

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

**Voluntary Petition**

Name of Debtor (If individual, enter Last, First, Middle): <b>Consolidated Freightways Corporation,                  a Delaware corporation</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): <b>Not applicable</b>
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):  <b>77-0425334</b>	Soc. Sec./Tax I.D. No. (If more than one, state all):
Street Address of Debtor (No. & Street, City, State, & Zip Code):  <b>16400 SE CF Way                  Vancouver, Washington 98683</b>	Street Address of Joint Debtor (No. & Street, City, State, & Zip Code):
County of Residence or of the Principal Place of Business: <b>Clark</b>	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.

<b>Type of Debtor (Check all boxes that apply)</b> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> <b>Corporation</b> <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____	<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> <b>Chapter 11</b> <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
<b>Nature of Debts (Check one box)</b> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> <b>Business</b>	<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> <b>Full Filing Fee attached</b> <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the Court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3
<b>Chapter 11 Small Business (Check all boxes that apply)</b> <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)	

**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.*  
**02-24289-mg**

**THIS SPACE FOR  
 COURT USE ONLY**



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

In re  CONSOLIDATED FREIGHTWAYS CORPORATION, a Delaware corporation,  <p style="text-align: right;">Debtor.</p> Fed Tax I.D. No. 77-0425334	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

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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

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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

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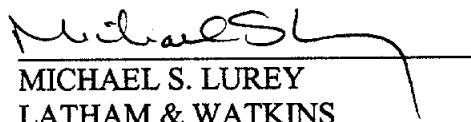
I declare, under penalty of perjury, that the foregoing is true and correct.

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

CONSOLIDATED FREIGHTWAYS  
CORPORATION,  
a Delaware corporation

By:   
John P. Brincko, Chairman of the Board,  
President and Chief Executive Officer

Submitted by:

  
MICHAEL S. LUREY  
LATHAM & WATKINS

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
RIVERSIDE DIVISION

In re  CONSOLIDATED FREIGHTWAYS CORPORATION, a Delaware corporation,  Debtor.  Fed. Tax I.D. No. 77-0425334	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, John P. Brincko, President and Chief Executive Officer of Consolidated Freightways 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.

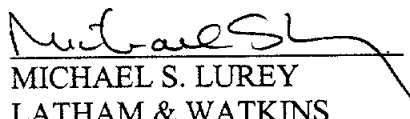
Executed this 1 day of September at Los Angeles, California.

CONSOLIDATED FREIGHTWAYS CORPORATION,  
a Delaware corporation

By \_\_\_\_\_

  
John P. Brincko,  
President and Chief Executive Officer

**Submitted by:**

  
MICHAEL S. LUREY  
LATHAM & WATKINS

**CONSOLIDATED FREIGHTWAYS CORPORATION  
CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE  
CF MOVESU.COM INCORPORATED**

	<b>Creditor</b>	<b>Contact</b>	<b>Nature of Claim</b>	<b>Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount</b>
1.	CNF	<p>Eb Schmoller  Sr. VP &amp; General Counsel  3240 Hillview  Palo Alto, CA 94304  Phone: 650-494-2900  Fax: 650 813 0160</p> <p>Keith Sawallich  Vice President Admn  1717 NW 21 St.  Portland, OR 97209  Phone: 503-450-2190  Fax: 503 450 2518</p>	Taxes, administrative services, other		\$13,940,000
2.	Central States, Southeast and Southwest Areas H/W & F	<p>Ronald J. Kubalanza  Executive Director  9377 W. Higgins  Rosemont, IL 60018-4938  Phone: 847-518-9800  Fax: 847 518 9773</p>	Employee benefit		\$10,000,000
3.	Burlington Northern Santa Fe Railway	<p>John Lucas  Assistant President  Burlington Northern Santa Fe  2650 Lou Menk Drive  Fort Worth, TX 76131-2830  Phone: 817-867-6964  Fax: 817 352 7125</p>	Vendor		\$5,609,443
4.	IBM Corporation	<p>Phil Williams  Project Executive  1455 Market Street, 21st  Floor  San Francisco, CA 94103  Phone: 360-448-3780  Fax: Unknown</p>	Vendor		\$4,259,506
5.	Manthey, Mike (Plaintiff)	<p>Mark Connell  Plaintiff's Lawyer  c/o Connell Law Office  700 SW Higgins, Ste. 200  Box 9108  Missoula, MT 59807-9108  Phone: 406-327-1517  Fax: 405 327 1518</p>	Litigation	Disputed	\$4,043,511

