SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 9, 2015

XPO LOGISTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-32172**	**03-0450326**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

Five Greenwich Office Park **Greenwich, CT**	**06831**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (855) 976-4636

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☒ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On September 9, 2015, XPO Logistics, Inc. ("XPO") and Con-way Inc. ("Con-way") issued a joint press release announcing that they have entered into a definitive agreement for XPO to acquire Con-way. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On September 9, 2015, XPO released a slide presentation expected to be used in connection with certain future investor presentations, together with a corresponding script. Copies of the slide presentation and script are attached as Exhibit 99.2 and Exhibit 99.3, respectively, to this Current Report on Form 8-K.

The slide presentation and script should be read together and with XPO's filings with the Securities and Exchange Commission (the "SEC"), including the Quarterly Report on Form 10-K for the quarter ended June 30, 2015.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description of Document
99.1	Joint Press Release, dated September 9, 2015.
99.2	Investor Presentation, dated September 9, 2015.
99.3	Investor Presentation Script, dated September 9, 2015.

Additional Information and Where to Find it

The tender offer for the outstanding common stock of Con-way has not yet commenced. This Current Report on Form 8-K is for informational purposes only and does not constitute an offer to buy or a solicitation of an offer to sell any securities of Con-way. The solicitation and offer to buy common stock of Con-way will only be made pursuant to an Offer to Purchase and related materials. At the time the tender offer is commenced, XPO will file tender offer materials on Schedule TO with the SEC and Con-way will file a Solicitation/Recommendation statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. **Investors are urged to read these materials when they become available, as well as any other relevant documents filed with the SEC, carefully and in their entirety because they will contain important information, including the terms and conditions of the offer.** The Offer to Purchase and the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Con-way at no expense to them. The Offer to Purchase and the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement will be made available for free at the SEC's website at www.sec.gov. Additional copies may be obtained, free of charge, through the investor relations page on XPO's corporate website at www.xpocorporate.com or by contacting XPO Logistics, Inc. at Five Greenwich Office Park, Greenwich, CT 06831, Attention: Investor Relations.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, XPO and Con-way file annual, quarterly and special reports and other information with the SEC. You may read and copy any reports or other information filed by XPO or Con-way at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. XPO and Con-way's filings with the SEC are also available at the SEC's website www.sec.gov.

Forward Looking Statements

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in XPO's and Con-way's filings with the SEC and the following: economic conditions generally; competition; XPO's ability to find suitable acquisition candidates and execute its acquisition strategy; the expected impact of the Con-way acquisition, including the expected impact on XPO's results of operations; the ability to obtain the requisite regulatory approvals, the satisfaction of the conditions to the consummation of the Offer or the Merger; the ability to realize anticipated synergies and cost savings with respect to acquired companies, including Con-way; XPO's ability to raise debt and equity capital; XPO's ability to attract and retain key employees to execute its growth strategy, including retention of Con-way's management team; litigation, including litigation related to alleged misclassification of independent contractors; the ability to develop and implement a suitable information technology system; the ability to maintain positive relationships with XPO's and Con-way's networks of third-party transportation providers; the ability to retain XPO's, Con-way' and other acquired companies' largest customers; XPO's ability to successfully integrate Con-way and other acquired businesses; rail and other network changes; weather and other service disruptions; and governmental regulation. All forward-looking statements set forth in this document are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, XPO, Con-way or their respective businesses or operations. Forward-looking statements set forth in this document speak only as of the date hereof, and neither XPO nor Con-way undertakes any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	XPO LOGISTICS INC.
Date: September 9, 2015	/s/ Gordon E. Devens
	Gordon E. Devens Senior Vice President and General Counsel

EXHIBIT INDEX

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XPO Logistics to Acquire Con-way

XPO will become the second largest provider of less-than-truckload (LTL) services in North America, and will expand its global contract logistics platform

$3.0 billion transaction will increase XPO's revenue to $15 billion and will nearly double EBITDA to $1.1 billion

Transaction is expected to be substantially accretive to XPO's earnings in the first 12 months

XPO intends to increase Con-way's annual operating profit by $170 million to $210 million over the next two years through synergies and operational improvements

XPO will remain asset-light with net capex of 3.3% of revenue, while significantly increasing ground transportation capacity

Conference call scheduled for Thursday, September 10, 2015, at 8:30 AM Eastern Time

GREENWICH, Conn. and ANN ARBOR, Mich. – September 9, 2015 – XPO Logistics, Inc. ("XPO Logistics" or "XPO") (NYSE: XPO) and Con-way Inc. ("Con-way") (NYSE: CNW) today announced that they have entered into a definitive agreement for XPO Logistics to acquire Con-way. The transaction will enhance XPO's range of supply chain solutions by making XPO the second largest less-than-truckload (LTL) provider in North America, and will expand the company's global contract logistics platform. XPO will also capitalize on synergies from the combination with Con-way's managed transportation, truckload and freight brokerage businesses.

Headquartered in Ann Arbor, Mich., Con-way is a *Fortune 500* company with a transportation and logistics network of 582 locations and approximately 30,000 employees serving over 36,000 customers. For the full year 2015, consensus analysts' estimates for Con-way are $5.7 billion of revenue and $528 million of adjusted EBITDA. The transaction is expected to be substantially accretive to XPO's earnings in the first 12 months.

All of the acquired operations – Con-way Freight, Menlo Logistics, Con-way Truckload and Con-way Multimodal – will be rebranded as XPO Logistics.

Outlook

XPO intends to raise its year-end 2015 target run rates for revenue and EBITDA, and issue new long-term targets, upon completion of the acquisition.

Highlights of the Proposed Transaction

- Under the terms of the agreement, XPO will launch a tender offer for all of Con-way's outstanding shares at a cash price of $47.60 per share. Following the tender offer, if successful, Con-way will merge with a subsidiary of XPO, becoming a wholly owned subsidiary of XPO, and all remaining outstanding shares of Con-way will receive the same consideration paid to stockholders who participated in the tender offer.
- The total transaction value is approximately $3.0 billion, including $290 million of net debt. The transaction value represents a multiple of approximately 5.7 times Con-way's 2015 consensus EBITDA of $528 million. The per-share cash price represents a premium of approximately 31.6 percent compared to the closing price of Con-way common stock on September 8, 2015, and a premium of 22.9 percent compared to the average closing price over the trailing 90 trading days as of September 8, 2015.
- Bradley Jacobs, chairman and chief executive of XPO Logistics, will retain these positions and lead the combined company. Douglas Stotlar, Con-way's president and chief executive officer, will serve in a limited role as an independent advisor to the combined company through the first quarter of 2016.
- The transaction is not conditioned on financing. XPO has received committed financing from Morgan Stanley in the aggregate amount of $2.0 billion. The company has approximately $1.2 billion in cash and an undrawn $415 million ABL revolver, and Con-way has approximately $424 million of cash. XPO expects to substantially increase its ABL capacity based on the addition of receivables from the acquisitions of Norbert Dentressangle and Con-way.
- XPO will remain asset-light with net capex of 3.3% of revenue, and with asset-based operations accounting for about a third of sales.
- The transaction is expected to close in October 2015, following the successful completion of the tender offer and subject to the satisfaction of customary conditions, including regulatory approvals. The boards of directors of XPO and Con-way have unanimously approved the transaction.

Bradley Jacobs, chairman and chief executive officer of XPO Logistics, said, "Our opportunistic acquisition of Con-way will make XPO the second largest provider of less-than-truckload transportation in North America, a $35 billion market. LTL is a non-commoditized, high-value-add business that's used by nearly all of our customers. Con-way is a premier platform that we will run with a fresh set of eyes as part of our broader offering. Importantly, we'll gain strategic ownership of assets that will benefit our company and our customers during periods of tight capacity.

"Another crown jewel in this transaction is Con-way's subsidiary, Menlo Logistics, an asset-light top 30 global contract logistics provider with additional lines of business in freight brokerage and managed transportation. Menlo serves blue chip contract logistics customers in verticals such as high tech, healthcare and retail, which complement the verticals we serve at XPO."

Jacobs continued, "The Con-way transaction will nearly double our pro-forma full year EBITDA to approximately $1.1 billion and increase our revenue to $15 billion upon closing. We'll immediately begin executing our plan to improve the operating profit of the acquired operations by $170 million to $210 million over the next two years. We'll raise our year-end 2015 target run rates for revenue and EBITDA, and issue new long-term targets, when we close."

Douglas Stotlar, president and chief executive officer of Con-way, said, “This landmark transaction provides immediate cash value for our shareholders and reflects the outstanding contributions of our employees over our 86-year history. The combination will mean more services for our customers, more miles for our drivers, and more career opportunities for our employees as part of XPO’s global organization. We look forward to working with the XPO team to complete the transaction and ensure a smooth transition.”

