TAB 3

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF JACK COOPER VENTURES, INC., JACK COOPER DIVERSIFIED, LLC, JACK COOPER ENTERPRISES, INC., JACK COOPER HOLDINGS CORP., JACK COOPER TRANSPORT COMPANY, INC., AUTO HANDLING CORPORATION, CTEMS, LLC, JACK COOPER LOGISTICS, LLC, AUTO & BOAT RELOCATION SERVICES, LLC, AXIS LOGISTIC SERVICES, INC., JACK COOPER CT SERVICES, INC., JACK COOPER RAIL AND SHUTTLE, INC., JACK COOPER INVESTMENTS, INC., NORTH AMERICAN AUTO TRANSPORTATION CORP., JACK COOPER TRANSPORT CANADA INC., JACK COOPER CANADA GP 1 INC., JACK COOPER CANADA GP 2 INC., JACK COOPER CANADA 1 LIMITED PARTNERSHIP, JACK COOPER CANADA 2 LIMITED PARTNERSHIP

APPLICATION OF JACK COOPER VENTURES, INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

APPLICANT

AFFIDAVIT OF WALEED MALIK

(Solemnly affirmed August 8, 2019)

I, Waleed Malik, of the City of Toronto, in the Province of Ontario, SOLEMNLY

AFFIRM AND SAY:

1. I am an associate at Osler, Hoskin & Harcourt LLP, Canadian counsel to Jack Cooper Ventures, Inc. (the "Applicant"), in its capacity as a foreign representative of itself as well as Jack

Cooper Diversified, LLC, Jack Cooper Enterprises, Inc., Jack Cooper Holdings Corp., Jack Cooper Transport Company, Inc., Auto Handling Corporation, CTEMS, LLC, Jack Cooper Logistics, LLC, Auto & Boat Relocation Services, LLC, Axis Logistic Services, Inc., Jack Cooper CT Services, Inc., Jack Cooper Rail And Shuttle, Inc., Jack Cooper Investments, Inc., North American Auto Transportation Corp., Jack Cooper Transport Canada Inc., Jack Cooper Canada GP 1 Inc., Jack Cooper Canada GP 2 Inc., Jack Cooper Canada 1 Limited Partnership, Jack Cooper Canada 2 Limited Partnership (collectively, the "Chapter 11 Debtors"). As such I have personal knowledge of the matters deposed to in this affidavit, except where indicated otherwise.

- 2. On August 6, 2019 (the "Petition Date"), the Chapter 11 Debtors filed voluntary petitions for relief (the "Petitions") pursuant to Chapter 11 the United States Bankruptcy Code with the United States Bankruptcy Court for the Northern District of Georgia (the "U.S. Court"). Certified copies of the Petitions are attached as follows:
 - (a) Voluntary Petition of the Applicant as Exhibit "A";
 - (b) Voluntary Petition of Jack Cooper Diversified LLC as Exhibit "B";
 - (c) Voluntary Petition of Jack Cooper Enterprises, Inc. as Exhibit "C";
 - (d) Voluntary Petition of Jack Cooper Holdings Corp. as Exhibit "D";
 - (e) Voluntary Petition of Jack Cooper Transport Company, Inc. as Exhibit "E";
 - (f) Voluntary Petition of Auto Handling Corporation as Exhibit "F";
 - (g) Voluntary Petition of CTEMS, LLC as Exhibit "G";
 - (h) Voluntary Petition of Jack Cooper Logistics, LLC as Exhibit "H";

- (i) Voluntary Petition of Auto & Boat Relocation Services, LLC as Exhibit "I";
- (j) Voluntary Petition of Axis Logistic Services, Inc. as Exhibit "J";
- (k) Voluntary Petition of Jack Cooper CT Services, Inc. as Exhibit "K";
- (1) Voluntary Petition of Jack Cooper Rail And Shuttle, Inc. as Exhibit "L";
- (m) Voluntary Petition of Jack Cooper Investments, Inc. as Exhibit "M";
- (n) Voluntary Petition of North American Auto Transportation Corp. as Exhibit "N";
- (o) Voluntary Petition of Jack Cooper Transport Canada Inc. as Exhibit "O";
- (p) Voluntary Petition of Jack Cooper Canada GP 1 Inc. as Exhibit "P";
- (q) Voluntary Petition of Jack Cooper Canada GP 2 Inc. as Exhibit "Q";
- (r) Voluntary Petition of Jack Cooper Canada 1 Limited Partnership as Exhibit "R"; and
- (s) Voluntary Petition of Jack Cooper Canada 2 Limited Partnership as Exhibit "S".
- 3. The Chapter 11 Debtors filed various first day motions concurrently or shortly after the filing of the Petitions. The Applicant is seeking recognition for the orders made in some of these first day motions (the "First Day Motions"), copies of which are attached (including all schedules and exhibits except the proposed draft orders) as set out below:
 - (a) Debtors' Motion for Entry of an Order (I) Authorizing Jack Cooper Ventures, Inc.
 to Act as Foreign Representative and (II) Granting Related Relief (the "Foreign
 Representative Motion"), a copy of which is attached hereto as Exhibit "T";

- (b) Debtors' Motion for Entry of an Order Directing Joint Administration of Chapter

 11 Cases (the "Joint Administration Motion"), a copy of which is attached hereto
 as Exhibit "U";
- (c) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate the Cash Management System, (B) Maintain Existing Bank Accounts and Business Forms, (II) Authorizing Continued Intercompany Transactions, (III) Granting Administrative Expense Status to Intercompany Claims, and (IV) Granting Related Relief (the "Cash Management Motion"), a copy of which is attached hereto as Exhibit "V";
- (d) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing (A) the

 Debtors to Pay Prepetition Claims of Trade and Lien Claimants, and (B)

 Procedures Related thereto, and (II) Granting Related Relief (the "Critical

 Vendors Motion"), a copy of which is attached hereto as Exhibit "W";
- (e) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors

 (A) to Obtain Postpetition Financing and (B) to Use of Cash Collateral, (II)

 Granting Adequate Protection to Certain Prepetition Secured Parties, (III)

 Scheduling a Final Hearing, and (II) Granting Related Relief (the "DIP Motion"),
 a copy of which is attached hereto as Exhibit "X";
- (f) Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to

 (I) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition

 Obligations related thereto, (II) Renew, Amend, Supplement, Extend, or Purchase

 Insurance Policies, (III) Honor the Terms of the Premium Financing Agreements

 and Pay Premiums Thereunder, (IV) Enter into New Premium Financing

- Agreements in the Ordinary Course of Business, and (V) Granting Related Relief (the "Insurance Motion"), a copy of which is attached hereto as Exhibit "Y";
- (g) Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to

 (I) Pay Certain Prepetition Wages, Salaries, Other Compensation, and

 Reimbursable Employee Expenses and (II) Continue Employee Benefits (the

 "Wages Motion"), a copy of which is attached hereto as Exhibit "Z";
- (h) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue and Renew Surety Bond Program and (II) Granting Related Relief (the "Surety Bond Motion"), a copy of which is attached hereto as Exhibit "AA";
- (i) Debtors' Motion for Entry of Interim and Final Orders Authorizing the Payment of Certain Prepetition Taxes and Fees (the "Taxes and Fees Motion"), a copy of which is attached hereto as Exhibit "BB";
- (j) Debtors' Motion for Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services (the "Utilities Motion"), a copy of which is attached hereto as Exhibit "CC";
- (k) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Customer Programs and Honor Certain Prepetition Obligations Related Thereto, and (II) Granting Related Relief (the "Customer Programs Motion"), a copy of which is attached hereto as Exhibit "DD";
- (1) Debtors' Motion for Entry of Interim and Final Orders Approving Notification ad Hearing Procedures for Certain Transfers of and Declarations of Worthlessness

- with Respect to Common Stock (the "Equity Transfer Motion"), a copy of which is attached hereto as Exhibit "EE"; and
- (m) Debtors' Motion for Entry of an Order Appointing Prime Clerk LLC as Claims,

 Noticing and Solicitation Agent (the "Prime Clerk Motion"), a copy of which is
 attached hereto as Exhibit "FF".
- 4. Attached hereto as Exhibit "GG" is a copy of the Order of the U.S. Court, dated August 8, 2019, authorizing the Applicant to act as foreign representative on behalf of all the Chapter 11 Debtors (the "Foreign Representative Order"). Given the short period of time between the granting of the Foreign Representative Order and the filing of this application, it was not possible to file the *original* certified copy of the Foreign Representative Order with the Court. Therefore, in the interests of time, this affidavit attaches a copy of the certified Foreign Representative Order.
- 5. Copies of the other Orders entered by the U.S. Court on August 8, 2019 with respect to the First Day Motions are attached as follows:
 - (a) Order Directing Joint Administration of Chapter 11 Cases and Granting Related

 Relief (the "Joint Administration Order") as Exhibit "HH";
 - (b) Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash
 Management System and (B) Maintain Existing Bank Accounts and Business
 Forms, (II) Authorizing Continued Intercompany Transactions, (III) Granting
 Administrative Expense Status, and (IV) Granting Relate Relief (the "Interim Cash
 Management Order") as Exhibit "II";

- (c) Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Vendors and foreign Vendors, and (II) Granting Related Relief (the "Interim Critical Vendors Order") as Exhibit "JJ";
- (d) Interim Order Pursuant to U.S.C. §§ 105, 361, 362, 363, 364, 503, 507 (I)

 Authorizing the Debtors to Obtain Senior and Junior Secured Priming

 Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority

 Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition

 Lenders; (III) Authorizing Use of Cash Collateral; (IV) Modifying the Automatic

 Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief (the

 "Interim DIP Order") as Exhibit "KK";
- (e) Interim Order Authorizing the Debtors to (I) Continue Insurance Coverage Entered Into Prepetition and Satisfy Prepetition Obligations Related Thereto, (II) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies, (III) Honor the Terms of the Premium Financing Agreements and Pay Premiums Thereunder, (IV) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (V) Granting Related Relief (the "Insurance Order") as Exhibit "LL";
- (f) Interim Order Authorizing the Debtors to (I) Pay Certain Prepetition Wages,

 Salaries, other Compensation, and Reimbursable Employee Expenses and (II)

 Continue Employee Benefits (the "Interim Employee Wages Order") as Exhibit

 "MM";
- (g) Interim Order Authorizing (I) the Debtors to Continue and Renew the Surety Bond

 Program and (II) Granting Related Relief (the "Surety Bond Order") as Exhibit

 "NN";

- (h) Interim Order Authorizing the Payment of Certain Prepetition Taxes and Fees (the "Taxes and Fees Order") as Exhibit "OO";
- (i) Interim Order (I) Authorizing the Debtors to Continue Customer Programs and Honor Certain Prepetition Obligations Related Thereto, and (II) Granting Related Relief (the "Customer Programs Order") as Exhibit "PP";
- 6. I am advised by Emily Paplawski of Osler and believe that the following three Orders were also granted by the U.S. Court on August 8, 2019 but, as of the time of the swearing of this affidavit, had not yet been entered:
 - (a) Order Determining Adequate Assurance of Payment for Future Utility Services (the "Utilities Order");
 - (b) Interim Order Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock (the "Equity Transfer Order"); and
 - (c) Order Appointing Prime Clerk LLC as Claims, Noticing and Solicitation Agent (the "Prime Clerk Order").
- Accordingly, a copy of the Utilities Order, Equity Transfer Order and Prime Clerk Order submitted to the U.S. Court for entry are attached to this Affidavit as Exhibits "QQ", "RR" and "SS", respectively. I understand that Canadian counsel to the Chapter 11 Debtors will bring copies of the entered Orders to the Ontario Court at the hearing of this Motion, provided they are available. If they are not available, the Applicant will return to this Court at a later date to seek recognition of these three orders.

I make this affidavit in support of the within application and for no other improper purpose. 8.

SOLEMNLY AFFIRMED BEFORE ME at the City of Toronto, in the Province of Ontario on August 8, 2019.

