

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 6057(b) 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ 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. ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>XPO CNW PENSION PLAN</u>	1b	Three-digit plan number (PN) ► <u>005</u>
		1c	Effective date of plan <u>11/01/1955</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>XPO CNW, INC.</u> <u>PO BOX 3745</u> <u>2055 NW SAVIER STREET</u> <u>PORTLAND, OR 97208-3745</u> <u>PORTLAND, OR 97209</u>		2b Employer Identification Number (EIN) <u>94-1444798</u> 2c Plan Sponsor's telephone number <u>503-450-4102</u> 2d Business code (see instructions) <u>488990</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2017</u>	<u>DARREN GAYLOR</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 26633
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 6a(2) 8708 6b 7959 6c 8404 6d 25071 6e 1290 6f 26361 6g 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 Characteristics Codes in the instructions: 1A 1D 1I 3H 3J b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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 <u>XPO CNW PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>XPO CNW, INC.</u>	D Employer Identification Number (EIN) <u>94-1444798</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>1582471416</u>
b Actuarial value	2b <u>1655680674</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>8546</u> <u>613566886</u> <u>613566886</u>
b For terminated vested participants.....	<u>8673</u> <u>316966678</u> <u>316966678</u>
c For active participants.....	<u>9579</u> <u>379499105</u> <u>411914694</u>
d Total.....	<u>26798</u> <u>1310032669</u> <u>1342448258</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.14 %</u>
6 Target normal cost.....	6 <u>3800000</u>

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	
Signature of actuary <u>BRENT R CHUBBS ASA EA MAAA</u>	Date <u>17-07082</u>
Type or print name of actuary <u>MERCER</u>	Most recent enrollment number <u>206-214-3500</u>
Firm name <u>1301 FIFTH AVENUE SUITE 1900</u> <u>SEATTLE, WA 98101-2682</u>	Telephone number (including area code)
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 ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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 (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of <u>-3.20</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.34</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		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		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III	Funding Percentages	
14 Funding target attainment percentage	14	123.33%
15 Adjusted funding target attainment percentage	15	123.33%
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	123.02%
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)		18(c)

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">1st segment: 4.43%</div> <div style="text-align: center;">2nd segment: 5.91%</div> <div style="text-align: center;">3rd segment: 6.65%</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	4
22	Weighted average retirement age	22	63
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ 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. ☒ Yes ☐ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
27	If the plan is subject to 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 contributions for all prior years	28	
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	3800000
b	Excess assets, if applicable, but not greater than line 31a	31b	3800000
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	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	
	Carryover balance	Prefunding balance	Total balance
35	Balances elected for use to offset funding requirement	0	0
36	Additional cash requirement (line 34 minus line 35)	36	
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	0
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41	If an election was made to use PRA 2010 funding relief for this plan:		
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2016</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016					
A Name of plan XPO CNW PENSION PLAN				B Three-digit plan number (PN)	005
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 XPO CNW, 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): XPO CNW					
c EIN-PN 94-1444798-002		d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1662559054		
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)		

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Schedule D (Form 5500) 2016 v.160205

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
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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
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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
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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) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan XPO CNW PENSION PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 XPO CNW, INC.	D Employer Identification Number (EIN) 94-1444798	

Part I	Asset and Liability Statement
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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)	1582471416	1662559054
(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)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	1582471416	1662559054

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1582471416	1662559054
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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)		
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)		
(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)		
(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)		
(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)		

		(a) Amount	(b) Total
(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)		139245390
(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		139245390

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	59160736	
(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)		59160736
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		59160736

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		80084654
l Transfers of assets:			
(1) To this plan.....	2l(1)		2984
(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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: KIECKHAFFER SCHIFFER & COMPANY LLP

(2) EIN: 33-0688321

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
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		X	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☒ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>XPO CNW PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>XPO CNW, INC.</u>	D Employer Identification Number (EIN) <u>94-1444798</u>

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): <u>25-1926855</u>		
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	<u>217</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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
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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 lines (a) through (c) a Enter the percentage of plan assets held as: Stock: <u>16.0</u> % Investment-Grade Debt: <u>52.0</u> % High-Yield Debt: <u>8.0</u> % Real Estate: _____% Other: <u>24.0</u> % 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 line 19(b)? ☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____ / _____ / _____ and the serial number _____.	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____ / _____ / _____.	

XPO CNW PENSION PLAN

Financial Statements

December 31, 2016 and 2015

With Independent Auditors' Report

KS&Co

Kieckhafer Schiffer & Company LLP

CERTIFIED PUBLIC ACCOUNTANTS

XPO CNW PENSION PLAN

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Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

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Suite 160
San Diego, CA 92130

Independent Auditors' Report

XPO CNW Inc. Administrative Committee
XPO CNW Pension Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of XPO CNW Pension Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), 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, 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 certifications from the trustee as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

KIECKHAFFER SCHIFFER & COMPANY LLP

October 11, 2017
Portland, Oregon

XPO CNW PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
Assets:		
Investment in XPO CNW Retirement		
Master Trust, at fair value	<u>\$ 1,662,559,054</u>	<u>\$ 1,582,471,416</u>
Net assets available for benefits	<u><u>\$ 1,662,559,054</u></u>	<u><u>\$ 1,582,471,416</u></u>

See accompanying independent auditors' report and notes to the financial statements.

