding, Inc. and its subsidiaries and Menlo Worldwide Expedite!, Inc. (collectively referred to as MWF) to United Parcel Service, Inc. (UPS). The sale resulted in a partial termination of the Plan, and as a result, all active participants became 100% vested. The Plan is ongoing, although no additional benefits will accrue.

(b) Eligibility

Employees were eligible to participate in the Plan if they were covered by a collective bargaining agreement that provided for the accrual of benefits under the Plan and if they had completed one year of service.

(c) Retirement Benefits

Participants are entitled to monthly benefit payments as determined by the following formulas:

Normal Retirement Benefit (beginning at age 65) – $11 per month for each year of credited service. Certain contractual employees receive $20 to $50 per month for each year of credited service.

Early Retirement Benefit – A participant with 10 years of service may retire early, on or after age 55. Retirement benefits for participants retiring early are subject to a reduction factor as defined by the Plan.

The Plan also provides for disability and death benefits as defined by the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting.

(b) Income Recognition and Valuation of Investments

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The fair value of the Plan's interest in the Con-way Retirement Master Trust is based on the beginning-of-year value of the Plan's interest in the Con-way Retirement Master Trust plus actual contributions and allocated investment gain or loss less actual benefit payments to participants and administrative expenses. Investments in the Con-way Retirement Master Trust are reported at fair value, as more fully discussed in Note 9, *Con-way Retirement Master Trust*.

(c) Investment Risk

The Plan assets are invested in a variety of investments in securities that are generally exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The Plan may invest in asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities. The fair value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate values, delinquencies or defaults, or both, and may be adversely affected by shifts in investors' perceptions of the issuers and changes in interest rates.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to asset returns, interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

(d) Benefit Payments

Benefit payments to participants are recorded upon distribution.

(e) Administrative Expenses

During 2009 and 2008, trustee fees, investment management fees, and actuarial fees were paid through the Con-way Retirement Master Trust and are included in the Plan's share of Con-way Retirement Master Trust investment gain (loss). During 2009 and 2008, expenses of $111,000 and $124,000, respectively, were included in the Plan's share of Con-way Retirement Master Trust investment gain (loss).

The Plan pays certain other administrative expenses, primarily premiums to the Pension Benefit Guaranty Corporation, which are reported on the statements of changes in net assets available for benefits as administrative expenses of the Plan.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes in those amounts, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

(g) Adoption of New Accounting Standards

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events," which was incorporated into the "Subsequent Events" topic of the Codification. The standard modified the definition of what qualifies as a subsequent event—those events or transactions that occur following the balance sheet date, but before the financial statements are issued—and requires entities to disclose the date through which it has evaluated subsequent events and the basis for determining that date. The Plan has performed an evaluation of subsequent events through October 5, 2010, which is the date these financial statements were available to be issued, and no subsequent events requiring recognition or disclosure were identified.

In June 2009, the FASB issued Accounting Standards Update (ASU) 2009-01, "The FASB Codification and Hierarchy of GAAP." This statement establishes the FASB Accounting Standards Codification (Codification) as the single source of authoritative, nongovernmental U.S. generally accepted accounting principles (GAAP). Although the Codification does not change GAAP, it substantially reorganizes the literature, which requires enterprises to revise GAAP references contained in financial-statement disclosures. The Plan's adoption of ASU 2009-01, effective July 1, 2009, did not have a material effect on its financial statements.

In September 2009, the FASB issued ASU 2009-12, "Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)," which amends the "Fair Value Measurements and Disclosures" topic of the Codification to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the "Financial Services – Investment Companies" topic of the Codification. If it is probable the investment will be sold for an amount other than net

asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009. The Plan's adoption of ASU 2009-12 did not have a material effect on its financial statements.

(3) Funding Practice

Contributions to the Plan, if necessary, are made to meet or exceed the minimum funding standards of ERISA and the Internal Revenue Code (the Code). In determining the amount and timing of its pension contributions, Con-way considers both the ERISA- and GAAP-based measures of funded status as well as the tax deductibility of contributions. For the Plan years ended December 31, 2009 and 2008 Con-way was not required to make any contributions to the Plan.