Commissioner for Taking Affidavits
David Rosewslat.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

Court File No: CV-19-625200-00CL

AND IN THE MATTER OF JACK COOPER VENTURES, INC., JACK COOPER DIVERSIFIED, LLC, JACK COOPER ENTERPRISES, INC., JACK COOPER HOLDINGS CORP., JACK COOPER TRANSPORT COMPANY, INC., AUTO HANDLING CORPORATION, CTEMS, LLC, JACK COOPER LOGISTICS, LLC, AUTO & BOAT RELOCATION SERVICES, LLC, AXIS LOGISTIC SERVICES, INC., JACK COOPER CT SERVICES, INC., JACK COOPER RAIL AND SHUTTLE, INC., JACK COOPER INVESTMENTS, INC., NORTH AMERICAN AUTO TRANSPORTATION CORP., JACK COOPER TRANSPORT CANADA INC., JACK COOPER CANADA GP 1 INC., JACK COOPER CANADA 1 LIMITED PARTNERSHIP, JACK COOPER CANADA 2 LIMITED PARTNERSHIP

APPLICATION OF JACK COOPER VENTURES, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Ontario SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

Proceeding commenced at Toronto

AFFIDAVIT OF WALEED MALIK

OSLER, HOSKIN & HARCOURT, LLP

P.O. Box 50, 1 First Canadian Place Toronto, ON M5X 1B8

Marc Wasserman (LSO# 44066M) Tel: 416.862.4908 mwasserman@osler.com

Shawn T. Irving (LSO# 50035U)

Tel: 416.862.4733 sirving@osler.com Fax: 416.862.6666

Lawyers for the Applicant

Matter No: 1202186

This is Exhibit "A" referred to in the Affidavit of Waleed Malik, solemnly affirmed before me, this 8^{th} day of August, 2019

A Commissioner for Taking Affidavits

David Posuslat

Case 19-62393-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:12:29 Desc Mair

Fill in this information to identify the case:	rage 1 01 46
United States Bankruptcy Court for the: Northern District of Georgia	
Case number (If known): Chapter 11	☐ Check if this is a
	amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

	Dalatania		
1.	Debtor's name	Jack Cooper Ventures, Inc.	1 2
2.	All other names debtor used in the last 8 years	None.	Filed in Clerk's Office and a true copy certified this Z day of August 20 19
	Include any assumed names, trade names, and doing business as names		M. REGINA THOMAS, CLERK By: Life Cells Deputy Clerk
3.	Debtor's federal Employer Identification Number (EIN)	8 3 0 9 9 0 8 0 5	
4.	Debtor's address	Principal place of business 630 Kennesaw Due West Road	Mailing address, if different from principal place of business
		Number Street	Number Street
		Kennesaw GA 30152	P.O. Box
		City State ZIP Code	City State ZIP Code
		Cobb	Location of principal assets, if different from principal place of business
		County	Number Street
			City State ZIP Code
	Debtor's website (URL)	www.jackcooper.com	
•	Type of debtor	☑ Corporation (including Limited Liability Company (luminary) ☐ Partnership (excluding LLP) ☐ Other. Specify:	

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D	Jack Cooper Venture	es, Inc.	Cara	number (if known)
_	Name			Turnber (ir known)
7.	Describe debtor's business	A. Check one	:	
		Health Ca	re Business (as defined in 11 U.S.C. § 101	(27A))
		☐ Single Ass	et Real Estate (as defined in 11 U.S.C. § 1	01(51B))
			as defined in 11 U.S.C. § 101(44))	31(313))
			er (as defined in 11 U.S.C. § 101(53A))	
			y Broker (as defined in 11 U.S.C. § 101(6))	
			ank (as defined in 11 U.S.C. § 781(3))	
		None of the last of t		
		B. Check all th	nat apply:	
		☐ Tay-evemr	ot entity (as described in 26 U.S.C. § 501)	
				investment vehicle (as defined in 15 U.S.C.
		- ,	advisor (as defined in 15 U.S.C. § 80b-2(a	2/443
		— invocancin	advisor (as defined in 15 0.5.C. 9 600-2(a	(11)
		C. NAICS (No	rth American Industry Classification System	n) 4-digit code that best describes debtor. See
		4 8	.uscourts.gov/four-digit-national-association	n-naics-codes .
				
8.	Under which chapter of the	Check one:		
	Bankruptcy Code is the debtor filing?	Chapter 7		
	debtor ming r	Chapter 9		
		•	. Check all that apply:	
		— Onapiei 11	<u> </u>	
			insiders or affiliates) are less than \$2, 4/01/22 and every 3 years after that).	quidated debts (excluding debts owed to 725,625 (amount subject to adjustment on
			debtor is a small business debtor, atta	or as defined in 11 U.S.C. § 101(51D). If the ach the most recent balance sheet, statement and federal income tax return or if all of these procedure in 11 U.S.C. & 1116(1)(2).
			☐ A plan is being filed with this petition.	7.0.0.0. 9 1110(1)(D).
			Acceptances of the plan were solicited creditors, in accordance with 11 U.S.C	d prepetition from one or more classes of
			Securities and Exchange Commission	reports (for example, 10K and 10Q) with the according to § 13 or 15(d) of the Securities ment to Voluntary Petition for Non-Individuals Filing cial Form 201A) with this form
*21				ned in the Securities Exchange Act of 1934 Rule
		Chapter 12	120 2.	
).	Were prior bankruptcy cases	N.		
	filed by or against the debtor	☑ No		
	within the last 8 years?	Yes. Distric	When	Case number
	If more than 2 cases, attach a		MM / DE	D/YYYY
	separate list.	Distric	When	Case number
0.	Are any bankruptcy cases	□ No		
	pending or being filed by a		See Rider 1	A CC:1:-4-
	business partner or an	Yes. Debtor		Relationship Affiliate
	affiliate of the debtor?	District	Northern District of Georgia	When
	List all cases. If more than 1, attach a separate list.	Case n	umber, if known	MM / DD /YYYY

Case 19-62393-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:12:29 Desc Main Document Page 3 of 48

Debtor Jack Cooper Ventures	s, Inc.	Case number (f knawn)
11. Why is the case filed in this district?	Check all that apply: Debtor has had its dom immediately preceding district.	icile, principal place of business, or pr the date of this petition or for a longer	incipal assets in this district for 180 days part of such 180 days than in any other
	A bankruptcy case cond	cerning debtor's affiliate, general partr	ner, or partnership is pending in this district.
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does the pro	perty need immediate attention? (d identifiable hazard to public health or safety.
		physically secured or protected from the	
	It includes peris attention (for ex assets or other	shable goods or assets that could quic kample, livestock, seasonal goods, me options).	ckly deteriorate or lose value without eat, dairy, produce, or securities-related
	Where is the prop	erty?Street	
	ē	City	State ZIP Code
	Is the property ins No Yes. Insurance as	ured?	
	Contact nam		
	Phone		-
Statistical and administ	rative information		
3. Debtor's estimation of available funds	Check one: ☑ Funds will be available fo ☐ After any administrative e	r distribution to unsecured creditors. expenses are paid, no funds will be ava	ailable for distribution to unsecured creditors.
4. Estimated number of creditors	▲ 1-49→ 50-99→ 100-199→ 200-999	☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	25,001-50,000 50,001-100,000 More than 100,000
5. Estimated assets	\$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 \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion

Document Page 4 of 48 Jack Cooper Ventures, Inc. Debtor Case number (if known) \$0-\$50,000 \$1,000,001-\$10 million **☎** \$500,000,001-\$1 billion 16. Estimated liabilities \$50,001-\$100,000 \$10,000,001-\$50 million \$1,000,000,001-\$10 billion \$100,001-\$500,000 □ \$50,000,001-\$100 million □ \$10,000,000,001-\$50 billion □ \$500,001-\$1 million □ \$100,000,001-\$500 million ☐ More than \$50 billion Request for Relief, Declaration, and Signatures WARNING - Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571. 17. Declaration and signature of The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of petition. debtor I have been authorized to file this petition on behalf of the debtor. I have examined the information in this petition and have a reasonable belief that the information is true and correct. I declare under penalty of perjury that the foregoing is true and correct. 08/06/2019 Executed on x /s/ T. Michael Riggs T. Michael Riggs Signature of authorized representative of debtor Printed name Title Chief Executive Officer 18. Signature of attorney 🗶 /s/ Brian S. Hermann 08/06/2019 Date Signature of attorney for debtor /DD /YYYY Brian S. Hermann Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number New York NY 10019 City State ZIP Code (212) 373-3000 bhermann@paulweiss.com Contact phone Email address 2810232 NY Bar number State

Filed 08/06/19 Entered 08/06/19 18:12:29

Desc Main

Case 19-62393-pwb

Doc 1

ill in this information to identify the case:	701	
United States Bankruptcy Court for the :		
Northern District of Georgia		
(State)		1
Case number (if known):	Chapter	11

☐ Check if this is an amended filing

Rider 1 Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Northern District of Georgia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Jack Cooper Ventures, Inc.

- Jack Cooper Ventures, Inc.
- Auto & Boat Relocation Services LLC
- Auto Handling Corporation
- Axis Logistic Services, Inc.
- CTEMS, LLC
- Jack Cooper Canada 1 Limited Partnership
- Jack Cooper Canada 2 Limited Partnership
- Jack Cooper Canada GP1 Inc.
- Jack Cooper Canada GP2 Inc.
- Jack Cooper CT Services, Inc.
- Jack Cooper Diversified, LLC
- Jack Cooper Enterprises, Inc.
- Jack Cooper Holdings Corp.
- Jack Cooper Investments, Inc.
- Jack Cooper Logistics, LLC
- Jack Cooper Rail and Shuttle, Inc.
- Jack Cooper Transport Canada Inc.
- Jack Cooper Transport Company, Inc.
- North American Auto Transportation Corp.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

]

In re:	Chapter 11
JACK COOPER VENTURES, INC.,	Case No. 19[
Debtor	

LIST OF EQUITY SECURITY HOLDERS1

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jack Cooper Ventures, Inc.	Jack Cooper Investments, Inc.	630 Kennesaw Due West Road Kennesaw, GA 30152	100%

This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

In re:	Chapter 11
JACK COOPER VENTURES, INC.,	Case No. 19[]
Debtor.	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Jack Cooper Investments, Inc.	100%

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Check if this is an amended filing

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Debtor name: Jack Cooper Ventures, Inc., *et al* . United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division Case number (if Known):

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Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Unliquidated Unliquidated Unliquidated Unfiquidated Unsecured Claim loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount Unliquidate and deduction for value of collateral or setoff to calculate If the claim is fully unsecured, fill in only unsecured claim Deduction for value of collateral or setoff Indicate if claim Amount of unsecured claim partially secured unsecured claim. Total claim, if is contingent, ₹ 2,0 7, 3 $\frac{2}{5}$ dlsputed example, trade debts, bank Nature of the claim(for government contracts) Pension Pension Pension Pension Pension Central States, Southeast and Southwest Areas Pension Plans International Brotherhood of Teamsters Union Local No. 710 Name of creditor and complete mailing address, Name, telephone number, and email address of New England Teamsters and Trucking Industry Pension fund EMAIL: BMcCloskey@560benefitfunds.com EMAIL: nbaczkow@centralstatesfunds.org Attn: President or General Counsel PHONE: 847-518-9800 Attn: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-4402 Attn: President or General Counsel Attn: President or General Counsel Attn: President or General Counsel Teamsters Local 560 Benefit Fund Pension Benefit Guaranty Corp EMAIL: mypension@pbgc.gov EMAIL: michael@710hwp.org PHONE: 800-736-2444 PHONE: 201-864-0051 PHONE: 773-254-2500 creditor contact FAX: 847-518-9752 FAX: 202-326-4047 FAX: 201-864-4177 FAX: 773-254-4193 Pension Fund EMAIL: N/A Central States, Southeast and Southwest Areas New England Teamsters and Trucking Industry International Brotherhood of Teamsters Union Attn: President or General Counsel Feamsters Local 560 Benefit Fund Pension Benefit Guaranty Corp Burlington, MA 01803-4768 Local No. 710 Pension Fund Rosemont, IL 60018-4938 Washington, DC 20005 Wall Street 4th Floor 707 Summit Avenue Jnion City, NJ 07087 9377 W Higgins Rd 9000 W 187th St Mokena, IL 60448 1200 K Street NW Pension Plans Pension fund including zip code

12/15

Desc Main Case number (If known) Entered 08/06/19 18:12:29 Filed 08/06/19 Doc 1 Debtor: Jack Cooper Ventures, Inc., et al.

