

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA, RIVERSIDE DIVISION**

Voluntary Petition

Name of Debtor (If Individual, enter Last, First, Middle): CF AirFreight Corporation, a Delaware corporation	Name of Joint Debtor (Spouse) (Last, First, Middle): Not applicable
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (If more than one, state all): 93-1294381	Soc. Sec./Tax I.D. No. (If more than one, state all):
Street Address of Debtor (No. & Street, City, State, & Zip Code): 16400 SE CF Way Vacouver, WA 98683	Street Address of Joint Debtor (No. & Street, City, State, & Zip Code):
County of Residence or of the Principal Place of Business: Clark	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from Street Address):

Location of Principal Assets of Business Debtor
(if different from street address above):

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this district.

This petition is being filed by a corporation or partnership under chapter 11 and the Debtor acknowledges that a Venue Disclosure Form is required to be filed by General Order 97-02.

Type of Debtor (Check all boxes that apply) <table style="width:100%;"> <tr> <td><input type="checkbox"/> Individual(s)</td> <td><input type="checkbox"/> Railroad</td> </tr> <tr> <td><input checked="" type="checkbox"/> Corporation</td> <td><input type="checkbox"/> Stockbroker</td> </tr> <tr> <td><input type="checkbox"/> Partnership</td> <td><input type="checkbox"/> Commodity Broker</td> </tr> <tr> <td><input type="checkbox"/> Other</td> <td></td> </tr> </table>	<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Railroad	<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Stockbroker	<input type="checkbox"/> Partnership	<input type="checkbox"/> Commodity Broker	<input type="checkbox"/> Other		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <table style="width:100%;"> <tr> <td><input type="checkbox"/> Chapter 7</td> <td><input checked="" type="checkbox"/> Chapter 11</td> <td><input type="checkbox"/> Chapter 13</td> </tr> <tr> <td><input type="checkbox"/> Chapter 9</td> <td><input type="checkbox"/> Chapter 12</td> <td></td> </tr> <tr> <td colspan="3"><input type="checkbox"/> Sec. 304 - Case Ancillary to foreign proceeding</td> </tr> </table>	<input type="checkbox"/> Chapter 7	<input checked="" type="checkbox"/> Chapter 11	<input type="checkbox"/> Chapter 13	<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 12		<input type="checkbox"/> Sec. 304 - Case Ancillary to foreign proceeding		
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Chapter 11 Small Business (Check all boxes that apply) <table style="width:100%;"> <tr> <td><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101</td> </tr> <tr> <td><input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)</td> </tr> </table>	<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101	<input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																
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Statistical/Administrative Information (Estimates only)

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors reported on a consolidated basis with affiliated debtors:

1-15	16-49	50-99	100-199	200-999	1000-Over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Assets reported on a consolidated basis with affiliated debtors:

\$0 - 50,000	\$50,000- 100,000	\$100,001- 500,000	\$500,001- \$1 million	\$1,000,001- \$10 million	\$10,000,001- \$50 million	\$50,000,001- \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts reported on a consolidated basis with affiliated debtors:

\$0- 50,000	\$50,001- 100,000	\$100,001- 500,000	\$500,001- \$1 million	\$1,000,001- \$10 million	\$10,000,001- \$50 million	\$50,000,001- \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Case No,
02-24287-mg

**THIS SPACE FOR
COURT USE ONLY**

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Freight Corporation, a Delaware corporation
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Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: None	Case Number:	Date Filed:
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Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (if more than one, attach additional sheet)

Name of Debtor: See Statement of Related Cases filed concurrently herewith	Case Number:	Date Filed:
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District: U.S. Bankruptcy Court, Central District of California, Riverside Division	Relationship:	Judge:
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Signatures