XPO CNW PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
Additions:		
Plan's share of XPO CNW Retirement Master Trust Investment gain (loss)	\$ 139,245,390	\$ (53,494,457)
Transfers in	<u>2,984</u>	<u>-</u>
Total additions	139,248,374	(53,494,457)
Deductions:		
Benefits paid to participants	59,160,736	54,716,249
Administrative expenses	<u>-</u>	<u>1,533,072</u>
Total deductions	<u>59,160,736</u>	<u>56,249,321</u>
Net increase (decrease)	80,087,638	(109,743,778)
Net assets available for benefits:		
Beginning of the year	<u>1,582,471,416</u>	<u>1,692,215,194</u>
End of the year	<u><u>\$ 1,662,559,054</u></u>	<u><u>\$ 1,582,471,416</u></u>

See accompanying independent auditors' report and notes to the financial statements.

XPO CNW PENSION PLAN
Notes to Financial Statements
December 31, 2016 and 2015

1. Description of Plan

The following description of the XPO CNW Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The term "XPO CNW" or "Company" refers to the entity formerly known as Con-way Inc. and its subsidiaries.

General

The XPO CNW sponsored Plan is a defined benefit pension plan covering substantially all eligible full-time and part-time United States employees of XPO CNW who were participants in the Plan at December 31, 2006. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Overall responsibility for overseeing the Plan rests with the XPO CNW Administrative Committee (the "Committee"), which is appointed by the Chief Executive Officer of XPO Logistics Inc. The net assets of the Plan and certain other XPO CNW defined benefit pension plans are held in the XPO CNW Retirement Master Trust (the "Trust"). The Bank of New York Mellon, N.A. (the "Trustee") was appointed to hold, invest, and disburse plan benefits from the Trust.

Eligibility

The Plan is limited to those qualified employees participating on or before December 31, 2006. An employee is eligible to participate in the Plan if the participant is not covered by a collective bargaining agreement, is not a temporary or contractual employee, as defined, is not a nonresident alien, is not employed by a division or branch of the Company that has substantially all of its operations outside of the United States and has completed one year of service as of December 31, 2006. No new employees are eligible to participate in the Plan in 2007 and later years. Credited service will not increase for all participants after December 31, 2006.

Vesting

A participant's retirement benefits will be fully vested after the earlier of 5 years of service or the attainment of age 65.

Retirement Benefits

Annual normal retirement benefits, which are payable to members at age 65, are equal to the sum of (a) 1.1% of the participant's average final earnings (based on the average of the five highest annual rates of pay during the 10 years prior to retirement) up to the participant's average Social Security wage base multiplied by the participant's number of years of credited service under the Plan to a maximum of 35 years, (b) 1.4% of the participant's average final earnings in excess of the participant's average Social Security wage base multiplied by the participant's years of credited service under the Plan to a maximum of 35 years, and (c) 1.4% of the participant's final average earnings multiplied by the participant's years of credited service that are earned after completing 35 years of service. For this calculation, credited service is limited to the amount accrued as of December 31, 2006.

Effective April 30, 2009, the Company amended the Plan to permanently curtail benefits associated with future increases in employee compensation. Compensation used to determine the final average earnings is limited to a participant's earnings through April 30, 2009. Prior to the amendment, future retirement benefits considered participants' eligible compensation increases through 2016. This amendment effectively freezes participant benefits at the level earned at April 30, 2009.

Participants can continue to earn service for vesting and early retirement eligibility. For terminations and retirements on October 1, 2006 and later, the highest five years of earnings used for the calculation of final average earnings are no longer required to be consecutive years. Employees who rehire with a XPO CNW company after April 30, 2009 and who were previously participants in the Plan will retain the benefit they had accrued while a participant, but their age-65 benefit will not increase further after their rehire. Rehires may earn service for vesting and early retirement eligibility following their rehire, depending on the length of their break in service, in accordance with Plan provisions.

Participants who were transferred into the Plan from another plan sponsored by the Company have separate benefit calculations that take into account the separate provisions of each of the other plans. Generally, participant benefits earned under the prior plans are paid by the prior plans and the benefits earned while covered under the Plan are paid from the Plan's funds.

In addition, participants who were members of the Plan prior to January 1, 1984 who made employee contributions into the Plan are eligible to withdraw these amounts upon termination of employment. Participants who are fully vested and who terminate employment are eligible to withdraw their employee contributions at an amount equal to their employee contributions

plus accumulated interest at the Plan interest rate (5% per annum), and receive a reduced employer-funded retirement benefit equal to the normal retirement benefit less the actuarial equivalent of the amount refunded.

Participants may elect an early retirement date on or after attaining age 55 and completing 10 years of service. Annual pension benefits for participants retiring early are subject to a reduction factor as defined by the Plan. Participants who retire after attaining age 55 whose age at retirement plus their years of service total at least 85 will receive a retirement benefit unreduced for early retirement. Vested participants who terminate employment before their normal retirement date but before achieving eligibility for early retirement will also be able to commence benefits at age 55, but using a different set of early retirement factors.

The Company amended the Plan to update the definition of "actuarial equivalence" for purposes of discounting the value of unsubsidized early retirement benefits, for adjusting the value of deferred retirement benefits and for converting Plan accrued benefits between various optional forms of benefit. For benefit payments based on payment dates starting September 30, 2012, a participant's benefit, determined as of the benefit date, will be the greater of: (i) the benefit determined using the Plan's definition of actuarial equivalence in effect for benefit starting dates on September 1, 2012, or (ii) the benefit determined using the Plan's definition of actuarial equivalence in effect for benefit starting dates on October 1, 2012.

