This is Exhibit "G 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 Paserslet

Case 19-62400-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:56:37 Desc Main

	Fill in this information to identify the		rument F	Page 1 of 4	8			
	United States Bankruptcy Court for the							
	Northern District of							
-	Case number (If known):	State) Chap	ter <u>11</u>				Check if this is an	
<u></u>					amended filing			
_	NE:-:-1 Farma 201							
_	Official Form 201 Voluntary Petition	n for Non-	Individu	ıale Fili	ng for Bank	kruntcy	04/19	
 If	more space is needed, attach a sep	arate sheet to this for	rm. On the top o	of any additiona	Il pages, write the debte	or's name and the	case	
nı	umber (if known). For more informa	ition, a separate docu	ment, <i>Instructio</i>	ons for Bankrup	otcy Forms for Non-Ind	ividuals, is availa	ble.	
					Carried Carrier	200		
1.	Debtor's name	CTEMS, LLC			Try M. Jo.			
••	202101 0 1121110	CTEMS, LLC			Filed in Cle	k's Office and		
	001040 44840 400 000 000 000 000 000 000 00	waxaanaanaanaanaanaanaanaanaanaanaanaanaa			a true copy	a true copy certified this		
2.	All other names debtor used	None.			I day of frequent, 2017			
	in the last 8 years				M. REGINAT	HUMAS, CLERK		
	Include any assumed names,	·			By Map Culi			
	trade names, and doing business as names				Deputy	Cleus		
	as names					Carreta.		
3.	Debtor's federal Employer Identification Number (EIN)	2 7 - 4 9	5 7 7 2	5				
4.	Debtor's address	Principal place of b	Principal place of business			Mailing address, if different from principal place of business		
		576 Sycamore Dr	ive		630 Kennesaw Due West Road			
		Number Street			Number Street	*		
					P.O. Box			
		Milpitas	CA	95035	Kennesaw	GA	30152	
		City	State	ZIP Code	City	State	ZIP Code	
					Location of princip	al assets, if diffe	rent from	
		Santa Clara			principal place of l			
		County						
					Number Street			
						www.		
					City	State	ZIP Code	
5.	Debtor's website (URL)	www.ctemscompa	any.com					
	T	Corporation (inclu	uding Limited Lia	bility Company (	LLC) and Limited Liability	/ Partnership (LLP	))	
6.	Type of debtor	☐ Partnership (exclu	-	, , , , ,	,	F (	s.e	

Other. Specify: \_\_

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De	ctems, LLC	Case number (if known)
	Name	
7	Describe debtor's business	A. Check one:
۲٠	Describe dester a pasificac	☐ 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(6))
		☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
		None of the above
		Appendix and improvementation of the control of the
		B. Check all that apply:
		☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
		☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
		☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
		C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a> .
		4 8 4 2
	Under which chapter of the	Check one:
٥.	Bankruptcy Code is the	
	debtor filing?	Chapter 7
		Chapter 9
		☐ Chapter 11. Check all that apply:
		Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
		☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
		☐ A plan is being filed with this petition.
		Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
		□ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
		The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
-		☐ Chapter 12
	Word prior bookwarter acces	
9.	Were prior bankruptcy cases filed by or against the debtor	No No Significant Property of the Property of
	within the last 8 years?	Yes. District When Case number
	If more than 2 cases, attach a	MM /- DD/ YYYY
	separate list.	District When Case number MM /-DD-/-YYYY
10.	Are any bankruptcy cases	□ No
	pending or being filed by a	
	business partner or an	Relationship Relationship
	affiliate of the debtor?	District Northern District of Georgia When MM / DD /YYYY
	List all cases. If more than 1, attach a separate list.	Case number, if known

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Debtor CTEMS, LLC	Case number (if known)						
11. Why is the case filed in <i>this</i> district?	<ul> <li>Check all that apply:</li> <li>Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</li> <li>A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.</li> </ul>						
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	No  Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  Why does the property need immediate attention? (Check all that apply.)  It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard?  It needs to be physically secured or protected from the weather.  It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  Other  Number Street  City State ZIP Code  Is the property insured?  No Yes. Insurance agency						
	Contact name  Phone						
Statistical and adminis	trative information						
13. Debtor's estimation of available 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.						
14. Estimated number of creditors	□ 1-49       □ 1,000-5,000       □ 25,001-50,000         □ 50-99       □ 5,001-10,000       □ 50,001-100,000         ☑ 100-199       □ 10,001-25,000       □ More than 100,000         □ 200-999						
15. Estimated assets	□ \$0-\$50,000       □ \$1,000,001-\$10 million       □ \$500,000,001-\$1 billion         □ \$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       □ \$100,000,000,001-\$50 billion						

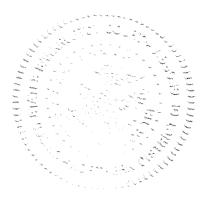
Case 19-62400-pwb Filed 08/06/19 Entered 08/06/19 18:56:37 Desc Main Doc 1 Page 4 of 48 Document CTEMS, LLC Case number (if known) Debtor \$0-\$50,000 **४** \$500,000,001-\$1 billion \$1,000,001-\$10 million 16. Estimated liabilities \$50,001-\$100,000 \$1,000,000,001-\$10 billion \$10,000,001-\$50 million \$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. 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 X /s/ Brian S. Hermann 08/06/2019 Date /DD /YYYY Signature of attorney for debtor Brian S. Hermann Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number Street New York NY 10019 State (212) 373-3000 Thermann@paulweiss.com Contact phone Email address 2810232 Bar number

ill in this information to identify the case	e)	5
United States Bankruptcy Court for the :		
Northern District of Georg	gia ate)	☐ Check if this is ar
Case number (if known);	Chapter <u>11</u>	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.



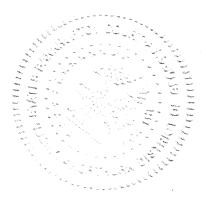
Case 19-62400-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:56:37 Desc Main Document Page 6 of 48

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

		]
In re:		Chapter 11
CTEMS, LLC,		Case No. 19[ ]
	Debtor.	

### LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
CTEMS, LLC	Jack Cooper Diversified, LLC	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.

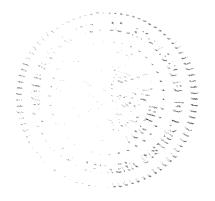
# IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

In re:	Chapter 11
CTEMS, LLC,	Case No. 19[ ]
Deb	tor.

### **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 Diversified, LLC	100%



Case 19-62400-pwb

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Filed 08/06/19

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Check if this is an amended filing

Official Form 204

United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division

Fill in this information to identify the case: Debtor name: Jack Cooper Ventures, Inc., et al .