Unliquidated Unliquidated \$2,755,000.00 \$1,505,045.43 \$1,099,000.00 \$952,515.89 \$794,233.49 Unsecured Claim \$619,370.26 \$308,424.90 loans, professional services, and unliquidated, or lamount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate If the claim is fully unsecured, fill in only unsecured claim Deduction for value of collateral or setoff Indicate if claim Amount of unsecured claim partially secured Total claim, if unsecured claim. is contingent, c/n/p 7 disputed example, trade debts, bank t Page 9 of 48 Nature of the claim(for government contracts) Unsecured Note Unsecured Note Unsecured Note **Unsecured Note** Unsecured Note Parts Supplies Parts Supplies Pension Fuel Document Freight Drivers and Helpers Local Union No. 557 Pension Fund Name of creditor and complete mailing address, Name, telephone number, and email address of EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com Teamsters Joint Council No. 83 Of Virginia Pension Fund Teamsters of Philadelphia and Vicinity Pension Plan Bridgestone Firestone North American Holdings Ltd EMAIL: steve.miller@pilottravelcenters.com EMAIL: arremittance@corcentric.com EMAIL: pension@teamsterfunds.com EMAIL: Nancy jameson@kidder.com Automotive Industries Pension Plan Attn: President or General Counsel Attn: President or General Counsel PHONE: 856-382-2411 EMAIL: documants@tjc83funds.net. Attn: President or General Counsel Attn: President or General Counsel U.S. Bank, National Association Attn: President or General Counsel PHONE: 615-937-6608 Attn: President or General Counsel MAIL: AlSupport@hsba.com Selland Auto Transport Note Ameriquest Business Services PHONE: 206-248-7320 Pilot Travel Centers LLC PHONE: 443-573-3615 PHONE: 800-635-3105 PHONE: 888-267-8378 PHONE: 651-466-6299 PHONE: 865-805-6286 PHONE: 804 282-3131 creditor contact FAX: 856-382-2401 FAX: 615-937-3621 EMAIL: N/A EMAIL: N/A FAX: N/A Feamsters of Philadelphia and Vicinity Pension Plan Bridgestone Firestone North American Holdings Ltd eamsters Joint Council No. 83 Of Virginia Pension reight Drivers and Helpers Local Union No. 557 Attn: President or General Counsel Automotive Industries Pension Plan Attn: President or General Counsel 200 Lake Drive East Suite 200 Attn: President or General Counsel Attn: President or General Counsel Attn: President or General Counsel 9411 Philadelphia Road Suite S U.S. Bank, National Association 2500 McClellan Ave Suite 140 Ameriquest Business Services Selland Auto Transport Note 8814 Fargo Road Suite 200 Nashville, TN 37214-0990 Pilot Travel Centers LLC 615 South 96th Street 1640 South Loop Road Pennsauken, NJ 08109 Baltimore, MD 21237 60 Livingston Avenue Richmond, VA 23229 Cherry Hill, NJ 08002 Alameda, CA 94502 Knoxville, TN 37909 Seattle, WA 98108 St. Paul, MN 55107 535 Marriott Drive Pension Fund 5508 Lonas Dr including zip code Fund 10 11 12 13

Entered 08/06/19 18:12:29 Filed 08/06/19 Doc 1 Debtor: Jack Cooper Ventures, Inc., et al.

\$303,468.81 \$279,649.28 \$220,546.00 \$160,400.00 \$155,845.68 **Unsecured Claim** \$153,284.41 \$149,265.00 loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount \$122,639.44 \$92,000.00 \$85,903.19 and deduction for value of collateral or setoff to calculate If the claim is fully unsecured, fill in only unsecured claim Desc Main Case number (If known) Deduction for value of collateral or setoff Indicate if claim | Amount of unsecured claim partially secured Total claim, if unsecured claim. is contingent, disputed Document Page 10 of 48 | address of Nature of the claim(for example, trade debts, bank Professional Services government contracts) Communications Carrier Leases Unsecured Note Parts Supplies Insurance Motels Fuel Tires Rent Name of creditor and complete mailing address, Name, telephone number, and email address of Central Pennsylvania Teamsters Defined Benefit Plan EMAIL: Cynthia.alvarado@dallascityhall.com ove's Travel Stops & Country Stores, Inc. EMAIL: twoodham@cottrelltrailers.com EMA!L: lynn@centralPAteamsters.com EMAIL: N/A Union Pacific Railroad Attn: President or General Counsel PHONE: N/A EMAIL: cameron.kurek@conti-na.com Attn: President or General Counsel EMAIL: N/A Continental Tire North America Attn: President or General Counsel Corporate Lodging Consultants Attn: President or General Counsel EMAIL: mwilliams@clclodging.com National Interstate Insurance Attn: President or General Counsel PHONE: N/A McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 Attn: President or General Counsel Attn: Prosident or General Counsel Attn: President or General Counsel Attn: President or General Counsel PHONE: 770-532-7251 EMAIL: comments@loves.com Windstream Holding, Inc. PHONE: 866-213-5536 PHONE: 800-835-4045 PHONE: 17045834853 PHONE: 214-948-4085 PHONE: 610-320-5500 creditor contact FAX: 610-320-9239 City of Dallas PHOME: N/A MAIL: N/A Cottrell, Inc MAIL: N/A FAX: N/A Central Pennsylvania Teamsters Defined Benefit ove's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Attn: President ar General Counsel Attn: President or General Counsel Corporate Lodging Consultants Continental Tire North America 12567 Collections Center Drive National Interstate Insurance 10601 North Pennsylvania Suite 5300, TD Bank Tower 4001 Rodney Parham Road Oklahoma City, OK 73120 Charlotte, NC 28260-0049 Windstream Holding, inc. Wichita, KS 67226-2614 McCarthy Tetrault LLP Nyomissing, PA 19510 Union Pacific Railroad Foronto, ON MSK 1E6 Sainesville, GA 30507 Little Rock, AR 72212 Richfield, OH 44286 3250 Interstate Dr. 320 East Jefferson 2125 Candler Road Chicago, IL 60693 1055 Spring Street Dallas, TX 75203 Po Box 60049 including zip code City of Dallas Cottrell, Inc Jan 15 16 17 18 19 20 21 22 23 24

Official Form 204

Debtor: Jack Cooper Ve

9-62393-pwb Doc 1 Filed 08/06/19 Entered 08/00 Document Page 11 of 48	Nature of the claim(for indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, if the claim is fully unsecured, fill in only unsecured claim loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) disputed and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, if Deduction for value of partially secured Claim	\$84,947,06	\$84,000.00	\$77,645.68	\$77,423.38	\$54,589.13	\$52,626.22
			Rents	Rents	Fund Unsecured Note	Cargo Claims	IT Consulting	Parts Supplies
	Name, telephone number, and emai creditor contact		Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: iduncan@robinson-park.com	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msliva@peterpaulrealestate.com	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	National Union Fire Insurance Attn: President or General Counsel PHONE: 212-770-7000 EXX: N/A EMAIL: N/A	Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801-6231 EMAIL: N/A	Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com
	Name of creditor and complete mailing address, including zip code		Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Apollo Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 94.11 Philadelphia Road Suite S Baltimore, MD 21237	National Union Fire Insurance Attn: President or General Counsel 70 Pine Street Floor 1 F New York, NY 10270	Omnitracs, LLC Attn: President or General Counsel Pile No. 54210 Los Angeles, CA 90074-4210 E	Imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008
Debtor	includ		25	79	27	28	29	30

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Fill in this information to identify the case and this filing:							
Debtor Name Jack Cooper Ventures, Inc.							
United States Bankruptcy Court for the:	Northern District of Georgia						
Case number (If known):	(State)						

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case. I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct: Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B) Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G) П Schedule H: Codebtors (Official Form 206H) Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum) Amended Schedule Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204) Other document that requires a declaration_ List of Equity Security Holders, Corporate Ownership Statement and List of Creditors Who Have the 30 Largest Unsecured Claims I declare under penalty of perjury that the foregoing is true and correct. Executed on X T. Michael Riggs 08/06/2019 MM/ DD/YYYY Signature of individual signing on behalf of debtor T. Michael Riggs Printed name **Chief Executive Officer** Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

Effective as of the date written above, the members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (each, "Board"), as applicable, of the corporations (including, where applicable, in their capacity as general partner of a limited partnership listed in the attachments hereto), limited liability companies, and limited partnerships listed on the attachments hereto (each, a "Company" and collectively, the "Companies") hereby take the following actions and adopt the following resolutions by written consent pursuant to each of such Company's bylaws, limited liability company agreement, or partnership agreement as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

Chapter 11 Filing

WHEREAS, the respective Board of each Company has considered presentations by the management and the financial and legal advisors of such Company regarding the liabilities and liquidity situation of such Company, the strategic alternatives available to them and the effect of the foregoing on such Company's business; and

WHEREAS, the respective Board of each Company has consulted with the management and the financial and legal advisors of such Company and fully considered each of the strategic alternatives available to such Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief (the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Georgia (the "Bankruptcy Court");

RESOLVED, that in the judgment of the respective Board of each Company listed on attachments D to G hereto, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed an application for recognition of the Chapter 11 Cases pursuant to ancillary proceedings under Part IV of the Companies' Creditors Arrangement Act (Canada) (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List); and

RESOLVED, in respect of Jack Cooper Transport Canada Inc. ("JCT Canada"), Kyle Haulotte has resigned as Chief Financial Officer, Treasurer and Assistant Secretary and hereby ceases to hold such offices of JCT Canada and Greg May is hereby appointed as Chief Financial Officer, Treasurer and Assistant Secretary of JCT Canada;

RESOLVED, in respect of each of Jack Cooper Canada GP 1 Inc. ("<u>JCC GP 1</u>") and Jack Cooper Canada GP 2 Inc. ("<u>JCC GP 2</u>"), Kyle Haulotte has resigned as Chief Financial Officer and Treasurer and hereby ceases to hold such offices of each of JCC GP 1 and JCC GP 2, respectively, and Greg May is hereby appointed as Chief Financial Officer and Treasurer of each of JCC GP 1 and JCC GP 2, respectively.

RESOLVED, that T. Michael Riggs, in his capacity as Chief Executive Officer of each Company, and Greg May, in his capacity as Chief Financial Officer of each Company (each an "<u>Authorized Officer</u>" and together the "<u>Authorized Officers</u>"), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on behalf of each Company all petitions, applications, schedules, lists and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's business.

Restructuring Support Agreement

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to enter into that certain restructuring support agreement (the "RSA") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "Consenting Creditors") substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to enter into, on behalf of each Company, the RSA, any additional agreements contemplated thereunder, any related ancillary documentation, and to take any and all actions necessary or advisable to advance such Company's rights and obligations therein, including filing pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute the RSA on behalf of each Company and to take all necessary actions in furtherance of consummation of such agreement's terms.

Bidding Procedures Motion and Marketing Process

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized, consistent with the RSA, to file with the Bankruptcy Court a motion seeking approval of, among other things, (i) a sale of all or substantially all of the Companies' assets pursuant to a stalking horse asset purchase agreement (the "APA"), which shall be subject

to higher and better offers, and (ii) the proposed bidding and auction procedures pursuant to which the Companies will market their assets (the "Bidding Procedures Motion");

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to engage in a marketing process for the Companies' assets, to ensure the APA provides the highest or otherwise best offer for the Companies' assets, and such marketing process shall be consistent with the marketing and bidding process contemplated by the RSA (the "Marketing Process"), with such changes, additions, and modifications thereto as an Authorized Officer shall approve; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to file the Bidding Procedures Motion, on behalf of each Company, and to pursue the Marketing Process, consistent with the RSA, and to take any and all actions necessary or advisable to advance such Company's rights and obligations thereunder, including filing of additional pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to take all necessary actions in furtherance of the foregoing resolutions, consistent with the RSA.

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss") as general bankruptcy counsel and King & Spalding LLP ("King & Spalding"), as co-counsel, in each case, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Paul, Weiss and King & Spalding.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Houlihan Lokey, Inc. ("Houlihan") as investment banker and financial advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case, as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Houlihan.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm AlixPartners LLP ("AlixPartners") as restructuring advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent and administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with each Company's Chapter 11 Case or the Recognition Proceedings, with a view to the successful prosecution of each such case.

Debtor-in-Possession Financing, Cash Collateral, and Adequate Protection

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to obtain the senior secured post-petition revolving credit facility (the "<u>DIP ABL Facility</u>") and the junior secured post-petition term loan credit facility (the "<u>DIP Term Facility</u>"

and, together with the DIP ABL Facility, the "<u>DIP Financing</u>") on the terms and conditions of the proposed debtor in possession financing agreements (the "<u>DIP Credit Agreements</u>") between the applicable Borrower, the Guarantors, the financial institutions from time to time party thereto as lenders (collectively, the "<u>DIP Lenders</u>"), the administrative agents and collateral agents (in such capacities, the "<u>DIP Agents</u>"), and other agents and entities from time to time party thereto substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such company shall be, and hereby is, authorized to enter into such mortgages, collateral access agreements, notices, financing statements, tax affidavits, landlord agreements, control agreements, intellectual property security agreements, pledge agreements and other instruments as any Agent may reasonably request, as required by the DIP Credit Agreements or as may be necessary or appropriate to create, preserve and perfect the liens purported to be required pursuant to the DIP Credit Agreements to be created in the Collateral (as defined in each DIP Credit Agreement, as applicable).

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "<u>Cash Collateral</u>"), which is security for certain prepetition secured lenders (collectively, the "<u>Secured Lenders</u>") party to:

- (a) that certain Second Amended and Restated Credit Agreement, dated as of February 15, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among Jack Cooper Holdings Corp. and certain other Debtors, as borrowers and guarantors, Wells Fargo Capital Finance, LLC, as lead arranger, sole bookrunner, and administrative agent thereunder (the "Revolver Loan Agent"), and the banks, financial institutions, and other lenders party thereto;
- (b) that certain Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among Jack Cooper Ventures, Inc. ("JCVI") as borrower and certain other Debtors as guarantors, Cerberus Business Finance Agency, LLC, as agent (the "IL Agent"), and the banks, financial institutions, and other lenders party thereto;
- (c) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as

- agent (the "<u>1.5L Agent</u>"), and the banks, financial institutions, and other lenders party thereto; and
- (d) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as agent (collectively with the DIP Agent, the Revolver Loan Agent, the 1L Agent, and the 1.5L Agent, the "Administrative Agents") and the banks, financial institutions, and other lenders party thereto.

