This is Exhibit "M" 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

Case 19-62411-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:39:29 Desc Main

Fill in this information to identify the case:	Page 1 of 48
United States Bankruptcy Court for the:  Northern District of Georgia	
(State)  Case number (# known): Chapter 11	☐ Check if this is ar amended filing

#### Official Form 201

### Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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

1.	Debtor's name	Jack Cooper Inve	estments, Inc.		2	pilitae		l.,
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names	None.			Fi 2 M — By	iled in Cleri true copy of day of REGINA THO	k's Office eration the	is N
3.	Debtor's federal Employer Identification Number (EIN)	8 2 _ 5 2	0 6 8 9	4				
4.	Debtor's address	Principal place of the first pla			Mailing add of business	lress, if differ i	ent from p	incipal place
		Number Street	ue west Road		Number	Street	SE .	
		Kennesaw	GA	30152	P.O. Box			
	49	City	State	ZiP Code	City		State	ZIP Code
		Jackson			Location of principal pl	principal ass ace of busine	sets, if diffe ess	erent from
		County			Number	Street	· · · · · · · · · · · · · · · · · · ·	
27 22 20					City		State	ZIP Code
5.	Debtor's website (URL)	www.jackcooper	.com					,
6.	Type of debtor	Corporation (incl Partnership (exc Other. Specify:	luding LLP)	ility Company (	LLC) and Limited	Liability Partr	nership (LLF	P))

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De	Jack Cooper Investmen	ts, Inc.
	Name	
7.	Describe debtor's business	A, Check one:
		Health Care Business (as defined in 11 U.S.C. § 101(27A))
		☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
		Railroad (as defined in 11 U.S.C. § 101(44))
		☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
		☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
		☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
		None of the above
		was Notice of the above
		B. Check all that apply:
		☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
		Investment company, including hedge fund or pooled 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
		http://www.uscourts.gov/four-digit-national-association-naics-codes .
		4 8 4 2
8.	Under which chapter of the	Check one:
	Bankruptcy Code is the	D 05
	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
9.	Were prior bankruptcy cases filed by or against the debtor	☑ No
	within the last 8 years?	Yes. District When Case number
	If more than 2 cases, attach a	
	separate list.	District When Case number
40	. Are any bankruptcy cases	□ No
	pending or being filed by a	C. Dill. A
	business partner or an	Yes. Debtor Relationship
	affiliate of the debtor?	Northern District of Georgia When
	List all cases. If more than 1, attach a separate list.	Case number, if known

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Debi		nts, Inc.	Case number (# known)	
	Name			
	Why is the case filed in this district?	Check all that apply:		
		Debtor has had its domi immediately preceding district.	icile, principal place of business, or principa the date of this petition or for a longer part	al assets in this district for 180 days of such 180 days than in any other
	and the second series of the second	A bankruptcy case cond	cerning debtor's affiliate, general partner, or	r partnership is pending in this district.
	Does the debtor own or have possession of any real property or personal property		each property that needs immediate attention	
	that needs immediate attention?	Why does the pro	operty need immediate attention? (Check	: all that apply.)
		•	illeged to pose a threat of imminent and ide	· · · · · · · · · · · · · · · · · · ·
		What is the ha	zard?	
		☐ It needs to be	physically secured or protected from the we	eather.
			ishable goods or assets that could quickly o example, livestock, seasonal goods, meat, o r options).	
		<u> </u>		
		Where is the prop	perty? Number Street	
			×	
			City	State ZIP Code
		le the property in	numd?	2
		Is the property in	surea r	
		_ :::	agency	
		E 100, Histianice	age toy	
		Contact na		
		Phone		
	Statistical and adminis	trative information		SIMPOUT CO.
				1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
12	Debtor's estimation of	Check one:		
	available funds		for distribution to unsecured creditors.	
			e expenses are paid, no funds will be availa	able for distribution to unsecured creditors.
		-		ter and a large
4.4	Estimated number of	<b>△</b> 1-49	1,000-5,000	25,001-50,000
14.	creditors	50-99	5,001-10,000	50,001-100,000
		☐ 100-199 ☐ 200-999	10,001-25,000	☐ More than 100,000
_			7°5:	2111711111
4.5	Estimated assets	S0-\$50,000	\$1,000,001-\$10 million	\$500,000,001-\$1 billion
ı Q.	E361119164 933613	\$50,001-\$100,000	□ \$10,000,001-\$50 million	\$1,000,000,001-\$10 billion
		\$100,001-\$500,000 \$500,001-\$1 million	\$50,000,001-\$100 million \$100,000,001-\$500 million	S10,000,000,001-\$50 billion  More than \$50 billion
		- 2000'00 L-31 HIMIGH	- \$100,000,001-\$000 mmon	as more than 950 billigh