<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>_____ Signature of Debtor</p> <p>_____ Signature of Joint Debtor</p> <p>_____ Telephone and Fax Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u><i>Stephen Sokol</i></u> Signature of Authorized Individual</p> <p>_____ Stephen Sokol Printed Name of Authorized Individual</p> <p>_____ Vice President and Chief Financial Officer Title of Authorized Individual</p> <p>_____ <u>9/01/02</u> Date</p>
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<p style="text-align: center;">Signature of Attorney</p> <p>X <u><i>Michael S. Lurey</i></u> Signature of Attorney for Debtor(s)</p> <p style="text-align: center;">Michael S. Lurey LATHAM & WATKINS 633 West Fifth Street, Suite 4000 Los Angeles, California 90071-2007 Telephone: (213) 485-1234 Facsimile No.: (213) 891-8763</p> <p><u>9/01/02</u> <u>048235</u> Date Bar Number</p>	<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____ Printed or Typed Name of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number</p> <p>_____ Address</p> <p>Names and Social Security Numbers of all other individuals who prepared or assisted in preparing this document:</p>
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<p style="text-align: center;">Exhibit "A"</p> <p>(To be completed if debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p>X Exhibit "A" is attached and made a part of this petition.</p> <p style="text-align: center;">Exhibit "B"</p> <p>To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>_____ Signature of Attorney for Debtor(s)</p> <p>_____ Date</p>	<p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>_____ Signature of Bankruptcy Petition Preparer</p> <p>_____ Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>
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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
RIVERSIDE DIVISION**

In re CF AIRFREIGHT CORPORATION, a Delaware corporation, <p style="text-align:right">Debtor.</p> Fed Tax I.D. No. 93-1294381	Chapter 11 Case No. _____
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EXHIBIT "A" TO VOLUNTARY PETITION

1. The securities for Consolidated Freightways Corporation, a Delaware corporation, the Debtor's affiliate, are registered under Section 12 of the Securities Exchange Act of 1934, and the SEC file number is 000-23739.

2. The following unaudited financial data is the latest available information and refers to the Debtor's consolidated condition on June 30, 2002.

- | | | |
|----|--|----------------|
| a. | Total assets: | \$852,337,000 |
| b. | Total debts, including debts listed in 2c below: | \$784,423,000 |
| c. | Debt securities held by more than 500 holders: | Not applicable |
| d. | Number of shares of preferred stock: | None |
| e. | Number of shares of common stock: | 100,000 |

3. Brief description of the Debtor's business: The Debtor, through its direct and indirect subsidiaries, provides freight delivery and related services throughout the United States, Canada, Mexico and internationally to more than 80 countries.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the Debtor:

Consolidated Freightways Corporation
16400 SE CF Way
Vancouver, WA 98683

LA\933992.8

EXHIBIT "A" TO THE VOLUNTARY PETITION

**STATEMENT OF RELATED CASES
 INFORMATION REQUIRED BY LOCAL RULE 1015-2
 UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

The following affiliated entities filed voluntary petitions contemporaneously herewith:

Consolidated Freightways Corporation, a Delaware corporation	Fed. Tax I.D. No. 77-0425334
Consolidated Freightways Corporation of Delaware, a Delaware corporation	Fed. Tax I.D. No. 94-1444797
CF AirFreight Corporation, a Delaware corporation	Fed. Tax I.D. No. 93-1294381
Redwood Systems, Inc., a Delaware corporation	Fed. Tax I.D. No. 94-3262817
Leland James Service Corporation, a Delaware corporation	Fed. Tax I.D. No. 77-0381974
CF MovesU.Com Incorporated, a Delaware corporation	Fed. Tax I.D. No. 91-2173020

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

Not Applicable

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of such prior

proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s.)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

Not Applicable

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

Executed this 1 day of September 2002 at Los Angeles, California.

CF AIRFREIGHT CORPORATION,
a Delaware corporation

By: Stipe Sokol
Stephen Sokol Vice President and Chief
Financial Officer

Submitted by:

Michael S. Lurey
MICHAEL S. LUREY
LATHAM & WATKINS

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
RIVERSIDE DIVISION**

In re CF AIRFREIGHT CORPORATION, a Delaware corporation, Debtor. Fed. Tax I.D. No. 93-1294381	Chapter 11 Case No. _____
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**LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

The following is a list of the debtor's creditors holding the 20 largest unsecured claims prepared on a consolidated basis. This list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) those persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

- LEGEND:**
- (1) Name of Creditor and complete mailing address including zip code.
 - (2) Name, telephone number, facsimile number, and complete mailing address, including zip code, of employee, agent or department of Creditor familiar with claim who may be contacted.
 - (3) Nature of claim (trade debt, bank loan, government contract, etc.)
 - (4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff.
 - (5) Amount of claim (if secured, also state value of security).