Case number (if known):

# 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. Name, telephone number, and	Name, telephone number, and email address of	Nature of the claim/for	Indicate if claim I	Indicate If claim Amount of unsegured claim	ediclaim	
includí	including zip code		example, trade debts, bank	is contingent,	f the claim is fully u	If the claim is fully unsecured, fill in only unsecured claim	secured claim
			loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount	unliquidated, or	amount. If claim is <sub>l</sub>	partially secured, fill in to	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
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
ed.	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	c/n			Page 8
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: 202-326-4047 EMAlt: mypension@pbgc.gov	Pension	c/n			Unliquidate
m	Teamsters Local 560 Benefit Fund Attn: President or General Counsel 707 Summit Avenue FAX: 201-864-0051 FAX: 201-864-417 Union City, NJ 07087 FAX: 201-864-417	Fund Teamster's Local 560 Benefit Fund Attn: President or General Counsel Attn: President or General Counsel PHONE: 201-864-0051	Pension	د/n			Unliquidated
4	New England Teamsters and Trucking Industry Pension fund Attn: President or General/Counsel, 1 Wall Street 4th Floor Burlington, MA 02803-4768	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 751-345-4400 FAX: 781-345-4402 FAX: 781-345-4402	Pension	c/n		•	Unliquidated
ιn	International Brotherhood of Treamsters Union Pension Fund Attn: President or General Counself Pension Fund Attn: President or General Counself Physics Physics 773-254-25 9000 W 187th St (FAX, 773-254-4193 Mokena, IL 60448	Infernational Brotherhood of Teamsters Union Local No. 710 Pension Fund Aftn: President or General Counsel PHONE: 773-254-2500 FAX: 773-254-4193 FXAXI: michael@710hwp.org	Pension	c/n			Unliquidated

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

et al
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Inc.,
Ventures,
Cooper
Jack
Debtor:

Case number (if known)

			62400-pw		1 File Doc	d 08/06/19 ument ument	9 Ente Page 9	red 08/0 of 48	6/19 18:5	56:37 De	esc Main
VIII VIII	secured claim otal claim amoi off to calculate	Unsecured Claim	Unliquidated	Unliquidated	\$2,755,0	\$1,505,0	)'660'1\$	\$952,5	\$794,7	\$619,3	\$308,
	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 it claim is contingent, unliquidated, or disputed		د/0	c/u/b							
	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	Fuel	Unsecured Note	Parts Supplies
SPECIAL	name, telephone number, and email address of creditor contact		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: Nancy.jameson@kidder.com	Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 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 PHONE: 888-267-8378 FAX: NA EMAIL: arremittance@corcentric.com	शीor Travel Centers LLC Attri, President or General Counsel PHONE: 865-805-6286 FÁK: अ/A EMAIL, steye. miller@pllottravelcenters.com	Teamstrais solut Council No. 83 of Virginia Pension Fund Attn: Prosident or General Counsel PHONE: 804-282-3131 FAX; \$\forall A	Byrigestone Firestone North American Holdings Ltd Actu: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com
100	name of Creditor and complete maining address, including zip code		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 Feattle, WA 98108	Automotive industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502	Teamsters of Philadelphia and Vichnity Pension Plan A Attn: President or General Counsel 2500 McClellan Ave Suite 140 Femsauken, NJ 08109	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 53107	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 Counse! 5508 Lonas Travel F Knoxville, TN 37909	Teamsters Johnt Council No. 83 of Virginia Penston T Fund Attn: President of General Counsel 8814 Fargo Rogal Spite 2007	msel
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Inc.,
Ventures,
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Jack
Debtor:

Case number (if known)

nelue	Name or creditor and complete malling address, including zip code	Name of creditor and complete mailing address, including zip code creditor contact	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecure amount. If claim is partially and deduction for value of 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
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
15	Love's Travel Stops & Country Stores, Inc. Attr: 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 EMAlt: comments@loves.com	Fuel				\$303,468.8
	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 EMAAIL: mwilliams@ctclodging.com	Motels				\$279,649.28
	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Insurance				\$220,546.00
	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 EMAII: N/A	Carrier Leases				\$160,400.00
	McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada	McCarthy Tetrault LIP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAII: N/A	Professional Services				\$155,845.68
	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.kurëk@conti-na.com	Tires				10 of 48 113,782,831,8
	City of Dalias Attn: President or General Counsel 320 East Jefferson Dalias, 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
	Windstream Holding, the: Atta: President or General Counsel 4001 Rodney Parham, Road Little Rock, AR 72212	Windstream Holding, Inc. Attor, President or General Counsel PHOKE: N/A FAX: N/A EMQLE N/A	Communications				\$122,639.44
		Centralizennsylvania Teamsters Defined Benefit Plan Apri, President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 EMAL: lynn@centralPAteamsters.com	Unsecured Note				00'000'26\$
İ	Cottrell, Inc Attn: President or Gehéral Counsel 2125 Candler Road Gainesville, GA 30507	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrailers.com	Parts Supplies				\$85,903.19

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

Official Form 204

Page 3

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Na. Inc	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 disputed and deduction for value of unsecured 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 amoi and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
25	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 EMAIL: iduncan@robinson-park.com	Rents				\$84,947.06	62400-p
26	Apollo Developement & Land Corp Attn: President or General Counsel S72 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	wb Doo
27	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or Genéral 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.				\$77,645.68 DOC	: 1 Filed
78	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 EMAIL: N/A	Cargo Claims				\$77,423.38	08/06/1
29	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 EMAIL: N/A	IT Consulting			\$	Page: 685'755\$	.9 Ente Page 11
30	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				of 48 27:929'25\$	erea 08/0   of 48
								6/19 18:56:37

Case number (if known)

Debtor: Jack Cooper Ventures, Inc., et al.



### Case 19-62400-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:56:37 Desc Main Document Page 12 of 48

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

### 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.

## Declara

### 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	n 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 (Offici	al Form 206G)	
	□ Schedule H: Codebtors (Official Form 206H)		
	☐ Summary of Assets and Liabilities for Non-Individuals (Official F	Form 206Sum)	
	☐ Amended Schedule		
	☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have th (Official Form 204)	e 20 Largest Unsecured Claims and Are Not Insiders	
Other document that requires a declaration <u>List of Equity Security Holders, Corporate Ownership</u> 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	executed on		
	00/00/2019	/s/ T. Michael Riggs	
	MM/ DD/YYYY Signa	ature of individual signing on behalf of debtor	
		chael Riggs	
	Printe	ed name	
	Chie	f Executive Officer	
	Posit	ion 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 "Authorized Officer" and together the "Authorized Officers"), 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 "<u>RSA</u>") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "<u>Consenting Creditors</u>") 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 "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 mereof.

**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 "<u>Canadian Companies</u>") 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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IN WITNESS WHEREOF, date first written above.	F, the undersigned have executed this consent as of the
	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.