Filed 08/06/19 Entered 08/06/19 19:39:29 Case 19-62411-pwb Doc 1 Desc Main Document Page 4 of 48 Jack Cooper Investments, Inc. Debtor Case number (# known) S0-\$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 ☐ More than \$50 billion \$100,000,001-\$500 million 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 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 NY New York 10019 City ZIP Code (212) 373-3000 bhermann@paulweiss.com Contact phone Email address

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2810232

Bar number

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ill in this information to identify the cas	Sel:	
United States Bankruptcy Court for the :		
Northern District of Geo	rgia state)	☐ 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

ı	n	re	

Chapter 11

JACK COOPER INVESTMENTS, INC.,

Case No. 19-\_\_\_\_-[ ]

Debtor.

#### LIST OF EQUITY SECURITY HOLDERS1

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jack Cooper Investments, Inc.	Theresa Lynn Riggs and Janet Brown, as Co- Trustees of the T. Michael Riggs Irrevocable Trust of 2014 (Delaware)	c/o Jack Cooper Investments, Inc. 630 Kennesaw Due West Road Kennesaw, GA 30152	78.5742%
Jack Cooper Investments, Inc.	James T. Barlos III and Deborah K. Barlos, Trustees under the James T. Barlos Living Trust dated August 14, 2006	c/o Jack Cooper Investments, Inc. 630 Kennesaw Due West Road Kennesaw, GA 30152	5.4454%
Jack Cooper Investments, Inc.	Craig D. Irwin	c/o Jack Cooper Investments, Inc. 630 Kennesaw Due West Road Kennesaw, GA 30152	5.4522%
Jack Cooper Investments, Inc.	Rudy Bijleveld	c/o Jack Cooper Investments, Inc. 630 Kennesaw Due West Road Kennesaw, GA 30152	5.4522%

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

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

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

#### **CORPORATE OWNERSHIP STATEMENT**

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

Shareholder	Approximate Percentage of Shares Held
Theresa Lynn Riggs and Janet Brown, as Co- Trustees of the T. Michael Riggs Irrevocable Trust of 2014 (Delaware)	78.5742%



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12/15

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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

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

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 includi	Name of creditor and complete malling address, Name, telephone number, and 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 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, in unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure uniquidated, or amount. If claim is partially disputed and deduction for value of claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
<del></del>	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/U			Page 8
5	Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 2000S	Pension Benefit Guaranty Corp Atnr. President or General Counsel PHONE: 800-736-2444 FAX: 202-326-4047 EMAIL: mypension@pbgc.gov	Pension	ر∕ہ			Unliquidate
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	c/n		ę	Uniquidated
4	New England Teamsters and Trucking Industry Pension fund Attn: President or General Councol 1 Wall Street 4th Floor Burlington, MA 01803-4768	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-4402 EMAIL: N/A	Pension	c/n		<u>s</u> )	Unliquidated
<u>.</u>	International Brotherhood of Teanisters Union Local No. 710 Pension Fund Attn: President or General Counsel 9000 W 187th St Mokena, IL 60448	International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel PHONE: 773-254-2500 FAX: 773-254-4193 EMAIL: michael@ 710hwp.org	Pension	c/u			Uniquidated

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

Case number (if known)