Compelling Rationale for the Transaction

The company will further its growth strategy with the addition of Con-way’s transportation and logistics platform:

- XPO will offer best-in-class LTL services to its 16,000 customers in North America as the second largest LTL provider, with world-class capabilities for reliable, time-definite service. Nearly all of XPO’s current brokerage customers require LTL transportation, and the majority of Con-way’s 36,000 customers can utilize multiple XPO services.
- XPO expects to increase annual operating profit from the acquired operations by $170 million to $210 million through cost savings and operational improvements executed over the next two years.
- The combination will expand XPO’s global contract logistics platform by 22 million square feet, to a total of 151 million square feet, and will add 160 facilities to the footprint. The acquired operations serve blue chip customers in verticals such as high tech, healthcare and retail, complementing XPO’s expertise in aerospace, retail, telecom, agriculture, chemicals and food and beverage.
- The combination will strengthen XPO’s position in the highly desirable e-commerce sector, which is projected to grow at a pace of 18% to 21% annually. XPO and Con-way both have e-fulfillment contract logistics platforms in North America and Europe.
- Between the recent acquisition of Norbert Dentressangle, and the planned acquisition of Con-way, XPO will have significantly more ground transportation capacity to serve customers in Europe and North America. XPO’s network of brokered, owned and contracted capacity will have lane density covering approximately 99% of all postal codes in the United States, as well as the regions that produce 90% of the eurozone’s GDP.
- The addition of Con-way’s truckload fleet, including dedicated carriage, will increase cross-border Mexico services, which include intermodal, truck brokerage and expedite. Cross-border growth is projected to outperform industry growth, due to the near-shoring of manufacturing.
- The combination will grow XPO’s global ground transportation network to approximately 19,000 owned tractors and 46,000 owned trailers, 10,000 trucks contracted through independent owner operators, and access to more than 50,000 independent carriers. In North America, XPO will have approximately 11,000 owned tractors and 33,000 owned trailers, 6,000 trucks contracted through independent owner operators, and access to more than 38,000 independent carriers.

- XPO will share best practices between its extensive LTL networks in North America and Europe to increase asset utilization and serve customers more efficiently. In Europe, XPO has leading LTL positions in the United Kingdom, France, Spain and Portugal.
- The company will have combined scale of approximately 84,000 employees at 1,469 locations in 32 countries. XPO will fully integrate all Con-way's operations under the single global brand of XPO Logistics and will expand the sharing of best practices throughout its organization.

$170 Million to $210 Million of New Operating Profit from Acquired Operations

XPO intends to increase annual operating profit from the acquired operations by $170 million to $210 million through cost savings and operational improvements executed over the next two years.

Within 12 months of closing the acquisition, the company expects to realize cost synergies through the following actions:

- Improving purchasing and supplier management related to facility operations, equipment, fuel, professional services, maintenance, supplies and marketing;
- Leveraging its combined technology infrastructure to reduce Con-way's annual technology spend of $227 million, which is largely outsourced;
- Eliminating duplicative back office and public company costs; and
- Expanding its freight brokerage platform with the integration of Con-way's $200 million brokerage business, to share capacity and data through XPO's proprietary Freight Optimizer technology.

In the second year, the company expects additional profit improvements by:

- Reducing its $3.6 billion combined spend on purchased transportation;
- Using the larger flow of data from its combined $2.7 billion of freight under management to identify carriers, assign loads and fill backhauls more efficiently; and
- Utilizing its extensive intermodal network to improve LTL line-haul efficiency.

Advisors

J.P. Morgan and Morgan Stanley are serving as financial advisors to XPO Logistics, and Wachtell, Lipton, Rosen & Katz is acting as legal advisor. Citigroup is serving as financial advisor to Con-way, and Sidley Austin LLP is acting as legal advisor.

Conference Call

XPO Logistics will hold a conference call to discuss the proposed transaction on Thursday, September 10, 2015, at 8:30 a.m. Eastern Time. Participants can call toll-free (from U.S./Canada) 1-800-708-4539; international callers dial +1-847-619-6396. A live webcast of the conference will be available on the investor relations area of the company's website, www.xpo.com/investors. The conference will be archived until October 10, 2015. To access the replay by phone, call toll-free (from U.S./Canada) 1-888-843-7419; international callers dial +1-630-652-3042. Use participant passcode 40691451.

About XPO Logistics, Inc.

XPO Logistics, Inc. (NYSE: XPO) is a top ten global provider of cutting-edge supply chain solutions to the most successful companies in the world. The company provides high-value-add services for truck brokerage and transportation, last mile logistics, intermodal, contract logistics, ground and air expedite, drayage, global forwarding and managed transportation. XPO serves more than 30,000 customers with a highly integrated network of over 54,000 employees and 887 locations in 27 countries. www.xpo.com

XPO's corporate headquarters is in Greenwich, Conn., USA, and its European headquarters is in Lyon, France. The company holds an 86.25% controlling interest in Norbert Dentressangle SA. The remaining ND stock is traded as GND on Euronext Paris / Euronext London — Isin FR0000052870. www.norbert-dentressangle.com

About Con-way Inc.

Con-way Inc. (NYSE: CNW), a *Fortune 500* company, provides transportation, logistics and supply-chain management services to more than 36,000 customers in the manufacturing, industrial and retail sectors. The company is the second largest provider of less-than-truckload transportation and operates four additional lines of business: contract logistics, managed transportation and truck brokerage through its subsidiary, Menlo Logistics; and full truckload transportation. Headquartered in Ann Arbor, Mich., Con-way has 582 locations in 18 countries, and approximately 30,000 employees. The company had $5.8 billion of revenue for the full year 2014. www.con-way.com

ADDITIONAL INFORMATION AND WHERE TO FIND IT

The tender offer for the outstanding shares of Con-way referenced in this document has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that XPO and its subsidiary will file with the Securities and Exchange Commission ("SEC"). At the time the tender offer is commenced, XPO and its subsidiary will file tender offer materials on Schedule TO, and thereafter Con-way will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF CON-WAY COMMON STOCK ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE (AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SHARES OF CON-WAY

COMMON STOCK SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Con-way common stock at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's website at www.sec.gov. Additional copies of the tender offer materials may be obtained for free by contacting XPO Logistics, Inc. at Five Greenwich Office Park, Greenwich, CT 06831, Attention: Investor Relations. In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, XPO and Con-way file annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other information filed by XPO or Con-way at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference room. XPO's and Con-way's filings with the SEC are also available to the public from commercial document-retrieval services and at the SEC's website at www.sec.gov.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the expected closing date for the Con-way transaction, the expected impact of the acquisition and the related financing, including the expected impact on XPO Logistics' results of operations and EBITDA, the expected ability to integrate operations and technology platforms and to cross-sell services, the expected growth of e-commerce and other sectors, the expected ability to realize cost synergies and profit improvement opportunities with respect to Con-way, the expected ability to retain Con-way's businesses and to grow XPO's and Con-way's businesses, and our 2015 and 2019 revenue and EBITDA targets. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

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All statements made herein concerning the future performance of the combined company after the completion of the merger are those of XPO.

Contacts

For investor questions:

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Con-way Inc.
Patrick Fossenier, 1-734-757-1557
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For media questions:

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Joele Frank, Wilkinson Brimmer Katcher for Con-Way Inc.
Jed Repko, Aaron Palash, Mahmout Siddig
1-212-355-4449

Exhibit 99.2

XPO Logistics

XPO Investor Presentation and Transcript

Agreement to Acquire Con-way Inc.

September 2015

Disclaimers

Forward-Looking Statements

This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the expected closing date for the acquisition of Con-way, Inc. ("Con-way"), the expected impact of the acquisition and the related financing, including the expected impact on XPO Logistics' results of operations and EBITDA, the expected ability to integrate operations and technology platforms and to cross-sell services, the expected growth of e-commerce and other sectors, the expected ability to realize cost synergies and profit improvement opportunities with respect to Con-way, the expected ability to retain Con-way's businesses and to grow XPO's and Con-way's businesses, and our 2015 and 2019 revenue and EBITDA targets. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

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Additional Information and Where to Find it

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XPO Today: A Top Ten Global Leader

XPO provides cutting-edge supply chain solutions to the most successful companies in the world

- #2 contract logistics provider worldwide by square footage
- #2 freight brokerage firm worldwide by net revenue
- #1 last mile logistics provider for heavy goods in North America
- #1 manager of expedited shipments in North America
- #3 provider of intermodal in North America
- Largest owned fleet in Europe
- Largest platform for outsourced e-fulfillment in Europe
- Growing presence in global freight forwarding

Will become the second largest provider of less-than-truckload (LTL) transportation in North America with the acquisition of Con-way

Source: Industry publications and company filings

XPO Logistics

Built to Serve Customers' Growing Needs

Sector	Market Size ($ billions)	Projected Growth (x GDP)
Contract Logistics (North America and Europe)	$120	2 to 3 times
Last Mile (North America)	$13	5 to 6 times
Truck Brokerage (North America)	$50	2 to 3 times
Road Transport (Europe)	$85	~ 2 times
Expedite (North America)	$5	3 to 4 times
Intermodal (North America)	$22	3 to 5 times

Sources: Armstrong & Associates, Norbridge, Inc., EVE Partners LLC, FTR Associates, SJ Consulting Group, Inc., Bureau of Economic Analysis, US Department of Commerce, A.T. Kearney, Transport Intelligence, American Trucking Associations and management estimates

XPO Logistics

Blue Chip Customers

Lowe's Improving Home Improvement
ZARA
MARKS & SPENCER
Costco Wholesale
L'ORÉAL
Kellogg's
SONY
niagara TASTE THE PURE DIFFERENCE!
LG
Land O Lakes
Dean Foods
sears
ambev
TalkingRain
Loblaws
TATA STEEL
Ocean Spray
Pilgrim's Pride
Unilever Food Solutions
BASF The Chemical Company
gsk GlaxoSmithKline
C&S Wholesale Grocers
TESCO Every little helps
ConAgra Foods
Carrefour