(4) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service rendered by retired and nonretired participants. Accumulated plan benefits include benefits expected to be paid to employees or their beneficiaries upon retirement, termination, or death. The actuarial present value of accumulated plan benefits at December 31, 2008 (beginning-of-the-year presentation) was as follows:

Vested benefits:		
Participants currently receiving payments	$	11,600,035
Terminated participants entitled to deferred benefits		9,226,258
Total actuarial present value of accumulated plan benefits as of December 31, 2008	$	20,826,293

The following table presents the change in the actuarial present value of accumulated plan benefits:

Actuarial present value of accumulated plan benefits, December 31, 2007	$	21,045,803
Increase (decrease) during the year attributable to:		
Increase in interest due to the decrease in the discount period		1,717,531
Other actuarial loss		(257,932)
Benefit payments to participants		(1,679,109)
Net decrease		(219,510)
Actuarial present value of accumulated plan benefits, December 31, 2008	$	20,826,293

The actuarial present value of accumulated plan benefits is determined by Mercer, the Plan's actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means

of decrements such as death, withdrawal, or retirement) between the valuation date and the expected date of payment.

Significant actuarial assumptions used in determining the actuarial present value of accumulated plan benefits as of December 31, 2008 were as follows:

Actuarial cost method	– Unit credit method
Return on investments	– 8.5% compounded annually
Mortality	– RP-2000 Mortality Table, projected to 2005, 100% blue-collar

The foregoing actuarial assumptions are based upon the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The actuarial valuation was prepared as of January 1, 2009. Had the valuation been prepared as of December 31, 2008, there would be no material differences.

(5) Plan Termination

Although Con-way has no intention of terminating the Plan, it may do so at any time by resolution of the Board of Directors. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, up to the applicable limitations discussed below.

c. All other vested benefits not insured by the PBGC.

d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits under a Plan termination would depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(6) Summary of Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements was provided and certified by the Trustee, The Bank of New York Mellon Trust Company, N.A., as complete and accurate:

- Investment in Con-way Retirement Master Trust
- Plan's share of Con-way Retirement Master Trust investment gain (loss)
- Con-way Retirement Master Trust information in note 9

(7) Related-Party Transactions

Certain Plan investments are managed by the Trustee. Therefore, these managed investments and investment transactions qualify as party-in-interest transactions.

(8) Income Tax Status

The Internal Revenue Service has determined and informed Con-way by a letter dated April 21, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

(9) Con-way Retirement Master Trust

The Con-way Retirement Master Trust holds the assets associated with several Con-way defined benefit plans. Each participating retirement plan has an undivided interest in the Con-way Retirement Master Trust. In the administration of the Plan, the Trustee holds the assets of the Con-way Retirement Master Trust and manages investment of funds under the direction of several investment managers and the plan administrator. All gains and losses of the Con-way Retirement Master Trust are prorated monthly based on the ratio of investment in the Con-way Retirement Master Trust, at market value, which each plan holds, to the total market value of the Con-way Retirement Master Trust.

Investments and Interests

The following is a summary of the participating plan interests in the Con-way Retirement Master Trust at December 31, 2009 and 2008:

	2009		2008	
	Market value	Share	Market value	Share
Con-way Pension Plan	$ 851,469,299	94.5%	$ 702,273,040	94.3%
Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan	30,483,102	3.4	26,263,207	3.5
EWA Pilots' Retirement Plan	18,915,880	2.1	16,433,512	2.2
	$ 900,868,281	100.0%	$ 744,969,759	100.0%

The Plan's interest in the net assets of the Con-way Retirement Master Trust is included in the accompanying statements of net assets available for benefits. A summary of the net assets of the Con-way Retirement Master Trust as of December 31, 2009 and 2008 is as follows:

	2009	2008
Investments, at fair value:		
Interest-bearing cash	$ 1,260,548	$ 1,466,000
U.S. Government securities	2,954,507	16,799,406
Corporate debt instruments	162,825,759	164,186,679
Corporate stocks	413,538,205	304,936,934
Common and collective trusts	277,928,064	216,283,263
Private real estate fund	25,916,633	37,158,566
Other	12,587,090	789,637
	897,010,806	741,620,485
Total receivables	4,146,654	5,457,486
Total payables	(289,179)	(2,108,212)
Total net assets of the Con-way Retirement Master Trust	$ 900,868,281	$ 744,969,759

Assets and liabilities reported at fair value are classified in one of the following three levels within the fair-value hierarchy:

Level 1 – Quoted market prices in active markets for identical assets or liabilities

Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3 – Unobservable inputs that are not corroborated by market data

The following table summarizes the valuation of investments within the fair-value hierarchy:

	December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest-bearing cash	$ 1,260,548	$ —	$ —	$ 1,260,548
U.S. Government securities	2,954,507	—	—	2,954,507
Corporate debt instruments	—	162,825,759	—	162,825,759
Corporate stocks	413,538,205	—	—	413,538,205
Common and collective trusts				
Short-term investment fund	—	20,775,768	—	20,775,768
Fixed-income funds	—	29,756,771	—	29,756,771
S&P 500 index fund	—	122,255,122	—	122,255,122
International equity fund	—	90,256,846	—	90,256,846
Real estate index fund	—	14,883,557	—	14,883,557
Private real estate fund	—	—	25,916,633	25,916,633
International government securities	—	8,334,345	—	8,334,345
Municipal bonds	—	3,994,280	—	3,994,280
Other	—	258,465	—	258,465
Total	$ 417,753,260	$ 453,340,913	$ 25,916,633	$ 897,010,806