Cas	e 19-6	62411-pw	b Doc	1 Filed	d 08/06/19 ument	9 Ente Page 9	red 08/0 of 48	6/19 19:3	39:29 De	esc Main
secured claim otal claim amount off to calculate	Unsecured Claim	Unliquidated	Unliquidated	\$2,755,000.00	\$1,505,045.43 U	20 Pago:000'660'1\$	\$952,515.89	\$794,133.49	\$619,370.26	\$308,424.90
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							88		
	Total claim, if partially secured									
Indicate if claim is contingent, unliquidated, or disputed		c⁄υ	c/n/p							
Nature of the claim(for Indicate if claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts)		Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	(an.)	Unsecured Nate	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: N/A EfAXII, Nancy Jameson@bidder.com	Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hiba.com	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel PHONE: 856-382-2411 FAX: 856-382-2401	U.S. Bank, National Association Atto: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAI: N/A	Ameriquest Business Services Atta: President or General Counsel PHONE: 888-267-8378 FAX: N/A EAX: N/A EAXISI, arremittance@corcentric.com	Plot Travel Centers LLC Atto: PrestJent or General Counsel PHONE: 265-805-6286 FAX: N/A EMAIL: stevo.miller@plottravelcenters.com	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsol PHONE: 804-282-3131 FAX: N/A FMAIL: documents@tjcB3funds.net.	Quidgertone Firestone North American Holdings Ltd Attn: Predent or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFleetCredit@biusa.com; neelykevin@biusa.com
Name of creditor and complete mailing address, I 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 Aute 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 Atm. President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NI 08109	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue 5t. Paul, MN 55107	Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002	Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knoxville, TN 37909	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel 8814 Fargo Road Suire 200 Rkchmond, VA 23229	Bridgestone Firestone North American Ho'dings Ltd. Attn: President or General Counsel Attn: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 Rashville, TN 37214-0990 EMAIL: USFleetCredit@bfusa.com; neehkevin@bfu
Name		9	~	, ea	ø.	02	= =	71		41

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Case

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

Name	Name of creditor and complete mailing address, Name, telephone number, 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)	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 cursecured claim,	Amount of unsecured claim if the claim is fully 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. 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	W	2		\$303,468.81
16	Corporate Lodging Consultants Attn: President or General Counsel 81.11 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	Corporate Lodging Consultants Attn. President or General Counsel PHONE: 800-835-4045 FAX: NJF. FAMIL mwillams@clclodeine.com	Motels				\$279,649.28
71	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
18	Union Pacific Ralifroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	Union Pacific Raitroad Attn. President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Carrier Leases		•		\$160,400.00
	McCarthy Terrault LIP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada	McCarthy Tetrault LLP Athn. President or General Counsel PHONE: 416-362-1812 EAX: N/A EMAIL: 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 EMALI, cameron, kurek@conti-na.com	Thes				\$153,284.41
72	City of Dallas Attn: President or General Counsel 320 East Jefferson Dallas, TX 75203	City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A EMAHL: Cynthia. alvarado@dallascityhall.com	Rent	-			\$149,265.00
2	Windstream Holding, Inc. Attn: President or General Coursel 4001 Rodney Parham Road Little Rock, AR 72212	Windstream Holding, Inc. Attn. President or General Counsel PHGNE: N/A FAX: N/A ENABL: N/A	Communications				\$122,639.44
73	Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel 1055 Spring Street Wyomissing, PA 19610	Central Pennsylvania Teamsters Defined Benefit Plan Atnr. President or General Counsel PHDNE: 610-320-5500 FAX: 610-320-9239 EMAIL: tynn@czntralPAteamsters.com	Unsecured Note				\$92,000.00
	Cottrell, Inc Attn: President or General Couns al 2125 Candier Road Gainesville, GA 30507	Cotivel), inc Akin: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrallers.com	Parts Supplies	:			\$85,903.19

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Case 19-62411-pwb

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

Page 3

Desc Main

Case number (if known)

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

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Name	Name of creditor and complete mailing address, Name, telephone number, and 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, leading is 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, uniquidated, 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, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate	
					Total claim, If partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
52	Town Paylion 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	
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@peterpau/realestate.com	Rents				\$84,000.00	
72	Freight Ortvers And Helpers 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			·	Docn.	<u>D</u> ocur
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	Cargo Claims				\$77,423.3	nent .
73	Ornnitracs, ILC Attn. President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitraes, LLC Attr: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A	IT Consulting		ā	78	\$54,589.1	9 Ente Page 11
30	Imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI SA307-1008	imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A ENAIL: service@e imperialsupplies com	Parts Supplies		la:	*	of 48	of <u>4</u> 8

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Fill in this inform	nation to identify the case and this filing:	
Debtor Name	Jack Cooper Investments, Inc.	
United States Bar	nkruptcy Court for the:	Northern District of Georgia
Coso number (If I	en auton)	(State)
Case number (If I	aluwii).	