Blue Chip Customers

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$225 Million 2015 IT Spend Is Among Industry's Highest

XPO is committed to staying at the forefront of innovation to help customers operate their supply chains more efficiently

- World-class IT team of approximately 1,000 professionals
- Over 200 IT projects in 2015
- Sophisticated contract logistics solutions for complex supply chain requirements
- Rigorous inventory management technology
- Freight Optimizer for cutting-edge pricing and load-covering
- Real-time customer experience management solutions
- Online bidding software
- Powerful suite of Rail Optimizer tools

CEO Bradley S. Jacobs

Prior to XPO, founded and led four highly successful companies, including two world-class publicly-traded corporations

- **United Rentals:** Built world's largest equipment rental company
- **United Waste:** Created 5th largest solid waste business in North America
- **Hamilton Resources:** Grew global oil trading company to ~$1 billion
- **Amerex Oil Associates:** Built one of world's largest oil brokerage firms

United Rentals stock outperformed S&P 500 by 2.2x from 1997 to 2007

United Waste stock outperformed S&P 500 by 5.6x from 1992 to 1997

XPOLogistics

Highly Skilled Management Team

Ashfaque Chowdhury *CIO, Contract Logistics, Americas*	New Breed
Troy Cooper *Chief Operating Officer*	United Rentals, United Waste
Louis DeJoy *CEO, Contract Logistics, Americas*	New Breed
Gordon Devens *General Counsel*	AutoNation, Skadden Arps
Bill Fraine *COO, Contract Logistics, Americas*	New Breed, FedEx
Luis Angel Gómez *Managing Director, Transport, Europe*	Norbert Dentressangle, Christian Salvesen
John Hardig *Chief Financial Officer*	Stifel Nicolaus, Alex. Brown
Mario Harik *Chief Information Officer*	Oakleaf Waste Management
Angela Kirkby *Senior Vice President, Human Resources*	Belk, Bank of America, Accenture

Partial list

XPO Logistics

Highly Skilled Management Team (Cont'd)

Scott Malat *Chief Strategy Officer*	Goldman Sachs, UBS, JPMorgan Chase
Karl Meyer *Chief Executive Officer, Last Mile*	3PD, Home Depot
Dominick Muzi *President, Global Forwarding*	Priority Solutions, AIT Worldwide
Michael O'Donnell *Executive VP, Expedite Managed Transportation*	Landstar, Penske, TNT
Will O'Shea *Chief Sales and Marketing Officer, Last Mile*	3PD, Ryder, Cardinal Logistics
Ludovic Oster *Senior Vice President, Human Resources, Europe*	Norbert Dentressangle, Delphi, Valeo
Greg Ritter *Chief Customer Officer*	Knight Transportation, C.H. Robinson
Paul Smith *President, Intermodal*	Pacer
Malcolm Wilson *Managing Director, Logistics, Europe*	Norbert Dentressangle, NYK Logistics

Partial list

Agreement to Acquire Con-way Inc.

Transaction Summary

The boards of directors of XPO and Con-way have unanimously approved the transaction

Purchase Price	► **Transaction Value:** Approximately $3.0 billion, including $290 million of net debt ► **Transaction Multiple:** Approximately 5.7x consensus 2015E EBITDA of $528 million
Tender Offer	► XPO will launch a tender offer for all of Con-way's outstanding shares by September 11, 2015, at a cash price of $47.60 per share. ► Following the tender offer, if successful, Con-way will merge with a subsidiary of XPO, becoming a wholly owned subsidiary of XPO, and all remaining outstanding shares of Con-way will receive the same consideration paid to stockholders who participated in the tender offer. ► The transaction is not conditioned on financing.
Financing Sources and Closing	► XPO has received committed financing from Morgan Stanley in the amount of $2.0 billion. ► The company has approximately $1.2 billion in cash and an undrawn $415 million ABL revolver. The company expects to substantially increase its ABL capacity based on the addition of receivables from the acquisitions of Norbert Dentressangle and Con-way. ► The transaction is expected to close in October 2015, subject to the satisfaction of customary conditions, including receipt of regulatory approvals.

Source: Consensus per Thompson

XPO Logistics

Acquisition Catapults XPO to Second Largest LTL Provider

XPO will have one of North America's largest and most reliable LTL networks

- LTL in North America is a $35 billion sector
- Best-in-class LTL platform for reliable, time-definite pickup and delivery
- Non-commoditized, high-value-add, networked business
- Fills an important gap in XPO's supply chain offering
- XPO will gain significant capacity while remaining asset-light, with assets accounting for about a third of revenue
- Accelerates sharing of best practices with Europe, where XPO holds leading LTL positions in the UK, France, Spain and Portugal

Net capex estimated at 3.3% of revenue after closing

Sources: Con-way company data and XPO company data

XPO Logistics

XPO Will Have $15 Billion Revenue and $1.1 Billion EBITDA

XPO's Global Organization	Today	With Con-way
Customers	30,000	~ 55,000
Employees	54,000	84,000
Locations	887	1,469
Countries	27	32
Contract logistics facilities	129 mm sq. ft.	151 mm sq. ft.

Acquisition of Con-way will accelerate XPO to new critical mass

Revenue and EBITDA are pro-forma for the combination, trailing 12 months
Sources: Con-way company data and XPO company data

XPO Logistics

Actions Expected to Increase Profit by $170 – $210 Million

Within 12 months of closing, XPO expects to begin realizing cost synergies from:

- Improving purchasing and supplier management related to facility operations, equipment, fuel, professional services, maintenance, supplies and marketing
- Reducing Con-way's annual technology spend of $227 million
- Eliminating duplicative back-office and public company costs
- Integrating Con-way's $200 million brokerage business to share data and capacity

In the second year, XPO expects additional profit improvements from:

- Reducing its $3.6 billion combined spend on purchased transportation
- Using data from $2.7 billion of freight under management to identify carriers, assign loads and fill backhauls more efficiently
- Utilizing its extensive intermodal network to improve LTL line-haul efficiency

Sources: Con-way company data and XPO company data

XPO Logistics

Menlo Services Are Highly Synergistic to XPO

Menlo Logistics, Con-way's asset-light subsidiary, will create immediate synergies in three areas of service

- Top 30 global contract logistics company
  - 22 million square feet of contract logistics space – will expand XPO's global logistics footprint to 151 million square feet
  - 160 contract logistics locations
  - Blue chip relationships in verticals such as high tech, healthcare and retail
  - E-fulfillment operations in North America and Europe
- $200 million truck brokerage business
- $1.3 billion of freight under management

All acquired services will be integrated and rebranded as XPO Logistics

Source: Con-way company data

XPO Logistics

Additional Compelling Reasons for Con-way Transaction

- Consolidate position as a major outsourced provider in the high-growth e-commerce sector
- Add blue chip accounts with e-fulfillment contracts in North America and Europe
- Cross-sell LTL to XPO's 16,000 truckload customers in North America
- Cross-sell XPO's range of services to Con-way's 36,000 customers
- Expand service to the high-growth cross-border Mexico corridor with the addition of Con-way's truckload business

Sources: Con-way company data and XPO company data

XPO Will Gain Massive Capacity to Serve Customers

Strategic ownership of LTL assets will benefit XPO and its customers during periods of tight capacity

- XPO will have a blended transportation model of brokered, owned and contracted capacity in North America, as it already does in Europe
- Combined global capacity – approximately 19,000 owned tractors and 46,000 owned trailers, 10,000 trucks contracted through independent owner-operators, and access to more than 50,000 independent carriers
- Combined North American capacity – approximately 11,000 owned tractors and 33,000 owned trailers, over 6,000 trucks contracted through independent owner operators, and access to more than 38,000 independent carriers
- Lane density covering approximately 99% of all postal codes in the United States, as well as the regions that produce 90% of the eurozone's GDP

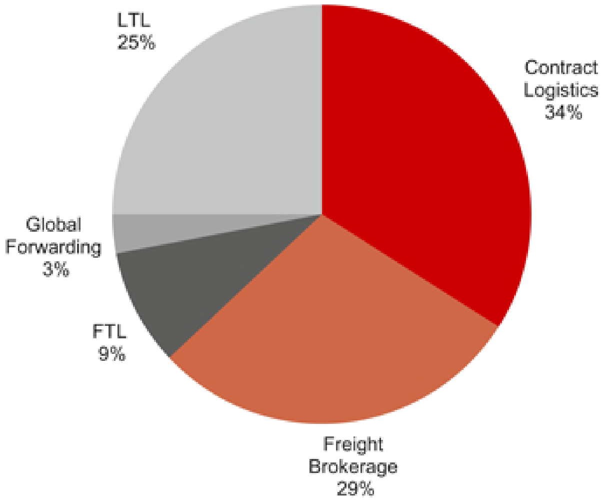
Upon closing, XPO will arrange 148,000 deliveries a day, 66% more than the current volume of 89,000 deliveries