RESOLVED, that, in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed interim DIP order substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof, (the "Interim DIP Order") to be submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Interim DIP Order and the provisions of the Canadian initial recognition order and the Canadian supplemental order (the "Canadian Initial Orders") to which each Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each Authorized Officer be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Credit Agreements, the Interim DIP Order, the Canadian Initial Orders, and any other orders related to the foregoing and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which such Company is or will be a party, including, but not limited to any security and pledge agreement, deed of hypothec, mortgage, or guaranty agreement (collectively with the Interim DIP Order, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons in connection with the foregoing resolutions, in accordance with the DIP Documents, and, in each case, in the form or substantially in the form thereof presented to the respective Board of each Company on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

RESOLVED, that each Company, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to negotiate and incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the "Adequate Protection Transactions").

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed, and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to take such actions as in his reasonable discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the "Adequate Protection Documents"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Administrative Agents; and (c) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to file or to authorize the Administrative Agents to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings in Canada, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of each Company that the Administrative Agents deem necessary or appropriate to perfect any lien or security interest granted under the Interim DIP Order and the Canadian Initial Orders, including any such UCC financing statement or any equivalent filings in Canada containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the Administrative Agents may reasonably request to perfect the security interests of the Administrative Agents under the Interim DIP Order and the Canadian Initial Orders.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to take all such further actions, including, without limitation, to pay or approve the payment of appropriate fees and expenses payable in connection with the Adequate Protection Transactions and appropriate fees and expenses incurred by or on behalf of such Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in his judgment be necessary, proper, or advisable to perform any of such Company's obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that the entering into, execution and delivery by each Company identified on the attachments hereto as being organized under the laws of Canada or of any province thereof (collectively, the "Canadian Companies") and the performance by each such Canadian Company of its obligations under each deed

of hypothec as may be contemplated by or required pursuant to or in connection with the DIP Credit Agreements for the purposes of providing security therefor under the laws of the Province of Quebec against all present and future property of each such Canadian Company as well as the customary limitation of liability required by Quebec notaries who are not instrumental in the preparation of the deed(s) executed before them (collectively, the "Quebec Security"), on such terms and conditions as any Authorized Officer or any Authorized Representative (as defined below) shall approve, be, and hereby are authorized, adopted, and approved.

RESOLVED, that each of Constantine Troulis, Nicole Cloutier, Mikulas Arendas or any other lawyer of the firm Osler, Hoskin & Harcourt LLP (each, an "Authorized Representative"), be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Canadian Company, to negotiate, finalize, execute and deliver the Quebec Security with or without the corporate seal affixed, and with such additions, deletions or other changes to any such documents as such Authorized Representative, in such Authorized Representative's sole discretion, may approve, such approval to be conclusively evidenced by such Authorized Representative's execution and delivery of the Quebec Security.

General

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the respective Board of each Company.

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RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

* * * * * * * * * * * * *

IN WITNESS WHEREOF, the t	undersigned have executed this consent as of the
date first written above.	
	Sarah Amico
	± 48
	Sam Torrence
	T. Michael Riggs
	Kevin McHugh
3	
	Gerry Czarnecki

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amio

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico	
Sam Torrence	
T. Michael Riggs	
Kevin McHugh	
Kevin McHugh	
Gerry Czarnecki	

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

Sarah Amico
Sam Torrence

Kevin MoHugh

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

Case 19-62393-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:12:29 Desc Main Document Page 26 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B

Sarah Amico

T. Michael Riggs

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C

Sarah Amico

T. Michael Rigge

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C

IN WITNESS WHEREOF, t	he undersigned have executed this consent as of the
date first written above.	Sarah Amico
	T. Michael Riggs
	Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Sarah Amico

T. Michael Riggs

Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Sarah Amico

T. Michael Riggs

Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Anthony Foster

BEING THE SOLE MEMBER OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT E

JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Biggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

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IN WITNESS WHEREOF, the undersigned has executed this consent as of the

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u>

Case 19-62393-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:12:29 Desc Main Document Page 37 of 48

IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u>

Case 19-62393-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:12:29 Desc Main Document Page 38 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

Case 19-62393-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:12:29 Desc Main Document Page 39 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

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Attachment A

Board Members: Sarah Amico; Sam Torrence; T. Michael Riggs; Kevin McHugh; Gerry Czarnecki

COMPANY	JURISDICTION
Jack Cooper Investments, Inc.	Delaware
Jack Cooper Ventures, Inc.	Delaware

Attachment B

Board Members or Managers: Sarah Amico, T. Michael Riggs

COMPANY	JURISDICTION
Jack Cooper Diversified, LLC	Delaware
Jack Cooper Enterprises, Inc.	Delaware
Jack Cooper Holdings Corp.	Delaware
Jack Cooper Transport Company, Inc.	Delaware
Auto Handling Corporation	Delaware
Axis Logistic Services, Inc.,	Delaware
Jack Cooper CT Services, Inc	Delaware
Jack Cooper Rail and Shuttle, Inc	Delaware
CTEMS, LLC	California

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Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware

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Attachment D

Board Members: Sarah Amico, T. Michael Riggs, Anthony Foster

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

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Attachment E

Board Member: Anthony Foster

COMPANY	JURISDICTION
Jack Cooper Canada GP 1 Inc.	Ontario
Jack Cooper Canada GP 2 Inc.	Ontario

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Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario

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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario

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Attachment H

Managers: Sarah Amico, T. Michael Riggs, Jeff Herr

COMPANY	JURISDICTION	
Jack Cooper Logistics, LLC	Delaware	

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Attachment I

Manager: Jeff Herr

COMPANY	JURISDICTION
Auto & Boat Relocation Services LLC	Connecticut

Filed in Clerk's Office and a true copy sertified this

L day of the factor 2019

M. REGINA THOMAS, CLERK

Silleta

This is Exhibit "B" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,
this 8th day of August, 2019

A Commissioner for Taking Affidavits

David Rusundlat

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 1 of 48 Fill in this information to identify the case: United States Bankruptcy Court for the: Northern District of Georgia (State) Chapter 11 Case number (If known): Check if this is an amended filing Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/19 If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-individuals, is available. 1. Debtor's name Jack Cooper Diversified, LLC Filed in Clerk's Office and None. 2. All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names 3. Debtor's federal Employer 1 9 9 4 1 4 Identification Number (EIN) Debtor's address Principal place of business Mailing address, if different from principal place of business 630 Kennesaw Due West Road Number Street Number P.O. Box Kennesaw GA 30152 City State ZIP Code State ZIP Code Location of principal assets, if different from principal place of business Cobb County Number Street State ZIP Code 5. Debtor's website (URL) www.jackcooper.com ☑ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

6. Type of debtor

Partnership (excluding LLP)

Other. Specify: _

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Debtor Jack Cooper Diversified, LLC		ied, LLC	Case number (if known)	
7. Describe debtor's business			n 11 U.S.C. § 101(53A)) fined in 11 U.S.C. § 101(6))	
		Investment advisor (as de	cribed in 26 U.S.C. § 501) uding hedge fund or pooled investment vehicle (as defined in 15 U.S.C. fined in 15 U.S.C. § 80b-2(a)(11)) industry Classification System) 4-digit code that best describes debtor. See our-digit-national-association-naics-codes.	
8.	Under which chapter of the Bankruptcy Code is the debtor filing?	insiders 4/01/22: The det debtor is of operat documer A plan is Acceptar creditors The debt Securitie Exchang for Banki	aggregate noncontingent liquidated debts (excluding debts owed to a affiliates) are less than \$2,725,625 (amount subject to adjustment on and every 3 years after that). It is a small business debtor as defined in 11 U.S.C. § 101(51D). If the a small business debtor, attach the most recent balance sheet, statement ons, cash-flow statement, and federal income tax return or if all of these is do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). Deeing filed with this petition. Deeing filed with this petition. Deeing filed with 11 U.S.C. § 1126(b). Deeing filed to file periodic reports (for example, 10K and 10Q) with the and Exchange Commission according to § 13 or 15(d) of the Securities and Exchange Commission according to Petition for Non-Individuals Filing uptcy under Chapter 11 (Official Form 201A) with this form. Deeing filed with this periodic reports (for example, 10K and 10Q) with the and Exchange Commission according to § 13 or 15(d) of the Securities and Exchange Commission according to Securities and Exchange Commission according to Securities and Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing uptcy under Chapter 11 (Official Form 201A) with this form.	
,	Were prior bankruptcy cases filed by or against the debtor within the last 8 years? If more than 2 cases, attach a separate list.	☑ No ☐ Yes. District	When Case number When Case number	
 	Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? List all cases. If more than 1, attach a separate list.			

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Debtor	Name Diversifi	led, LLC	Case number (if	known)
11. Why is t	he case filed in <i>this</i>	Check all that apply:		
district		Debtor has had its dor immediately preceding district.	micile, principal place of business, or pri g the date of this petition or for a longer	incipal assets in this district for 180 days part of such 180 days than in any other
		A bankruptcy case co	ncerning debtor's affiliate, general partn	er, or partnership is pending in this district.
possess property	e debtor own or have ion of any real or personal property ds immediate 1?	Why does the p	roperty need immediate attention? (C	tention. Attach additional sheets if needed. Check all that apply.) d identifiable hazard to public health or safety.
			azard?	
			physically secured or protected from the	
		assets or other	rishable goods or assets that could quic example, livestock, seasonal goods, me er options).	eat, dairy, produce, or securities-related
		Where is the pro	perty? Number Street	
			City	State ZIP Code
		Is the property in No Yes. Insurance	agency	
		Contact na	ame	
		Phone		_
Sta	atistical and adminis	trative information		
13. Debtor's available	estimation of funds	Check one: ☐ Funds will be available for distribution to unsecured creditors. ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.		
4. Estimated	d number of	№ 1-49№ 50-99№ 100-199№ 200-999	☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	25,001-50,000 50,001-100,000 More than 100,000
5. Estimated	l assets	\$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 \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion

Filed 08/06/19 Entered 08/06/19 19:28:09 Document Page 4 of 48 Jack Cooper Diversified, LLC Debtor Case number (if known) \$0-\$50,000 \$1,000,001-\$10 million **☎** \$500,000,001-\$1 billion 16. Estimated liabilities \$50,001-\$100,000 □ \$10,000,001-\$50 million □ \$1,000,000,001-\$10 billion \$100,001-\$500,000 □ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion \$500,001-\$1 million ■ \$100,000,001-\$500 million ☐ More than \$50 billion Request for Relief, Declaration, and Signatures WARNING - Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571. 17. Declaration and signature of The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of petition. debtor I have been authorized to file this petition on behalf of the debtor. I have examined the information in this petition and have a reasonable belief that the information is true and correct. I declare under penalty of perjury that the foregoing is true and correct. 08/06/2019 Executed on MM / DD / YYYY /s/ T. Michael Riggs T. Michael Riggs Signature of authorized representative of debtor Printed name Title Chief Executive Officer 18. Signature of attorney 🗴 /s/ Brian S. Hermann 08/06/2019 Date Signature of attorney for debtor /DD /YYYY Brian S. Hermann Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number New York NY 10019 City State ZIP Code (212) 373-3000 bhennann@paulweiss.com Contact phone Email address 2810232 NY Bar number State

Case 19-62407-pwb

Doc 1

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main

ill in this information to identify the case:	age 5 of 40
United States Bankruptcy Court for the :	
Northern District of Georgia (State)	
Case number (if known):	Chapter 11

☐ Check if this is an amended filing

Rider 1 Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Northern District of Georgia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Jack Cooper Ventures, Inc.

