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CNF INC  
Form 8-K  
May 30, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

May 30, 2002

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(Date of earliest event report)

CNF Inc.

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(Exact name of registrant as specified in charter)

Delaware	1-5046	94-1444798
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification Number)

3240 Hillview Avenue, Palo Alto, California 94304

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(Address of principal executive offices)  
(zip code)

Registrant's telephone number, including area code:  
(650) 494-2900

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Item 4. Changes in Registrant's Certifying Accountant.

On May 30, 2002, CNF Inc. ("CNF") determined, for itself and its subsidiaries, to dismiss its independent auditors, Arthur Andersen LLP, and to engage the services of KPMG LLP as its new independent auditors. The change in auditors became effective on May 30, 2002. This determination followed CNF's decision to seek proposals from independent accountants to audit the financial statements of CNF and its consolidated subsidiaries, and was approved by CNF's Board of Directors upon the recommendation of its Audit Committee. KPMG LLP will audit the financial statements of CNF and its consolidated subsidiaries for the fiscal year ending December 31, 2002.

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During the two most recent fiscal years of CNF and its consolidated subsidiaries ended December 31, 2001, and the subsequent interim period through May 30, 2002, there were no disagreements between CNF and Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Arthur Andersen's satisfaction, would have caused Arthur Andersen to make reference to the subject matter of the disagreement in connection with its reports.

None of the reportable events described under Item 304(a)(1)(v) of Regulation S-K occurred within the two most recent fiscal years of CNF ended December 31, 2001 or within the interim period through May 30, 2002.

The audit reports of Arthur Andersen on the consolidated financial statements of CNF as of and for the fiscal years ended December 31, 2000 and 2001 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. A letter from Arthur Andersen is attached hereto as Exhibit 16.1.

During the two most recent fiscal years of CNF ended December 31, 2001, and the subsequent interim period through May 30, 2002, CNF did not consult with KPMG LLP regarding any of the matters or events set forth in Item 304(a)(2)(i) and (ii) of Regulation S-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

16.1 Letter of Arthur Andersen LLP regarding change in certifying accountant.

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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.

CNF Inc.  
(Registrant)

May 30, 2002

/s/Chutta Ratnathicam  
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Chutta Ratnathicam  
Senior Vice President and  
Chief Financial Officer