Sources: Con-way company data and XPO company data

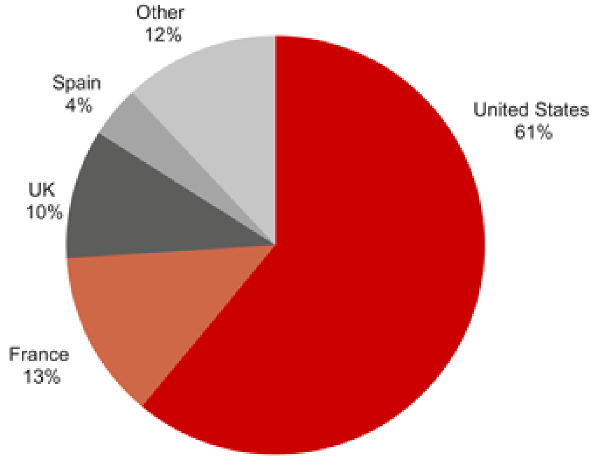
XPO Logistics

XPO's Combined Revenue

By Line of Business



By Country of Operation



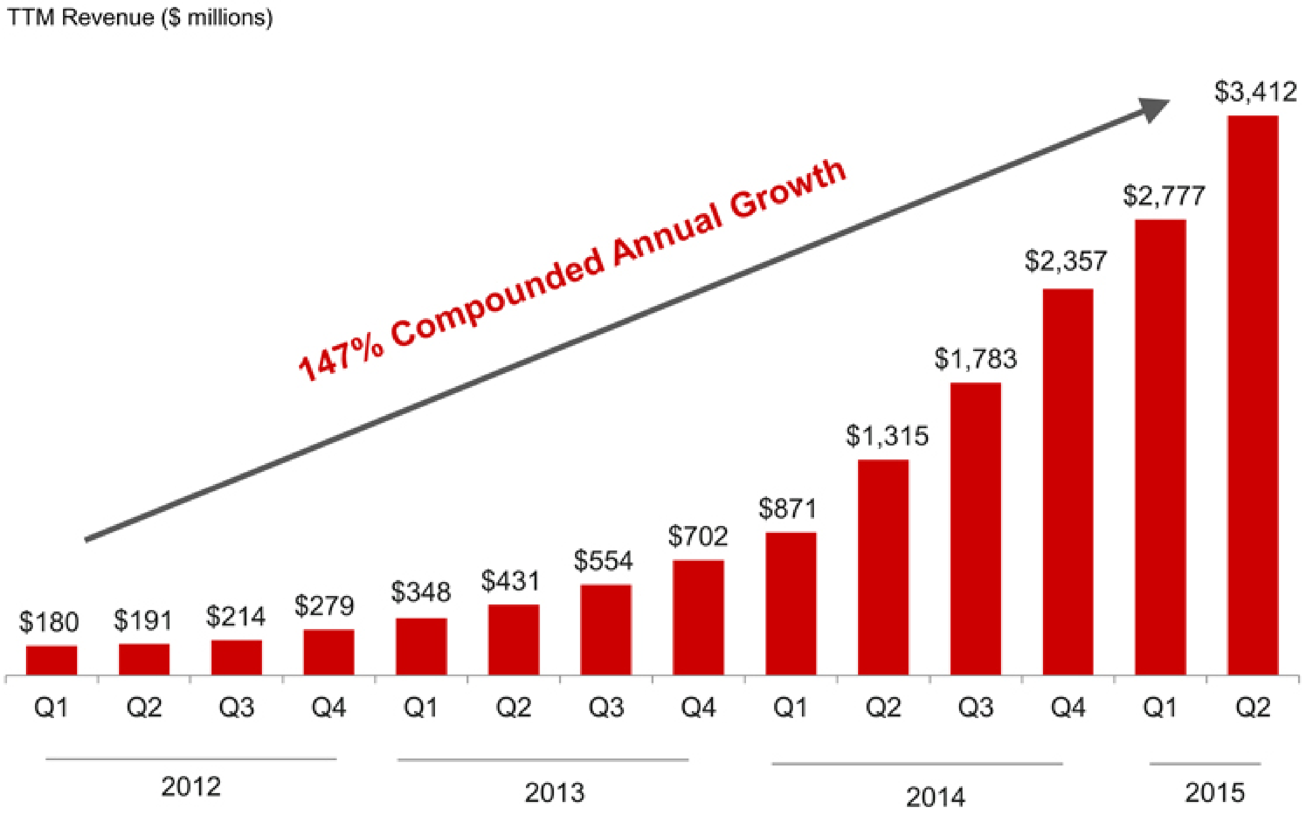
Note: Freight Brokerage includes truck brokerage, intermodal, last mile and expedite
Pro-forma for the Con-way acquisition, trailing 12 months as of June 30, 2015
Sources: Con-way company data and XPO company data

XPO Logistics

XPOLogistics

Financial Highlights

First 42 Months of XPO's Growth Strategy



XPO Logistics

Strong Financial Model and Market Relationships

- $1.2 billion in cash, in addition to an undrawn $415 million asset-backed facility
  - XPO expects to substantially increase its ABL based on the addition of receivables from the acquisitions of Norbert Dentressangle and Con-way
- Positive and accelerating free cash flow
- Net capex of 2% of revenue, estimated to be 3.3% after acquisition of Con-way
- Global access to the highest caliber institutional investors
- Raised total of $2 billion of equity in two private offerings
  - September 2014: three global investors endorsed XPO's growth strategy
  - May 2015: same three investors expanded their positions, together with new institutional investors

INVESTISSEMENTS PSP INVESTMENTS

GIC

ONTARIO TEACHERS' PENSION PLAN

Financial Targets

2015 Year-End Targets

- An annual revenue run rate of at least $9.5 billion by December 31, 2015
- An annual EBITDA run rate of at least $625 million by December 31, 2015

2019 Full-Year Targets

- Approximately $23 billion of revenue
- Approximately $1.5 billion of EBITDA

XPO intends to raise its year-end 2015 target run rates, and issue new long-term targets, upon completion of the Con-way acquisition

Acquired Norbert Dentressangle (ND)
June 8, 2015

Acquired ND as Platform for Growth in Europe

Timing capitalized on strong U.S. dollar and start of expected economic rebound in the eurozone. Added €5.1 billion ($5.5 billion) of annual revenue: (1)

Contract Logistics

2014 Revenue
€2.6 billion

- 27,800 employees
- Leading outsourced European e-fulfillment platform
- Also provides reverse logistics, cold chain, chemicals handling, value-added warehousing

Transportation

2014 Revenue
€2.3 billion

- 13,900 employees
- Balanced non-asset and asset-based platform includes over €1 billion of freight brokerage revenue
- Largest owned truck fleet in Europe, including over €250 million of dedicated carriage

Global Forwarding

2014 Revenue
€0.2 billion

- 650 employees
- 54 offices

(1) 2014 revenue

XPO Logistics

Preeminent European Transportation Network

- 36-year history as global partner to blue chip customers
- Customer verticals include retail, food and beverage, manufacturing, chemicals, agriculture, e-commerce and high tech
- Serves customers with a blended transportation model of brokered, owned and contracted capacity that offers flexibility and control over capacity
- Rapid growth in freight brokerage, LTL palletized service and dedicated carriage
- Ground transportation in primary markets of the UK, Spain and France is an estimated €95 billion market

Source: Company information

XPO Logistics

Leadership in European E-Fulfillment

Favorable historical performance and future growth opportunities

- €242 million revenue in e-commerce logistics in 2014
  - Business focused in the UK, Spain and France
- Strong growth potential with approximately 5% market share in estimated €5 billion European e-fulfillment market
  - Expected to increase at 9% to 10% CAGR over the next several years
- Increasingly complex supply chains and customer requirements demand scale, which XPO has and few others can match
- Deep relationships with blue chip B2B and B2C customers
- Leading capabilities in high-growth reverse logistics

Source: Company information

XPO Logistics

XPO Logistics

Acquired Bridge Terminal Transport (BTT)

June 1, 2015

Acquired Bridge Terminal Transport (BTT)

- One of the largest asset-light drayage providers in the United States
  - Approximately 1,800 customers
- Revenue of $232 million and EBITDA of $12.4 million for the trailing 12 months ended March 31, 2015
- Purchase price was $100 million, excluding any working capital adjustments, with no assumption of debt
  - Represents a consideration of 8.1 times EBITDA of $12.4 million
- Operations have been integrated as XPO Logistics and are being rebranded

Strategic Rationale for BTT Acquisition

- XPO gained 1,300 independent owner operators and 28 terminals
  - Increased XPO's total capacity under contract to its drayage, last mile and expedite businesses to more than 6,400 independent owner operators
  - Expanded XPO's drayage footprint on the East Coast
- XPO can take on more freight in tight markets when drayage capacity is scarce
  - More cost effective and more reliable to use contracted owner operators, rather than unaffiliated third-party carriers
- Well-run operations can be seamlessly integrated into XPO's network

XPO Logistics

Summary

Positioned for EBITDA Growth and Value Creation

- XPO is a top ten global transportation and logistics company, providing cutting-edge supply chain solutions to the most successful companies in the world
- Highly integrated, unique, multi-modal organization with blended transportation model
- Will become second largest provider of LTL services in North America with acquisition of Con-way, and will increase presence in contract logistics, freight brokerage and managed transportation
- Significant future EBITDA growth embedded in XPO's business model, in addition to the $170 million to $210 million of profit improvement expected at Con-way
- XPO management owns approximately 16% of fully diluted shares – interests are entirely aligned with those of public shareholders to meaningfully increase EBITDA and create substantial shareholder value