- Jack Cooper Ventures, Inc.
- Auto & Boat Relocation Services LLC
- Auto Handling Corporation
- Axis Logistic Services, Inc.
- · CTEMS, LLC
- Jack Cooper Canada 1 Limited Partnership
- Jack Cooper Canada 2 Limited Partnership
- Jack Cooper Canada GP1 Inc.
- Jack Cooper Canada GP2 Inc.
- Jack Cooper CT Services, Inc.
- Jack Cooper Diversified, LLC
- Jack Cooper Enterprises, Inc.
- Jack Cooper Holdings Corp.
- Jack Cooper Investments, Inc.
- Jack Cooper Logistics, LLC
- Jack Cooper Rail and Shuttle, Inc.
- Jack Cooper Transport Canada Inc.
- Jack Cooper Transport Company, Inc.
- North American Auto Transportation Corp.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

]

In re:	Chapter 11
JACK COOPER DIVERSIFIED, LLC,	Case No. 19[
Debtor	

LIST OF EQUITY SECURITY HOLDERS1

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jack Cooper Diversified, LLC	Jack Cooper Ventures, Inc.	630 Kennesaw Due West Road Kennesaw, GA 30152	100%

This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

]
In re:	Chapter 11
JACK COOPER DIVERSIFIED, LLC,	Case No. 19[
Debtor.	
,	
	1

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Jack Cooper Ventures, Inc.	100%

Case 19-62407-pwb

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Doc 1

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Check if this is an amended filing

Fill in this information to identify the case:

Debtor name: Jack Cooper Ventures, Inc., et al. United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division

Case number (if known):

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	08/06 ment	Page 8	of 48	,0,10 10.	28:09 D	esc Main
100	Unsecured Claim	Unliquidated	of 48	Unliquidated	Unliquidated	Unliquidated
Amount of unsecured claim if the claim is fully unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff	1				
Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially disputed and deduction for value of cursecured claim.	Total claim, if partially secured					
Indicate if claim is contingent, i unliquidated, or disputed		c/u	n/ɔ	כ/ח	c/n	c/n
Nature of the claim(for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, leading in the claim is partially secured, fill in total claim amount government contracts) disputed and deduction for value of collateral or setoff to calculate unsecured claim.		Pension	Pension	Pension	Pension	Pension
Name of creditor and complete mailing address, Name, telephone number, and email address of including zip code		Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9800 FAX: 847-518-9752 EMAII: nbaczkow@centralstatesfunds.org	Pension Benefit Guaranty Corp Attn: President or General Counsel PHONE: 800-736-2444 FAX: 202-326-4047 EMAL: mypension@bbgc.gov	Teamsters Local 560 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EMAIL: BMcCloskey@560benefitfunds.com	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel Ph.ONE: 781-345-4400 FAX: 781-345-4402 EMAIL: N/A	International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel PHONE: 773-254-3500 FAX: 773-254-4193 EMAII. michael@710hwp.org
Name of creditor and complete mailing address, including zip code		Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, IL 60018-4938	Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 20005	Teamsters Local 560 Benefit Fund Attn: President or General Counsel 707 Summit Avenue Union City, NJ 07087	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Floor Burlington, MA 01303-4768	International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel 9000 W 187th St Mokena, IL 69448
nctudin				m		10

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

Case number (if known)	
	Amount of uncorrespondated
	Indicate if cla
	Nation of the claim(fo
	er and email address of
	Name telenhone number
or: Jack Cooper Ventures, Inc., et al .	ame of creditor and complete mailing address
Del	Z

se 19-	62407-pv	vb Doo	1 File	d 08/06/1 ument	9 Ente	ered 08/0	06/19 19:2	28:09 De	esc Main
Unsecured Claim	Unliquidated	Unliquidated	\$2,755,000.00	\$1,505,045.43	\$1,099,000.06	\$952,515.89	\$794,233.49	\$619,370.26	\$308,424.90
Deduction for value of collateral or setoff						8			
Total claim, if partially secured									
	n/ɔ	c/u/p			z:				
	Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	Fuel	Unsecured Note	Parts Supplies
	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A EMAIL: Nanoy.jameson@kidder.com	Automotive Industries Pension Plan Attn: President or General Counsel HONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hsba.com		U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAIL: N/A	Ameriquest Business Services Attn: President or General Counsel HOHOE: 888-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com	Pilot Travei Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pllottravelcenters.com	Teamsters Joint Council No. 83 Of Virginia Penston Fund Attn: President or General Counsel PHONE: 804-282-3131 FAX: N/A EMAIt: documents@tjc83funds.net.	Bridgestone Firestone North American Holdings Ltd Attn: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com
	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite 5 Baltimore, MD 21237	Selland Auto Transport Note Attn: President or General Counsel 615 South 96th Street Seattle, WA 98108	Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NJ 08109	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107	Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002	Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knoxville, TN 37909	Teamsters Joint Council No. 83 Of Virginiz Pension 1 Fund Attn: President or General Counsel 8814 Fargo Road Suite 200 Richmond, VA 23229	Bridgestone Firestone North American Holdings Ltd Attn: President or General Counsel S35 Marriott Drive Nashville, 7 N 37214-0990
	Deduction for value of Unsecured Claim collateral or setoff	Inion No. 557 Freight Drivers and Helpers Local Union No. 557 Pension Fund Attr. President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A EMAIL: N/A	Freight Drivers and Helpers Local Union No. 557 Freight Drivers Agric Collaboration No. 557 Freight Dr	Freight Drivers and Helpers Local Union No. 557 Pension Fund Pension Fund Attr. President or General Counsel FAX: NA Alameda, CA 94520 EMAIL: Alameda, CA 94520 EMAIL: Alameda, CA 94520 EMAIL: Alameda, CA 94520	Freight Drivers and Helbers Local Union No. 557 Freight Drivers and Helbers Local Union No. 557 Pension Fund Attrive President or General Coursel Automotive Industries Pension Plan Attrive President or General Coursel Automotive Industries Pension Plan Attrive President or General Coursel Automotive Industries Pension Plan Attrive President or General Coursel Automotive Industries Pension Plan Attrive President or General Coursel Automotive Industries Pension Plan Attrive President or General Coursel Automotive Industries Pension Plan Attrive President or General Coursel Photological Photology	Freight Divers and Helgers Local Union No. 557 Freight Divers All No. 12.23 Freight Divers All No. 12.24	Freight Drivers and leighers Local Lulion No. 557. President of Central Control Ann. President of Central Control Fall Assemble Seat Sea	Total Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Local Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Libror No. SS7 Peach of Fundor Indigential Chairs and Helpers Libror No. SS7 Peach Indigential Chairs and Helpers Libror No. No. SS7 Pe	Freight Ower and Helbert Loted Union No. 557 recide Notes and Helbert Loted Union No. 557 recide

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Case number (if known)

Name includ	Name of creditor and complete mailing address, including zip code	Name, telephone number, and emall address of creditor contact	bank vices, and	Indicate if claim is contingent, unliquidated, or	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount	secured claim otal claim amount	
			government contracts)	disputed	and deduction for v unsecured claim.	and deduction for value of collateral or setoff to calculate unsecured claim.	off to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
15	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Fuel				\$303,468.81	62407-pv
16	Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	Corporate Lodging Consultants Attn. President or General Counsel PHONE: 800-835-4045 FAX: N/A EMAII. mwilliams@clclodging.com	Motels				\$279,649.28	wb Doo
17	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfleld, OH 44286	National Interstate Insurance Attn. President or General Counsel PHONE: N/A FAX: N/A ENALI: N/A	Insurance	7.	a a		\$220,546.00	1 File
18	Union Pacific Railroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	Union Pacific Railroad Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Carrier Leases				\$160,400.00 THE	ed 08/06
19	McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada	McCarthy Tetrault LLP Attn. President or General Counsel PHONE: 416-362-1812 FAX: NA EMAIL: N/A	Professional Services				\$155,845.68	/19 En
20	Continental Tire North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049	Continental Tire North America Attn. President or General Counsel PHONE: 17045834853 FAX: N/A EMAIL: cameron, kurek@conti-na.com	Tires				10 of 48.	itered 08
21	City of Dallas Attn: President or General Counsel 320 East Jefferson Dallas, TX 75203	City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A EMAIL: Cynthia alvarado@dallascityhall.com	Rent				\$149,265.00	3/06/19 1
22	Windstream Holding, Inc. Attn: President or General Counsel 4001 Rodney Parham Road Little Rock, AR 72212	Windstream Holding, Inc. Attn. President or General Counsel PHONE: N/A FAX: N/A EMA!L: N/A	Communications				\$122,639.44	9:28:09
23	Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel 1055 Spring Street Wyomissing, PA 19610	Centra! Pennsylvania Teamsters Defined Benefit Plan Atrn: President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 EMAIL: iynn@centralPAteamsters.com	Unsecured Note				\$92,000.00	Desc Ma
24	Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Gainesville, GA 30507	Catrrell, inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrallers.com	Parts Supplies				\$85,903.19	ain

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

Page 3

Desc Main

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

Total claim, if Deduction for value of claim	o o	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for Indicate if claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts) disputed	Indicate if claim is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of clasputed unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate
The Perilion Holdings, ILC						Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
Apollo Developement & Land Corp Rents Rents	1	Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Town Pavillon Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAlt: iduncan@robinson-park.com	Rents				\$84,947.06
No. 557 Freight Drivers And Helpers Local Union No. 557 Pension Fund		Apollo Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaulrealestate.com	Rents				\$84,000.00
Attn: President or General Counsel Cargo Claims Attn: President or General Counsel Cargo Claims FAX: N/A ENAML: N/A ENAML: N/A IT Consulting Attn: President or General Counsel IT Consulting PHONE: 469-801-6231 EMALL: N/A EMALI: N/A Imperial Supplies LLC Attn: President or General Counsel Parts Supplies PHONE: 800-558-2808 FAX: N/A EMALL: service@e.imperialsupplies com Parts Supplies		Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Unsecured Note				\$77,645.6
Attr. President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: Service@e.imperialsupplies.com Attr. President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com		National Union Fire Insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	National Union Fire Insurance Attn: President or General Counsel PHONE: 212-770-7000 FAX: N/A EVAAL: N/A	Cargo Claims				\$77,423.3
Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EWAll: service@e.Imperialsupplies.com		Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A	IT Consulting				\$54,589.13
		Imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008	Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com	Parts Supplies				\$52,626.2

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Northern District of Georgia
(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

l am the president, another officer,	or an authorized agent of the corporation; a member	or an authorized agent of the
partnership; or another individual s	erving as a representative of the debtor in this case.	•

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)				
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)				
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)				
hedule G: Executory Contracts and Unexpired Lease	es (Offici	al Form 206G)		
hedule H: Codebtors (Official Form 206H)				
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)				
Amended Schedule				
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)				Not Insiders
Other document that requires a declaration <u>List of Equity Security Holders, Corporate Ownersh</u> Statement and List of Creditors Who Have the 30 Largest Unsecured Claims			Ownership	
on	_			X
08/06/2019	×	/s/ T. Michael Riggs		
MM/ DD/YYYY	-		on behalf of debtor	
	hedule D: Creditors Who Have Claims Secured by Finedule E/F: Creditors Who Have Unsecured Claims hedule G: Executory Contracts and Unexpired Least hedule H: Codebtors (Official Form 206H) mmary of Assets and Liabilities for Non-Individuals (hended Schedule apter 11 or Chapter 9 Cases: List of Creditors Who fficial Form 204) mer document that requires a declaration	thedule D: Creditors Who Have Claims Secured by Property (thedule E/F: Creditors Who Have Unsecured Claims (Official Integral of the E/F: Creditors Who Have Unsecured Claims (Official Integral of the Executory Contracts and Unexpired Leases (Official Integral of the Executory Contracts and Unexpired Leases (Official Integral of the Executory Contracts and Unexpired Leases (Official Integral of the Executory Contracts and Unexpired Leases (Official Integral of Creditors Under Integral of Creditors Who Have the Integral of Creditors Who	thedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) thedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) thedule G: Executory Contracts and Unexpired Leases (Official Form 206G) thedule H: Codebtors (Official Form 206H) themany of Assets and Liabilities for Non-Individuals (Official Form 206Sum) thended Schedule the apter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured fficial Form 204) there document that requires a declaration the declaration List of Equity Security Holettement and List of Creditors Who Have the 30 Largest Unsecured Claims The declaration of Creditors Who Have the 30 Largest Unsecured Claims 1	thedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) thedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) thedule G: Executory Contracts and Unexpired Leases (Official Form 206G) thedule H: Codebtors (Official Form 206H) thedule H: Codebtors (Official Form 206Sum) thedule H: Codebtors (Official Fo

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

Effective as of the date written above, the members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (each, "Board"), as applicable, of the corporations (including, where applicable, in their capacity as general partner of a limited partnership listed in the attachments hereto), limited liability companies, and limited partnerships listed on the attachments hereto (each, a "Company" and collectively, the "Companies") hereby take the following actions and adopt the following resolutions by written consent pursuant to each of such Company's bylaws, limited liability company agreement, or partnership agreement as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

Chapter 11 Filing

WHEREAS, the respective Board of each Company has considered presentations by the management and the financial and legal advisors of such Company regarding the liabilities and liquidity situation of such Company, the strategic alternatives available to them and the effect of the foregoing on such Company's business; and

WHEREAS, the respective Board of each Company has consulted with the management and the financial and legal advisors of such Company and fully considered each of the strategic alternatives available to such Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief (the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Georgia (the "Bankruptcy Court");

RESOLVED, that in the judgment of the respective Board of each Company listed on attachments D to G hereto, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed an application for recognition of the Chapter 11 Cases pursuant to ancillary proceedings under Part IV of the Companies' Creditors Arrangement Act (Canada) (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List); and

RESOLVED, in respect of Jack Cooper Transport Canada Inc. ("<u>JCT Canada</u>"), Kyle Haulotte has resigned as Chief Financial Officer, Treasurer and Assistant Secretary and hereby ceases to hold such offices of JCT Canada and Greg May is hereby appointed as Chief Financial Officer, Treasurer and Assistant Secretary of JCT Canada;

RESOLVED, in respect of each of Jack Cooper Canada GP 1 Inc. ("<u>JCC GP 1</u>") and Jack Cooper Canada GP 2 Inc. ("<u>JCC GP 2</u>"), Kyle Haulotte has resigned as Chief Financial Officer and Treasurer and hereby ceases to hold such offices of each of JCC GP 1 and JCC GP 2, respectively, and Greg May is hereby appointed as Chief Financial Officer and Treasurer of each of JCC GP 1 and JCC GP 2, respectively.

