

CNF INC  
Form DEFR14A  
April 05, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CNF INC.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the

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filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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April 5, 2006

Dear Fellow Shareholder:

CNF's 2006 Annual Meeting of Shareholders will be held on April 18, and if you have not yet returned your proxy card we urge you to do so now. A duplicate proxy card and postage-paid return envelope are enclosed for your convenience.

We recently became aware that, due to a printer's error, the five-year performance graph appearing under the caption "Comparison of Five-Year Cumulative Total Shareholder Return" on page 31 of CNF's 2006 proxy statement inadvertently contained the information which appeared in last year's proxy statement. A corrected copy of the five-year performance graph appears on the reverse side of this letter.

We apologize for any inconvenience.

Sincerely,

Douglas W. Stotlar  
President and Chief Executive Officer

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**COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN\***  
**CNF Inc., S&P Midcap 400 Index, Dow Jones Transportation Average**

	Cumulative Total Return					
	4Q00	4Q01	4Q02	4Q03	4Q04	4Q05
CNF	\$ 100.0	\$ 100.6	\$ 100.9	\$ 104.2	\$ 155.5	\$ 174.8
S&P Midcap 400	\$ 100.0	\$ 99.4	\$ 85.0	\$ 115.2	\$ 134.1	\$ 150.8
Dow Jones Transportation Average	\$ 100.0	\$ 90.8	\$ 80.4	\$ 105.9	\$ 135.2	\$ 150.8

\* Assumes \$100 invested on December 31, 2000 in CNF Inc. (then known as CNF Transportation Inc.), S&P Midcap 400 Index, and the Dow Jones Transportation Average and that any dividends were reinvested.