On track to exceed our current year-end financial targets, with a clear line of sight to grow EBITDA to more than $1.5 billion by 2019

Supplemental Materials

XPO Business Glossary

- **Contract Logistics:** An asset-light, technology-enabled business characterized by long-term contractual relationships with high renewal rates, low cyclicality and a high-value-add component that minimizes commoditization. Contracts are typically structured as either fixed-variable, cost-plus or gain-share. XPO services include highly engineered solutions, e-fulfillment, reverse logistics, packaging, factory support, aftermarket support, warehousing and distribution for customers in aerospace, manufacturing, retail, life sciences, chemicals, food and beverage, and cold chain.
- **Expedite:** A non-asset business that facilitates time-critical, high-value or high-security shipments, usually on very short notice. Revenue is either contractual or transactional, primarily driven by unforeseen supply chain disruptions or just-in-time inventory demand for raw materials, parts or goods. XPO provides three types of expedite service: ground transportation via a network of independent contract carriers; air charter transportation facilitated by proprietary, web-based technology that solicits bids and assigns loads to aircraft; and a managed transportation network that is the largest web-based expedite management technology in North America.
- **Freight Brokerage:** A variable cost business that facilitates the trucking of freight by procuring carriers through the use of proprietary technology. Freight brokerage net revenue is the spread between the price to the shipper and the cost of purchased transportation. In North America, XPO has a non-asset freight brokerage business, with a network of 32,000 independent carriers. In Europe, XPO generates over €1 billion in freight brokerage revenue annually, with capacity provided by an asset-light mix of owned fleet and independent carriers.
- **Global Forwarding:** A non-asset business that facilitates freight shipments by ground, air and ocean. Shipments may have origins and destinations within North America, to or from North America, or between foreign locations. Services are provided through a network of market experts who provide local oversight in thousands of key trade areas worldwide. XPO's global forwarding service can arrange shipments with no restrictions as to size, weight or mode, and is OTI and NVOCC licensed.

XPO Logistics

XPO Business Glossary

- **Intermodal:** An asset-light business that facilitates the movement of long-haul, containerized freight by rail, often with a drayage (trucking) component at either end. Intermodal is a variable cost business, with revenue generated by a mix of contractual and spot market transactions. Net revenue equates to the spread between the price to the shipper and the cost of purchasing rail and truck transportation. Two factors are driving growth in intermodal in North America: rail transportation is less expensive and more fuel efficient per mile than long-haul trucking, and rail is a key mode of transportation in and out of Mexico, where the manufacturing base is booming due to a trend toward near-shoring.

- **Last Mile:** A non-asset business that facilitates the delivery of goods to their final destination, most often to consumer households. XPO specializes in two areas of last mile service: arranging the delivery and installation of heavy goods such as appliances, furniture and electronics, often with a white glove component; and providing logistics solutions to retailers and distributors to support their e-commerce supply chains and omni-channel distribution strategies. Capacity is sourced from a network of independent contract carriers and technicians.

- **Less-than-Truckload (LTL):** The transportation of a quantity of freight that is larger than a parcel, but too small to require an entire truck, and is often shipped on a pallet. LTL shipments are priced according to the weight of the freight, its commodity class (which is generally determined by its cube/weight ratio and the description of the product), and mileage within designated lanes. An LTL carrier typically operates a hub-and-spoke network that allows for the consolidation of multiple shipments for different customers in single trucks.

Appendix

Common Stock Equivalent (as of 6/30/2015)

Common Shares	107.8 million (1)
Preferred Shares	10.4 million
Warrants	10.5 million (8.9 million dilutive) (2)
Convertible Senior Notes	4.4 million shares (3)
Stock Options and RSUs	2.7 million shares dilutive (4)
Fully diluted shares outstanding	**134.2 million shares**

(1) Includes new common shares issued in the May 2015 PIPE transaction
(2) Dilutive effect of warrants calculated using treasury method (using XPO closing price of $45.18 on June 30, 2015)
(3) Assumes conversion in full of $72 million in aggregate principal amount of 4.50% convertible senior notes due 2017 outstanding at June 30, 2015
(4) Dilutive effect of RSUs and stock options outstanding at June 30, 2015, calculated using treasury method (using XPO closing price of $45.18 on June 30, 2015)

Exhibit 99.3

XPO Logistics

September 9, 2015

Presentation Script

The following script should be read in conjunction with the accompanying slide presentation, which contains, among other information, source data for certain information set forth in the script.

Thank you for joining us. We'll start with our planned acquisition of Con-way Inc., which we announced today. After that, we'll introduce you to our company and our intense focus on world-class service for customers. We'll explain the strategy that has made XPO one of the top ten global transportation and logistics companies and continues to drive our plan to create dramatic shareholder value. And we'll cover our recent transactions, second quarter results and financial targets.

First, our definitive agreement to acquire Con-way. The transaction will make XPO the second largest less-than-truckload (LTL) provider in North America, and will expand our global contract logistics platform. We'll also capitalize on synergies from the combination with Con-way's managed transportation, truckload and freight brokerage businesses. Pro forma for the transaction, XPO will have $15 billion of revenue and about $1.1 billion of EBITDA. We expect to close in October, following the satisfaction of customary conditions, including regulatory approvals.

Headquartered in Ann Arbor, Mich., Con-way is a *Fortune 500* company with a transportation and logistics network of 582 locations and approximately 30,000 employees serving over 36,000 customers. For the full year 2015, consensus analysts' estimates for Con-way are $5.7 billion of revenue and $528 million of adjusted EBITDA.

We expect this opportunistic transaction to be substantially accretive to our earnings in the first 12 months. The total transaction value is approximately $3.0 billion, including $290 million of net debt, which represents a multiple, before synergies, of about 5.7 times Con-way's 2015 consensus EBITDA. In a few days, XPO will launch a tender offer for all of Con-way's outstanding shares at a cash price of $47.60 per share. Following the tender offer, if successful, all remaining outstanding shares of Con-way will receive the same consideration paid to stockholders who participated in the offer.

We've been keen to expand in the $35 billion LTL space for some time. LTL is a non-commoditized, high-value-add business. Almost all of our customers utilize LTL services – and Con-way is a premier platform that we will run with a fresh set of eyes as part of our broader offering. Importantly, we'll gain strategic ownership of LTL assets that will benefit our company and our customers, especially during periods of tight capacity. Con-way also has a full truckload business that also operates in the high-growth cross-border Mexico corridor.

Upon closing, our transportation model in North America will be a blend of brokered, owned and contracted capacity, just as we have now in Europe. And we'll remain asset-light, with assets accounting for only about a third of our revenue. Our estimated net capex after we close the transaction will be about 3.3% of revenue.

Another crown jewel in this transaction is Con-way's asset-light subsidiary, Menlo Logistics, a top 30 global contract logistics provider with additional lines of business in freight brokerage and managed transportation. Menlo serves contract logistics customers in verticals such as high tech, healthcare and retail, which complement the verticals we serve at XPO. We'll integrate all of the acquired operations – Con-way Freight, Menlo Logistics, Con-way Truckload and Con-way Multimodal – and rebrand them as XPO Logistics.

One of the main reasons we're buying Con-way is that we see a concrete opportunity to increase annual operating profit from the acquired operations by $170 million to $210 million through cost savings and operational improvements executed over the next two years.

Within 12 months of closing the acquisition, we expect to realize cost synergies through the following actions:

- Improving purchasing and supplier management related to facility operations, equipment, fuel, professional services, maintenance, supplies and marketing;
- Leveraging our combined technology infrastructure to reduce Con-way's annual technology spend of $227 million, which is largely outsourced;
- Eliminating duplicative back-office and public company costs; and
- Expanding our freight brokerage platform with the integration of Con-way's $200 million brokerage business, to share capacity and data through our proprietary Freight Optimizer technology.

In the second year, we expect additional profit improvements by:

- Reducing our $3.6 billion combined spend on purchased transportation;
- Using the larger flow of data from our combined $2.7 billion of freight under management to identify carriers, assign loads and fill backhauls more efficiently; and
- Utilizing our extensive intermodal network to improve LTL line-haul efficiency.

Beyond the profit improvement opportunity, there are other compelling rationales for this transaction:

- The combination will expand our global contract logistics platform by 22 million square feet, to a total of 151 million square feet, and will add 160 facilities to our footprint. Menlo serves blue chip customers in verticals such as high tech, healthcare and retail, complementing our expertise in aerospace, retail, telecom, agriculture, chemicals and food and beverage.
- The combination will expand our position in e-fulfillment, one of the fastest-growing industry sectors. E-commerce is projected to grow at a pace of 18% to 21% annually, and both XPO and Con-way have e-fulfillment contract logistics platforms in North America and Europe.