RESOLVED, that T. Michael Riggs, in his capacity as Chief Executive Officer of each Company, and Greg May, in his capacity as Chief Financial Officer of each Company (each an "<u>Authorized Officer</u>" and together the "<u>Authorized Officers</u>"), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on behalf of each Company all petitions, applications, schedules, lists and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's business.

Restructuring Support Agreement

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to enter into that certain restructuring support agreement (the "RSA") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "Consenting Creditors") substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to enter into, on behalf of each Company, the RSA, any additional agreements contemplated thereunder, any related ancillary documentation, and to take any and all actions necessary or advisable to advance such Company's rights and obligations therein, including filing pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute the RSA on behalf of each Company and to take all necessary actions in furtherance of consummation of such agreement's terms.

Bidding Procedures Motion and Marketing Process

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized, consistent with the RSA, to file with the Bankruptcy Court a motion seeking approval of, among other things, (i) a sale of all or substantially all of the Companies' assets pursuant to a stalking horse asset purchase agreement (the "APA"), which shall be subject

to higher and better offers, and (ii) the proposed bidding and auction procedures pursuant to which the Companies will market their assets (the "Bidding Procedures Motion");

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to engage in a marketing process for the Companies' assets, to ensure the APA provides the highest or otherwise best offer for the Companies' assets, and such marketing process shall be consistent with the marketing and bidding process contemplated by the RSA (the "Marketing Process"), with such changes, additions, and modifications thereto as an Authorized Officer shall approve; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to file the Bidding Procedures Motion, on behalf of each Company, and to pursue the Marketing Process, consistent with the RSA, and to take any and all actions necessary or advisable to advance such Company's rights and obligations thereunder, including filing of additional pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to take all necessary actions in furtherance of the foregoing resolutions, consistent with the RSA.

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss") as general bankruptcy counsel and King & Spalding LLP ("King & Spalding"), as co-counsel, in each case, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Paul, Weiss and King & Spalding.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Houlihan Lokey, Inc. ("Houlihan") as investment banker and financial advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case, as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Houlihan.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm AlixPartners LLP ("AlixPartners") as restructuring advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent and administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with each Company's Chapter 11 Case or the Recognition Proceedings, with a view to the successful prosecution of each such case.

Debtor-in-Possession Financing, Cash Collateral, and Adequate Protection

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to obtain the senior secured post-petition revolving credit facility (the "<u>DIP ABL Facility</u>") and the junior secured post-petition term loan credit facility (the "DIP Term Facility"

and, together with the DIP ABL Facility, the "<u>DIP Financing</u>") on the terms and conditions of the proposed debtor in possession financing agreements (the "<u>DIP Credit Agreements</u>") between the applicable Borrower, the Guarantors, the financial institutions from time to time party thereto as lenders (collectively, the "<u>DIP Lenders</u>"), the administrative agents and collateral agents (in such capacities, the "<u>DIP Agents</u>"), and other agents and entities from time to time party thereto substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such company shall be, and hereby is, authorized to enter into such mortgages, collateral access agreements, notices, financing statements, tax affidavits, landlord agreements, control agreements, intellectual property security agreements, pledge agreements and other instruments as any Agent may reasonably request, as required by the DIP Credit Agreements or as may be necessary or appropriate to create, preserve and perfect the liens purported to be required pursuant to the DIP Credit Agreements to be created in the Collateral (as defined in each DIP Credit Agreement, as applicable).

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "<u>Cash Collateral</u>"), which is security for certain prepetition secured lenders (collectively, the "<u>Secured Lenders</u>") party to:

- (a) that certain Second Amended and Restated Credit Agreement, dated as of February 15, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among Jack Cooper Holdings Corp. and certain other Debtors, as borrowers and guarantors, Wells Fargo Capital Finance, LLC, as lead arranger, sole bookrunner, and administrative agent thereunder (the "Revolver Loan Agent"), and the banks, financial institutions, and other lenders party thereto;
- (b) that certain Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among Jack Cooper Ventures, Inc. ("JCVI") as borrower and certain other Debtors as guarantors, Cerberus Business Finance Agency, LLC, as agent (the "1L Agent"), and the banks, financial institutions, and other lenders party thereto;
- (c) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as

- agent (the "1.5L Agent"), and the banks, financial institutions, and other lenders party thereto; and
- (d) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as agent (collectively with the DIP Agent, the Revolver Loan Agent, the 1L Agent, and the 1.5L Agent, the "Administrative Agents") and the banks, financial institutions, and other lenders party thereto.

RESOLVED, that, in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed interim DIP order substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof, (the "Interim DIP Order") to be submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Interim DIP Order and the provisions of the Canadian initial recognition order and the Canadian supplemental order (the "Canadian Initial Orders") to which each Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each Authorized Officer be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Credit Agreements, the Interim DIP Order, the Canadian Initial Orders, and any other orders related to the foregoing and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which such Company is or will be a party, including, but not limited to any security and pledge agreement, deed of hypothec, mortgage, or guaranty agreement (collectively with the Interim DIP Order, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons in connection with the foregoing resolutions, in accordance with the DIP Documents, and, in each case, in the form or substantially in the form thereof presented to the respective Board of each Company on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

RESOLVED, that each Company, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to negotiate and incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the "Adequate Protection Transactions").

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed, and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to take such actions as in his reasonable discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the "Adequate Protection Documents"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Administrative Agents; and (c) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to file or to authorize the Administrative Agents to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings in Canada, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of each Company that the Administrative Agents deem necessary or appropriate to perfect any lien or security interest granted under the Interim DIP Order and the Canadian Initial Orders, including any such UCC financing statement or any equivalent filings in Canada containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the Administrative Agents may reasonably request to perfect the security interests of the Administrative Agents under the Interim DIP Order and the Canadian Initial Orders.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to take all such further actions, including, without limitation, to pay or approve the payment of appropriate fees and expenses payable in connection with the Adequate Protection Transactions and appropriate fees and expenses incurred by or on behalf of such Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in his judgment be necessary, proper, or advisable to perform any of such Company's obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that the entering into, execution and delivery by each Company identified on the attachments hereto as being organized under the laws of Canada or of any province thereof (collectively, the "Canadian Companies") and the performance by each such Canadian Company of its obligations under each deed

of hypothec as may be contemplated by or required pursuant to or in connection with the DIP Credit Agreements for the purposes of providing security therefor under the laws of the Province of Quebec against all present and future property of each such Canadian Company as well as the customary limitation of liability required by Quebec notaries who are not instrumental in the preparation of the deed(s) executed before them (collectively, the "Quebec Security"), on such terms and conditions as any Authorized Officer or any Authorized Representative (as defined below) shall approve, be, and hereby are authorized, adopted, and approved.

RESOLVED, that each of Constantine Troulis, Nicole Cloutier, Mikulas Arendas or any other lawyer of the firm Osler, Hoskin & Harcourt LLP (each, an "Authorized Representative"), be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Canadian Company, to negotiate, finalize, execute and deliver the Quebec Security with or without the corporate seal affixed, and with such additions, deletions or other changes to any such documents as such Authorized Representative, in such Authorized Representative's sole discretion, may approve, such approval to be conclusively evidenced by such Authorized Representative's execution and delivery of the Quebec Security.

General

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the respective Board of each Company.

RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

* * * * * * * * * * * * *

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 22 of 48

IN WITNESS WHEREOF, the undate first written above.	dersigned have executed this consent as of the Sarah Amico
	Sam Torrence
	T. Michael Riggs
	Kevin McHugh
3*	Gerry Czarnecki

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

Safah Amly

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 24 of 48

IN WITNESS WHEREOF, the date first written above.	undersigned have executed this consent as of the
	Sarah Amico
	Sam Torrence
	T. Michael Riggs
	Kevin McHugh Kevin McHugh
	Kevin McHugh
6	
	Gerry Czarnecki
	BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 25 of 48

IN WITNESS WHEREOF	, the undersigned have executed this consent as of the
date first written above.	

Sarah Amico	
Sam Torrence	22
T. Michael Riggs	

Kevin MoHugh

BEING/ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 26 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B

Sarah Amico

T. Michael Riggs

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C

Sarah Amico

T. Michael Rigge

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C

IN WITNESS WHEREOF	, the undersigned have executed this consent as of the
date first written above.	
	Sarah Amico
	T. Michael Riggs
	Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 31 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 32 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Anthony Foster

BEING THE SOLE MEMBER OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT E

JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 36 of 48

IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT H

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 37 of 48

IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u> Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 38 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 39 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

Case 19-62407-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:28:09 Desc Main Document Page 40 of 48

Attachment A

Board Members: Sarah Amico; Sam Torrence; T. Michael Riggs; Kevin McHugh; Gerry Czarnecki

COMPANY	JURISDICTION
Jack Cooper Investments, Inc.	Delaware
Jack Cooper Ventures, Inc.	Delaware

Attachment B

Board Members or Managers: Sarah Amico, T. Michael Riggs

COMPANY	JURISDICTION
Jack Cooper Diversified, LLC	Delaware
Jack Cooper Enterprises, Inc.	Delaware
Jack Cooper Holdings Corp.	Delaware
Jack Cooper Transport Company, Inc.	Delaware
Auto Handling Corporation	Delaware
Axis Logistic Services, Inc.,	Delaware
Jack Cooper CT Services, Inc	Delaware
Jack Cooper Rail and Shuttle, Inc	Delaware
CTEMS, LLC	California

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Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware

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Attachment D

Board Members: Sarah Amico, T. Michael Riggs, Anthony Foster

	COMPANY	JURISDICTION
Ī	Jack Cooper Transport Canada, Inc.	Canada

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Attachment E

Board Member: Anthony Foster

COMPANY	JURISDICTION
Jack Cooper Canada GP 1 Inc.	Ontario
Jack Cooper Canada GP 2 Inc.	Ontario

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Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario

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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario

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Attachment H

Managers: Sarah Amico, T. Michael Riggs, Jeff Herr

COMPANY	JURISDICTION
Jack Cooper Logistics, LLC	Delaware

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Attachment I

Manager: Jeff Herr

COMPANY	JURISDICTION
Auto & Boat Relocation Services LLC	Connecticut

Filed in Clerk's Office and a true copy pertified this

By: Waa

This is Exhibit "C" referred to in the Affidavit of Waleed Malik, solemnly affirmed before me,

this 8th day of August, 2019

A Commissioner for Taking Affidavits

David Rosenslat

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Fill in this information to identify the case:	1 490 1 01 10
United States Bankruptcy Court for the:	
Northern District of Georgia (State)	
Case number (If known): Chapter	Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Incividuals*, is available.

1.	Debtor's name	Jack Cooper Enter	rprises, Inc.		Filed in Clerk's	Office and	
2.	All other names debtor used in the last 8 years	None.			a true copy cert	LAS, CLERK	
	Include any assumed names, trade names, and doing business as names				Deputy Clar	3443	
3.	Debtor's federal Employer Identification Number (EIN)	4 7 - 0 9	6 3 0 0	1			
4.	Debtor's address	Principal place of b			Mailing address, if of business	different from p	orincipal place
		630 Kennesaw Du Number Street	ie West Road		Number Street		·
	8	Kennesaw	GA	30152	P.O. Box		
		City	State	ZIP Code	City	State	ZIP Code
		Cobb			Location of princip principal place of b	al assets, if diff ousiness	erent from
		County			Number Street		
					- Creat		1
					City	State	ZIP Code
5.	Debtor's website (URL)	www.jackcooper.c	com				
6.	Type of debtor	☐ Corporation (included Partnership (excluded Other. Specify:	iding LLP)	oility Company ((LLC) and Limited Liability	Partnership (LLI	P))

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Debt	or Jack Cooper Enterprise	s, Inc.	if known)
7.	Describe debtor's business	A. Check one: Health Care Business (as defined in 11 U.S.C. § 101(27A)) Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B) Railroad (as defined in 11 U.S.C. § 101(44)) Stockbroker (as defined in 11 U.S.C. § 101(53A)) Commodity Broker (as defined in 11 U.S.C. § 101(53A)) Clearing Bank (as defined in 11 U.S.C. § 101(6)) Clearing Bank (as defined in 11 U.S.C. § 781(3)) None of the above B. Check all that apply: Tax-exempt entity (as described in 26 U.S.C. § 501) Investment company, including hedge fund or pooled investing § 80a-3) Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) C. NAICS (North American Industry Classification System) 4-dighttp://www.uscourts.gov/four-digit-national-association-naics 4 8 4 2	nent vehicle (as defined in 15 U.S.C.
I	Under which chapter of the Bankruptcy Code is the debtor filing?	Check one: Chapter 7 Chapter 9 Chapter 11. Check all that apply: Debtor's aggregate noncontingent liquidate insiders or affiliates) are less than \$2,725,62 4/01/22 and every 3 years after that). The debtor is a small business debtor as d debtor is a small business debtor, attach the of operations, cash-flow statement, and fedd documents do not exist, follow the procedur A plan is being filed with this petition. Acceptances of the plan were solicited prep creditors, in accordance with 11 U.S.C. § 11 The debtor is required to file periodic reports Securities and Exchange Commission accordance	efined in 11 U.S.C. § 101(51D). If the emost recent balance sheet, statement eral income tax return or if all of these in 11 U.S.C. § 1116(1)(B). etition from one or more classes of 126(b). s (for example, 10K and 10Q) with the reding to § 13 or 15(d) of the Securities to Voluntary Petition for Non-Individuals Filing form 201A) with this form.
,	Were prior bankruptcy cases filed by or against the debtor within the last 8 years? If more than 2 cases, attach a separate list.	Yes. District When	YY Case number
	Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? List all cases. If more than 1, attach a separate list.	No ✓ Yes. Debtor District Case number, if known	Relationship Affiliate When MM / DD /YYYY