	December 31, 2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest-bearing cash	$ 1,466,000	$ —	$ —	$ 1,466,000
U.S. Government securities	16,799,406	—	—	16,799,406
Corporate debt instruments	—	164,186,679	—	164,186,679
Corporate stocks	304,936,934	—	—	304,936,934
Common and collective trusts	—	216,283,263	—	216,283,263
Private real estate fund	—	—	37,158,566	37,158,566
Other	—	789,637	—	789,637
Total	$ 323,202,340	$ 381,259,579	$ 37,158,566	$ 741,620,485

Due to the short maturity of interest-bearing cash, its carrying amount approximates fair value. Common and collective trusts are not publicly traded and do not have readily determinable fair values. Accordingly, common and collective trusts are valued at their net asset value per unit based on the value of the underlying investments. Investments in common and collective trusts can generally be redeemed without restriction. U.S. Government securities and corporate stocks are valued at the closing price reported in the active markets on which the individual securities are traded. Corporate debt instruments, international government securities and municipal bonds are generally valued using observable bid-ask spreads or

broker-provided pricing. Investments in corporate debt instruments consist primarily of high-quality U.S. corporate debt instruments in a variety of industries. The fair value of the private real estate fund is based on the underlying assets, which consist of commercial and residential properties valued using periodic appraisals. Other assets consist of a variety of different investments that primarily consist of investments with observable market-based inputs.

The following table summarizes the changes in fair values of financial instruments measured using Level 3 inputs:

	Private real estate fund
Balance at December 31, 2008	$ 37,158,566
Unrealized losses relating to instruments still held at the reporting date	(12,957,992)
Purchases, sales, issuances and settlements, net	1,716,059
Balance at December 31, 2009	$ 25,916,633

Con-way Retirement Master Trust net investment gain (loss), excluding administrative expenses, allocated to the participating plans for the years ended December 31, 2009 and 2008 was as follows:

	2009	2008
Interest income	$ 12,417,171	$ 6,052,597
Dividend income	7,334,038	7,353,329
Net appreciation (depreciation) in the fair value of investments	160,617,666	(398,931,805)
Investment gain (loss)	$ 180,368,875	$ (385,525,879)

The net appreciation (depreciation) in the fair value of investments in the Con-way Retirement Master Trust by major investment category for the years ended December 31, 2009 and 2008 is as follows:

	2009	2008
U.S. Government securities	$ (640,371)	$ 3,874
Corporate debt instruments	16,013,725	7,059,882
Corporate stocks	113,131,553	(239,335,864)
Common and collective trusts	47,040,519	(158,863,344)
Private real estate fund	(12,957,992)	(8,512,176)
Other	(1,969,768)	715,823
Net appreciation (depreciation) in the fair value of investments	$ 160,617,666	$ (398,931,805)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Con-way Inc.

D Employer Identification Number (EIN): 94-1444798

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	26,263,207
	b Actuarial value		**2b**	28,889,528
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	1,506	12,183,262
	b For terminated vested participants	**3b**	2,648	8,898,210
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		0
	(3) Total active	**3c(3)**	0	0
	d Total	**3d**	4,154	21,081,472
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.30 %
6	Target normal cost		**6**	200,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Brent Chubbs BRC — Signature of actuary

10/1/2010 — Date

Brent R. Chubbs, EA, MAAA — Type or print name of actuary

08-07082 — Most recent enrollment number

Mercer — Firm name

(206) 214-3500 — Telephone number (including area code)

1301 Fifth Avenue, Suite 1900

Seattle WA 98101-2682 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	5,448,581	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	5,448,581	0
10	Interest on item 9 using prior year's actual return of (33.81)%	(1,842,165)	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.14 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	3,606,416	0

Part III Funding percentages

14	Funding target attainment percentage	14	119.93 %
15	Adjusted funding target attainment percentage	15	137.03 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	159.84 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ▶ 18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b** 2

22 Weighted average retirement age **22**

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... [ ] Yes [X] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33** 0

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) **34** 0

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) **36** 0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 0

38 Interest-adjusted excess contributions for current year (see instructions) **38** 0

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

Schedule SB, Line 21b – Explanation of Discount Rate Applicable Month Discrepancy

The full yield curve with an applicable look-back month of November 2008 was used to value funding liabilities as of January 1, 2009.