- Between our recent acquisition of Norbert Dentressangle, and our planned acquisition of Con-way, we'll have significantly more ground transportation capacity to serve customers in Europe and North America. Our network of brokered, owned and contracted capacity will have lane density covering approximately 99% of all postal codes in the United States, as well as the regions that produce 90% of the eurozone's GDP.
- The addition of Con-way's truckload fleet, including dedicated carriage, will increase our cross-border Mexico services, which include intermodal, truck brokerage and expedite. Cross-border growth is projected to outperform industry growth, due to the near-shoring of manufacturing.
- The acquisition will give us a blended transportation model of brokered, owned and contracted capacity in North America, similar to the successful blended model we already operate in Europe. We can use our blended model to serve customers consistently in all market conditions and further differentiate our value proposition. In the LTL space, for example, large providers are differentiated on the basis of the amount of capacity they own, as this is important to LTL customers. The combination will grow our global ground transportation network to approximately 19,000 owned tractors and 46,000 owned trailers, 10,000 trucks contracted through independent owner operators, and access to more than 50,000 independent carriers. In North America, we'll have approximately 11,000 owned tractors and 33,000 owned trailers, 6,000 trucks contracted through independent owner operators, and access to more than 38,000 independent carriers.
- We'll share best practices between our LTL networks in North America and Europe to increase asset utilization and serve customers more efficiently. In Europe, we have leading LTL positions in the United Kingdom, France, Spain and Portugal.

When we close on Con-way, we'll have accomplished another important milestone in the growth strategy we put in place in September 2011. That's when we began taking XPO from a $177 million U.S. business to one of the top ten transportation and logistics companies in the world. Our acquisition of Con-way will give us combined scale of approximately 84,000 employees at 1,469 locations in 32 countries under the single brand of XPO Logistics.

We run our business on a global basis, with two segments: logistics and transportation. Within each of these segments, we've built robust service offerings in the areas customers value most strongly.

In our logistics segment, our contract logistics business is a major provider of e-commerce fulfillment, cold chain solutions and other high-value-add services. In our transportation segment, we're the largest provider of last mile logistics for heavy goods in North America, the largest manager of expedite shipments, the second largest freight broker, the third largest provider of intermodal services – and soon we'll be the second largest LTL provider as well. In Europe, we operate the largest owned truck fleet as part of our ground transportation network, and we have a growing position in freight forwarding across our global footprint.

We'll start by taking a look at contract logistics, which is a $120 billion combined market in North America and Europe. We're already a major player in both of these regions.

Our logistics segment includes a range of contract logistics services, including highly engineered and customized solutions, value-added warehousing and distribution, and other inventory solutions. We perform e-commerce fulfillment, reverse logistics, storage, factory support, aftermarket support, integrated manufacturing, packaging, labeling, distribution and transportation, as well as optimization services such as supply chain consulting and production flow management.

We currently operate approximately 129 million square feet (12 million square meters) of facility space devoted to our contract logistics operations, with about 50 million square feet (4.7 million square meters) of that capacity in the United States. Con-way will increase our North American footprint by 15 million square feet (1.4 million square meters) and add approximately 80 facilities in other parts of the world.

Contract logistics is compelling for a lot of reasons. In North America and Europe, it's growing at about two to three times GDP as companies continue to outsource parts of their supply chain to gain efficiencies. Large parts of it are non-commoditized. And there's a low cyclicality to the business because our services are high-value-add and critical to our customers' business operations. Our average contractual agreement is five years, and our contracts have a renewal rate of over 97%. When we establish these relationships, it can lead to a wider use of our services, such as inbound and outbound logistics. And even though we have a multi-billion dollar contract logistics business, we still have only a small share of the industry.

Our contract logistics customers are the preeminent global names in aerospace, manufacturing, e-commerce, retail, life sciences, wireless, chemical, cold chain and other industries where outsourcing is taking root. Food and beverage storage is a specialty of ours – about €1.5 billion of our annual logistics revenue in Europe is related directly or indirectly to food and beverage or other critical-care commodities. Con-way will bring us strong customer relationships in additional verticals and expand our expertise.

One of the most exciting parts of our contract logistics range is e-fulfillment. We've built a major platform in e-commerce through contract logistics services in both North America and Europe. Our North American contract logistics business provides highly customized solutions for omni-channel distribution. In Europe, our €2.2 billion contract logistics business includes about €240 million of e-fulfillment revenue within a €5 billion e-fulfillment market opportunity. In 2014, we grew our e-fulfillment revenue with B2B and B2C customers by a total of 31% year-over-year.

That's our logistics segment. Our other segment – transportation – currently includes our businesses for last mile, intermodal, expedite, freight brokerage and global forwarding, and it will include LTL once we own Con-way.

Last mile logistics is a major opportunity for us. It involves the final stage of the delivery of goods to homes and businesses. Last mile is a fragmented sector where we're number one in the logistics for home delivery of heavy goods in the U.S., but hold just 5% share of the $13 billion market. There are two tailwinds driving sector growth at five to six times GDP: the trend toward outsourcing and, again, the growth in e-commerce.

There are about 30 big-box retailers in North America, and XPO is the main outsourced provider for the last mile of heavy goods for nearly all of them. Last year we facilitated over eight million deliveries, and this year we expect that number to be over 10 million. Our independent contractors often take the goods inside the home, where they perform white glove services such as assembly and installation.

Given the projected demand for e-fulfillment, and our foothold along the e-commerce supply chain, we believe that e-commerce is an area of tremendous potential. Online commerce is expected to grow at a compound annual rate of 18% to 21% worldwide through at least 2018. We're well positioned to expand our last mile operations in North America and our e-fulfillment platform in Europe to capture this growth.

In North America, we're working on securing some very large, multi-year last mile contracts that we're uniquely qualified to handle. And in Europe, customers are asking us to bring our last mile expertise to that marketplace. Europe hasn't developed its heavy goods home delivery as much as North America has, and there's a lot of room to improve customer satisfaction levels. It's a fragmented landscape with many regional providers. There's a concrete opportunity for us to apply our technology and expertise, and develop the last mile sector for heavy goods in Europe.

Intermodal in North America is another growth opportunity for us. Intermodal rail and drayage is a $22 billion sector that's growing at about three to five times GDP. Here again, there are a couple of secular trends working in our favor. First, intermodal – a combination of rail transport and drayage trucking – is usually a more cost-effective way for shippers to move long-haul freight, versus straight trucking. And second, the near-shoring of manufacturing in Mexico is driving up the volume of cross-border freight. XPO is positioned to capitalize on both of these dynamics.

Several factors are driving the shift to near-shoring. For companies with North American market interests, Mexico's competitively priced labor force and greater speed-to-market measure up favorably against overseas alternatives such as China. In addition, the railroads and the Mexican government have invested heavily in transportation infrastructure, attracting billions of dollars in new plant construction by global manufacturers.

We have a 30-year history in Mexico, and deep relationships with the railroads. We're on the front lines of near-shoring production for automotive, industrial goods, machinery and consumer goods. Even at the current level of cross-border activity, it's estimated that there are approximately 2.8 million truck movements across the U.S.-Mexico border each year, so there's considerable potential for us to convert truck to rail.

Our expedite business is also number one in a fast-growing space that's benefitting from outsourcing. Expedite shipments are time-critical goods or raw materials that have to get somewhere very quickly, typically on very little notice. It's a $5 billion sector in North America, growing at an estimated rate of three to four times GDP. One secular driver of expedite demand is the trend toward just-in-time urgent shipments or JIT.

JIT is a supply chain strategy that requires third party logistics (3PL) support for both manufacturing production and inventory management. As the largest facilitator of expedited shipments, we have the resources to respond and pivot very quickly. We have a network of contracted owner operators who handle ground transportation; an air charter logistics service that assigns loads through an online bid platform; and managed transportation, where our technology holds an auction on the internet every 12 minutes. Expedite carriers bid on freight, and we take a fair markup for handling the logistics: the track-and-trace and back office. We're the largest managed transportation provider of expedite in North America.

Not only does our expedite team serve customers with time-critical needs, they serve our other businesses as well. For example, if a rail track repair stalls a container into Mexico, we can put those goods on a chartered aircraft, or off-load them to an expedite ground carrier in our network. Our ability to find solutions to almost any challenge – often saving our customers thousands of dollars in manufacturing downtime – is a major advantage of our integrated organization.

Freight brokerage is another big opportunity for us. Looking at our two largest markets: we're the number two freight brokerage firm in North America – a sector that's growing at two to three times GDP. And in Europe, we generate over €1 billion of freight brokerage business annually, which is a tiny fraction of the addressable market. We're experienced in facilitating industrial flows of raw materials and finished goods, consumer goods, sensitive freight, high-value freight, high-security freight, and government shipments.

Freight brokerage is part of a global ground transportation industry that's both fragmented and diverse. Truck capacity is critically important to shippers – and it will become even more of a priority as the driver shortage worsens and more regulatory constraints are brought to bear in coming years.

The assets we acquire with Con-way will also give us a bigger seat at the table with large shippers, where we can also offer them our leading brokerage services and other solutions. This will be similar to our blended model in Europe, which includes approximately 7,700 owned trucks. A portion of our fleet in Europe is assigned to dedicated carriage, just as it will be in North America, and generates over €250 million in revenue for us annually. Our trucks are also an important part of our European freight brokerage network, which also includes 3,200 trucks contracted through independent owner-operators and access to another 12,000 independent carriers.