Sam Torrence

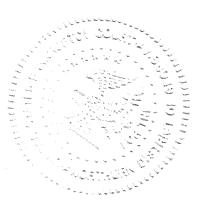
C 1

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



[Signature Page - Omnibus Written Consent]

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

Sarah Amico

Sam Torrence

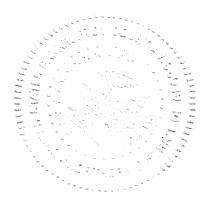
T. Michael Riggs

Kevin 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

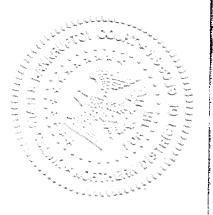
T. Michael Riggs

Kevin Molflugh

Cherry Charmeon

BEING'ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON

ATTACHMENT A



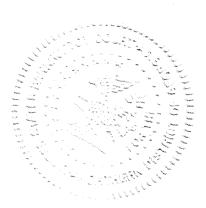
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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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

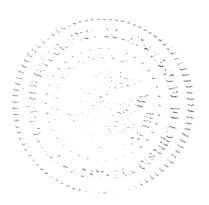
BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B Case 19-62400-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:56:37 Desc Main Document Page 28 of 48

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

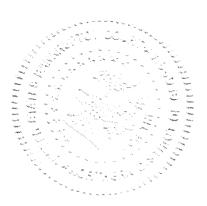


IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

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



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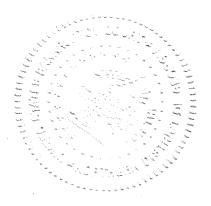
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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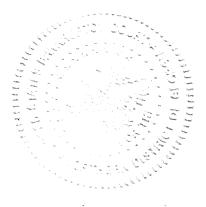
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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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

Anthony Foster

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



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

Anthony Foster

BEING THE SOLE MEMBER OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT E</u>



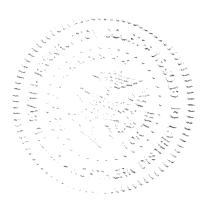
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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



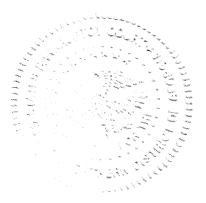
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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> Case 19-62400-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:56:37 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>

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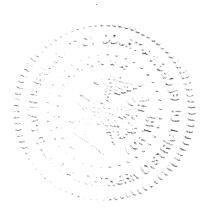
IN WITNESS WHEREOF, the undersigned have executed this consent as of the

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I



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

Sarah Amico

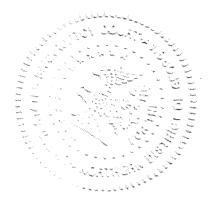
T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

### Attachment A

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

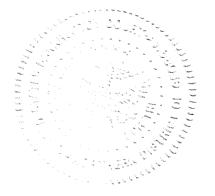
COMPANY	JURISDICTION
Jack Cooper Investments, Inc.	Delaware
Jack Cooper Ventures, Inc.	Delaware



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# 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



### Attachment C

Board Member: T. Michael Riggs

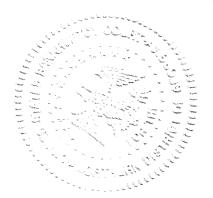
COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



### Attachment D

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

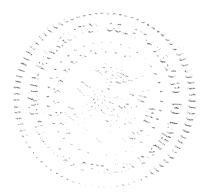
COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada



### Attachment E

Board Member: Anthony Foster

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



### Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario

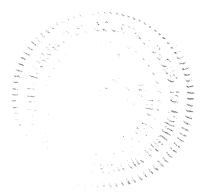


Case 19-62400-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:56:37 Desc Main Document Page 46 of 48

### Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

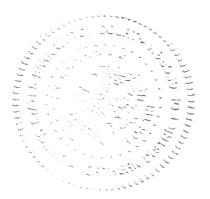
COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario



### Attachment H

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

COMPANY	JURISDICTION
Jack Cooper Logistics, LLC	Delaware



### Attachment I

Manager: Jeff Herr

COMPANY	JURISDICTION	
Auto & Boat Relocation Services LLC	Connecticut	

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

Wolitzal

This is Exhibit "H" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

this 8<sup>th</sup> day of August, 2019

A Commissioner for Taking Affidavits

band Rosublet

fication Number (EIN)			
r's federal Employer	2 7 4 0 2 3 4 3	3	
nes		Deputy Class	COLUMN TO THE PARTY OF THE PART
ames, and doing business		Byk tan	Cales
•		M. REGINATHOM	AS, CLERK
her names debtor used	None.	a true copy certi	hed this
**************************************		Filed in Clerk's	Office and
n S name	Jack Cooper Logistics, LLC		
f known). For more informa	ition, a separate document, <i>Instruc</i>		
ntary Petitio	n for Non-Individ	uals Filing for Bankr	<b>uptcy</b> 04/19
al Form 201			
mber (If known):	Chapter 11		Check if this is amended filing
(S	State)		_
is information to identify the			
Case 19-62412-pwi			Desc Main
	D 4 Fil L00/00/4		D
	s information to identify the lates Bankruptcy Court for the management of the lates Bankruptcy Court for the management of the lates Bankruptcy Court for the management of the lates Bankruptcy Court for the lates Ban	s information to identify the case:  lates Bankruptcy Court for the:    District of Georgia (State)   Chapter 11	Document   Page 1 of 48

2. All other names debtor use in the last 8 years	d None.		a true copy certifi	ed this
Include any assumed names, trade names, and doing business as names	S		M. REGINA THOMA	(Left)
3. Debtor's federal Employer Identification Number (EIN)		3 4 3 3		
4. Debtor's address	Principal place of bus		Mailing address, if differ of business	ent from principal place
	630 Kennesaw Due	West Road	Number Street	
			P.O. Box	
	Kennesaw	GA 30152		
	City	State ZIP Code	City	State ZIP Code
	Cobb		Location of principal ass principal place of busine	
	County		Number Street	
			City	State ZIP Code
5. Debtor's website (URL)	www.jackcooperlog	zistics.com		-
6. Type of debtor	☑ Corporation (includi	ing Limited Liability Company	(LLC) and Limited Liability Partr	nership (LLP))

□ Partnership (excluding LLP)
□ Other. Specify: \_\_\_\_\_

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De	btor Jack Cooper Logistics Name	, LLC		Case number (if known)	
v-1040 <b>0-14</b>	IVANIC		***************************************		
7.	Describe debtor's business	A. Checi	( one:		
		☐ Healf	h Care i	Business (as defined in 11 U.S.C. § 101(27A))	
		☐ Singl	e Asset	Real Estate (as defined in 11 U.S.C. § 101(51B))	
		🔲 Railre	oad (as	defined in 11 U.S.C. § 101(44))	
		☐ Stock	broker (	(as defined in 11 U.S.C. § 101(53A))	
		☐ Comi	nodity E	Broker (as defined in 11 U.S.C. § 101(6))	
		Clear	ing Ban	k (as defined in 11 U.S.C. § 781(3))	
		🛛 None	of the a	above	
		4/45/14/48/6			
		B. Checi	call that	apply:	
		☐ Tax-e	exempt (	entity (as described in 26 H.S.C. § 501)	
		☐ Tax-exempt entity (as described in 26 U.S.C. § 501)			
		☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)			
		☐ Inves	tment a	dvisor (as defined in 15 U.S.C. § 80b-2(a)(11))	
				1256년 1480 - A NEW STEIN, AND STEIN AND AND AND AND AND AND STEIN AND AND AND AND AND AND AND AND AND AN	
			C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See		
				scourts.gov/four-digit-national-association-naics-codes .	
			8 4		
8.	Under which chapter of the	Check o	ne:		
	Bankruptcy Code is the	☐ Chap	iter 7		
	debtor filing?	☐ Chap			
				Check all that apply:	
		Onap		Debtor's aggregate noncontingent liquidated debts (excluding debts owed to	
				insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).	
				The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).	
				☐ A plan is being filed with this petition.	
			1	Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
			1	The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.	
				The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.	
		☐ Chap	ter 12		
	Were prior bankruptcy cases		***************************************		
Э.	filed by or against the debtor	⊠ No			
	within the last 8 years?	Yes.	District		
	If more than 2 cases, attach a		D:-(::-)	MW./ DD/YYYY	
	separate list.		District	When Case number MM / DD / YYYY	
10	Are any bankruptcy cases	□ No	***************************************		
	pending or being filed by a			See Rider 1 Affiliate	
	business partner or an	🛛 Yes.	Debtor	Relationship	
	affiliate of the debtor?		District	Northern District of Georgia When MM / DD /YYYY	
	List all cases. If more than 1, attach a separate list.		Case nu	umber, if known	