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De	ebtor Jack Cooper Enterpr	ises, Inc.	Case number (if known)	
	Maille			
11.	. Why is the case filed in this district?	Check all that apply: Debtor has had its dom	cile, principal place of business, or principal ass	ets in this district for 180 days
		immediately preceding district.	he date of this petition or for a longer part of suc	th 180 days than in any other
		A bankruptcy case cond	erning debtor's affiliate, general partner, or partr	nership is pending in this district.
12.	Does the debtor own or have possession of any real	- 110		
	property or personal propert	Yes. Answer below for a	each property that needs immediate attention. At	tach additional sheets if needed.
	that needs immediate attention?	Why does the pro	perty need immediate attention? (Check all that	at apply.)
		☐ It poses or is a	leged to pose a threat of imminent and identifial	ple hazard to public health or safety.
		What is the ha	zard?	
		lt needs to be	physically secured or protected from the weather	•
		It includes peri attention (for e assets or other	shable goods or assets that could quickly deterion (ample, livestock, seasonal goods, meat, dairy, onlines)	orate or lose value without produce, or securities-related
		G Other		
		1911		
		Where is the prop	Number Street	
			*	
			City	State ZIP Code
			o.,y	State ZIF Gode
		Is the property in:	ured?	
		□ No		
		Yes. Insurance	gency	
		Contact na	ne	
		Phone		
	Statistical and admini	istrativa information		
	otatistical and admini			
12	Debtor's estimation of	Check one:		
10.	available funds		or distribution to unsecured creditors.	
			expenses are paid, no funds will be available for	distribution to unsecured creditors.
14.	Estimated number of	✓ 1-49✓ 50-99		25,001-50,000 50,001-100,000
	creditors	100-199	_	More than 100,000
		200-999	- Mr. 11	
		\$0-\$50,000	☐ \$1,000,001-\$10 million ☐	\$500,000,001-\$1 billion
15.	Estimated assets	\$50,001-\$100,000	\$10,000,001-\$50 million □	\$1,000,000,001-\$10 billion
		\$100,001-\$500,000	□ \$50,000,001-\$100 million □	\$10,000,000,001-\$50 billion
		☐ \$500,001-\$1 million	□ \$100,000,001-\$500 million □	More than \$50 billion

Case 19-62409-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:31:06 Document Page 4 of 48 Jack Cooper Enterprises, Inc. Debtor Case number (if known) \$0-\$50,000 \$1,000,001-\$10 million \$500,000,001-\$1 billion 16. Estimated liabilities \$50,001-\$100,000 ■ \$10,000,001-\$50 million □ \$1,000,000,001-\$10 billion \$100,001-\$500,000 □ \$10,000,000,001-\$50 billion \$50,000,001-\$100 million ■ \$100,000,001-\$500 million ■ \$500,001-\$1 million ☐ More than \$50 billion Request for Relief, Declaration, and Signatures WARNING - Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571. 17. Declaration and signature of The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of petition. debtor I have been authorized to file this petition on behalf of the debtor. 🗵 I have examined the information in this petition and have a reasonable belief that the information is true and correct. I declare under penalty of perjury that the foregoing is true and correct. 08/06/2019 Executed on MM / DD / YYYY ✗ /s/ T. Michael Riggs T. Michael Riggs Signature of authorized representative of debtor Printed name Title Chief Executive Officer 18. Signature of attorney 🗴 /s/ Brian S. Hermann 08/06/2019 Date Signature of attorney for debtor /DD /YYYY Brian S. Hermann Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number Street New York NY 10019 City State ZIP Code (212) 373-3000 bhermann@paulweiss.com Email address Contact phone 2810232 NY Bar number State

Case 19-62409-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:31:06 Desc Main

ill in this information to identify the case:		49000110
United States Bankruptcy Court for the :		
Northern District of Georgia (State)		☐ Check if this is an
Case number (if known):	Chapter 11	amended filling

Rider 1 Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Northern District of Georgia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Jack Cooper Ventures, Inc.

- Jack Cooper Ventures, Inc.
- Auto & Boat Relocation Services LLC
- Auto Handling Corporation
- · Axis Logistic Services, Inc.
- CTEMS, LLC
- Jack Cooper Canada 1 Limited Partnership
- Jack Cooper Canada 2 Limited Partnership
- Jack Cooper Canada GP1 Inc.
- Jack Cooper Canada GP2 Inc.
- Jack Cooper CT Services, Inc.
- Jack Cooper Diversified, LLC
- Jack Cooper Enterprises, Inc.
- Jack Cooper Holdings Corp.
- Jack Cooper Investments, Inc.
- Jack Cooper Logistics, LLC
- Jack Cooper Rail and Shuttle, Inc.
- Jack Cooper Transport Canada Inc.
- Jack Cooper Transport Company, Inc.
- North American Auto Transportation Corp.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

]

		7
In re:		Chapter 11
JACK COOPER	ENTERPRISES, INC.,	Case No. 19[
*	Debtor.	

LIST OF EQUITY SECURITY HOLDERS1

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jack Cooper	Jack Cooper	630 Kennesaw Due West Road	100%
Enterprises, Inc.	Ventures, Inc.	Kennesaw, GA 30152	

This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

	1
In re:	Chapter 11
JACK COOPER ENTERPRISES, INC.,	Case No. 19[]
Debtor.	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Jack Cooper Ventures, Inc.	100%

Case 19-62409-pwb

12/15

Doc 1 F

Filed 08/06/19

Document Page 8 of 48

Entered 08/06/19 19:31:06

Desc Main

Check if this is an amended filing

Fill in this information to identify the case:

Debtor name: Jack Cooper Ventures, Inc., et al.
United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division
Case number (if known):

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, if the claim is fully unsecured, fill in only unsecured claim loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) and deduction for value of collateral or setoff to calculate unsecured claim.	Indicate if claim is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially; and deduction for value of cusputed unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
	Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, IL 60018-4938	Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9800 FAX: 847-518-9752 EMAIL: nbaczkow@centralstatesfunds.org	Pension	<i>c/</i> 0			Unliquidated
2	Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 20005	Pension Benefit Guaranty Corp Attn: President or General Counsel PHONE: 800-736-2444 FAX:: 202-326-80-90	Pension	c/n			Unliquidated
m	Teamsters Local S60 Benefit Fund Attn: President or General Counsel 707 Summit Avenue Union City, NJ 07087	Teamsters Local 560 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EMAIL: BMcCloskev@560benefitfunds.com	Pension	כ/ח			Unliquidated
4	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Floor Burlington, MA 0.1803-4768	New England Teamsters and Trucking Industry Pension fund Attn.: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-4402 EMAIL: N/A	Pension	כ/ח			Unliquidated
īά	International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel 9000 vy 187th St Mokena, IL 60448	International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel PHONE: 773-254-2500 FAX: 773-254-4193 EMAIL: michael@710hwp.org	Pension	c/n			Unliquidated

Desc Main

\$308,424.90

Parts Supplies

FAX: 615-937-3621 EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com

| Sridgastone Firestone North American Holdings Ltd | Attn: President or General Counsel | PHONE: 615-937-6608

Bridgestone Firestone North American Holdings Ltd Attn: President or General Counsel 535 Marriott Drive Nashville, TN 37214-5990

14

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

Name	Name of creditor and complete mailing address, including zip code	Name, telephone number, and emall address of creditor contact	Nature of the claim (for indicate if claim arount of unsecured claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) and deduction for value of collateral or setoff to calculate unsecured claim.	Indicate if claim is contingent, unliquidated, or disputed	indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of oursecured claim.	Amount of unsecured claim If the claim is fully unsecured claim amount. If claim is partially secured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Pension	כ/ח			Unliquidated
7	Selland Auto Transport Note Attn: President or General Counsel 615 South 96th Street Seattle, WA 98108	Selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A ENAAlt: Narcy jameson@kidder.com	Unsecured Note	כ/ח/ם			Unliquidated
80	Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502	Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hsba.com	Unsecured Note				\$2,755,000.00
6	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McCiellan Ave Suite 140 Pennsauken, NJ 08109		Unsecured Note				\$1,505,045.43 Tue
10	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107	U.S. Bank, National Association Attr: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAL: N/A	Unsecured Note			×	Page 9
11	Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com	Parts Supplies				\$952,515.8
12	Pilot Travel Centers LLC Attn. President or General Counsel 5508 Lonas Dr Knoxville, TN 37909	Pilor Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pllottravelcenters.com	Fuel				\$794,233.49
13	Teamsters Joint Council No. 83 Of Vitginia Pension Fund Attn: President or General Counsel 8814 Fargo Ruad Suke 200 Richmond, VA 23229	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel PHONE: 804-282-3131 FAX: N/A. EMAIL: documents@tjc83funds.net.	Unsecured Note		-		\$619,370.26

Case number (if known)

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<u>2</u>
Ventures,
Cooper
Ласк
ptor:
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Case number (if known)

Cas	se 19-	62409-pv	vb Doo	1 File	ed 08/06	/19 En	itered 08	3/06/19 19	9:31:06	Desc Ma	ain
secured claim stal claim amount iff to calculate	Unsecured Claim	\$303,468.81	\$279,649.28	\$220,546.00	\$160,400.00+ meno.00+ \$160,400.00+	\$155,845.68	10 of 48.	\$149,265.00	\$122,639.44	\$92,000.00	\$85,903.19
Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff										
	Total claim, if partially secured										,
Indicate if claim is contingent, unliquidated, or disputed						4					
Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Fuel	Motels	Insurance	Carrier Leases	Professional Services	Tires	Rent	Communications	Unsecured Note	Parts Supplies
Name, telephone number, and email address of creditor contact		Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Corporate Lodging Consultants Attn: President or General Counsel HONE: 800-835-4045 EAX: N/A EMAI: mwilliams@clclodging.com	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAI: N/A	Union Pacific Railroad Attn: President or General Counsel PHONE: N/A FAX: N/A EMAII: N/A	McCarthy Tetrault LLP Attn. President or General Counsel PHONE: 416-362-1812 FAX: N/A	Continental Tire North America Attn: President or General Counsel PHONE: 17045834853 FAX: N/A EMAKI: cameron.kurek@conti-na.com	City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A EMAHI: Cynthia.alvarado@dallascityhall.com	Windstream Holding, Inc. Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 EMAIL: Iynn@centralPAteamsters.com	Cotruell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrailers.com
Name of creditor and complete mailing address, including zip code		Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	eral Counsel .er Drive	McCarthy Tetrault LLP Attn: President or General Counsel Suite S300, TD Bank Tower Toronto, ON MSK 1E6 Canada	ntal Tire North America esident or General Counsel 60049 te, NC 28260-0049	City of Dallas Attn: President or General Counsel 320 East Jefferson Dallas, TX 75203	Windstream Hukling, Inc. Attn: President or General Counsel 4001 Rodncsy Parham Road Uxtle Rock, AR 72212	Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel 1055 Spring Street Wyomissing, PA 19610	Cotrzell, Inc Attn: President or General Counsel 2125 Candler Road Gaineswile, GA 30507
Name o		15	16	17	18	19	20	21	22	23	24

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

Official Form 204

Page 3

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

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Inc.,
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Cooper
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Debtor:

Case number (if known)

Case	e 19-	62409-p	wb Do	c 1 Filed	08/06/1	L9 Ente	ered 08/0	6/19 19:31:06	Desc Main
secured claim otal claim amount iff to calculate	Unsecured Claim	\$84,947.06	\$84,000.00	577,645.68 DOCOT	\$77,423.38	Page 17	\$52,626,22	E	
Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff								
Indicate If claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of unsecured claim.	Total claim, if partially secured								
Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Rents	Rents	Unsecured Note	Cargo Claims	IT Consulting	Parts Supplies		
Name, telephone number, and email address of creditor contact		Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: iduncan@robinson-park.com	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msliva@peterpaulrealestate.com	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	National Union Fire Insurance Attn: President or General Counsel PHONE: 212-770-7000 FAX: N/A EMAIL: N/A	Omnitraes, LLC Attn: President or General Counsel FAX: N/A EMAIL: N/A	Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com		
Name of creditor and complete mailing address, including zip code		Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Apollo Developement & Land Corp Attn: President or General Counsel F72 Market Street Newark, NJ 07105	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel P411 Philadelphia Road Suite 5 Baltimore, MD 21237	National Union Fire insurance Attn: President or General Counsel 70 Pine Street Floor 1 F New York, NY 10270	Omnitracs, LLC Attn: President or General Counsel File No. 54210 For Angeles, CA 90074-4210 F	Inperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008		
Name c		25	26	22	28	29	30		