The Company amended the Plan for pre-retirement spouse death benefits, effective for death benefits payable for participants who die on or after October 1, 2012 but before beginning their pension payments. If the participant had attained the age of 55 and completed 10 years of service the benefit to the surviving spouse shall be the greater of (i) an amount equal to 100% of the benefit the participant would have received had the participant commenced receiving the benefit as a 100% contingent annuity with the spouse on the day before the death or (ii) a monthly annuity for the life of the surviving spouse equal to 50% of the participants basic benefit on the date of death. For surviving spouses where the participant's death is before October 1, 2012, the surviving spouse's annuity shall be the greater of (i) an amount equal to 50% of the benefit the participant would have received had the participant commenced receiving the benefit as a 50% contingent annuity with the spouse on the date before the death, or (ii) a monthly annuity for the life of the surviving spouse equal to 50% of the participant's basic benefit on the date of death, adjusted by various factors. Benefits for the surviving spouse would be reduced for those participants that had not yet attained the age of 55.

Participants eligible for and receiving disability benefits under the Company's Long-Term Disability Policy continue to accrue benefits until the later of the following: attaining age 65, receiving long-term disability benefits for the maximum period allowed by the disability policy, receiving a lump-sum settlement, or termination of the disability. However, in no event shall any participant receive credited service after December 31, 2006.

Employees may elect to receive their pension benefits in the form of single life annuities or various forms of joint life annuities, single life annuities with either 60 or 120 months certain, or a level income option. If the actuarial equivalent of the employee's pension benefit does not exceed \$5,000 on the benefit starting date, the only form of benefit is a lump-sum. If the actuarial equivalent of the employee's pension benefit is greater than \$5,000 but not in excess of \$10,000 on the benefit starting date, then the available forms of benefit are a lump-sum; three forms of joint annuity (50%, 75% and 100%); or a single life annuity with 60 or 120 months certain. At the same time the Plan's definition of actuarial equivalence was updated, the Company amended the Plan to add the 100% option for benefits first commencing on or after October 1, 2012.

2. Summary of Significant Accounting Policies Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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

Risks and Uncertainties

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, commercial mortgage-backed securities and various derivative instruments. 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.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

During 2016, all fees related to the Plan were either paid by the Company or the Trust. During 2016 and 2015, trustee fees, investment management fees, and actuarial fees were paid through the Trust and are included in the Plan's share of the Trust investment gain (loss). During 2016 and 2015 expenses of \$8,809,000 and \$6,043,000 were included in the Plan's share of the Trust investment gain (loss), respectively.

The Plan pays certain other administrative expenses, primarily premiums to the Pension Benefit Guaranty Corporation ("PBGC"). Other expenses, including computer services, professional fees, office supplies and payroll expenses of administrative and clerical personnel are provided by the Company without charge to the Plan.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") in the U.S. 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.

New Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2015-07 amended Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value ("NAV") per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2015 for public companies and December 15, 2016 for all others and should be applied retrospectively. Management does not expect this ASU to have a material impact on the financial statements.

Subsequent Events

The Plan's management has performed an evaluation of subsequent events through October 11, 2017, which is the date these financial statements were available to be issued.

3. Funding Policy

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, the Company 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, 2016 and 2015, the Company 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 non-retired 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, 2015 (beginning-of-the-year presentation) was as follows:

Vested benefits:

Terminated participants currently receiving payments	\$ 634,626,237
Active participants and terminated participants entitled to deferred benefits	776,456,868
Total vested benefits	1,411,083,105
Nonvested benefits	36,233,504
Total actuarial present value of accumulated plan benefits as of December 31, 2015	<u>\$ 1,447,316,609</u>

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

Actuarial present value of accumulated plan benefits as of December 31, 2014	\$ 1,526,318,363
Increase (decrease) during the year attributable to:	
Increase in interest due to the decrease in the discount period	77,079,040
Other actuarial losses	3,087,876
Benefit payments to participants	(54,716,249)
Change in actuarial assumptions	(104,452,421)
Net decrease	<u>(79,001,754)</u>
Actuarial present value of accumulated plan benefits as of December 31, 2015	<u>\$ 1,447,316,609</u>

The actuarial present value of accumulated plan benefits is determined by Mercer, the Plan's actuary, and is the 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.

The following significant assumptions were changed since the year ended December 31, 2014:

- *Discount rate* - changed from 5.15% to 5.65%
- *Retirement rates and withdrawal rates were updated*
- *Percentage married assumption* – changed from 75% for both males and females to 80% males and 60% for females
- *Spouse age difference assumption* – changed from 3 years younger for males and 3 years older for females to 2 years younger for males and 2 years older for females
- *Form of payment assumption for active retirements and future vested deferred participants* – changed from 40% for life annuity and 60% for 100% joint and survivor to 30% live annuity and 70% for 100% joint and survivor

Significant actuarial assumptions used in determining the actuarial present value of accumulated plan benefits as of December 31, 2015 were as follows:

- *Actuarial cost method* - Unit credit method
- *Return on investments* - 5.65% compounded annually
- *Mortality* - RP-2014 Mortality Table, projected to 2020, blended 70% blue-collar and 30% white collar

The return on investments of 5.65% is net of anticipated administrative expenses associated with providing benefits.

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, 2016. Had the valuation been prepared as of December 31, 2015, there would be no material differences.

5. Plan Termination

In the event that 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 as of December 31, 2016 and 2015, and for the years then ended, was provided and certified by the Trustee as complete and accurate:

- Investment in the Trust
- Plan's share of the Trust investment gain (loss)
- The Trust information in Note 9, "XPO CNW Retirement Master Trust" (excluding the "Fair-Value Measurements" hierarchy)

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. Additionally, the Plan sponsor, the Company, is a party-in-interest to the Plan; however, there are no transactions with the Plan sponsor other than the funding of contributions to the Plan and payment of certain administrative expenses of the Plan.

8. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 28, 2014, 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.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. XPO CNW Retirement Master Trust

The Trust holds the assets associated with the Company's two defined benefit pension plans and each participating retirement plan has an undivided interest in the Trust. In the administration of the Plan, the Trustee holds the assets of the Trust and manages

investment of funds under the direction of several investment managers and the Plan administrator. All gains and losses of the Trust are prorated monthly based on the ratio of investment in the Trust, at market value, which each plan holds, to the total market value of the Trust.

Interests

The following is a summary of the participating plan interests in the Trust:

	December 31, 2016		December 31, 2015	
	Market Value	Share	Market Value	Share
XPO CNW Pension Plan	\$ 1,662,559,054	97.8%	\$ 1,582,471,416	97.7%
Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan	37,554,073	2.2%	37,448,108	2.3%
	<u>\$ 1,700,113,127</u>	<u>100.0%</u>	<u>\$ 1,619,919,524</u>	<u>100.0%</u>

The Plan's interest in the net assets of the Trust is included in the accompanying statements of net assets available for benefits.

Investments

A summary of the net assets of the Trust is as follows:

	December 31,	
	2016	2015
Investments, at fair value:		
Interest-bearing cash	\$ 11,000,672	\$ 9,819,852
U.S. Government securities	318,388,984	247,627,598
Corporate debt instruments	703,777,483	659,734,894
Corporate stocks	250,432,536	269,296,101
Corporate preferred stock	22,646,925	41,650,061
Long-term bond fund	125,465,071	123,240,626
Common and collective trusts	287,991,405	272,444,462
International government securities	26,248,800	20,503,245
Municipal bonds	60,711,938	62,449,492
Interest rate swap agreements	(1,476,119)	(2,998,451)
Credit default swap agreements	3,339,699	(818,687)
Futures contracts	(599,912)	440,613
Short sales	(2,393,000)	(100,000)
Purchase options	-	(204,876)
Other	232,140	125,654
	<u>1,805,766,622</u>	<u>1,703,210,584</u>
Non-interest bearing cash	1,652,575	-
Receivables:		
Interest	12,043,983	11,589,429
Securities sold	55,908,046	2,676,646
Foreign exchange contracts	315,203	278,926
Dividends	611,254	570,190
Other	4,188,504	1,744,650
	<u>73,066,990</u>	<u>16,859,841</u>
Payables:		
Securities purchased	(178,051,151)	(98,982,374)
Broker payable	(1,985,147)	(913,288)
Other	(336,762)	(255,239)
	<u>(180,373,060)</u>	<u>(100,150,901)</u>
Total net assets of the XPO CNW Retirement Master Trust	<u>\$ 1,700,113,127</u>	<u>\$ 1,619,919,524</u>

XPO CNW Pension Plan:

Assets of the Trust are managed pursuant to a long-term allocation strategy that seeks to mitigate funded status volatility by increasing the Trust's investment in fixed-income investments over time. This strategy was developed by analyzing a variety of diversified asset-class combinations in conjunction with the projected liabilities of the Plan. In 2015, the Plans lowered their percentage of investments in equity securities and increased its percentage of investments in fixed-income securities.

The Trust's investment strategy as of December 31, 2016 is to achieve a mix of approximately 76% in fixed-income securities and 24% of investments in equity securities. The target allocations for fixed-income securities includes 7% in global opportunistic fixed-income. The target allocations for equity securities include 14% in U.S. companies and 10% in international companies. Investments in equity securities are allocated between growth-and value-style investment strategies and are diversified across industries and investment managers. Investments in fixed-income securities consist primarily of high-quality U.S. and global corporate or government debt instruments in a variety of industries. The Trust's investments in fixed-income securities and equity securities consist of individual securities held in managed separate accounts as well as commingled investment funds.

The Trust's investment strategy does not include a meaningful long-term investment allocation to cash and cash equivalents; however, the Trust's cash allocation may rise periodically in response to timing considerations regarding contributions, investments, and the payment of benefits and eligible Trust expenses. Additionally, the level of cash and cash equivalents may reflect the un-invested balance of each manager's allocated portfolio balance. This "un-invested cash" is typically held in a short-term fund that invests in money-market instruments, including commercial paper and other liquid short-term interest-bearing instruments.

The Trust's investment policy does not allow investment managers to use market-timing strategies or financial derivative instruments for speculative purposes. However, financial derivative instruments are used to manage risk and achieve stated investment objectives regarding duration, yield curve, credit and equity exposure. Generally, the investment managers are prohibited from short selling, trading on margin, and trading commodities, warrants or other options, except when acquired as a result of the purchase of another security, or in the case of options, when sold as part of a covered position. The Company's investment policies also restrict the investment managers from accumulating concentrations by issuer, country or industry segment.

The Trust invests in foreign-denominated investment securities. In order to mitigate the risk associated with foreign currency fluctuations on these investments, the Trust purchases and sells forward currency contracts with various maturity dates. In connection with these forward contracts, at December 31, 2016 and December 31, 2015, the Trust had a notional-value counterparty payable and receivable of \$109,694,150 and \$124,295,603, respectively.