The applicable month has not been entered here due to restrictions within the EFAST2 system which did not allow for an entry in line 21b if the “N/A, full yield curve used” option was selected in line 21a. Since the applicable month was the second month preceding the month including the valuation date (November 2008), “2” would have been entered in line 21b had the system allowed an entry.

Line 21b was completed on the pdf attachment of the Schedule SB.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Actuarial assumptions

Interest rate elections	
▪ Funding	Full Yield Curve with two-month look-back
Mortality elections	
▪ Healthy participants	2009 PPA separate static annuitant and non-annuitant mortality tables. See table of sample rates.
▪ Disabled participants [1]	Not applicable.
Other economic assumptions	
▪ Salary increases	Not applicable.
▪ Social Security Wage Base	Not applicable
▪ Inflation	2.80% per year
▪ Expected investment return	8.50% per year
▪ Administrative expenses	$200,000 added to current year normal cost
Demographic assumptions	
Withdrawal	Not applicable.
Disability incidence	Not applicable.
Retirement age	Not applicable.
Benefit commencement age for:	
▪ Future vested deferred	Not applicable.
▪ Current vested deferred	65
Spouse assumptions	
▪ Percentage married	100% of participants are assumed to be married.
▪ Spouse age difference	A male is assumed to be three years older than his spouse.
Form of payment	As elected by the participant, if available. Otherwise, participants are assumed to elect payment in the form of a single life annuity.

[1] Used for participants eligible for Social Security disability - all others use the healthy participant mortality assumption.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Table of Sample Rates

	Healthy Mortality			
	Annuitant		Non-Annuitant	
Age	Male Rate	Female Rate	Male Rate	Female Rate
20	0.0218%	0.0130%	0.0218%	0.0130%
30	0.0394	0.0207	0.0394	0.0207
40	0.0890	0.0491	0.0890	0.0491
50	0.3998	0.1782	0.1383	0.1111
60	0.6332	0.5722	0.3312	0.3485
70	1.7436	1.5452	0.6903	0.6750
80	5.4807	4.1002	5.4807	4.1002
90	17.2016	12.5502	17.2016	12.5502

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Actuarial methods

Asset methods - effective January 1, 2008

We used financial data submitted by the trustee as of the valuation date without further audit, that is the market value reported in the year-end trustee statements plus discounted receivable contributions. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is a quarterly average of the adjusted market value over the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods - effective January 1, 2008

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. Also, in conjunction with the forfeiture provision for missing persons, no actuarial liability is assumed for deferred vested participants over age 80.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Benefits included or excluded - effective January 1, 2008

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
  - *Deferred vested participants:* Late retirement actuarial increases for current deferred vested participants over age 70 are valued. However, no actuarial liability is included for deferred vested participants over age 80.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

Plan sponsor elections - effective January 1, 2009

Funding interest rate

- Full yield curve
- Two-month look-back

Valuation of lump sums based on IRC Section 417(e) assumptions

- Not valued as plan pays limited lump sums.

Minimum funding method

Target liability for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **accrued liability** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target** is the sum of the accrued liabilities for all participants under the plan.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future benefit increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected benefit that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected accrued liability** is the sum of the projected accrued liabilities for all participants under the plan. The excess of the plan's projected accrued liability over the plan's funding target is included in the "cushion amount."

Schedule SB, Part V - Summary of Plan Provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

Effective date	January 1, 1977
Most recent amendment	2009 Restatement, effective January 1, 2009
Sponsoring employer	Con-way Inc.
Plan year	January 1 to December 31
Type of plan	Flat Dollar
Eligibility	Employees are eligible to participate in the plan if they are covered by a collective bargaining agreement that provided for accrual of benefit under the plan. Currently, there are no employees eligible to participate in the plan.
Service considered	**Vesting Service:** 750 Hours of Service for one year of service, measured from date of hire. **Credited Service:** 1,800 Hours of Service for one year of credited service; pro rata for partial years.
Vesting	100% vested after 5 Years of Service.
Monthly accrued benefit	Annuity benefit payable for the life of the Participant is a flat dollar per month of service based on location: ▪ $50 per month per year of service for members of Southern Conference of Teamsters ▪ $32 per month per year of service for members of Milwaukee Teamsters Local ▪ $41 per month per year of service for members of Akron Teamsters Local ▪ $20 per month per year of service for members of Atlanta Teamsters Local ▪ $11 per month per year of service for all other members
Normal retirement benefit	**Eligibility:** Age 65 with 5 years of plan participation **Benefit:** Accrued Benefit
Late retirement benefit	Greater of: (1) Accrued Benefit; (2) Actuarial Equivalent of Accrued Benefit based on service prior to January 1, 1999