#### 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)								
Ø	Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement and List of Creditors Who Have the 30 Largest Unsecured Claims								
	I declare under penalty of perjury that the foregoing is true and correct.								
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. ("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 "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 "RSA") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "Consenting Creditors") substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

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

#### **Bidding Procedures Motion and Marketing Process**

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

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

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

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

#### **Retention of Professionals**

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

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

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

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

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

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

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

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

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

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

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

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

- agent (the "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 "<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, the	undersigned have executed this consent as of the
date first written above.	Sarah Amico
	Sam Torrence
£2	Sam Turence
	T. Michael Riggs
	Kevin McHugh
1,0	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.

Safah Amk

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



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

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

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

Gerry Czarnecki

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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

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

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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 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

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

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 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 ATTACHMENT E



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

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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 Biggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

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

date first written above.

Sarah Amico

T. Michael Riggs

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

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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 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		



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#### Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



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#### Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada



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#### Attachment E

Board Member: Anthony Foster

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



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#### Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario



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#### Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario

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#### Attachment H

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

COMPANY	JURISDICTION
Jack Cooper Logistics, LLC	Delaware

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#### Attachment I

Manager: Jeff Herr

COMPANY	JURISDICTION
Auto & Boat Relocation Services LLC	Connecticut

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

I day of heavef 20/1

Deputy Clerk

A Commissioner for Taking Affidavits

David Rosenlet

Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Main Document Page 1 of 48

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Georgia (State)

#### Official Form 201

Case number (If known):

#### Voluntary Petition for Non-Individuals Filing for Bankruptcy

Chapter 11

04/19

☐ Check if this is an

amended filing

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

1.	Debtor's name	North American Au	to Transport	ation Corp.			(0)	
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names	NA Auto Transport North American Au	ito Transport			Piled i a true Zda M. REC	n Clerk's Off sopy certified Of Additional INA THOMAS	ice and I this   20,79   CLERK
3.	Debtor's federal Employer Identification Number (EIN)	8 3 - 1 8 4	8 2 9	3			00000000	5 = 1100 1500.
4.	Debtor's address	Principal place of bus	iness			Malling address, if o	·	orincipal place
		615 South 96th Street	et			630 Kennesaw Du	ie West Road	
		Manuel Galet						
		·				P.O. Box		
		Seattle	WA	98108		Kennesaw	GA	30152
		City	State	ZIP Code		City	State	ZIP Code
		King				Location of principal principal place of b	al assets, if dif usiness	ferent from
		County				Number Street		
						City	State	ZIP Code
5.	Debtor's website (URL)	www.naatc.com			nes to			
6.	Type of debtor	Corporation (includi	ing LLP)	bility Compan	y (LL	C) and Limited Liability	Partnership (L!	.P)) 

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Del	otor North American Auto	Transportation Corp. Case number (d known)					
	11077	A. Chash area					
7.	Describe debtor's business	A. Check one:					
		☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))					
		☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))					
		Railroad (as defined in 11 U.S.C. § 101(44))					
		Stockbroker (as defined in 11 U.S.C. § 101(53A))					
		Commodity Broker (as defined in 11 U.S.C. § 101(6))					
		☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))					
		None of the above					
		The state of the above					
		B. Check all that apply:					
		☐ Tax-exempt entity (as described in 26 U.S.C. § 501)					
		☐ Investment company, including hedge fund or pooled 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					
-		Other lands					
8.	Under which chapter of the Bankruptcy Code is the	Check one:					
	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		☐ 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						
	within the last 8 years?	Yes. District When Case number					
	If more than 2 cases, attach a						
	separate list.	District When Case number MM / DD / YYYY					
	Are any hankminter acces						
10	Are any bankruptcy cases pending or being filed by a	No A SSI in a					
	business partner or an	Yes. Debtor See Rider 1 Relationship Affiliate					
	affiliate of the debtor?	District Northern District of Georgia When					
	List all cases. If more than 1,	MM / DD / YYYY					
	attach a separate list.	Case number, if known					