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Del	אנטו	or Jack Cooper Logistics, LLC Case number (if known)						
***************************************	Name							
11.		ase filed in <i>this</i>	Check all that apply:					
	district?			e, principal place of business, or principal date of this petition or for a longer part of				
***************************************			A bankruptcy case concern	ning debtor's affiliate, general partner, or	partnership is pending in this district.			
12.	possession	personal property	<ul> <li>☑ No</li> <li>☑ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</li> <li>Why does the property need immediate attention? (Check all that apply.)</li> <li>☑ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.</li> <li>☑ What is the hazard?</li> <li>☑ It needs to be physically secured or protected from the weather.</li> <li>☑ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</li> </ul>					
			Other					
			Where is the property insurance age	Number Street  City	State ZIP Code			
			Contact name					
			Phone					
	Statis	stical and administ	rative information					
13.	Debtor's est available fu			distribution to unsecured creditors.	le for distribution to unsecured creditors.			
14.	Estimated n creditors	umber 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 160,000			
15.	Estimated a	ssets	□ \$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			

Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Document Page 4 of 48 Jack Cooper Logistics, LLC Case number (if known) Debtor \$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 10019 City State (212) 373-3000 bhermann@paulweiss Contact phone Fmail address

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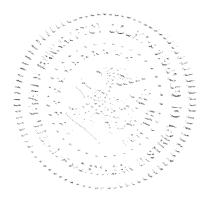
Bar number

ill in this information to identify the case	e:	
United States Bankruptcy Court for the :		
Northern District of Georg	giaate)	☐ Check if this is a
Case number (if known):	Chapter 11	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.



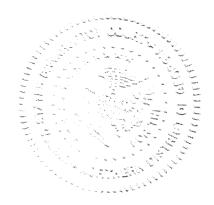
Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 6 of 48

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

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

### LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jack Cooper	Jack Cooper	630 Kennesaw Due West Road	100%
Logistics, LLC	Enterprises, Inc.	Kennesaw, GA 30152	10070



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.

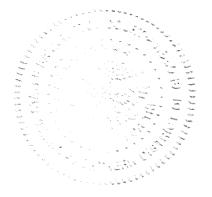
### IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

In re:	Chapter 11
JACK COOPER LOGISTICS, LLC,	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 Enterprises, Inc.	100%



Case 19-62412-pwb

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Doc 1

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Desc Main

□ Check if this is an amended filing

United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division Case number (if known):

Debtor name: Jack Cooper Ventures, Inc., et al. Fill in this information to identify the case:

# 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.

				STREET TO STREET STREET STREET	C. 19		
includi	Name of creation and complete mailing address, including zip code.	Name of creditor and complete mailing address. Name, telephone number, and email address of including zip code 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, Indiquidated, or a 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 cursecured 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.	
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1	Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, 1L 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: 202-326-4047 EMAIL: mypension@pbgc.gov	Penslon	c/n			of 48
m	Teamsters Local 560 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: BMCCloskey@560benefitfunds.com	Pension	0/0			Unliquidated
4	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Floor Burlington, MA 01803-4768	New, England Teamsters and Trucking Industry Pension fund Attn.: President or General Counsel PHQNE: 781-345-4400 FAX: 781-345-4402 EMA L; 1974 C	Pension	c/n			Unliquidated
ம்.	International Brotherifood of Teamsters Union Local No. 710 Pension Fund Attn: President of Géneral Counsel 9000 W 187th St Mokena, IL 60448	International Brotherhood of Teamsters Union Local No. 710 Pension Equal Attn. President or General Counsel PHONE \$\frac{1}{273}-254-2500 FAX: 773-254-4193 EMAL: michael@710hwp.org	Pension	د/ب			Unliquidated

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

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,,		Onsecured Claim	62412-pv	Unliquidated Q/	1 File Doc	d 08/06/1 ument 	9 Ente Page 9	red 08/0 of 48 <sup>885</sup> 15/2565	06/19 19:4	12:29 De	esc Ma
(if known)	unsecured total clair stoff to cal				•						
Case number (if known)	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecured, fill in only unsecured claim unliquidated; or amount. If claim is partially secured, fill in total claim amount disputed 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 disputed and deduction for value of unsecured claim.	Total claim, if partially secured									
	Indicate if claim is contingent, unliquidated; or disputed		ر/۵	c/u/b							
	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	Fuel	Unsecured Note	Parts Supplies
	Name, telephone number, and email address of creditor contact		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: Nancy,jameson@kidder.com	Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 800-635-3105 FAX: N/A	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel PHONE: 856-382-2411 FAX: 856-382-2401 EMAIL: pension@teamsterfunds.com	U.S. Bank, National Association Attn. President or General Counsel PHONE: 651-466-6299 FAX: NA EMAIL: NA	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com	Pilot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A Ek¼AL: steve.miller@pliottravelcenters.com	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn. President or General Counsel PHONE: 804-282-3131 FAX:54/A	Bh.Jgestone Firestone North American Holdings Ltd Attn. President or General Counsel PHONE: 615-937-6608
Debtor: Jack Cooper Ventures, Inc., et al .	Name of creditor and complete mailing address, including 2lp code		Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S 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 McCiclian Ave Suite 140 Fennsauken, NJ 08109	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107		Pilot Travel Centers LLG * (* 1886) / Attn: President or General Counsel / S508 Lonas Dr Knoxville, T/A 3790/S	Arginia Pension	Bridgestone, Firestone North American Holdings, trd Attn: President or General Counsel Attn: President or General Counsel 535 Marriott Drive.
Debtor:	Name C includit		و	7	æ	6	10	rei rei	12	£	14

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Case number (if known)