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Northern District of Georgia
(State)
-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

	and correct:						
	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)						
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)						
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)						
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)						
	Schedule H: Codebtors (Official Form 206H)						
	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)						
	Amended Schedule						
	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)						
\boxtimes	Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement and List of Creditors Who Have the 30 Largest Unsecured Claims						
	I declare under penalty of perjury that the foregoing is true and correct.						
Exec	uted on 08/06/2019 /s/ T. Michael Riggs						
	MM/ DD/YYYY Signature of individual signing on behalf of debtor T. Michael Riggs						
	Printed name Chief Executive Officer						
	Position or relationship to debtor						

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

Effective as of the date written above, the members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (each, "Board"), as applicable, of the corporations (including, where applicable, in their capacity as general partner of a limited partnership listed in the attachments hereto), limited liability companies, and limited partnerships listed on the attachments hereto (each, a "Company" and collectively, the "Companies") hereby take the following actions and adopt the following resolutions by written consent pursuant to each of such Company's bylaws, limited liability company agreement, or partnership agreement as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

Chapter 11 Filing

WHEREAS, the respective Board of each Company has considered presentations by the management and the financial and legal advisors of such Company regarding the liabilities and liquidity situation of such Company, the strategic alternatives available to them and the effect of the foregoing on such Company's business; and

WHEREAS, the respective Board of each Company has consulted with the management and the financial and legal advisors of such Company and fully considered each of the strategic alternatives available to such Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief (the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Georgia (the "Bankruptcy Court");

RESOLVED, that in the judgment of the respective Board of each Company listed on attachments D to G hereto, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed an application for recognition of the Chapter 11 Cases pursuant to ancillary proceedings under Part IV of the Companies' Creditors Arrangement Act (Canada) (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List); and

RESOLVED, in respect of Jack Cooper Transport Canada Inc. ("<u>JCT Canada</u>"), Kyle Haulotte has resigned as Chief Financial Officer, Treasurer and Assistant Secretary and hereby ceases to hold such offices of JCT Canada and Greg May is hereby appointed as Chief Financial Officer, Treasurer and Assistant Secretary of JCT Canada;

RESOLVED, in respect of each of Jack Cooper Canada GP 1 Inc. ("<u>JCC GP 1</u>") and Jack Cooper Canada GP 2 Inc. ("<u>JCC GP 2</u>"), Kyle Haulotte has resigned as Chief Financial Officer and Treasurer and hereby ceases to hold such offices of each of JCC GP 1 and JCC GP 2, respectively, and Greg May is hereby appointed as Chief Financial Officer and Treasurer of each of JCC GP 1 and JCC GP 2, respectively.

RESOLVED, that T. Michael Riggs, in his capacity as Chief Executive Officer of each Company, and Greg May, in his capacity as Chief Financial Officer of each Company (each an "<u>Authorized Officer</u>" and together the "<u>Authorized Officers</u>"), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on behalf of each Company all petitions, applications, schedules, lists and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's business.

Restructuring Support Agreement

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to enter into that certain restructuring support agreement (the "RSA") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "Consenting Creditors") substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to enter into, on behalf of each Company, the RSA, any additional agreements contemplated thereunder, any related ancillary documentation, and to take any and all actions necessary or advisable to advance such Company's rights and obligations therein, including filing pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute the RSA on behalf of each Company and to take all necessary actions in furtherance of consummation of such agreement's terms.

Bidding Procedures Motion and Marketing Process

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized, consistent with the RSA, to file with the Bankruptcy Court a motion seeking approval of, among other things, (i) a sale of all or substantially all of the Companies' assets pursuant to a stalking horse asset purchase agreement (the "APA"), which shall be subject

to higher and better offers, and (ii) the proposed bidding and auction procedures pursuant to which the Companies will market their assets (the "Bidding Procedures Motion");

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to engage in a marketing process for the Companies' assets, to ensure the APA provides the highest or otherwise best offer for the Companies' assets, and such marketing process shall be consistent with the marketing and bidding process contemplated by the RSA (the "Marketing Process"), with such changes, additions, and modifications thereto as an Authorized Officer shall approve; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to file the Bidding Procedures Motion, on behalf of each Company, and to pursue the Marketing Process, consistent with the RSA, and to take any and all actions necessary or advisable to advance such Company's rights and obligations thereunder, including filing of additional pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to take all necessary actions in furtherance of the foregoing resolutions, consistent with the RSA.

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss") as general bankruptcy counsel and King & Spalding LLP ("King & Spalding"), as co-counsel, in each case, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Paul, Weiss and King & Spalding.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Houlihan Lokey, Inc. ("Houlihan") as investment banker and financial advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case, as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Houlihan.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm AlixPartners LLP ("AlixPartners") as restructuring advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent and administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with each Company's Chapter 11 Case or the Recognition Proceedings, with a view to the successful prosecution of each such case.

Debtor-in-Possession Financing, Cash Collateral, and Adequate Protection

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to obtain the senior secured post-petition revolving credit facility (the "<u>DIP ABL Facility</u>") and the junior secured post-petition term loan credit facility (the "DIP Term Facility"

and, together with the DIP ABL Facility, the "<u>DIP Financing</u>") on the terms and conditions of the proposed debtor in possession financing agreements (the "<u>DIP Credit Agreements</u>") between the applicable Borrower, the Guarantors, the financial institutions from time to time party thereto as lenders (collectively, the "<u>DIP Lenders</u>"), the administrative agents and collateral agents (in such capacities, the "<u>DIP Agents</u>"), and other agents and entities from time to time party thereto substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such company shall be, and hereby is, authorized to enter into such mortgages, collateral access agreements, notices, financing statements, tax affidavits, landlord agreements, control agreements, intellectual property security agreements, pledge agreements and other instruments as any Agent may reasonably request, as required by the DIP Credit Agreements or as may be necessary or appropriate to create, preserve and perfect the liens purported to be required pursuant to the DIP Credit Agreements to be created in the Collateral (as defined in each DIP Credit Agreement, as applicable).

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "<u>Cash Collateral</u>"), which is security for certain prepetition secured lenders (collectively, the "<u>Secured Lenders</u>") party to:

- (a) that certain Second Amended and Restated Credit Agreement, dated as of February 15, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among Jack Cooper Holdings Corp. and certain other Debtors, as borrowers and guarantors, Wells Fargo Capital Finance, LLC, as lead arranger, sole bookrunner, and administrative agent thereunder (the "Revolver Loan Agent"), and the banks, financial institutions, and other lenders party thereto;
- (b) that certain Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among Jack Cooper Ventures, Inc. ("JCVI") as borrower and certain other Debtors as guarantors, Cerberus Business Finance Agency, LLC, as agent (the "1L Agent"), and the banks, financial institutions, and other lenders party thereto;
- (c) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as

agent (the "1.5L Agent"), and the banks, financial institutions, and other lenders party thereto; and

(d) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as agent (collectively with the DIP Agent, the Revolver Loan Agent, the 1L Agent, and the 1.5L Agent, the "Administrative Agents") and the banks, financial institutions, and other lenders party thereto.

RESOLVED, that, in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed interim DIP order substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof, (the "Interim DIP Order") to be submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Interim DIP Order and the provisions of the Canadian initial recognition order and the Canadian supplemental order (the "Canadian Initial Orders") to which each Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each Authorized Officer be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Credit Agreements, the Interim DIP Order, the Canadian Initial Orders, and any other orders related to the foregoing and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which such Company is or will be a party, including, but not limited to any security and pledge agreement, deed of hypothec, mortgage, or guaranty agreement (collectively with the Interim DIP Order, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons in connection with the foregoing resolutions, in accordance with the DIP Documents, and, in each case, in the form or substantially in the form thereof presented to the respective Board of each Company on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

RESOLVED, that each Company, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to negotiate and incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the "Adequate Protection Transactions").

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed, and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to take such actions as in his reasonable discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the "Adequate Protection Documents"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Administrative Agents; and (c) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to file or to authorize the Administrative Agents to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings in Canada, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of each Company that the Administrative Agents deem necessary or appropriate to perfect any lien or security interest granted under the Interim DIP Order and the Canadian Initial Orders, including any such UCC financing statement or any equivalent filings in Canada containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the Administrative Agents may reasonably request to perfect the security interests of the Administrative Agents under the Interim DIP Order and the Canadian Initial Orders.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to take all such further actions, including, without limitation, to pay or approve the payment of appropriate fees and expenses payable in connection with the Adequate Protection Transactions and appropriate fees and expenses incurred by or on behalf of such Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in his judgment be necessary, proper, or advisable to perform any of such Company's obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that the entering into, execution and delivery by each Company identified on the attachments hereto as being organized under the laws of Canada or of any province thereof (collectively, the "Canadian Companies") and the performance by each such Canadian Company of its obligations under each deed

of hypothec as may be contemplated by or required pursuant to or in connection with the DIP Credit Agreements for the purposes of providing security therefor under the laws of the Province of Quebec against all present and future property of each such Canadian Company as well as the customary limitation of liability required by Quebec notaries who are not instrumental in the preparation of the deed(s) executed before them (collectively, the "Quebec Security"), on such terms and conditions as any Authorized Officer or any Authorized Representative (as defined below) shall approve, be, and hereby are authorized, adopted, and approved.

RESOLVED, that each of Constantine Troulis, Nicole Cloutier, Mikulas Arendas or any other lawyer of the firm Osler, Hoskin & Harcourt LLP (each, an "Authorized Representative"), be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Canadian Company, to negotiate, finalize, execute and deliver the Quebec Security with or without the corporate seal affixed, and with such additions, deletions or other changes to any such documents as such Authorized Representative, in such Authorized Representative's sole discretion, may approve, such approval to be conclusively evidenced by such Authorized Representative's execution and delivery of the Quebec Security.

General

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the respective Board of each Company.

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RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

* * * * * * * * * * * * *

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	undersigned have executed this consent as of the
date first written above.	
	Sarah Amico
	Sam Torrence
	¥
	T. Michael Riggs
	Kevin McHugh
	Gerry Czarnecki

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A IN WITNESS WHEREOF, the undersigned have executed this consent as of the

date first written above.

Sarah Ami

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

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IN WITNESS WHEREOF, the undate first written above.	ndersigned have executed this consent as of the
x x	Sarah Amico
	Sam Torrence
	T. Michael Riggs
	Kevin McHugh Kevin McHugh
	Gerry Czarnecki
	BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON

ATTACHMENT A

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IN WITNESS WHEREOF,	the undersigned have executed this consent as of the
date first written above.	

Sarah Amico
Sam Torrence
T. Michael Riggs

Kevin Mołfugh

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B

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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B Case 19-62409-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:31:06 Desc Main Document Page 28 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C

Sarah Amico

T. Michael Riggs

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C

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IN WITNESS WHEREO	F, the undersigned have executed this consent as of the
date first written above.	
	Sarah Amico
	T. Michael Riggs
	Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Sarah Amico

T. Michael Riggs

Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Sarah Amico

T. Michael Riggs

Anthony Foster

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D

Anthony Foster

BEING THE SOLE MEMBER OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT E

JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

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IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u>

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IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT H Case 19-62409-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:31:06 Desc Main Document Page 38 of 48

IN WITNESS WHEREOF, the undersigned have executed this consent as of the

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I Case 19-62409-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:31:06 Desc Main Document Page 40 of 48

Attachment A

Board Members: Sarah Amico; Sam Torrence; T. Michael Riggs; Kevin McHugh; Gerry Czarnecki

COMPANY	JURISDICTION
Jack Cooper Investments, Inc.	Delaware
Jack Cooper Ventures, Inc.	Delaware

Attachment B

Board Members or Managers: Sarah Amico, T. Michael Riggs

COMPANY	JURISDICTION
Jack Cooper Diversified, LLC	Delaware
Jack Cooper Enterprises, Inc.	Delaware
Jack Cooper Holdings Corp.	Delaware
Jack Cooper Transport Company, Inc.	Delaware
Auto Handling Corporation	Delaware
Axis Logistic Services, Inc.,	Delaware
Jack Cooper CT Services, Inc	Delaware
Jack Cooper Rail and Shuttle, Inc	Delaware
CTEMS, LLC	California

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Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware

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Attachment D

Board Members: Sarah Amico, T. Michael Riggs, Anthony Foster

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

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Attachment E

Board Member: Anthony Foster

COMPANY	JURISDICTION
Jack Cooper Canada GP 1 Inc.	Ontario
Jack Cooper Canada GP 2 Inc.	Ontario

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Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario

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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario

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Attachment H

Managers: Sarah Amico, T. Michael Riggs, Jeff Herr

COMPANY	JURISDICTION
Jack Cooper Logistics, LLC	Delaware

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Attachment I

Manager: Jeff Herr

COMPANY	JURISDICTION
Auto & Boat Relocation Services LLC	Connecticut

Filed in Clerk's Office and a true copy gertified this Z day of Level, 2072

Deputy Clerk