Menlo Worldwide Forwarding, Inc. Hourly Employees Pension Plan:

Assets of the Trust are managed pursuant to a long-term allocation strategy that seeks to mitigate funded status volatility by matching the duration of the projected liabilities. This strategy was developed by analyzing the projected liabilities, risk tolerance and liquidity needs of the Plan.

The Trust's investment strategy as of December 31, 2016, is to match the duration of the projected liabilities utilizing investment grade credit and U.S. government securities. Surplus assets are invested in short term corporate debt securities. All Trust investments are in investment grade fixed-income securities and consist of individual securities as well as commingled investment funds.

The Trust's investment strategy does not include a meaningful long-term investment allocation to cash and cash equivalents; however, the Trust's cash allocation may rise periodically in response to timing considerations regarding contributions, investments, and the payment of benefits and eligible Trust expenses. This "un-invested cash" is typically held in a short-term fund that invests in money-market instruments, including commercial paper and other liquid short-term interest-bearing instruments.

The Trust's investment policy does not allow investment managers to use financial derivative instruments, short selling, trading on margin, trading commodities, warrants or other options. The investment policy also restricts managers to investment grade securities with a maximum limit of 15% in BBB rated separate securities. The maximum maturity on all non U.S. Treasury, separate securities is 37 months.

Fair-Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 — inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that

the Plan has the ability to access.

Level 2 — inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

There have been no changes in the methodologies used at December 31, 2016 and 2015.

The following tables summarize the valuation of investments within the fair-value hierarchy:

Investments at Fair Value at December 31, 2016				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ -	\$ 11,000,672	\$ -	\$ 11,000,672
U.S. Government securities	313,034,656	5,354,328	-	318,388,984
Corporate debt instruments	-	703,777,483	-	703,777,483
Corporate stocks	250,432,536	-	-	250,432,536
Corporate preferred stocks	-	22,646,925	-	22,646,925
Long-term bond fund	-	125,465,071	-	125,465,071
Common and collective trusts	-	287,991,405	-	287,991,405
International government securities	-	26,248,800	-	26,248,800
Municipal bonds	-	60,711,938	-	60,711,938
Interest rate swap agreements	-	(1,476,119)	-	(1,476,119)
Credit default swap agreements	-	3,339,699	-	3,339,699
Futures contracts	(599,912)	-	-	(599,912)
Short sales	-	(2,393,000)	-	(2,393,000)
Other	-	232,140	-	232,140
Total investments	\$ <u>562,867,280</u>	\$ <u>1,242,899,342</u>	\$ <u>-</u>	\$ <u>1,805,766,622</u>

Investments at Fair Value at December 31, 2015				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ -	\$ 9,819,852	\$ -	\$ 9,819,852
U.S. Government securities	230,867,048	16,760,550	-	247,627,598
Corporate debt instruments	-	659,734,894	-	659,734,894
Corporate stocks	269,296,101	-	-	269,296,101
Corporate preferred stocks	-	41,650,061	-	41,650,061
Long-term bond fund	-	123,240,626	-	123,240,626
Common and collective trusts	-	272,444,462	-	272,444,462
International government securities	-	20,503,245	-	20,503,245
Municipal bonds	-	62,449,492	-	62,449,492
Interest rate swap agreements	-	(2,998,451)	-	(2,998,451)
Credit default swap agreements	-	(818,687)	-	(818,687)
Futures contracts	440,613	-	-	440,613
Short sales	-	(100,000)	-	(100,000)
Purchase options	-	(204,876)	-	(204,876)
Other	-	125,654	-	125,654
Total investments	\$ 500,603,762	\$ 1,202,606,822	\$ -	\$ 1,703,210,584

The following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

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 NAV per unit based on the value of the underlying investments held by the fund less liabilities. Common collective trusts combine the assets of various institutional investors to create a larger, well-diversified portfolio. Each investor owns a participating interest that is calculated in units and represents a portion of the holdings of the fund. The investments in common collective trusts can generally be redeemed without restriction; however, in certain cases, redemption or purchase may be limited to prevent excess and/or short-term trading. U.S. Government securities, corporate stocks and exchange traded futures 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. Other assets consist of investments with market based prices and observable market-based inputs.

The following is a summary of the significant accounting policies associated with the Trust's use of derivatives:

- Upon entering into a futures contract, the Trust is required to pledge to the broker an amount of cash and/or liquid securities equal to the minimum "initial margin" requirements of the exchange. Pursuant to the futures contract, the Trust agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the futures contract. Such receipts or payments are known as "variation margin," which is settled daily. The change in value related to the daily fluctuations in the value of the futures contract is included as unrealized gains (losses) in the changes in Trust net assets. When the futures contract expires, the Trust transfers the unrealized appreciation (depreciation) to a realized gain (loss) equal to the change in the value of the futures contract when it was opened and the value at the time it expired.
- The Trust may buy or write put and call options through listed exchanges and in the over-the-counter market. When the fund buys or writes an option, an amount equal to the premium paid or received by the fund is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. The premiums paid or received from buying or writing options are recorded as realized gains or losses upon the expiration of the options. The difference between the premium and the amount paid or received on affecting a closing purchase or sale transaction is also treated as a realized gain or loss. If an option is exercised, the premium paid or received is recorded as a realized gain or loss if sold or an adjustment to cost if acquired. The Trust, as a writer of an option, may have no control over whether the underlying securities may be sold (call) or purchased (put) and, as a result, bears the market risk of an unfavorable change in the price of the security underlying the written option.
- The Trust may enter into swap contracts. Swaps are marked-to-market daily based upon quotations from market makers and the change, if any, is recorded as an unrealized gain or loss in the changes in Trust net assets. Certain investment contracts may require collateral. Cash is either received from, or provided to the investment contract counterparty

depending on the terms of the contract and the market value of the security. Cash received from counterparties can be held or reinvested in other securities and is recorded as a liability of the Trust. Cash provided to counterparties is an asset of the Trust.

