



# Reconciliation of Non-GAAP Financial Measures

# Non-GAAP Financial Measures Reconciliation

This presentation contains adjusted operating income, adjusted operating ratios, adjusted incremental operating margin, adjusted diluted earnings per share from continuing operations and free cash flow, which are “non-GAAP financial measures” as this term is defined in Regulation G of the Securities Exchange Act of 1934. In accordance with Regulation G, GWI has reconciled each of these non-GAAP financial measures to their most directly comparable U.S. GAAP measures.

# Adjusted Operating Income and Adjusted Operating Ratios Description and Discussion

Management views its Operating Income, calculated as Operating Revenues less Operating Expenses, and its Operating Ratio, calculated as Operating Expenses divided by Operating Revenues, as important measures of GWI's operating performance. Because management believes this information is useful for investors in assessing GWI's financial results over a period of time, the Operating Income and Operating Ratios for the years ended December 31, 2007 through 2010 and 2011 Guidance, used to calculate Adjusted Operating Income and Adjusted Operating Ratios, are presented excluding net gain/(loss) on sale and impairment of assets, gain on insurance recoveries, gain on legal settlement, FreightLink acquisition-related expenses, legal expense associated with resolution of an arbitration proceeding and restructuring charges. The Adjusted Operating Income and Adjusted Operating Ratios presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Operating Income and Operating Ratios calculated using amounts in accordance with GAAP. Adjusted Operating Income and Adjusted Operating Ratios may be different from similarly-titled non-GAAP financial measures used by other companies.

# Non-GAAP Financial Measures Reconciliation

The following table sets forth a reconciliation of GWI's Operating Income and Operating Ratios calculated using amounts determined in accordance with GAAP to Adjusted Operating Income and Adjusted Operating Ratios described above for years ended December 31, 2007 through 2010 and 2011 Guidance (\$ in millions):

	2007	2008	2009	2010	2011 E
Operating revenues	\$ 516.2	\$ 602.0	\$ 544.9	\$ 630.2	\$780 - \$800
Operating expenses	419.3	486.1	445.5	499.8	590 - 600
Operating income	\$ 96.8	\$ 115.9	\$ 99.3	\$ 130.4	\$190 - \$200
Operating ratio	81.2%	80.7%	81.8%	79.3%	75% - 76%
Operating expenses	\$ 419.3	\$ 486.1	\$ 445.5	\$ 499.8	\$590 - \$600
Gain/(loss) on sale and impairment of assets	6.7	7.7	(4.0)	6.4	-
Gain on insurance recoveries	-	0.4	3.1	-	-
Gain on legal settlement	-	-	-	8.7	-
FreightLink acquisition-related expenses	-	-	-	(28.2)	-
Legal expense associated with resolution of an arbitration proceeding	-	-	(1.1)	-	-
Restructuring charges	-	-	2.3	2.3	-
Adjusted operating expenses	\$ 426.1	\$ 494.2	\$ 445.9	\$ 489.0	\$590 - \$600
Adjusted operating income	\$ 90.1	\$ 107.8	\$ 99.0	\$ 141.1	\$190 - \$200
Adjusted operating ratio	82.5%	82.1%	81.8%	77.6%	75% - 76%

