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CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

5 Proposed Counsel for
6 Debtors and Debtors-in-Possession

BY: <i>[Signature]</i>	DEPUTY
FILED	ENTERED
SEP 17 2002	SEP 17 2002
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA By <i>[Signature]</i> Deputy Clerk	CLERK U.S. BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA By <i>[Signature]</i> Deputy Clerk

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8 UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
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10 RIVERSIDE DIVISION

11 In re
12 CONSOLIDATED FREIGHTWAYS
CORPORATION OF DELAWARE, et al.,

13 Debtors.

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17 Fed. Tax I.D. No. 94-1444797
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Case No.: RS-02-24284-MG

Chapter 11

(Jointly Administered with Cases No.
RS 02 24287 MG; RS 02 24289 MG;
RS 02 24293 MG; RS 02 24294 MG; and
RS 02 24295 MG)

Hearing

Date: September 4, 2002
Time: 11:00 a.m.
Place: 3420 12th Street,
Courtroom 301
Riverside, CA 92501

Continued Hearing

Date: October 1, 2002
Time: 10:30 a.m.
Place: 3420 12th Street
Courtroom 301
Riverside, CA 92501

23 **ORDER (I) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING**
24 **OR DISCONTINUING SERVICES AND (II) CONTINUING HEARING WITH**
25 **RESPECT TO ESTABLISHING PROCEDURES FOR DETERMINING REQUESTS**
FOR ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE SERVICES

26 The Emergency Motion for Order (I) Prohibiting Utility Companies From
27 Altering, Refusing Or Discontinuing Services And (II) Establishing Procedures For Determining
28 Requests For Adequate Assurance Of Payment For Future Services (the "Motion") filed by

[Handwritten signature]

1 Consolidated Freightways Corporation, Consolidated Freightways Corporation of Delaware,
2 Redwood Systems, Inc., Leland James Service Corporation, CF Airfreight Corporation and CF
3 MovesU.com Incorporated, the debtors and debtors-in-possession herein (collectively, the
4 "Debtors"), pursuant to sections 366 and 105(a) of title 11 of the United States Code (the
5 "Bankruptcy Code"), came on for hearing on September 4, 2002 at 11:00 a.m., before the
6 undersigned United States Bankruptcy Judge. The Motion seeks the entry of an order (i)
7 prohibiting the utility companies listed on Exhibit "A" attached to the Motion (each, a "Utility
8 Company" and collectively, the "Utility Companies") from altering, refusing or discontinuing
9 the Debtors' service on account of pre-petition invoices and (ii) establishing procedures for
10 determining requests for additional adequate assurance, if any, by the Utility Companies for
11 providing post-petition services to the Debtors.

12 The Court, having considered the Motion, the arguments and evidence proffered
13 at the hearing on the Motion and the record in these cases, and the Court finding that adequate
14 notice of the Motion was given, that the Debtors were substantially current in payment of
15 invoices for pre-petition utility services on the date these chapter 11 cases were commenced, and
16 good cause appearing to grant the Motion to the extent set forth in this Order,

17 **IT IS HEREBY:**

18 **ORDERED THAT** the Utility Companies are prohibited from altering, refusing
19 or discontinuing post-petition utility services on account of unpaid pre-petition invoices pending
20 further Order of this Court; and it is further

21 **ORDERED THAT** a copy of the Motion and a copy of this Order shall be served
22 on each of the Utility Companies at the addresses listed on Exhibit "A" to the Motion by first-
23 class mail within two business days of the entry of this Order; and it is further

24 **ORDERED THAT** a continued hearing on the Motion, to consider the
25 sufficiency of the following procedures for determining requests by the Utility Companies for
26 additional adequate assurance for post-petition services to the Debtors, shall be held on October
27 1, 2002 at 10:30 a.m. (PDT) in the Courtroom of the undersigned United States Bankruptcy

28 Judge:

1 (a) Any Utility Company which believes it is entitled to additional assurance for
2 post-petition utility services shall make a written request to the applicable Debtor for additional
3 assurance in the form of deposits or other security, within twenty-five days of the date of the
4 Order approving these procedures;


5 (b) Each Utility Companies shall include with such a request, a summary of
6 the Debtors' payment history relevant to the affected account;