For those investments that are valued at net asset value per unit there were no unfunded commitments at December 31, 2016 and 2015.

Trust net investment gain (loss), excluding administrative expenses, allocated to the participating plans was as follows:

	Years Ended December 31,	
	2016	2015
Net appreciation (depreciation) in fair value of investments	\$ 90,246,657	\$ (98,035,457)
Interest income	46,465,220	43,902,376
Dividend income	12,698,016	6,455,768
Investment gain (loss)	<u>\$ 149,409,893</u>	<u>\$ (47,677,313)</u>

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: November 1, 1955 Restated plan: January 1, 2014 Most recent amendment: amendment #3 Plan year: January 1 to December 31
Status of the plan	The plan was closed to new participants and no future benefit accruals earned April 30, 2009.
Significant events that occurred during the year	None
Sponsoring employer	XPO Logistics Inc.
Type of plan	Final average earnings
Definitions	
• Participation	<u>Regular Employees</u> : One year of service (elapsed time) following date of hire. <u>Supplemental Employees</u> : One year of service (at least 1,000 Hours of Service) following date of hire. The date of participation is retroactive to the date of hire. Notwithstanding the foregoing, employees who meet the above eligibility requirements after December 31, 2006 do not participate in this plan.
• Service considered	<u>Vesting service</u> : Years of Service measured from date of hire. <u>Credited service</u> : Years of Service measured from date of participation. Supplemental Employees must complete at least 2,000 Hours of Service as a Participant to get credited a full Year of Service starting from 1988. Supplemental Employees working less than 2,000 Hours of Service will receive fractional years of service credit by dividing actual hours by 2,000. No Credited Service is available for periods of employment after December 31, 2006.
• Vesting	100% vested after 5 Years of Service.
• Compensation considered	Basic Compensation is regular salary or wages, overtime, voluntary deferrals under Code Sections 125, 132(f)(4), and 401(k), and cash bonuses other than long term incentive bonuses and incentive bonuses for opting out of health coverage, paid during any calendar year. For Supplemental Employees, Basic Compensation is the amount determined as above, divided by the Participant's Hours of Service, and multiplied by 2,000. Plan compensation is limited to the extent required by Code Section 401(a)(17). Basic Compensation for years prior to 2002 is limited to \$200,000.

Schedule SB, Part V — Summary of Plan Provisions

• Average final compensation	<p>Basic Compensation averaged over the five calendar years producing the highest such average out of the ten calendar years ending on the date as of which the Average Final Compensation is determined but no later than April 30, 2009.</p> <p>Basic Compensation in a final partial calendar year is counted if it exceeds the Basic Compensation in the calendar year that is five years earlier.</p>
• Integration level	Participant's Covered Compensation determined as of April 30, 2009.
• Accrued benefit	<p>1. Non-Grandfathered Participants: Annuity benefit payable for the life of the Participant with five years certain is (A) minus (B), but no less than (C):</p> <p>A. Sum of the following:</p> <ul style="list-style-type: none"> i. 1.1% of Average Final Compensation multiplied by the Participant's years of Credited Service ii. 0.3% of Average Final Compensation in excess of the Integration Level multiplied by the Participant's years of Credited Service iii. 0.3% of Average Final Compensation up to the Integration Level multiplied by the Participant's years of Credited Service performed after completing 35 years of Service <p>B. Actuarial Equivalent of Common Stock Fund (if not transferred to the plan)</p> <p>C. The greatest accrued annuity benefit on Early Retirement Date the Participant could have received.</p>

Schedule SB, Part V — Summary of Plan Provisions

- Accrued benefit (continued)
- 2. Grandfathered Participants: (Participants of the prior pension plan before the acquisition of Emery prior to 1991): Annuity benefit payable for the life of the Participant with five years certain is amount determined in (1)(A) above plus (2)(A), but no less than (2)(B) plus (2)(C) minus (2)(D):
 - A. 0.5% of Average Final Compensation multiplied by the Participant's years of Credited Service before 1988
 - B. 2.0% of Average Final Compensation multiplied by the Participant's years of Credited Service before 1988
 - C. 1.5% of Average Final Compensation multiplied by the Participant's years of Credited Service after 1987
 - D. Social Security Offset. Social Security Offset is lesser of:
 - i. 1 2/3% of Participant's age 65 Social Security Amount multiplied by the Participant's years of Credited Service up to a maximum of 30 years, and
 - ii. 50% of the Participant's age 65 Social Security Amount multiplied by a fraction (not to exceed 1), the numerator of which is the Participant's years of Credited Service accumulated to the date the Social Security Offset is determined and the denominator of which is the years of Credited Service the Participant would have at age 65 if Credited Service had continued accumulating to that age.

The total Accrued Benefits determined under 1. or 2. above will be offset by the following (if applicable):

- § 1987 Annuity Benefit attributable to Credited Service through October 31, 1987 under the Emery Pension Plan
- § Certain collectively bargained pension benefits as specified in the plan
- § Actuarial Equivalent of pre-1984 employee contributions with interest if withdrawn by Participant's election

Accrued Benefits are limited to the extent required by Code Section 415.