# Adjusted Diluted Earnings Per Common Share from Continuing Operations Description and Discussion

Management views its Diluted Earnings Per Common Share from Continuing Operations as an important measure of GWI's operating performance. Because management believes this information is useful for investors in assessing GWI's financial results over a period of time, the Diluted Earnings Per Common Share from Continuing Operations for the year ended December 31, 2007, is presented excluding net gain on sale of assets and tax benefits associated with the ARG sale. Diluted Earnings Per Common Share from Continuing Operations for the year ended December 31, 2008, is presented excluding net gain on sale of assets and gain on insurance recoveries. Diluted Earnings Per Common Share from Continuing Operations for the year ended December 31, 2009, is presented excluding net loss on sale and impairment of assets, gain on insurance recoveries, restructuring charges and legal expense associated with resolution of an arbitration proceeding. Diluted Earnings Per Common Share from Continuing Operations for the year ended December 31, 2010, is presented excluding net gain on sale of assets, restructuring charges, gain on legal settlement, FreightLink acquisition costs and acquisition-related foreign currency effects. The Adjusted Diluted Earnings Per Common Share from Continuing Operations presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Diluted Earnings Per Common Share from Continuing Operations calculated using amounts in accordance with GAAP. Adjusted Diluted Earnings Per Common Share from Continuing Operations may be different from similarly-titled non-GAAP financial measures used by other companies.

# Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Diluted Earnings Per Common Share from Continuing Operations calculated using amounts determined in accordance with GAAP to Adjusted Diluted Earnings Per Common Share from Continuing Operations as described above for the years ended December 31, 2007, 2008, 2009 and 2010 (\$ in millions):

	2007	2008	2009	2010
Diluted EPS from continuing operations	\$ 1.77	\$ 2.00	\$ 1.54	\$ 1.88
Net (gain)/loss on sale and impairment of assets	(0.11)	(0.15)	0.05	(0.10)
Gain on insurance recoveries	-	-	(0.05)	-
ARG sale-related tax benefits	(0.09)	-	-	-
Restructuring charges	-	-	0.04	(0.04)
Legal expense associated with resolution of an arbitration proceeding	-	-	0.02	-
Gain on legal settlement	-	-	-	(0.12)
FreightLink acquisition-related expenses	-	-	-	0.46
Acquisition-related foreign currency effects	-	-	-	0.03
Adjusted diluted EPS from continuing operations	\$ 1.57	\$ 1.85	\$ 1.60	\$ 2.10

# Adjusted Operating Income and Adjusted Operating Ratios Description and Discussion

Management views its Operating Income, calculated as Operating Revenues less Operating Expenses, and its Operating Ratio, calculated as Operating Expenses divided by Operating Revenues, as important measures of GWI's operating performance. Because management believes this information is useful for investors in assessing GWI's financial results compared with the same period in the prior year, the Operating Income and Operating Ratio for the three months ended December 31, 2010, used to calculate Adjusted Operating Income and Adjusted Operating Ratio, are presented excluding net gain on sale of assets, gain on legal settlement and FreightLink acquisition costs. The Operating Income and Operating Ratio for the three months ended December 31, 2009, used to calculate Adjusted Operating Income and Adjusted Operating Ratio, are presented excluding net gain on sale of assets. The Adjusted Operating Income and Adjusted Operating Ratios presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Operating Income and Operating Ratios calculated using amounts in accordance with GAAP. Adjusted Operating Income and Adjusted Operating Ratio may be different from similarly-titled non-GAAP financial measures used by other companies.

# Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Operating Income and Operating Ratios calculated using amounts determined in accordance with GAAP to Adjusted Operating Income and Operating Ratios as described above for the three months ended December 31, 2010 and 2009 (\$ in millions):

Three months ended December 31, 2010	Operating Revenues	Operating Expenses	Operating Income	Operating Ratio
As reported	\$ 169.7	\$ 145.8	\$ 23.9	85.9%
Net gain on sale of assets	-	2.2	(2.2)	
Gain on legal settlement	-	8.7	(8.7)	
FreightLink acquisition-related expenses	-	(24.0)	24.0	
Adjusted	\$ 169.7	\$ 132.6	\$ 37.1	78.2%

Three months ended December 31, 2009	Operating Revenues	Operating Expenses	Operating Income	Operating Ratio
As reported	\$ 139.9	\$ 112.4	\$ 27.5	80.4%
Net gain on sale of assets	-	0.8	(0.8)	
Adjusted	\$ 139.9	\$ 113.2	\$ 26.7	80.9%