The following information is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses or counterclaims to the below-listed claims have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense, counterclaim or offset to the below-listed claims; (2) an acknowledgment of the allowability of any of the below listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

I, Stephen Sokol, Vice President and Chief Financial Officer of CF AirFreight Corporation, a Delaware corporation, declare under penalty of perjury that I have read the attached List of Creditors Holding 20 Largest Unsecured Claims, and that it is true and correct to the best of my information and belief.

Executed this 1 day of September at Los Angeles, California.

CF AIRFREIGHT CORPORATION,
a Delaware corporation

By Stephen Sokol
Stephen Sokol, Vice President and Chief Financial
Officer

Submitted by:

Michael S. Lurey
MICHAEL S. LUREY
LATHAM & WATKINS

CF AIRFREIGHT CORPORATION

	Creditor	Contact	Nature of Claim	Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount
1.	Richard D. McCrady, Sr.	4266 Sequoia Dr. Eagan, MN 55122 651-454-6385	Agreement	Disputed	\$2,500,000.00
2.	United Parcel Service	Keith Adams 7401 W. Sunnyview Visalia, CA 93291 1-559-651-7531	Vendor	Disputed	\$146,744.97
3.	Forward Air Inc.	Customer Service 6800 Port Road Groveport, OH 43125 1-800-726-6654	Vendor	Disputed	\$129,160.90
4.	Southwest Airlines Cargo	Steven Whaley Controller P.O. Box 36611 Dallas, TX 25235 1-214-792-4000	Vendor	Disputed	\$117,242.72
5.	ESI Freight Ltd.	Simon Tam Unit 1101, Col Tower World Trade Square 123 HOI BUN Road Kwun Tong Hong Kong 8-522-111-1777	Vendor	Disputed	\$109,856.09
6.	Kitty Hawk Cargo	Tim Metz P.O. Box 971406 Dallas, TX 75397 1-800-486-3780	Vendor	Disputed	\$102,151.11
7.	United Airlines	Customer Service P.O. Box 66100 Chicago, IL 60666 1-800-822-2746	Vendor	Disputed	\$72,312.77
8.	Federal Express Memphis	James Hudson Corp VP & Chief acctg. officer 942 South Sholey Grove Rd. Memphis, TN 38120 1-901-818-9500	Vendor	Disputed	\$68,198.92
9.	RB Freight Services	Location Manager P.O. Box 90755 Los Angeles, CA 90009 1-323-777-0727	Vendor	Disputed	\$57,541.32

	Creditor	Contact	Nature of Claim	Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount
10.	Bax Global	Glenn Zilke 1608 Armstrong Ave. Irvine, CA 92606 1-949-608-3878	Vendor	Disputed	\$32,218.23
11.	Delta Airlines	Shirley Sanderson P.O. Box 920514 Atlanta, GA 30392- 0514 1-800-352-2746	Vendor	Disputed	\$31,882.25
12.	CRST International	John Smith President 3930 SW 16th Ave. Cedar Rapid, Iowa 52406 1-319-396-4400	Vendor	Disputed	\$31,352.70
13.	Northwest Airlines	Barbara Heinen 5101 Northwest Drive St. Paul, MN 55111 1-800-692-2746	Vendor	Disputed	\$30,394.21
14.	Rushway Delivery	Location Manager P.O. Box 2025 South San Francisco, CA 94080 1-650-876-7061	Vendor	Disputed	\$26,040.15
15.	Mad Dog Express	Steve Harth 790 Dubuque Avenue South San Francisco, CA 94080 1-800-493-2275	Vendor	Disputed	\$23,918.97
16.	Fracht FWO SA	Jose Jimenez Halle Fret Bureau E 127 Case Postale 1063 Geneva Switzerland 4-122-798-6688	Vendor	Disputed	\$22,462.65
17.	Above and Beyond	Bill Loewendick 22660 Executive Drive, Suite 131 Sterling, VA 20166 1-703-742-9050	Vendor	Disputed	\$22,134.16