Love's Travel Stops & Cou Attn: President or General 10601 North Pennsylvani Oklahoma City, OK 73120 Corporate Lodging Consu Attn: President or General 81.11 East 32nd St. North Wichita, KS 67226-2614 Wichita, KS 67226-2614 National Interstate Insuratur: President or General 3250 Interstate Dr. Richifield, OH 44286 Union Pacific Railroad Attn: President or General 12567 Collections Center Chicago, IL 60693 McCarthy Tetrault LIP Attn: President or General Suite 5300, TD Bank Tow Toronto, ON MSK 1E6 Canada Continental Tire North Ar Attn: President or General Po Box 60049 City of Dallas Attn: President or General Dallas, TX 75203 Windstream Holding, Inc.		creditor contact	example, trade debts, bank loans, professional services, and government contracts)	is contingent, unliquidated, or disputed	is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of cursecured 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
Love's Trave Attn: Preside 10601 North Oklahoma Ci Corporate Lc Corporate Lc Corporate Lc Attn: Preside 3111 East 35 Withlita, AS 6 Union Pacific Attn: Preside 112567 Collec Chicago, IL 6 McCarthy Te Attn: Preside Continental 1 Toronto, ON Canada Continental 1 Attn: Preside Pro Box 60045 Charlotte, NG Canada Continental 1 Attn: Preside Preside Preside Preside Preside Preside Continental 1 Attn: Preside Preside Preside Preside Preside Preside Preside Attn: Preside Dallas TX 75: Windstream					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
Corporate Lc Attn: Preside 8111 East 32 Witchita, KS 6 Witchita, KS 6 Mational Inte Attn: Preside 3250 Intersit Richfield, OH Union Pacific Attn: Preside 12567 Collec Chicago, IL 6 McCarthy Te Attn: Preside Sulte 5300, T Toronto, ON Canada Continental 1 Attn: Preside Po Box 60049 Charlotte, NM City of Dallas, TX 755 Windstream.	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
National Inte Attn: Preside 3250 Interside 3250 Interside Attn: Preside 12567 Collec Chicago, I. 6 McCarthy Te Attn: Preside Suite 3300, T Toronto, ON Canada Continental 1 Attn: Preside Po Box 6004 Charlotte, NK	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 EMAIL: mwilliams@clolodging.com	Motels				\$279,649.28
Union Pacific Attn: Preside 12567 Collec Chicago, I. 6 McCarthy Te McCarthy Te McCarthy Te Corninental 1 Attn: Preside Po Box 60049 Charlotte, NG Charlotte,	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A ENAkl: y/A	Insurance				\$220,546.00
MCarthy Te Attr. Preside Suite 2300, T Toronto, ON Canada Continental 1 Attr. Preside Po Box 60049 Charlotte, N City of Dallas Attr. Preside Dallas, TX 75:	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 EMANL: N/A	Carrier Leases			,	\$160,400.00 THEO
Continental 1 Attn: Preside Po Box 60049 Charlotte, N City of Dallas Attn: Preside 320 fast leff Dallas, TX 75:	McCarthy Tetrault LLP Attr: President or General Counsel Suite 3300, TD Bank Tower Toronto, ON MSK 1E6 Ganada	McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A	Professional Services				\$155,845.68
City of Dallas Attn: Preside 320 East Jeff Dallas, TX 75:	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 1139,284.51
Windstream	City of Dallas Attn: President or General Gouhsel (1111) 320 East Jefferson Dallas, TX 75203		Rent				\$149,265.00
Attn: President or Gene 4001 Rodney Parham R Little Rock, AR 72212	Windstream Holding, Inc. Atm: President or General Codinsel 4001 Rodiney Parham Road: Little Rock, AR 72212	לWindstream Holding, Inc. Artic.Fresident or General Counsel Pricone: או/A FAX: או/A EMAIL: או/A	Communications				\$122,639,44
Central Pennsylvani Plan Attn: President or'G 1055 Spring Street Wyomissing, PA:196	Central Pennsijkanja Teanisiers Defined Behefit Plan Attn: President oʻr General Coppselj 1055 Spring Straet <sup>†</sup> Wyomissing, PA 19610		Unsecured Note				\$92,000.00
Cottrell, Inc Attn: President or Ger 2125 Candler Road Gainesville, GA 30507	Seneral Counsel	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAll: twoodham@cottrelltrailers.com	Parts Supplies				\$85,903.19

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

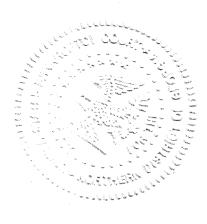
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Name nctudi	Name of creditor and complete mailing address, including zip code	Name of creditor and complete mailing address, Name, telephone number, and email address of creditor contact	Nature of the claim for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, if the claim is fully unsecured, fill in only unsecured claim is fully unsecured, fill in total claim amount.	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 amo	isecured 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-
25	Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: iduncan@robinson-park.com	Rents				\$84,947.06	62412-p
26	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	
27	Freight Drivers And Helpers Local Union No. 557 Parision Fund Attn: President or General Counsel 9411 Fhiladelphia 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				\$77,645.68 DOCTI	: 1 Filed Docu
28	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				ment 88:25,475	l 08/06/1 men <u>t</u>
59	Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attri, President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A	IT Consulting				Page 17	.9 Ente Page 11
30	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				of 48	ered 08/0 L of 48

Case number (if known)\_\_

Debtor: Jack Cooper Ventures, Inc., et al.



### Filed 08/06/19 Entered 08/06/19 19:42:29 Case 19-62412-pwb Doc 1 Document Page 12 of 48

Fill in this information to identify the case and this filing:		
Debtor Name Jack Cooper Logistics, LLC		
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)	
	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 <u>List of Equity Security Holders, Corporate Ownership</u> <u>Statement and List of Creditors Who Have the 30 Largest Unsecured Claims</u>	
	I declare under penalty of perjury that the foregoing is true and correct.	
Exe	cuted on	

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. ("<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 "<u>RSA</u>") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "<u>Consenting Creditors</u>") 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 "<u>Bidding Procedures Motion</u>");

**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 "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.

\*\*\*\*\*\*\*\*\*\*

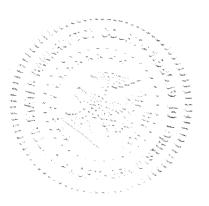


# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 22 of 48

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

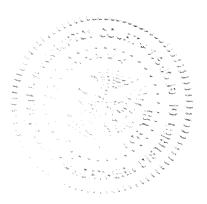
Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



[Signature Page - Omnibus Written Consent]

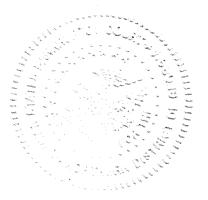
# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 24 of 48

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

Sarah Amico	, sizveye emestivative - ever
G m	
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



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 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

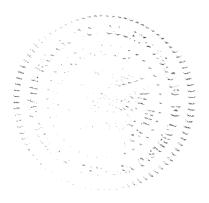
T. Michael Riggs

Kevin MoHugh

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF

EACH COMPANY LISTED ON

ATTACHMENT A



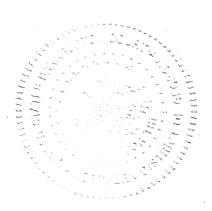
# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 26 of 48

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



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 27 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



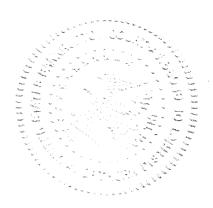
Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 28 of 48

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

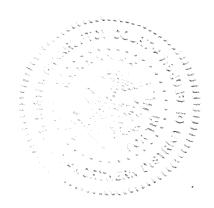


IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Rigge

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



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 30 of 48

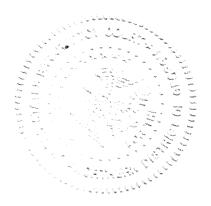
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 31 of 48