Normal retirement

- Eligibility Age 65
- Benefit Accrued Benefit

Schedule SB, Part V — Summary of Plan Provisions

Early retirement			
• Eligibility	Age 55 and 10 Years of Service.		
	<u>Non-“Rule of 85” and Under 20 Years of Service:</u> Accrued Benefit reduced by applicable early retirement factor for each year that the Early Retirement Date precedes age 65. <u>Non-“Rule of 85” and 20 or More Years of Service:</u> Accrued Benefit reduced by applicable early retirement factor for each year that the Early Retirement Date precedes age 62. <u>“Rule of 85”:</u> Unreduced Accrued Benefit.		
• Applicable early retirement factor	Age	Under 20 years of service	20 or more years of service
	55	55%	66%
	56	58%	73%
	57	62%	80%
	58	66%	86%
	59	73%	91%
	60	80%	95%
	61	86%	98%
	62	91%	100%
	63	95%	100%
	64	98%	100%
	65	100%	100%
Late retirement			
• Benefit	Greater of:		
	1. Accrued Benefit; 2. Actuarial Equivalent of the Normal Retirement Benefit, adjusted for delayed payment beyond age 70-½.		

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested		
• Eligibility	Five Years of Service.	
• Benefit	Accrued Benefit reduced by applicable early retirement factor for each year that the Early Retirement Date precedes age 65.	
• Applicable early retirement factor	Age	Rate
	55	51.68%
	56	54.76%
	57	58.18%
	58	61.88%
	59	65.96%
	60	70.36%
	61	75.29%
	62	80.70%
	63	86.69%
	64	93.24%
65	100.00%	
Disability		
• Eligibility	Qualify for benefits under company-sponsored disability plan.	
• Benefit	Participant continues to earn Years of Service and Years of Credited Service until the date they no longer qualify to receive benefits under the company-sponsored disability plan. No Credited Service is available for periods of employment after December 31, 2006. The rate of compensation at the time the disability arises will be used in determining the Average Final Compensation.	
Pre-retirement death		
• Eligibility	A participant who had completed five Years of Service and has a surviving spouse who is married for 12 months.	
• Active participant eligible for early retirement	Larger of: a. annuity determined as if the Participant had commenced receiving a 100% Joint and Survivor Annuity just prior to death and b. annuity for the life of the surviving spouse equal to 50% of the Participant's Accrued Benefit on the date of death.	
• Inactive participant eligible early retirement	Annuity determined as if the Participant had commenced receiving a 100% Joint and Survivor Annuity just prior to death.	
• Participant not eligible for early retirement	Annuity determined as if the Participant had terminated on the day before date of death, survived to age 55, elected a 100% Joint and Survivor Annuity, and died on the following day.	

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
• Automatic form for unmarried participants	Single Life Annuity with 5-years certain
• Automatic form for married participants	100% Joint and Survivor Annuity
• Optional forms	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%), Social Security level income (before age 62), or lump sum if \$10,000 or less. For married participants commencing benefits upon termination, the 50%, 75% and 100% Joint and Survivor annuity options are subsidized by the Plan. In other instances, all forms of joint and survivor annuities are actuarially equivalent to the single life annuity based on the UP84 table and 6.00% interest.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually, but only applies before the plan was frozen.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is \$210,000.
• 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.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective January 1, 2014 and amended through Amendment #3, are included in this valuation.

- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70, if applicable.
 - *Deferred vested participants:* Late retirement actuarial increases for current deferred vested participants over normal retirement age are valued as an approximation of the retroactive payments to age 65.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.

Schedule SB, Part V — Summary of Plan Provisions

- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding
Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* Not applicable because accruals are frozen.

Plan Provision Changes Since Prior Valuation

- Maximum benefit amounts under IRS rules were updated from 2015 to 2016.
- The provisions of the plan were updated to reflect Amendments 1-3; however, the changes had no impact on the valuation results.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										Total
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	
Under 25											0
25–29	9	2									11
30–34	47 \$396	163 \$1,023	8								218
35–39	52 \$403	407 \$1,380	182 \$4,137	6							647
40–44	42 \$400	490 \$1,509	408 \$4,899	134 \$7,838	4						1,078
45–49	32 \$408	561 \$1,616	597 \$5,098	432 \$8,580	100 \$12,555						1,722
50–54	43 \$430	538 \$1,597	600 \$5,142	619 \$8,812	326 \$13,338	35 \$19,802	3				2,164
55–59	27 \$428	415 \$1,616	524 \$5,156	644 \$8,683	399 \$13,221	106 \$18,849	3				2,118
60–64	21 \$1,023	233 \$1,547	256 \$5,033	394 \$8,610	301 \$12,792	84 \$16,131	7	1			1,297
65–69	4	57 \$1,571	65 \$5,223	82 \$8,890	46 \$13,578	19					273
70 & up	2	12	11	13	13						51
Total	279	2,878	2,651	2,324	1,189	244	13	1			9,579

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the frozen accrued benefit as of April 30, 2009. Accrued benefit is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		4.43%	1.34%
• Next 15 years		5.91%	4.03%
• Over 20 years		6.65%	5.06%
— Rationale	Prescribed assumptions set by law.		