Schedule SB, Part V - Summary of Plan Provisions - Continued

Early retirement benefit	**Eligibility:** Age 55 and 10 Years of Service. **Benefit:** Reduced for commencement prior to age 65; reductions vary by Union.
Deferred vested benefit	**Eligibility:** 5 Years of Service. **Benefit:** Accrued Benefit reduced by applicable early retirement factor for each year that the Early Retirement Date precedes age 65.
Disability benefit	**Eligibility:** 10 Years of Service and qualify for disability benefits under Social Security Act and become disabled while an active employee. **Benefit:** Unreduced Accrued Benefit. Participant continues to earn Years of Credited Service until 7 months after becoming eligible for disability retirement.
Pre-retirement death benefit	**Eligibility:** Participant is 100% vested. **Benefit:** If Participant dies while employed and after reaching Early Retirement eligibility: ▪ A monthly annuity determined as if the Participant had commenced receiving a 50% Joint and Survivor Annuity just prior to death If Participant dies prior to reaching Early Retirement eligibility: ▪ A monthly annuity determined as if the Participant had terminated on the day before date of death, survived to earliest retirement age, elected a 50% Joint and Survivor Annuity, and died on the following day.
Automatic form of benefit for unmarried participants	Single Life Annuity
Automatic form of benefit for married participants	50% Joint and Survivor Annuity
Optional forms of retirement benefit	Alternatively, the Participant may elect to receive benefits in the form of Single Life Annuity certain (0, 5 or 10 years), Joint and Survivor Annuity (50%, 75% or 100%), or lump sum if $10,000 or less. All forms of retirement benefits are determined using flat adjustment factors.
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. For 2009, this limit is $195,000. The limit is indexed annually.

Schedule SB, Part V - Summary of Plan Provisions - Continued

Forfeiture of benefits for missing persons	If the company is unable to locate a participant or beneficiary to whom benefit is payable, the benefit shall be forfeited. The benefit shall be reinstated if a claim for it is made by the participant or the beneficiary.
Changes since prior valuation	The benefit limit was changed to $195,000 from $185,000 in accordance with Code Section 415(b).

Significant Events

To the best of our knowledge, no events occurred during the year that would significantly affect the valuation results.

Schedule SB, Line 24 - Change in Actuarial Assumptions

The inflation assumption was changed from 2.50% to 2.80% to better reflect expected future plan experience.

Schedule SB, Line 25 - Change in Method

The plan sponsor election for the funding interest rate has changed. For the prior valuation, the election was the full yield curve with no look-back. The current election is the full yield curve with a two-month look-back.

In conjunction with the forfeiture provision for missing persons, no actuarial liability is assumed for deferred vested participants over age 80.

Notice To Terminated Accountant
or Enrolled Actuary

I, as plan administrator, verify that the explanation that is reproduced below or attached to this notice is the explanation concerning your termination reported on the Schedule C (Form 5500) attached to the 2009 Form 5500 Annual Return/Report of Employee Benefit Plan, for the Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan This Form 5500 is identified in line 2b by the nine-digit EIN 94-1444798, and in line 1b by the three-digit PN 010.

Termination is due to efforts to reduce administrative cost by changing to a lower cost provider.

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN, and PN of the plan and be submitted to: Office of Enforcement, Employee Benefits Security Administration, U S Department of Labor, 200 Constitution Avenue, N W , Washington, DC 20210.

Signed: _____

Dated: 10·6·10

MENLO WORLDWIDE FORWARDING, INC.
HOURLY EMPLOYEES PENSION PLAN

Financial Statements

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

PERKINS & CO

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INDEPENDENT AUDITORS' REPORT

To the Con-way Inc. Administrative Committee
Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1947 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 30, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Bank of New York Mellon Trust Company, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Perkins & Company, P.C.

October 5, 2010

MENLO WORLDWIDE FORWARDING, INC.
HOURLY EMPLOYEES PENSION PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets:		
Investment in Con-way Retirement Master Trust, at fair value	$ 30,483,102	$ 26,263,207
Net assets available for benefits	$ 30,483,102	$ 26,263,207

See accompanying notes to financial statements.

MENLO WORLDWIDE FORWARDING, INC.
HOURLY EMPLOYEES PENSION PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

	2009	2008
Additions (deductions):		
Plan's share of Con-way Retirement Master Trust investment gain (loss)	$ 6,013,621	$ (13,964,363)
Benefit payments to participants	(1,650,530)	(1,679,109)
Transfers to Con-way Pension Plan	—	(1,453)
Administrative expenses of the Plan	(143,196)	(142,626)
Net increase (decrease)	4,219,895	(15,787,551)
Net assets available for benefits, beginning of year	26,263,207	42,050,758
Net assets available for benefits, end of year	$ 30,483,102	$ 26,263,207

See accompanying notes to financial statements.