The sixth component of our transportation segment is global forwarding. While we're still a relatively small player at only around $425 million of annual revenue in a $150 billion sector, we're beginning to see the benefits of our growing footprint. Global forwarding requires domestic, cross-border and international expertise. The shipments we manage may have origins and destinations within the same country, or move between countries or continents. They may travel by ground, air, ocean, or some combination of these modes. XPO has a network of independent market experts who provide local oversight in thousands of key trade areas worldwide, and we hold OTI and NVOCC licenses. We believe that we can use our growing volume to purchase transportation more effectively for our global forwarding customers.

That's an overview of our end-to-end range of supply chain solutions. It's worth noting that the great bulk of logistics and transportation is still being handled in-house – but that's changing. One 2015 industry study reported that 67% percent of responding U.S. companies plan to outsource more transportation and logistics. We're positioning XPO to capitalize on outsourcing in every form – whether a customer wants its provider to have control of assets or prefers an asset-light solution.

In addition to outsourcing, another umbrella trend in our favor is the growing preference of companies to consolidate their supply chain relationships. Many large companies, in particular, want to winnow down their relationships to fewer, larger supply chain providers. Furthermore, if a company is multinational, a single provider such as XPO can help customers operate their supply chains more consistently, leading to greater efficiency.

We believe there are good reasons why this trend toward multi-modal will continue. Our integrated service offering can potentially reduce a customer's freight spending and inventory holding costs; we offer flexible solutions that adapt as supply chains change; we can help with structuring an optimal supply chain; we provide technology solutions that use the power of big data to inform supply chain decisions; and we have the resources and infrastructure to provide world-class customer service.

So on both sides of the Atlantic, the fundamentals for value creation are very favorable: a large, growing, fragmented industry with underpenetrated market sectors; trends toward outsourcing in both transportation and logistics; more large companies turning to multi-modal providers; a boom in e-commerce that touches multiple lines of our service; and sector-specific drivers of growth, such as Mexico near-shoring and just-in-time production and inventory management.

As we scale up to capture these opportunities, we're also building resilience into our business model. Both our customer base and our footprint have a healthy diversification. We serve more than 30,000 customers in 27 countries – and our top ten customers account for only 14% of revenue; our largest customer is just 2% of revenue. Geographically, we're not reliant on the economy of any one country or region.

As part of our strategy, we're working diligently to raise our profile in front of every prospective customer that could benefit from our capabilities. One of the ways we do this is by providing comprehensive solutions to our largest customers – our strategic accounts – through cross-selling. Our penetration opportunity with strategic accounts is huge, and it's three-fold. We can expand our existing customer relationships by earning a greater share of spend in the services they currently buy from us. We can become increasingly valuable to these large customers by solving more of their supply chain requirements with multiple XPO services. And third, we can continue to expand our capacity for both transportation and logistics to attract new business.

Our experience tells us that the common denominator across all areas of transportation and logistics is that customers want results. Our company's roots are in expedite, dating back more than 25 years, so a do-or-die mindset of meeting customer expectations is embedded in our DNA. Anything less than stellar service is not an option for us.

Transportation customers want on-time pickup and delivery, and contract logistics customers want their goods to flow smoothly through the supply chain process. If a disruption does occur, customers want to know about it right away and they want to see a solution. If you walk into any XPO office or facility, you'll see that our people are trained to be professional, efficient and on top of things. They understand the importance of communication. And they know what it means to have a zero-fail mentality. We see an opportunity to differentiate XPO on the basis of phenomenal customer service in each of our lines of business.

One of the ways we empower our employees to deliver this level of service is through our information technology. We place massive importance on innovation, because we believe that technology – in the hands of well-trained, outstanding employees – is the ultimate differentiator in our industry. We have a global team of approximately 1,000 IT professionals who understand how to drive innovation for the benefit of our customers.

All of our freight brokerage operations are integrated on our Freight Optimizer system, which is continually being enhanced. On the contract logistics side, we use proprietary technology to facilitate omni-channel distribution, reverse logistics, lean manufacturing support, aftermarket support, supply chain optimization and transportation management. Our logistics technology tracks over two billion inventory units at any given time in North America alone.

In our last mile business, we hold the patents on industry-leading software for real-time workflow visibility and customer experience management. This gives us a competitive advantage in the last mile space, because it documents our ability to deliver superior end-customer satisfaction ratings. It also allows us to move quickly to address any sub-par carrier performance.

We have an IT budget of $225 million this year as we roll out more than 200 projects under development. And we're happy to make that investment, because we see the ongoing development of our proprietary technology as being critical to our ability to continually improve customer service and leverage our scale.

That sums up our many avenues for value creation. Now it comes down to operational excellence and management. So let's spend a few minutes on our senior management team.

Our CEO, Brad Jacobs, has a unique track record in the business world. He started four companies from scratch prior to XPO, including two publicly traded corporations, and built each into a billion or multi-billion dollar enterprise. Brad and the management teams he led created dramatic shareholder value. In the process, they completed nearly 500 acquisitions and opened approximately 250 cold-starts.

The two most recent companies Brad led prior to XPO were United Waste Systems, which he built into the fifth largest solid waste management company in North America, and United Rentals, which he grew to be the largest construction equipment rental company in the world. From 1992, when Brad took United Waste public, to 1997, when he sold it for $2.5 billion to Waste Management, the earnings compounded at about 55% CAGR and the stock price outperformed the S&P 500 by 5.6 times. At United Rentals, over the 10 years he led the company, the stock outperformed the Index by 2.2 times.

Underlying this history is Brad's ability to assemble world-class management talent to execute a business plan with great discipline. One of our most important competitive advantages at XPO is that we have a leadership team whose collective skill set matches our ambitious strategy. For a competitor to successfully copy our business plan, it would need to replicate our deep bench of talent – not only at the senior level, but in every key position. Here are just a few examples:

Troy Cooper is our chief operating officer and global head of XPO's two operating segments: transportation and logistics. Troy previously worked with Brad to help build two public companies. As a vice president for United Rentals, he helped integrate over 200 acquisitions in the United States, Canada and Mexico. For United Waste Systems, he helped build an integrated network of 86 truck-based collection companies and 119 facilities in 25 states. Earlier, Troy was with OSI Specialties, Inc. (formerly a division of Union Carbide, Inc.).

John Hardig, our chief financial officer, has been a significant presence in the transportation industry for nearly two decades. Before joining XPO, John was a managing director in the Transportation & Logistics group at Stifel Nicolaus Weisel, and an investment banker in the Transportation and Telecom groups at Alex. Brown and Sons. Over the course of his career, he has completed over 60 M&A transactions and his teams have raised billions of dollars of capital for many of the industry's leading logistics companies, including IPOs for C.H. Robinson and Hub Group, and follow-ons for Forward Air, Inc., Heartland Express, Inc. and Knight Transportation, Inc.

Scott Malat is our chief strategy officer. Scott is responsible for our company's strategy and capital structure, as well as analyzing potential acquisition opportunities and managing our technology organization. Prior to joining XPO, he was the senior transportation analyst covering air, rail, trucking and shipping at Goldman Sachs. Earlier he was an analyst with UBS, and served as an internal strategy manager with JPMorgan Chase, where he worked with several of the bank's business units. As a global advisor for The Sharma Group, he specialized in M&A opportunities.

Gordon Devens is XPO's general counsel, responsible for executing our acquisition strategy as well as all corporate legal matters, governance and compliance, and legal interests relating to the company's growth initiatives. After working at Skadden, Arps, Gordon spent 15 years with AutoNation, where he was associate general counsel, and later led AutoNation's deal team. He has completed over 250 M&A transactions during his career.

Louis DeJoy leads our contract logistics business in the Americas as its chief executive officer. Louis joined XPO upon the acquisition of New Breed Logistics. He became chairman and chief executive officer of New Breed in 1983 and focused the company on technology-oriented supply chain innovations. Louis transformed New Breed from a regional transportation company into the preeminent U.S. provider of highly-engineered contract logistics solutions, including industry-defining services for omni-channel distribution, reverse logistics, transportation management, lean manufacturing support, aftermarket support and supply chain optimization.

Malcolm Wilson is managing director of XPO's logistics business in Europe. Malcolm has two decades of international experience in contract logistics management, including eight years with Norbert Dentressangle, where he served in a similar position and was a member of the executive board. Under Malcolm's leadership, ND's contract logistics business achieved global scale through a mix of organic growth and the integration of the Christian Salvesen and TDG acquisitions in the United Kingdom. He has been instrumental in developing ND's global logistics operations into the company's largest revenue-producing unit. Prior to ND, Malcolm held executive positions with Christian Salvesen, TDG and NYK Logistics.

Luis Angel Gomez is managing director of XPO's transport business in Europe. Luis joined XPO with 15 years of transportation expertise, including eight years with Norbert Dentressangle, where he led the Iberian, then global, transport operations, and served on the executive board. His leadership has been key in developing value-added services as part of the company's international growth strategy for transport, including LTL and palletized cross-border services in Europe and brokerage services. Luis is highly experienced in the dynamics of European markets – he joined ND as managing director of the company's transport operations in Spain, and grew the business to become a top three geography for ND's transport network. Prior to ND, Luis held executive positions with transportation companies Christian Salvesen Gerposa and Transportes Gerposa.