# Adjusted Operating Ratio and Adjusted Incremental Operating Margin Description and Discussion

Management views its Operating Ratio and Incremental Operating Margin, calculated as Operating Income Variance divided by Operating Revenues Variance, as important financial measures of GWI's operating performance. Because management believes this information is useful for investors in assessing GWI's financial results compared with the same period in the prior year, the Adjusted Operating Ratio and Adjusted Incremental Operating Margin between the three month periods ended December 31, 2010 and 2009, are presented excluding: 1) net gain on sale of assets; 2) gain on legal settlement; and 3) FreightLink acquisition-related expenses. The Adjusted Operating Ratio and Adjusted Incremental Operating Margin presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Operating Ratio and Incremental Operating Margin calculated in accordance with GAAP. Adjusted Operating Ratio and Adjusted Incremental Operating Margin may be different from similarly-titled non-GAAP financial measures used by other companies. Additional information is provided for the impact of foreign currency exchange rate differences, GWA (North), incremental fuel surcharge/expense and incremental fuel sales for purposes of understanding the variance.

# Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Operating Ratio and Incremental Operating Margin calculated using amounts determined in accordance with GAAP to Adjusted Operating Ratio and Adjusted Incremental Operating Margin as described above for the three months ended December 31, 2010 and 2009 (\$ in millions):

(\$ in millions)	Q4 2010	Q4 2009	Variance	FX	GWA (North)	Fuel Surcharge/ Expense	Third Party Fuel Sales	Variance (Ex. FX, Fuel Sales & GWA North)
Operating revenues	\$ 169.7	\$ 139.9	\$ 29.8	\$ 2.2	\$ 8.7	\$ 1.1	\$ 0.9	\$ 16.9
Operating expenses	145.8	112.4	33.3					
Operating income	\$ 23.9	\$ 27.5	\$ (3.5)					
Operating ratio	85.9%	80.4%						
Incremental operating margin			(11.9%)					
Expenses				1.6	22.3	1.6	0.8	
Adjustments:								
Net gain on sale of assets	2.2	0.8						
Gain on legal settlement	8.7	-						
FreightLink acquisition-related expenses	(24.0)	-			(16.4)			
Adjusted operating expenses	\$ 132.6	\$ 113.2	\$ 19.4	\$ 1.6	\$ 5.9	\$ 1.6	\$ 0.8	\$ 9.4
Adjusted operating income	\$ 37.1	\$ 26.7	\$ 10.4					\$ 7.6
Adjusted operating ratio	78.2%	80.9%						
Adjusted incremental operating margin			34.9%					44.7%

# Free Cash Flow Description and Discussion

Management views Free Cash Flow as an important financial measure of how well GWI is managing its assets. Subject to the limitations discussed below, Free Cash Flow is a useful indicator of cash flow that may be available for discretionary use by GWI. Free Cash Flow is defined as Net Cash Provided by Operating Activities from Continuing Operations less Net Cash Used in Investing Activities from Continuing Operations, excluding net cash paid/(received) for acquisitions/divestitures and cash paid for acquisition costs. Key limitations of the Free Cash Flow measure include the assumptions that GWI will be able to refinance its existing debt when it matures and meet other cash flow obligations from financing activities, such as principal payments on debt. Free Cash Flow is not intended to represent, and should not be considered more meaningful than, or as an alternative to, measures of cash flow determined in accordance with GAAP. Free Cash Flow may be different from similarly-titled non-GAAP financial measures used by other companies.

# Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Net Cash Provided by Operating Activities from Continuing Operations to GWI's Free Cash Flow (\$ in millions):

	Year Ended December 31, 2010	Guidance 2011
Net cash provided by operating activities from continuing operations	\$ 171.8	\$ 211.0
Net cash used in investing activities from continuing operations	(388.9)	(109.0)
Net cash paid/(received) for acquisitions/divestitures	319.8	-
Cash paid for acquisition costs	14.9	-
Free cash flow	\$ 117.6	\$ 102.0

Note: Guidance 2011 assumes working capital neutral.