MENLO WORLDWIDE FORWARDING, INC

HOURLY EMPLOYEES PENSION PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of Plan

(a) General

The following description of the Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The term "Con-way" or "Company" refers to Con-way Inc. and subsidiaries.

The Plan is a defined benefit plan sponsored by Con-way, and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). In April 1989, Con-way acquired all of the outstanding shares of Emery Air Freight Corporation. No new noncontractual hourly participants were admitted to the Plan after January 1, 1990. All noncontractual hourly participants were transferred into the Con-way Pension Plan. Years of service after January 1, 1990 accrue under the Con-way Pension Plan. All former participants of the original plan who remain as hourly employees of Con-way will have accumulated benefits under the Plan for service prior to January 1, 1990.

Overall responsibility for administering the Plan rests with the Con-way Inc. Administrative Committee (the Committee), which is appointed by the Chief Executive Officer of Con-way. The Committee reports directly to the Finance Committee of Con-way's Board of Directors. The net assets of the Plan and certain other Con-way defined benefit pension plans are held in the Con-way Retirement Master Trust. The Bank of New York Mellon Trust Company, N.A. (the Trustee) was appointed to hold, invest, and disburse plan benefits from the Con-way Retirement Master Trust.

In December 2004, Con-way completed the sale of Menlo Worldwide Forwarding, Inc. and its subsidiaries and Menlo Worldwide Expedite!, Inc. (collectively referred to as MWF) to United Parcel Service, Inc. (UPS). The sale resulted in a partial termination of the Plan, and as a result, all active participants became 100% vested. The Plan is ongoing, although no additional benefits will accrue.

(b) Eligibility

Employees were eligible to participate in the Plan if they were covered by a collective bargaining agreement that provided for the accrual of benefits under the Plan and if they had completed one year of service.

(c) Retirement Benefits

Participants are entitled to monthly benefit payments as determined by the following formulas:

Normal Retirement Benefit (beginning at age 65) – $11 per month for each year of credited service. Certain contractual employees receive $20 to $50 per month for each year of credited service.

Early Retirement Benefit – A participant with 10 years of service may retire early, on or after age 55. Retirement benefits for participants retiring early are subject to a reduction factor as defined by the Plan.

The Plan also provides for disability and death benefits as defined by the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting.

(b) Income Recognition and Valuation of Investments

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The fair value of the Plan's interest in the Con-way Retirement Master Trust is based on the beginning-of-year value of the Plan's interest in the Con-way Retirement Master Trust plus actual contributions and allocated investment gain or loss less actual benefit payments to participants and administrative expenses. Investments in the Con-way Retirement Master Trust are reported at fair value, as more fully discussed in Note 9, *Con-way Retirement Master Trust*.

(c) Investment Risk

The Plan assets are invested in a variety of investments in securities that are generally exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The Plan may invest in asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities. The fair value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate values, delinquencies or defaults, or both, and may be adversely affected by shifts in investors' perceptions of the issuers and changes in interest rates.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to asset returns, interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

(d) Benefit Payments

Benefit payments to participants are recorded upon distribution.

(e) Administrative Expenses

During 2009 and 2008, trustee fees, investment management fees, and actuarial fees were paid through the Con-way Retirement Master Trust and are included in the Plan's share of Con-way Retirement Master Trust investment gain (loss). During 2009 and 2008, expenses of $111,000 and $124,000, respectively, were included in the Plan's share of Con-way Retirement Master Trust investment gain (loss).

The Plan pays certain other administrative expenses, primarily premiums to the Pension Benefit Guaranty Corporation, which are reported on the statements of changes in net assets available for benefits as administrative expenses of the Plan.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes in those amounts, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

(g) Adoption of New Accounting Standards

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events," which was incorporated into the "Subsequent Events" topic of the Codification. The standard modified the definition of what qualifies as a subsequent event—those events or transactions that occur following the balance sheet date, but before the financial statements are issued—and requires entities to disclose the date through which it has evaluated subsequent events and the basis for determining that date. The Plan has performed an evaluation of subsequent events through October 5, 2010, which is the date these financial statements were available to be issued, and no subsequent events requiring recognition or disclosure were identified.

In June 2009, the FASB issued Accounting Standards Update (ASU) 2009-01, "The FASB Codification and Hierarchy of GAAP." This statement establishes the FASB Accounting Standards Codification (Codification) as the single source of authoritative, nongovernmental U.S. generally accepted accounting principles (GAAP). Although the Codification does not change GAAP, it substantially reorganizes the literature, which requires enterprises to revise GAAP references contained in financial-statement disclosures. The Plan's adoption of ASU 2009-01, effective July 1, 2009, did not have a material effect on its financial statements.