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Debtor	North American Auto	Fransportation Corp.	Case number (d know	em) '		
	Odina					
11. Why is	the case filed in <i>this</i>	Check all that apply:				
district		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.				
		A bankruptcy case concerni	ing debtor's affiliate, general partner.	or partnership is pending in this district.		
- 10 to 5 to 50 to	*****		, January , Janu			
posses	ne debtor own or have sion of any real ty or personal property eds immediate			ntion. Attach additional sheets if needed.		
attentio			ty need immediate attention? (Che	• • • • • • • • • • • • • • • • • • • •		
		It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.				
		What is the hazard				
		lt needs to be phys	sically secured or protected from the	weather.		
				y deteriorate or lose value without t, dairy, produce, or securities-related		
		Other				
		- Other				
		Where is the property	y?Street			
			was per			
			City	State ZIP Code		
		le the property incur	-d2			
		Is the property insure	Bar			
		_	ncy			
		es, insulance agen				
		Contact name				
		Phone				
	Statistical and adminis	trative information				
				S and market and an		
	's estimation of	Check one:				
avaiiai	ole funds		distribution to unsecured creditors.			
		☐ After any administrative exp	penses are paid, no funds will be ava	illable for distribution to unsecured creditors.		
		☐ 1-49	1,000-5,000	25,001-50,000		
	ated number of	50-99	5,001-10,000	□ 50,001-100,000		
credite	ors	☑ 100-199	10,001-25,000	☐ More than 100,000		
		200-999		S. 18		
		□ \$0-\$50,000		☐ \$500,000.001-\$1 billion		
15. Estima	ated assets	\$50,001-\$100,000	\$10,000,001-\$50 million	□ \$1,000,000,001-\$10 billion		
		\$100,001-\$500,000	\$50,000,001-\$100 million	\$10,000,000,001-\$50 billion		
		□ \$500,001-\$1 million	□ \$100,000,001-\$500 million	☐ More than \$50 billion		

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Debtor	North American Auto	Transportation Corp.	Case number	(d known)
16. Estimate	ed liabilities	□ \$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	S500,000,001-\$1 billion  \$1,000,000,001-\$10 billion  \$10,000,000,001-\$50 billion  More than \$50 billion
R	equest for Relief, Dec	laration, and Signatures		
WARNING -		_	ement in connection with a bankru 8 U.S.C. §§ 152, 1341, 1519, and	
	tion and signature of ed representative of	★ The debtor requests relie petition.	f in accordance with the chapter of	title 11, United States Code, specified in this
		☑ I have been authorized to	file this petition on behalf of the d	ebtor.
		I have examined the inforcorrect.	mation in this petition and have a	reasonable belief that the information is true and
		I declare under penalty of per Executed on 08/06/2019		correct.
		✗ /s/ T. Michael Riggs	Т. 1	Michael Riggs
B		Signature of authorized repre Title Chief Executive (	sentative of debtor Print	led name
18. Signatu	re of attorney	★ /s/ Brian S. Hermann Signature of attorney for deb	Date	e <u>08/06/2019</u> MM /DD /YYYY
		Brian S. Hermann		35 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
		Printed name Paul, Weiss, Rifkind, Firm name 1285 Avenue of the A	Wharton & Garrison LLP	
		Number Street New York City		NY 10019 State ZIP Code
		(212) 373-3000 Contact phone		bhermanu@paulweiss.com Email address
		2810232		NY
		Barnumber		State

Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Main

ill in this information to identify the case:	
United States Bankruptcy Court for the :	
Northern District of Georgia	272
(State)	☐ Check if this is an
Case number (if known): Chapter	1 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.

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

	1
In re:	Chapter 11
NORTH AMERICAN AUTO TRANSPORTATION CORP.,	Case No. 19[ ]
Debtor.	

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

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
North American Auto Transportation Corp.	Jack Cooper Holdings Corp.	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

	1
In re:	Chapter 11
NORTH AMERICAN AUTO TRANSPORTATION CORP.,	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 Holdings Corp.	100%



Case 19-62417-pwb

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Doc 1 Filed 08/06/19

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Check if this is an amended filing

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

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.