Mortality sponsor elections

• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. Prescribed assumption and based on plan sponsor's PPA election.
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Other economic assumptions

• Salary increases	Not applicable
• Social Security wage base	Not applicable
• Inflation	Not applicable
• Expected investment return	6.58% for 2014 and 5.15% for 2015 <u>Rationale:</u> The expected investment return is set equal to the long- term rate of return on plan assets as selected by the plan sponsor for accounting purposes as long as the rate falls within Mercer's best estimate range when compared to the median simulated investment return using capital market assumptions published in Mercer investment Consulting's Capital Markets Outlook for the plan's current target asset mix, net of an adjustment for expenses assumed to be paid from plan assets.
• Expenses	\$3,800,000 added to current year normal cost <u>Rationale:</u> Based upon the amount paid from plan assets during the prior plan year, adjusted for the PBGC premium expected to be paid from plan assets during the current plan year.

Demographic assumptions

• Withdrawal	See table of sample rates. <u>Rationale:</u> The withdrawal rates are based on periodic experience studies performed every 3-5 years (last undertaken in 2015 using data from 2009 to 2014) and the expectation that the future withdrawal patterns and circumstances of the employer will not differ significantly from the period studied.
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Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Future deaths	<p>§ Single participants are not eligible for death benefit.</p> <p>§ Spouses of deceased active participants eligible for immediate retirement are entitled to 50% of accrued benefit at date of death.</p> <p>§ Spouses of deceased active participants not eligible for immediate retirement and spouses of deceased inactive participants are entitled to a REA death benefit commencing on the first day of the month following participant's 55th birthday (or immediately if older).</p>
Unpredictable contingent event assumptions	Not applicable

Rationale: The form of payment assumptions are based on periodic experience studies performed every 3-5 years (last undertaken in 2015 using data from 2009 to 2014) and the expectation that the future form of payment election patterns and circumstances of the employer will not differ significantly from the period studied.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Table of Sample Rates***

Age	Retirement		
	Non-“Rule of 85” & Under 20 Years of Service	Non-“Rule of 85” & 20 or More Years of Service	“Rule of 85”
55	5%	3%	17%
56	5%	5%	14%
57	5%	4%	8%
58	5%	5%	7%
59	5%	4%	9%
60	6%	6%	9%
61	7%	7%	7%
62	15%	25%	24%
63	12%	12%	17%
64	15%	20%	14%
65	30%	35%	35%
66	35%	35%	35%
67	20%	30%	30%
68	25%	30%	30%
69	20%	30%	30%
70+	100%	100%	100%

Age	Withdrawal
20	15%
25	15%
30	10%
35	8%
40	7%
45	5%
50	5%
55	10%
60	8%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods****Asset Methods**

The asset valuation method is an average of the adjusted market value for each quarter during 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

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. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.

Minimum Funding Methods

The funding target 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:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** 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 **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense load has changed from \$2,500,000 to \$3,800,000.
- Retirement rates and withdrawal rates were changed to the tables shown herein.
- The percentage married assumption was changed from 75% for both males and females to 80% for males and 60% for females.
- The spouse age difference assumption was changed from 3 years younger for males and 3 years older for females to 2 years younger for males and 2 years older for females.
- The form of payment assumption for active retirements and future vested deferred participants was changed from 40% for Life Annuity and 60% for 100% J&S to 30% for Life Annuity and 70% for 100% J&S.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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 6057(b) 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**2016****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

- A** This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instr.)
- B** This return/report is: ☒ a single-employer plan ☐ a DFE (specify) _____
- ☐ 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 ▶ ☐
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
- ☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan XPO CNW PENSION PLAN	1b Three-digit plan number (PN) ▶ 005
	1c Effective date of plan 11/01/1955
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) XPO CNW, INC.	2b Employer Identification Number (EIN) 94-1444798
	2c Plan Sponsor's telephone number 503-450-4102
PO BOX 3745 PORTLAND, OR 97208-3745	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 	10/12/17	DARREN GAYLOR
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE 	10/12/17	DARREN GAYLOR
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
Preparer's name (including firm name, if applicable) and address (include room or suite number)		Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ 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 XPO CNW Pension Plan	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">B Three-digit plan number (PN) ▶</td> <td style="width: 30%; text-align: center;">005</td> </tr> </table>	B Three-digit plan number (PN) ▶	005
B Three-digit plan number (PN) ▶	005		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF XPO CNW INC.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>D Employer Identification Number (EIN)</td> </tr> <tr> <td style="text-align: center;">94-1444798</td> </tr> </table>	D Employer Identification Number (EIN)	94-1444798
D Employer Identification Number (EIN)			
94-1444798			
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other			
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	1,582,471,416	
b Actuarial value.....	2b	1,655,680,674	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	8,546	613,566,886	613,566,886
b For terminated vested participants.....	8,673	316,966,678	316,966,678
c For active participants.....	9,579	379,499,105	411,914,694
d Total.....	26,798	1,310,032,669	1,342,448,258
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	6.14%	
6 Target normal cost.....	6	3,800,000	

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	<div style="text-align: center;"> Signature of actuary BRENT R CHUBBS ASA EA MAAA Type or print name of actuary MERCER Firm name 1301 FIFTH AVENUE SUITE 1900 SEATTLE WA 98101-2682 Address of the firm </div>	<div style="text-align: center;"> <div style="text-align: right;">9/15/17</div> Date 1707082 Most recent enrollment number 206-214-3500 Telephone number (including area code) </div>
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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 ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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 (line 13 from prior year).....	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8).....	0	0
10	Interest on line 9 using prior year's actual return of <u>-3.20%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.34%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		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		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	123.33%
15	Adjusted funding target attainment percentage	15	123.33%
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	123.02%
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 contributions 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 line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?			☐ Yes ☐ No
c If line 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: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ 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.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	3,800,000
b Excess assets, if applicable, but not greater than line 31a		31b	3,800,000
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	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36		0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		