In September 2009, the FASB issued ASU 2009-12, "Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)," which amends the "Fair Value Measurements and Disclosures" topic of the Codification to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the "Financial Services – Investment Companies" topic of the Codification. If it is probable the investment will be sold for an amount other than net

asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009. The Plan's adoption of ASU 2009-12 did not have a material effect on its financial statements.

(3) Funding Practice

Contributions to the Plan, if necessary, are made to meet or exceed the minimum funding standards of ERISA and the Internal Revenue Code (the Code). In determining the amount and timing of its pension contributions, Con-way considers both the ERISA- and GAAP-based measures of funded status as well as the tax deductibility of contributions. For the Plan years ended December 31, 2009 and 2008 Con-way was not required to make any contributions to the Plan.

(4) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service rendered by retired and nonretired participants. Accumulated plan benefits include benefits expected to be paid to employees or their beneficiaries upon retirement, termination, or death. The actuarial present value of accumulated plan benefits at December 31, 2008 (beginning-of-the-year presentation) was as follows:

Vested benefits:		
Participants currently receiving payments	$	11,600,035
Terminated participants entitled to deferred benefits		9,226,258
Total actuarial present value of accumulated plan benefits as of December 31, 2008	$	20,826,293

The following table presents the change in the actuarial present value of accumulated plan benefits:

Actuarial present value of accumulated plan benefits, December 31, 2007	$	21,045,803
Increase (decrease) during the year attributable to:		
Increase in interest due to the decrease in the discount period		1,717,531
Other actuarial loss		(257,932)
Benefit payments to participants		(1,679,109)
Net decrease		(219,510)
Actuarial present value of accumulated plan benefits, December 31, 2008	$	20,826,293

The actuarial present value of accumulated plan benefits is determined by Mercer, the Plan's actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means

of decrements such as death, withdrawal, or retirement) between the valuation date and the expected date of payment.

Significant actuarial assumptions used in determining the actuarial present value of accumulated plan benefits as of December 31, 2008 were as follows:

Actuarial cost method	– Unit credit method
Return on investments	– 8.5% compounded annually
Mortality	– RP-2000 Mortality Table, projected to 2005, 100% blue-collar

The foregoing actuarial assumptions are based upon the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The actuarial valuation was prepared as of January 1, 2009. Had the valuation been prepared as of December 31, 2008, there would be no material differences.

(5) Plan Termination

Although Con-way has no intention of terminating the Plan, it may do so at any time by resolution of the Board of Directors. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, up to the applicable limitations discussed below.

c. All other vested benefits not insured by the PBGC.

d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits under a Plan termination would depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(6) Summary of Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements was provided and certified by the Trustee, The Bank of New York Mellon Trust Company, N.A., as complete and accurate:

- Investment in Con-way Retirement Master Trust
- Plan's share of Con-way Retirement Master Trust investment gain (loss)
- Con-way Retirement Master Trust information in note 9

(7) Related-Party Transactions

Certain Plan investments are managed by the Trustee. Therefore, these managed investments and investment transactions qualify as party-in-interest transactions.

(8) Income Tax Status

The Internal Revenue Service has determined and informed Con-way by a letter dated April 21, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

(9) Con-way Retirement Master Trust

The Con-way Retirement Master Trust holds the assets associated with several Con-way defined benefit plans. Each participating retirement plan has an undivided interest in the Con-way Retirement Master Trust. In the administration of the Plan, the Trustee holds the assets of the Con-way Retirement Master Trust and manages investment of funds under the direction of several investment managers and the plan administrator. All gains and losses of the Con-way Retirement Master Trust are prorated monthly based on the ratio of investment in the Con-way Retirement Master Trust, at market value, which each plan holds, to the total market value of the Con-way Retirement Master Trust.