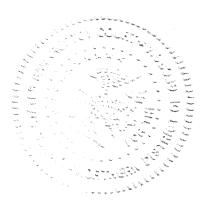
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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

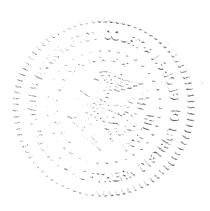


Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 33 of 48

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

Anthony Foster

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



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 34 of 48

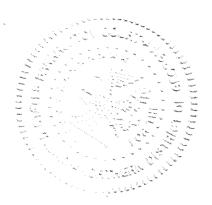
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 35 of 48

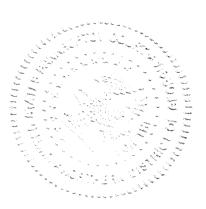
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON  $\underline{\text{ATTACHMENT G}}$ 



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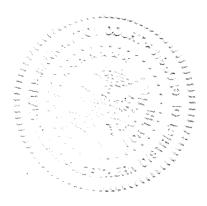
IN WITNESS WHEREOF, the undersigned has executed this consent as of the

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>



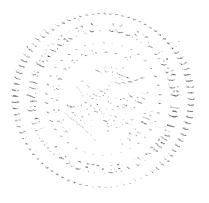
# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 37 of 48

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

Sarah Amico

Г. Michael Riggs

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



Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 38 of 48

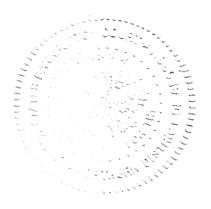
IN WITNESS WHEREOF, the undersigned have executed this consent as of the

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 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

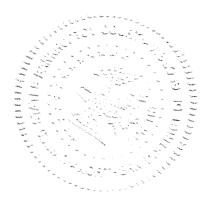
T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

### 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	



# Case 19-62412-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:42:29 Desc Main Document Page 41 of 48

### Attachment B

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

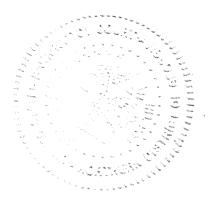
COMPANY	JURISDICTION
Jack Cooper Diversified, LLC	Delaware
Jack Cooper Enterprises, Inc.	Delaware
Jack Cooper Holdings Corp.	Delaware
Jack Cooper Transport Company, Inc.	Delaware
Auto Handling Corporation	Delaware
Axis Logistic Services, Inc.,	Delaware
Jack Cooper CT Services, Inc	Delaware
Jack Cooper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



### Attachment C

Board Member: T. Michael Riggs

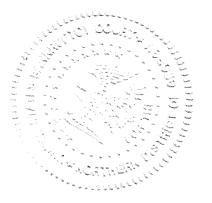
COMPANY	JURISDICTION	
North American Auto Transportation Corp.	Delaware	



### Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada



### Attachment E

Board Member: Anthony Foster

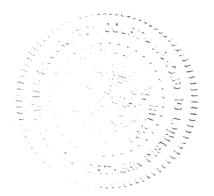
COMPANY	JURISDICTION
Jack Cooper Canada GP 1 Inc.	Ontario
Jack Cooper Canada GP 2 Inc.	Ontario



### 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

M. REGINA THOMAS, CLERK

Deputy Clark

This is Exhibit "l" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

this 8<sup>th</sup> day of August, 2019

A Commissioner for Taking Affidavits

Da. d Rosens let

Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main

	Fill in this information to identify th	e case:	ent	Page 1 of 4	-8		
	United States Bankruptcy Court for the	e:					
	Northern District of	Georgia					
	Case number (If known):	State) Chapter 11					Check if this is an amended filing
_	Official Form 201 Official Form Petitio	n for Non-Ind	livid	uals Fili	ing for Bank	ruptcv	04/19
lf	more space is needed, attach a sep umber (if known). For more informa	parate sheet to this form. Or	the top	of any additiona	al pages, write the debto	r's name and th	ne case
1.	Debtor's name	Auto & Boat Relocatio	n Servic	es LLC	Let 117 10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
Kontokoo	300000000000000000000000000000000000000		*************				
2.	All other names debtor used in the last 8 years	None.	- 5.40 <b>4</b>		Filed in Clerk	's Office and	-
	Include any assumed names, trade names, and doing business as names		-	737300	Z day of A	LUS CLERK	
					By Dybuty Ch	nt	
3.	Debtor's federal Employer Identification Number (EIN)	0 6 _ 1 4 3 9	0 9	5			
4.	Debtor's address	Principal place of busines	ss		Mailing address, if o	lifferent from p	rincipal place
		250 Commerce Circle			630 Kennesaw Du	e West Road	
		Number Street			Number Street		
					P.O. Box		- 304
		New Britain	CT	06051	Kennesaw	GA	30152
		City	State	ZIP Code	City	State	ZIP Code
		Hartford			Location of principa principal place of bu		erent from
		County		,	Number Street	100	
					City	State	ZIP Code
5.	Debtor's website (URL)	www.autoandboat.com					

6. Type of debtor

☐ Partnership (excluding LLP)

Other. Specify: \_\_

🖾 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

# Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main Document Page 2 of 48

D	ebtor Auto & Boat Relocati	on Services LLC	Case number (# known)
	Describe debtered by the second	A. Check one:	
7.	Describe debtor's business	Hoolth Caro	Business (as defined in 11 U.S.C. § 101(27A))
			Real Estate (as defined in 11 U.S.C. § 101(27A))
	•		
			defined in 11 U.S.C. § 101(44))
			(as defined in 11 U.S.C. § 101(53A))
			Broker (as defined in 11 U.S.C. § 101(6))
			nk (as defined in 11 U,S.C. § 781(3))
		None of the	above
		B. Check all tha	t apply:
		Tax-exempt	entity (as described in 26 U.S.C. § 501)
			company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C.
			dvisor (as defined in 15 U.S.C. § 80b-2(a)(11))
		C. NAICS (North	h American Industry Classification System) 4-digit code that best describes debtor. See scourts.gov/four-digit-national-association-naics-codes.
Name of the last		4 8 4	
8.	Under which chapter of the	Check one:	
	Bankruptcy Code is the	☐ Chapter 7	
	debtor filing?	Chapter 9	
	•	•	Check all that apply:
			Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
	A.		The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
			A plan is being filed with this petition.
			Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
			The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
			☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
******		☐ Chapter 12	
9.	Were prior bankruptcy cases	⊠ No	
	filed by or against the debtor	Yes. District	NAME OF THE PARTY
	within the last 8 years?	Tes. District	When Case number
	If more than 2 cases, attach a separate list.	District	When Case number
Ordinal July April			MM/ DD/YYYY
10.	Are any bankruptcy cases	☐ No	
	pending or being filed by a business partner or an	Yes. Debtor	See Rider 1 Relationship Affiliate
	affiliate of the debtor?	District	Northern District of Georgia
	List all cases. If more than 1,	District	MM / DD /YYYY
	attach a separate list.	Case ni	umber, if known

Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main Document Page 3 of 48

De	btor	Auto & Boat Relocatio	n Services LLC	Case number (if known)_	
11.	Why is t	the case filed in <i>this</i>	immediately preceding the district.	e, principal place of business, or principal date of this petition or for a longer part o	f such 180 days than in any other
			A bankruptcy case concern	ning debtor's affiliate, general partner, or	partnership is pending in this district.
12.	possess	e debtor own or have sion of any real y or personal property ds immediate n?	Why does the prope  It poses or is alleg What is the hazar  It needs to be phy  It includes perisha attention (for exar assets or other op	<i>,</i>	all that apply.)  Intifiable hazard to public health or safety.  ather.  eteriorate or lose value without airy, produce, or securities-related
			Where is the proper	ty?Number Street	State ZIP Code
			Is the property insur No Yes. Insurance age Contact name Phone	red?	
	s	tatistical and administ	rative information		
13.	Debtor's available	s estimation of e funds		distribution to unsecured creditors.	e for distribution to unsecured creditors.
14.	Estimate creditors	ed number of s	☐ 1-49 ☐ 50-99 ☐ 100-199 ☐ 200-999	<ul><li>■ 1,000-5,000-</li><li>□ 5,001-10,000-</li><li>□ 10,001-25,006</li></ul>	25,001=50,000 50,001=1(0,000 More than 100,000
15.	Estimate	ed 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

Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main Document Page 4 of 48 Auto & Boat Relocation Services 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 In 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. Executed on \_\_\_\_\_08/06/2019 🗴 /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 10019 (212) 373-3000 bhermann@paulweiss.com Contact phone Émail address. 2810232 NY Bar number State

Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main

Document Page 5 of 48

ill in this information to identify the case:			
United States Bankruptcy Court for the :			
Northern District of Georgi (Stat			Check if this is an
Case number (if known):	Chapter 11	_	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.

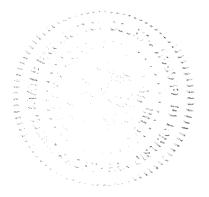


# IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

In re:	Chapter 11
AUTO & BOAT RELOCATION SERVICES LLC,	Case No. 19[ ]
Debtor.	

### LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Auto & Boat Relocation Services LLC	Jack Cooper Logistics, LLC	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.

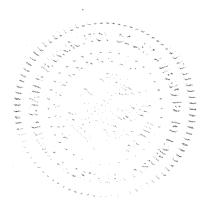
# IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

In re:	Chapter 11
AUTO & BOAT RELOCATION SERVICES LLC,	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 Logistics, LLC	100%



Case 19-62396-pwb

12/15

Doc 1

Filed 08/06/19 Entered 08/06/19 18:33:30 Document Page 8 of 48

Desc Main

□ Check if this is an amended filing

Official Form 204

Case number (if known):

Jnited States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division

Debtor name: Jack Cooper Ventures, Inc., et al. Fill in this information to identify the case

# 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, Name, telephone number, including zip code creditor contact	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 uniquidated, 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.	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 cursecured claim.	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecured, fill in only unsecured claim unliquidated, or amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	ecured claim vial claim amount ff to calculate
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim D
ed:	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	c/n			Page 8
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: 202-326-4047 EMAlL: mypension@pbgc.gov	Pension	<i>د/</i> 0			Of 48
m	Teamsters Local 560 Benefit fund Attn: President or General Counsel 707 Summit Ayenue Union City, NJ 07087	icamsters Local 560 Benefit Fund Attin; President or General Counsel PHONe; 201-864-0051 FAX; 201-864-4177 EMALt BMcCloskey@560benefitfunds.com	Pension	Ω			Unliquidated
4	New England Teamisters and Trucking Industry Pension fund Attn: President of General Counsel, 1 Wall Street 4th Ficor Burlington, MA,01803,4758	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-3402 EMAIL: N/A	Pension	c/υ			Unliquidated
ĸ	International Brotherhood of Tearnsters Union Cension Fund Local No. 710 Pension Fund. Attn: President or General Counse (	International Brotherhood of Teamsters Union Local No. 710 Local No. 710 Pension Fund Attn: President or General Counsel 9000 W.187th st AXX. 773-254-4193 Mokena, IL 60448 EMAIL: michael@710hwp.org	Pension	C/D			Unliquidated

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

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)			Amount of unsecured claim If the claim is fully unsecured claim amount. If claim is partially secured, fill in only unsecured claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	isecured claim cotal 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	n/ɔ			Unliquidated
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 EWAIL: Nancy, lameson@kidder.com	Unsecured Note	c/u/b			Unliquidated
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				\$2,755,000.0
Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, M 08109		Unsecured Note	,			1,505,045.43 meut
U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107	U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAIL: N/A	Unsecured Note				Page 9
	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com	Parts Supplies				\$952,515.8
Pilot Travel Centers LLC Attn: President or General Counsel, 5508 Lonas Dr Knoxville, TN 37909		Fuel				\$794,233.49
E 4 75 AG	Teanrsters/Joint Council No. 83 Of Virginia Pension Fund Attri, President or General Counsel PHÓNE: 804-282-3131 FAX: N/AC EMARI: documents@tjc83funds.net.	Unsecured Note				\$619,370.26
dings Ltd	Bridgestopie Firestone North American Holdings Ltd Attai: Président or General Counsel PHONE: 615-937-6608 FÁX: 615-937-3621 EMAII: USPleet Credit@htisa.com: neelukevin@htisa.com	Parts Supplies				\$308,424.90

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Case number (if known)

TOTAL PROJECT OF STATES		STATE	Spring of the party of the part		A COMPANY OF THE PROPERTY OF T	The second secon
omplete maling address,		oank íces, and	dicate if claim contingent, iliquidated, or sputed	Amount of unsecur If the claim is fully the mount. If claim is and deduction for vinsecured claim,	ed claim unsecured, fill in only un partially secured, fill in tr alue of collateral or setc	secured claim otal claim amount off to calculate
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
Country Stores, Inc. neral Counsel ania 120	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
nnsultants neral Counsel orth Ste. 300	Corporate Lodging Consultants Attn: President or General Counsel PHONE: 809-835-4045 FAX: N/A EMAIL: mwilliams@clcloding.com	Motels				\$279,649.28
surance neral Counsel	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Іпѕигалсе				\$220,546.00
neral Counsel iter Drive	Union Pacific Railroad Attri: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Carrier Leases				\$160,400.00
neral Counsel ower	McCarthy Tetrault LIP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A	Professional Services				\$155,845.68
America eral Counsel 049		Tires				10 of 48
era Coussei	City of Dallas Afún: President or General Counsel PHONE: 214-948-4085 FAX: N/A ENAAL: Cynthia alvarado@dallascityhall.com	Rent				\$149,265.00
inc. ieral Couńsel Road	Windstream Holding, Inc. Attn: President or General Counsel PHONE; N/A FAX: N/A FAX: N/A EVAIL::N/A	Communications				\$122,639,44
eamsters Defined Benefit		Unsecured Note				\$92,000.00
ieral Counsel	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrailers.com	Parts Supplies				\$85,903.19
	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 Intersident or General Counsel 3250 Intersident or General Counsel 3250 Intersident or General Counsel 44tn: President or General Counsel 557 Collections Center Drive Chicago, IL 60693 McCarthy Tetrault ILP Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693 Continental Tire North America Attn: President or General Counsel 50 Sourie 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada Continental Tire North America Attn: President or General Counsel 50 Sourie 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada Continental Tire North America Attn: President or General Counsel 320 East Jefferson Dallas, TX 75203 Windstream Holding, Inc. Attn: President or General Counsel 4001 Rodney Paritern Road Uttle Rock, AR 772212 Central Pennsylvania Teamáters Defined Sanefit Plan 3 Attn: President or General Counsel 1055 Spring Street Wyomissing, PA 19610 Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Galnesville, GA 30507	Stops & Country Stores, Inc.  Int or General Counsel Pennsylvania 3v, OX 73120  diging Consultants at or General Counsel dist. North Ste. 300 7226-2614 state Insurance to General Counsel	Name, telephone number, and email address of creditor contact creditor credito	Name, telephone number, and email address of creditor contact creditor credito	Name, telephone number, and email address of creditor contact creditor credito	Name, Eleiptione number, and email address of Mature of the clientifurs establishment contact contact contract

