

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

Voluntary Petition

Name of Debtor (If Individual, enter Last, First, Middle): Consolidated Freightways Corporation of Delaware, 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): 94-1444797	Soc. Sec./Tax I.D. No. (If more than one, state all):
Street Address of Debtor (No. & Street, City, State, & Zip Code): 11888 Mission Boulevard Mira Loma, CA 91752	Street Address of Joint Debtor (No. & Street, City, State, & Zip Code):
County of Residence or of the Principal Place of Business: Riverside	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) <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) <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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Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <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
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Chapter 11 Small Business (Check all boxes that apply)

Debtor is a small business as defined in 11 U.S.C. § 101

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.
02-24284-Mg

**THIS SPACE FOR
COURT USE ONLY**

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

<p>In re</p> <p>CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE, a Delaware corporation,</p> <p style="text-align:right">Debtor.</p> <p>Fed Tax I.D. No. 94-1444797</p>	<p>Chapter 11</p> <p>Case No. _____</p>
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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\933992.2

EXHIBIT "A" TO THE VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
RIVERSIDE DIVISION

In re CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE, a Delaware corporation, Debtor. Fed. Tax I.D. No. 94-1444797	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.

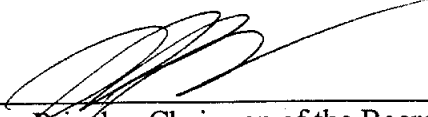
- LEGEND:**
- (1) Name of Creditor and complete mailing address including zip code.
 - (2) Name, telephone number, facsimile number, and complete mailing address, including zip code, of employee, agent or department of Creditor familiar with claim who may be contacted.
 - (3) Nature of claim (trade debt, 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.

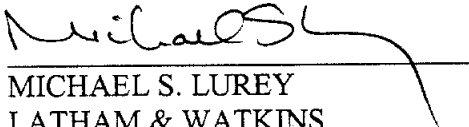
I, John P. Brincko, Chairman of the Board, President and Chief Executive Officer of Consolidated Freightways Corporation of Delaware, a Delaware corporation, declare under penalty of perjury that I have read the attached List of Creditors Holding 20 Largest Unsecured Claims, and that it is true and correct to the best of my information and belief.

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

CONSOLIDATED FREIGHTWAYS CORPORATION
OF DELAWARE, a Delaware corporation

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

Submitted by:


MICHAEL S. LUREY
LATHAM & WATKINS

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

	Creditor	Contact	Nature of Claim	Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount
1.	CNF	<p>Eb Schmoller Sr. VP & 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

	Creditor	Contact	Nature of Claim	Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount
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

	Creditor	Contact	Nature of Claim	Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount
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. Beinbauer 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

	Creditor	Contact	Nature of Claim	Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount
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