Investments and Interests

The following is a summary of the participating plan interests in the Con-way Retirement Master Trust at December 31, 2009 and 2008:

	2009		2008	
	Market value	Share	Market value	Share
Con-way Pension Plan	$ 851,469,299	94.5%	$ 702,273,040	94.3%
Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan	30,483,102	3.4	26,263,207	3.5
EWA Pilots' Retirement Plan	18,915,880	2.1	16,433,512	2.2
	$ 900,868,281	100.0%	$ 744,969,759	100.0%

The Plan's interest in the net assets of the Con-way Retirement Master Trust is included in the accompanying statements of net assets available for benefits. A summary of the net assets of the Con-way Retirement Master Trust as of December 31, 2009 and 2008 is as follows:

	2009	2008
Investments, at fair value:		
Interest-bearing cash	$ 1,260,548	$ 1,466,000
U.S. Government securities	2,954,507	16,799,406
Corporate debt instruments	162,825,759	164,186,679
Corporate stocks	413,538,205	304,936,934
Common and collective trusts	277,928,064	216,283,263
Private real estate fund	25,916,633	37,158,566
Other	12,587,090	789,637
	897,010,806	741,620,485
Total receivables	4,146,654	5,457,486
Total payables	(289,179)	(2,108,212)
Total net assets of the Con-way Retirement Master Trust	$ 900,868,281	$ 744,969,759

Assets and liabilities reported at fair value are classified in one of the following three levels within the fair-value hierarchy:

Level 1 – Quoted market prices in active markets for identical assets or liabilities

Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3 – Unobservable inputs that are not corroborated by market data

The following table summarizes the valuation of investments within the fair-value hierarchy:

	December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest-bearing cash	$ 1,260,548	$ —	$ —	$ 1,260,548
U.S. Government securities	2,954,507	—	—	2,954,507
Corporate debt instruments	—	162,825,759	—	162,825,759
Corporate stocks	413,538,205	—	—	413,538,205
Common and collective trusts				
Short-term investment fund	—	20,775,768	—	20,775,768
Fixed-income funds	—	29,756,771	—	29,756,771
S&P 500 index fund	—	122,255,122	—	122,255,122
International equity fund	—	90,256,846	—	90,256,846
Real estate index fund	—	14,883,557	—	14,883,557
Private real estate fund	—	—	25,916,633	25,916,633
International government securities	—	8,334,345	—	8,334,345
Municipal bonds	—	3,994,280	—	3,994,280
Other	—	258,465	—	258,465
Total	$ 417,753,260	$ 453,340,913	$ 25,916,633	$ 897,010,806

	December 31, 2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest-bearing cash	$ 1,466,000	$ —	$ —	$ 1,466,000
U.S. Government securities	16,799,406	—	—	16,799,406
Corporate debt instruments	—	164,186,679	—	164,186,679
Corporate stocks	304,936,934	—	—	304,936,934
Common and collective trusts	—	216,283,263	—	216,283,263
Private real estate fund	—	—	37,158,566	37,158,566
Other	—	789,637	—	789,637
Total	$ 323,202,340	$ 381,259,579	$ 37,158,566	$ 741,620,485

Due to the short maturity of interest-bearing cash, its carrying amount approximates fair value. Common and collective trusts are not publicly traded and do not have readily determinable fair values. Accordingly, common and collective trusts are valued at their net asset value per unit based on the value of the underlying investments. Investments in common and collective trusts can generally be redeemed without restriction. U.S. Government securities and corporate stocks are valued at the closing price reported in the active markets on which the individual securities are traded. Corporate debt instruments, international government securities and municipal bonds are generally valued using observable bid-ask spreads or

broker-provided pricing. Investments in corporate debt instruments consist primarily of high-quality U.S. corporate debt instruments in a variety of industries. The fair value of the private real estate fund is based on the underlying assets, which consist of commercial and residential properties valued using periodic appraisals. Other assets consist of a variety of different investments that primarily consist of investments with observable market-based inputs.

The following table summarizes the changes in fair values of financial instruments measured using Level 3 inputs:

	Private real estate fund
Balance at December 31, 2008	$ 37,158,566
Unrealized losses relating to instruments still held at the reporting date	(12,957,992)
Purchases, sales, issuances and settlements, net	1,716,059
Balance at December 31, 2009	$ 25,916,633

Con-way Retirement Master Trust net investment gain (loss), excluding administrative expenses, allocated to the participating plans for the years ended December 31, 2009 and 2008 was as follows:

	2009	2008
Interest income	$ 12,417,171	$ 6,052,597
Dividend income	7,334,038	7,353,329
Net appreciation (depreciation) in the fair value of investments	160,617,666	(398,931,805)
Investment gain (loss)	$ 180,368,875	$ (385,525,879)

The net appreciation (depreciation) in the fair value of investments in the Con-way Retirement Master Trust by major investment category for the years ended December 31, 2009 and 2008 is as follows:

	2009	2008
U.S. Government securities	$ (640,371)	$ 3,874
Corporate debt instruments	16,013,725	7,059,882
Corporate stocks	113,131,553	(239,335,864)
Common and collective trusts	47,040,519	(158,863,344)
Private real estate fund	(12,957,992)	(8,512,176)
Other	(1,969,768)	715,823
Net appreciation (depreciation) in the fair value of investments	$ 160,617,666	$ (398,931,805)