	<b>Creditor</b>	<b>Contact</b>	<b>Nature of Claim</b>	<b>Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount</b>
6.	Clements, Coleman (Plaintiff)	Virgil Yanta Yanta Law firm c/o Yanta Law Firm 111 Soledad, Suite 222 San Antonio, TX 78205 Phone: 210-222-2555 Fax: 210 222 2782	Litigation	Disputed	\$4,010,890
7.	Stephens, Debbie (Plaintiff)	Patrick J. Carroll AIG c/o AIG 175 Waterstreet, 22nd floor New York, NY 10038 Phone: 212-458-3674 Fax: 212 458 5680	Litigation	Disputed	\$3,895,335
8.	Green Island Reinsurance Pool	Jill Husbands Director Green Island Reinsurance Victoria Hall 11 Victoria Street Hamilton HM HX Bermuda Phone 441 297 9731 Fax: 441 297 9780	Insurance		\$3,000,000
9.	Dewey, Patricia (Plaintiff)	Christopher Otorowski Morrow & Orotowski c/o Morrow & Orotowski 298 Winslow Way West Bainbridge Island, WA 98110 Phone: 206-842-1000 Fax: 206 842 0797	Litigation	Disputed	\$2,642,707
10.	Lee, Byron (Plaintiff)	Gene P. Graham Jr. Plaintiff's Lawyer c/o Gene P. Graham, Jr. Hidden Creek Law Building 14801 East 42nd Street Independence, MO 64055 Phone: 816-373-9080 Fax: 816 373 9319	Litigation	Disputed	\$1,600,000
11.	Western Conference Teamster Pension Trust	Robert Gies Executive Vice President c/o Northwest Administrators 2323 Eastlake Avenue E. Seattle, WA 98102 Phone: 206-726-3201 Fax: 206 726 3209	Employee benefit	Unliquidated	\$1,500,000

	<b>Creditor</b>	<b>Contact</b>	<b>Nature of Claim</b>	<b>Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount</b>
12.	Western Conference Teamster Welfare Trust	Robert Gies Executive Vice President c/o Northwest Administrators 2323 Eastlake Avenue E. Seattle, WA 98102 Phone: 206-726-3201 Fax: 206 726 3209	Employee benefit	Unliquidated	\$1,500,000
13.	Gillies, Allyson (Plaintiff)	Thomas Pares Plaintiff's Lawyer c/o Charles W. Beinhauer 160 North Street Buffalow, NY 14201 Phone: 716-885-3046 Fax: Unknown	Litigation	Disputed	\$1,300,000
14.	Union Pacific Railroad Company	Elizabeth Ann Heim Business Director 1416 Dodge Street Omaha, NE 68179 Phone: 401-271-7686 Fax: 402 271 4280	Vendor		\$1,269,595
15.	Freightliner Co.	Michael Calbi Gen. Mgr. Parts Sales c/o Transportation Cost Cont P.O. Box 449 Clackamas, OR 97015 Phone: 503-745-8541 Fax 503 745 7975	Vendor		\$944,710
16.	Norfolk Southern Railway Co.	Glenn J. Hinton Market Manager Three Commercial Place Norfolk, VA 23510-2191 Phone: 757-533-4921 Fax: 757 533 4946	Vendor		\$866,785
17.	Nace, Sharon (Plaintiff)	Samuel S. Henderson, Esq. Plaintiff's Lawyer c/o Trachtman and Henderson, P.A. 1990 West New Haven Avenue Melbourne, FL 32904 Phone: 321-723-8200 Fax: 321 951 4033	Litigation	Disputed	\$834,582

	<b>Creditor</b>	<b>Contact</b>	<b>Nature of Claim</b>	<b>Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount</b>
18.	ABM Facility Services	Michael Hennessy Controller Dept 1088-09 P.O. Box 61000 San Francisco, CA 94161 Phone: 415-351-4556 Fax: 415 351 4582	Vendor		\$760,225
19.	Waste Management	Ryan Jensen National Acct. Mgr. P.O. Box 930580 Atlanta, GA 31193 Phone: 503-296-0619 Fax: 503 214 5501	Vendor		\$750,820
20.	Matson Navigation Company	James Andrasick, President P O Box 68163 El Monte, CA 91735-8163 Phone: 808 525 6611 Fax: 808 25 6652	Vendor		\$713,610