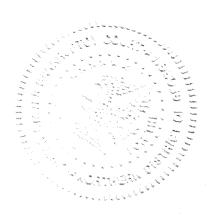
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims

Page 3

Desc Main

Case number (if known)

Nisme	Name of creditor and complete mailing address			\$2,00 colo8* 15005.00 se				
inclu	including zip code	varie, despitate names, and entail address of creditor contact	nature of the daimflof example, trade debts, bank is c loans, professional services, and unil government contracts) disp	indicate if claim is contingent, unliquidated, or disputed	rindicate it 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, 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 stal claim amount ff to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19
25	Town Pavillon Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Town Pavilion Holdings, LtC. Attn. President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: iduncan@robinson-bark.com	Rents				\$84,947.06	-62396-p
26	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	owb Do
27	Freight Drivers And Heipers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite 5 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				\$77,645.68	c 1 Filed
28	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 EMAII: N/A	Cargo Claims				ment 82,72,723	d 08/06/1
29	Ornnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn: President or General Counsel HONE: 469-801-6231 FAX: N/A	.IT Consulting				Page 17	19 Ente
. 30	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				of 48	ered 08/0 1 of 48
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## Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main Document Page 12 of 48

Fill in this information to identify the case and this filing:	
Debtor Name Auto & Boat Relocation Services LLC	
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) 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 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

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

Chief Executive Officer

Position or relationship to 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 "<u>Bidding Procedures Motion</u>");

**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 "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 ail 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 outfully 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 "<u>Canadian Companies</u>") 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.

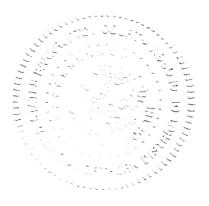
This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

\*\*\*\*\*\*\*\*\*\*

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



Sam Torrence

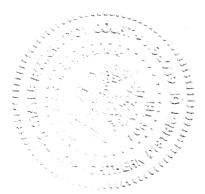
T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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

[Signature Page - Omnibus Written Consent]

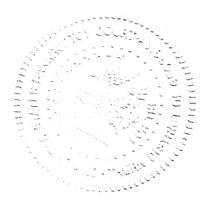


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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico	
Sam Torrence	
T. Michael Riggs	
Kevin 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

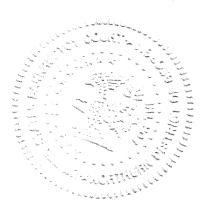
Sam Torrence

T. Michael Riggs

Kevin MoHugh

detry Characo

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



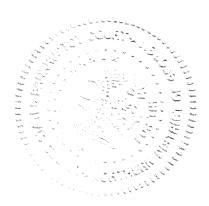
# Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main Document Page 26 of 48

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

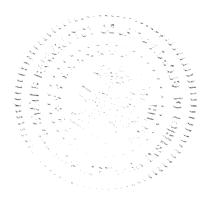
T. Michael Riggs

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 Riggs

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

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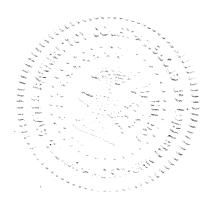
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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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

Anthony Foster

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



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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

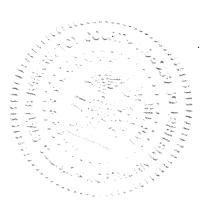
Anthony Foster

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 <u>ATTACHMENT E</u>

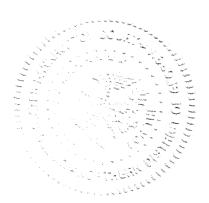


JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F

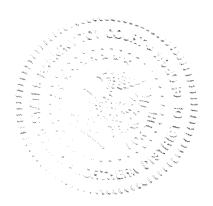


JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G



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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 <u>ATTACHMENT H</u> Case 19-62396-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:33:30 Desc Main Document Page 38 of 48

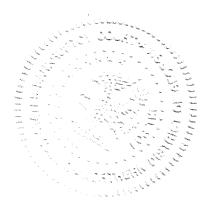
IN WITNESS WHEREOF, the undersigned have executed this consent as of the

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

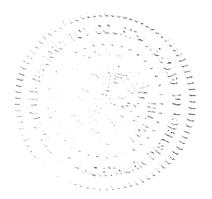
T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

### 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

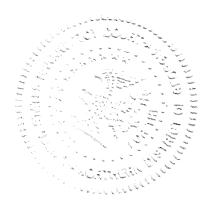
COMPANY	JURISDICTION
Jack Cooper Diversified, LLC	Delaware
Jack Cooper Enterprises, Inc.	Delaware
Jack Cooper Holdings Corp.	Delaware
Jack Cooper Transport Company, Inc.	Delaware
Auto Handling Corporation	Delaware
Axis Logistic Services, Inc.,	Delaware
Jack Cooper CT Services, Inc	Delaware
Jack Cooper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



### Attachment C

Board Member: T. Michael Riggs

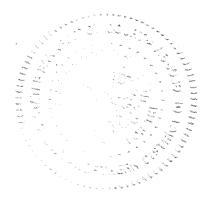
COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



### Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

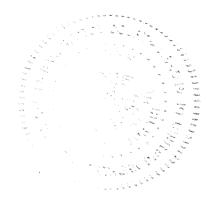


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## Attachment E

Board Member: Anthony Foster

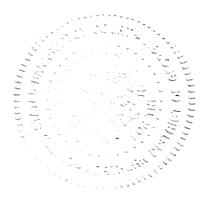
COMPANY	JURISDICTION
Jack Cooper Canada GP 1 Inc.	Ontario
Jack Cooper Canada GP 2 Inc.	Ontario



### Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

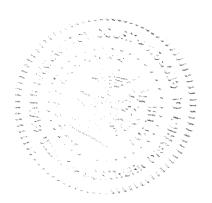
COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario



### Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

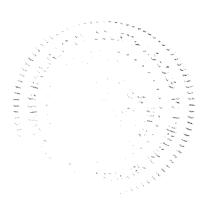
COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario



### 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 certified this Z day of Hugust, 2019

Deputy Clerk