

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

**Voluntary Petition**

**COPY**

Name of Debtor (If Individual, enter Last, First, Middle): <b>Redwood Systems, Inc., 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>94-3262817</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, WA 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.  
02-24295-mg

**THIS SPACE FOR  
COURT USE ONLY**

**Voluntary Petition**  
 (This page must be completed and filed in every case.)

Name of Debtor(s): **RI...OD SYSTEMS INC., a Delaware corporation**

**Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)**

Location Where Filed: **None** Case Number: Date Filed:

**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:

District: **U.S. Bankruptcy Court, Central District of California, Riverside Division** Relationship: Judge:

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

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.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone and Fax Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Debtor (Corporation/Partnership)**

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.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** Stephen Sokol  
Signature of Authorized Individual

Stephen Sokol  
Printed Name of Authorized Individual

Vice President and Chief Financial Officer  
Title of Authorized Individual

09/01/02  
Date

**Signature of Attorney**

**X** Michael S. Lurey  
Signature of Attorney for Debtor(s)

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

09/01/02 048235  
Date Bar Number

**Signature of Non-Attorney Petition Preparer**

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.

\_\_\_\_\_  
Printed or Typed Name of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Address

Names and Social Security Numbers of all other individuals who prepared or assisted in preparing this document:

**Exhibit "A"**

(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)

**X** **Exhibit "A" is attached and made a part of this petition.**

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

**Exhibit "B"**

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.

\_\_\_\_\_  
Signature of Attorney for Debtor(s) Date

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.

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

In re  REDWOOD SYSTEMS, INC., a Delaware corporation,   Debtor.  Fed Tax I.D. No. 94-3262817	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\933992.10

**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

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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.

REDWOOD SYSTEMS, INC.,  
a Delaware corporation

By: Stephen 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  REDWOOD SYSTEMS INC., a Delaware corporation,  Debtor.  Fed. Tax I.D. No. 94-3262817	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 Redwood Systems Inc., 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.

REDWOOD SYSTEMS, INC.,  
a Delaware corporation

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

**REDWOOD SYSTEMS, INC.**

	<b>Creditor</b>	<b>Contact</b>	<b>Nature of Claim</b>	<b>Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount</b>
1.	Michael Quagletti	c/o Industrial 1334 Park View Ln., Ste. 100 Manhattan Beach, CA 90266 310-546-8110	Agreement	Disputed	\$42,607
2.	6435 Shiloh LLC	c/o Goodman Segar GVA 101 W. Maine St. 900 W. Trade Cnr. Norfolk, VA 23510 757-627-0661			\$41,773
3.	United Airlines	Department 1871 SCF Pasadena, CA 91050	Vendor		\$11,724
4.	Burns Intl. Security Services	P.O. Box 666 Newark, NJ 07101	Vendor		\$10,003
5.	Ryder Transportation Services	P.O. Box 96723 Chicago, IL 60693	Vendor		\$1,959
6.	Southwest Material Hand Rialto	P.O. Box 1070 Mira Loma, CA 91752	Vendor		\$1,958
7.	Volt	Accounts Receivable File #53102 Los Angeles, CA 90074-3102	Vendor		\$1,674
8.	Radius Transportation	5700 E. Airport Dr., Suite A Ontario, CA 91761	Vendor		\$1,475
9.	Custom Freight Systems Inc.	P.O. Box 509 Hayward, CA 94543-0509	Vendor		\$1,318
10.	Kipley Forest Products Inc.	P.O. Box 1113 Upland, CA 91785-1113	Vendor		\$1,020
11.	CST Connection Inc.	P.O. Box 7247 - 8341 Philadelphia, PA 19170-8341	Vendor		\$816
12.	Transportation Audit Group LLC	P.O. Box 12191 Portland, OR 97212	Vendor		763
13.	Ring Power Corporation	P.O. Box 45022 Jacksonville, FL 32232-5022	Vendor		\$660
14.	Allied Electrical Systems Inc.	745 40th St. South St. Petersburg, FL 33711	Vendor		\$525
15.	TLogic Inc.	9702 Harford Rd., Suite C Baltimore, MD 21234	Vendor		\$450

	<b>Creditor</b>	<b>Contact</b>	<b>Nature of Claim</b>	<b>Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount</b>
16.	Staples Credit Plan	P.O. Box 9020 Des Moines, IA 50368-9020	Vendor		\$413
17.	Select Personnel Services	P.O. Box 60607 Los Angeles, CA 90060-0607	Vendor		\$379
18.	Ryder Transportation Services	P.O. Box 402366 Atlanta, GA 30384-2366	Vendor		\$326
19.	Simplexgrinnell	Dept LA 21409 Pasadena, CA 91185-1409	Vendor		\$291
20.	Earthlink Inc.	P.O. Box 51076 Los Angeles, CA 90051-5376	Vendor		\$276