Karl Meyer leads our last mile business as its chief executive officer. XPO entered the last mile sector with the platform acquisition of 3PD – a company Karl founded and built into the premier U.S. last mile logistics provider, with a national network that facilitated millions of deliveries a year. His commitment to innovation produced some of the last mile industry's most groundbreaking mobile technologies for real-time visibility and customer experience management. Karl began his logistics career on the shipper side. He led Home Depot's multi-billion dollar delivery business and successfully transitioned these operations from an in-house to an outsourced model.

Mario Harik is our chief information officer. He was previously the CIO at Oakleaf Waste Management, a logistics provider that was sold in 2011. Mario has been tapped over the years by *Fortune 100* companies for his expertise in building comprehensive IT organizations and proprietary platforms, similar to what we're doing here at XPO. He's put together a superstar team that uses technology in innovative ways tied directly to customer service.

Ashfaque Chowdhury, is executive vice president and chief information officer for XPO's contract logistics business in the Americas, where he leads the technology services and advanced solutions organizations. Ashfaque joined XPO upon the acquisition of New Breed

Logistics, where he spent more than 20 years delivering solutions to complex supply chain requirements. Ashfaque has implemented more than 100 logistics operations for some of the most preeminent companies in the world.

Angela Kirkby is senior vice president of human resources for our global organization. She joined XPO with 20 years of experience in strategic and functional human resources management for large companies. Prior to XPO, Angela was vice president of corporate human resources for Belk, Inc., a retailer with over 300 locations and more than 25,000 employees. She served in earlier positions with Bank of America Corporation, Accenture USA and Bose Corporation.

Ludovic Oster is senior vice president of human resources for XPO Logistics Europe. Ludovic joined Norbert Dentressangle in 2008 as head of human resources and played a central role in the successful integration of all acquisitions made by ND from 2007 through its sale to XPO. He is a former member of the Norbert Dentressangle executive board, and previously held positions with Delphi and Valeo.

Greg Ritter is chief customer officer, responsible for developing integrated supply chain solutions for some of the largest companies in North America. Greg has more than three decades of sales and management experience in multi-modal transportation logistics. Prior to XPO, he served as president of Knight Brokerage, a subsidiary of one of the top ten transportation logistics providers in North America. Earlier, Greg spent 22 years with C.H. Robinson Worldwide.

That gives you a sampling of the caliber of our management team. Now we’ll move on to a summary of the most important news of the second quarter 2015: our two most recent acquisitions and our financial results.

On June 1, we acquired U.S. drayage provider Bridge Terminal Transport (BTT), increasing the U.S. component of our contracted capacity to more than 6,400 independent trucks within our global count of over 9,000. Our purchase of BTT also added approximately 1,300 customers to XPO.

Our drayage operations have been performing very well. Drayage capacity is in demand, and our customers now have access to a larger network. We’re consolidating our facilities and increasing our lane density, while eliminating costs. We’re also sharing best practices across our drayage network, especially in recruiting and retaining the owner operators in our system. Since we announced the BTT acquisition agreement in May, the operations are up over 100 trucks.

On June 8, we completed the previously announced acquisition of Norbert Dentressangle SA. We acquired a controlling interest of approximately two-thirds of ND by purchasing all of the shares held by Mr. Dentressangle and his family in a transaction with an enterprise value of approximately €3.24 billion ($3.53 billion). This equated to a multiple of approximately nine times consensus 2015 EBITDA. Given the strength of the U.S. dollar versus the euro at the time of the transaction, this same purchase would have cost us about 20% more a year earlier.

On June 29, 2015, we launched a simplified tender offer for outstanding ND shares at a price of 217.50 euros per share. Following the closing of the tender offer on July 17, 2015, XPO owns an 86.25% controlling interest in ND.

We financed our purchases of ND shares with a $1.26 billion equity raise; a private placement notes offering of approximately $2.16 billion U.S.-dollar equivalent, including $1.6 billion U.S. dollar-denominated senior notes due in 2022 and €500 million euro-denominated fixed rate senior notes due 2021; and available cash on hand.

Fifteen institutional investors participated in the equity raise, including Ontario Teachers' Pension Plan, GIC – Singapore's sovereign wealth fund – and Public Sector Pension Investment Board. These three blue chip investors expanded their positions in XPO following their collective $700 million investment in our company last September, further endorsing our strategy to create long-term shareholder value. The May 2015 equity raise added a sovereign fund from the Middle East and an Ivy League university endowment fund, among other investors.

The integration continues to exceed expectations. Our combined team in the U.S. and Europe work closely together, and the rebranding to XPO Logistics is moving along quickly. ND was a company that, for 36 years, was focused on giving customers outstanding service. We're keeping that strong focus on the customer, while accelerating our sales efforts and driving growth.

Turning to our second quarter results, we more than doubled our gross revenue year over year, grew net revenue by more than four times, and increased EBITDA more than five-fold. We reported $1.2 billion of revenue – which was a revenue increase of 109% year-over-year – and $80 million of adjusted EBITDA. Our second quarter results include 22 days of financial performance from the operations of ND.

Our current year-end 2015 financial targets are:

- An annual revenue run rate of at least $9.5 billion; and
- An annual EBITDA run rate of at least $625 million, both by December 31.

And our current full-year 2019 targets are:

- Revenue of approximately $23 billion; and
- EBITDA of approximately $1.5 billion.

We intend to raise our year-end 2015 target run rates for revenue and EBITDA, and issue new long-term targets, upon completion of the Con-way acquisition.

So to sum it up:

XPO is a top ten global transportation and logistics company, providing cutting-edge supply chain solutions to the most successful companies in the world. We offer these solutions through our highly integrated, multi-modal organization and blended transportation model.

Soon we'll solve another important piece of the supply chain for our customers by becoming the number two provider of LTL in North America with the acquisition of Con-way.

The Con-way acquisition will also increase our presence and service capabilities in contract logistics, freight brokerage and managed transportation. And we'll gain strategic ownership of assets that will benefit our company and our customers, especially during periods of tight capacity.

We have significant future EBITDA growth embedded in our business model, in addition to the $170 million to $210 million of profit improvement we expect to realize from the Con-way operations from cost synergies and operational improvements.

Our interests are entirely aligned with those of our public shareholders – that is, to meaningfully increase EBITDA and create substantial long-term value. XPO management owns approximately 16% of the company's fully diluted shares.

We're on track to exceed our current year-end financial targets, with a clear line of sight to grow EBITDA to more than $1.5 billion by 2019.

Thank you for your interest!

ADDITIONAL INFORMATION AND WHERE TO FIND IT

The tender offer for the outstanding common stock of Con-way has not yet commenced. This document is for informational purposes only and does not constitute an offer to buy or a solicitation of an offer to sell any securities of Con-way. The solicitation and offer to buy common stock of Con-way will only be made pursuant to an Offer to Purchase and related materials. At the time the tender offer is commenced, XPO and Merger Subsidiary will file tender offer materials on Schedule TO with the SEC and Con-way will file a Solicitation/Recommendation statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. **Investors are urged to read these materials when they become available, as well as any other relevant documents filed with the SEC, carefully and in their entirety because they will contain important information, including the terms and conditions of the offer. The Offer to Purchase and the related letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Con-way at no expense to them**. The Offer to Purchase and the related letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement will be made available for free at the SEC's website at www.sec.gov. Additional copies may be obtained, free of charge, through the investor relations page on XPO's corporate website at www.xpocorporate.com or by contacting XPO Logistics, Inc. at Five Greenwich Office Park, Greenwich, CT 06831, Attention: Investor Relations.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, XPO and Con-way file annual, quarterly and special reports and other information with the SEC. You may read and copy any reports or other information filed by XPO or Con-way at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference room. XPO and Con-way's filings with the SEC are also available at the SEC's website www.sec.gov.

Forward-Looking Statements

This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the expected closing date for the Con-way transaction, the expected impact of the acquisition and the related financing, including the expected impact on XPO Logistics' results of operations and EBITDA, the expected ability to integrate operations and technology platforms and to cross-sell services, the expected growth of e-commerce and other sectors, the expected ability to realize cost synergies and profit improvement opportunities with respect to Con-way, the expected ability to retain Con-way's businesses and to grow XPO's and Con-way's businesses, and our 2015 and 2019 revenue and EBITDA targets. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in XPO's filings with the SEC and the following: economic conditions generally; competition; XPO's ability to find suitable acquisition candidates and execute its acquisition strategy; the expected impact of the Con-way acquisition and the related financing, including the expected impact on XPO's results of operations; the ability to obtain the requisite regulatory approvals; XPO's ability to successfully complete the contemplated tender offer and subsequent merger; the ability to successfully integrate and realize anticipated synergies, cost savings and profit improvement opportunities with respect to Con-way and other acquired companies; XPO's ability to raise debt and equity capital; XPO's ability to attract and retain key employees to execute its growth strategy, including retention of Con-way's key employees; litigation, including litigation related to alleged misclassification of independent contractors; the ability to develop and implement a suitable information technology system; the ability to maintain positive relationships with XPO's and Con-way's networks of third-party transportation providers; the ability to retain XPO's, Con-way's and other acquired companies' largest customers; rail and other network changes; weather and other service disruptions; and governmental regulation. All forward-looking statements set forth in this presentation are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, XPO, Con-way or their *respective businesses or operations. Forward-looking statements set forth in this presentation speak only as of the date hereof, and neither XPO nor Con-way undertakes any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.*

All statements made herein concerning the future performance of the combined company after the completion of the merger are those of XPO.