7 (c) In the event the Debtors believe that a timely request for additional
8 assurances made by any Utility Company under section 366(b) of the Bankruptcy Code is
9 unreasonable, the Debtors shall file a motion for determination of adequate assurance of payment
10 and set such motion for hearing (the "Determination Hearing") on notice to the affected Utility
11 Company within twenty days of the expiration of the twenty-five day period provided in
12 subparagraph (a) above;

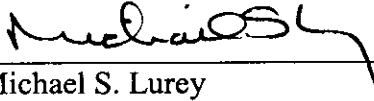
13 (d) In the event a Determination Hearing is scheduled in accordance with the
14 immediately preceding paragraph, the Utility Company shall be deemed to have adequate
15 assurance of payment until an Order of the Court is entered in connection with such
16 Determination Hearing; and

17 (e) No Order entered as a result of any Determination Hearing shall affect the
18 rights and obligations of any Utility Company other than the Utility Company whose request for
19 adequate assurance was the subject of the Determination Hearing.

20 Dated: September 17, 2002

21 
22 Hon. Mitchel R. Goldberg
United States Bankruptcy Judge

23 Submitted by:
LATHAM & WATKINS

24
25 By 
26 Michael S. Lurey
27 Proposed Counsel for Debtors
and Debtors-in-Possession

28 [Signatures continued]

1 Approved as to form only:

2 OFFICE OF THE UNITED STATES TRUSTEE

3
4 By Timothy J. Farris
5 Timothy J. Farris
6 Senior Trial Attorney

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PROOF OF SERVICE

I am a resident of the State of California, over the age of eighteen years, and not a party to the within action. My business address is Latham & Watkins, 633 West Fifth Street, Suite 4000, Los Angeles, California 90071. On September 12 , 2002, I served the attached order.

I deposited the above document(s) for facsimile transmission in accordance with the office practice of Latham & Watkins for collecting and processing facsimiles. I am familiar with the office practice of Latham & Watkins for collecting, processing, and transmitting facsimiles, which practice is that when a facsimile is deposited with the Latham & Watkins personnel responsible for facsimiles, such facsimile is transmitted that same day in the ordinary course of business. The facsimile of the above document(s) was transmitted to the following parties: See the attached Facsimile List

X I placed a sealed envelope or package containing the document(s) in a post office, mailbox, sub-post office, substation, mail chute, or other like facility regularly maintained by the United States Postal Service for receipt of U.S. Mail, with U.S. Mail postage paid, addressed to all parties as stated on the attached Service List.

I caused such envelope to be delivered by Federal Express to the offices of the addressee(s). See attached Federal Express List.

I declare under penalty of perjury that the above is true and correct.

Executed on September 12 , 2002, at Los Angeles, California.



Kathy Bowman

<p>In re</p> <p>CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE, a Delaware corporation, et al.,</p> <p style="text-align: right;">Debtor.</p> <p>Fed. Tax I.D. No. 94-1444797</p>	<p>Case No. RS 02-24284- MG</p> <p>Chapter 111</p> <p>(Jointly administered with the following cases: 02-24287; 02-24289; 02-24293; 02-24294; and 02-24295)</p>
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NOTICE OF ENTRY OF JUDGMENT OR ORDER AND CERTIFICATE OF MAILING


TO ALL PARTIES IN INTEREST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021, that a judgment or order entitled "Order (I) Prohibiting Utility Companies from Altering, Refusing or Discontinuing Services and (II) Continuing Hearing with Respect to Establishing Procedures for Determining Requests for Adequate Assurance of Payment for Future Services" (the "Order") was entered on September 17, 2002.

2. I hereby certify that I mailed a copy of this Notice of Entry and a true copy of the Order or judgment to the noticing agent for service to the persons and entities on the attached service list on September 17, 2002.

Dated: September 17, 2002

JON D. CERETTO
Clerk of the Bankruptcy Court

By:  _____
Deputy Clerk

Service List

Tim Farris, Esq.
Staff Attorney
Office of U.S. Trustee
3420 West 12th St., Suite 2000
Riverside, CA 92501

Richard Neiter, Esq.
Stutman, Treister & Glatt
3699 Wilshire Boulevard, Suite 900
Los Angeles, CA 90010

Hilary P. Jordan, Esq.
Kilpatrick Stockton LLP
1100 Peachtree Street, Suite 2800
Atlanta, GA 30309-4530