Pąge 8 Unliquidated Unliquidated **Unsecured Claim** Unliquidated loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount Unliquidate Unliquidat and deduction for value of collateral or setoff to calculate If the claim is fully unsecured, fill in only unsecured claim Deduction for value of collateral or setoff indicate if claim. Amount of unsecured claim partially secured Total claim, if unsecured claim. is contingent, 3 3 중 रु 쿵 disputed example, trade debts, bank Nature of the claim(for government contracts) Pension Pension Pension Pension Penslon international Brotherhood of Teamsters Union Local No. 710 Central States, Southeast and Southwest Areas Pension Plans New England Teamsters and Trucking Industry Pension fund Name of creditor and complete mailing address, Name, telephone number, and email address of EMAIL: BMcCloskey@560benefitfunds.com EMAIL: nbaczkow@centralstatesfunds.org tttn: President or General Counsel Attn: President or General Counsel Attn: President or General Counsel Atta: President or General Counsel Attn: President or General Counsel Teamsters Local 560 Benefit Fund Pension Benefit Guaranty Corp FAX: 773-254-4193 EMAIL: michael@710hwp.org MAIL: mypension@pbgc.gov PHONE: 800-736-2444 HONE: 847-518-9800 HONE: 731-345-4400 PHCNE: 773-254-2500 PHONE: 201-864-0051 creditor contact :AX: 847-518-9752 :AX: 202-326-4047 FAX: 201-864-4177 AX: 781-345-4402 Pension Fund EMAIL: N/A Central States, Southeast and Southwest Areas New England Teamsters and Trucking Industry nternational Stotherhood of Teamsters Union Attn: President or General Counsel Atta: President or General Counse! Attn: President or General Counsel Attn: President or General Counsel Atta: President or General Counsel Feamsters Local 560 Benefit Fund Pension Benefit Guaranty Corp Burlington, MA 01803-4768 Local No. 710 Pension Fund Rosemont, IL 60018-4938 Washington, DC 20005 1 Wall Street 4th Floor Jnion City, NJ 07087 707 Summit Avenue 9377 W Higgins Rd 1200 K Street NW Mokena, IL 60448 9000 W 1871h St including zip code

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

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$\Box$

Case number (if known)

Name	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		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 the claim is fully 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 set off	Unsecured Claim
9	Freight Drivers and Helpers 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	Pension	c/n		o.	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 EMAIL: Nancy, Jameson@kidder.com	Unsecured Note	כ'וח/ם	3		Unliquidated
80	Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502	Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hsba.com	Unsecured Note				\$2,755,000.00
6	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NJ 08109		Unsecured Note	#9.			\$1,505,045.43 U
<u>8</u>	U.S. Bank, National Association Attn: President or General Counsel 60 Uvingston Avenue St. Paul, MN 55107	U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EVABL: N/A	Unsecured Note				Page 9
11	Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 [AX: N/A FAX: N/A FEARLL arremittance@corcentrk;.com	Parts Supplies				of 48
12	Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Or Knoxville, TN 37909	Pilot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pllottravekenters.com	Fuel		-		\$794,233.49
13	Teamsters Joint Council No. 83 Of Virginia Pension Fund Fund Attn: President or General Counsel 8814 Fargo Road Suite 200 Richmond, VA 23229	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn. President or General Counsel PHONE: 804-282-3131 FAX: N/A EMAIL: documents@ijc83funds.net.	Unsecured Note			æ	\$619,370.26
14	Bridgestone Firestone North American Holdings Ltd. Attn: President or General Coursel 535 Marriott Drive Nashville, TN 37214-0990	Sridgestone Firestone North American Holdings Ltd Affin: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFieetCredit@blusa.com; neebykevin@blusa.com	Parts Supplies				\$308,424.90

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Inc.,
Ventures,
Cooper
Jack
<b>Debtor:</b>

Love's Travel Stops & Country Stores, Inc. Attr: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120  Corporate Lodging Consultants Attr: President or General Counsel 81.11 East 32nd St. North Ste. 300 Wichita, KS 67226-2614  National Interstate Insurance Attr: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286  Union Pacific Rallroad Attr: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693 McCarthy Tetrault LIP Attr: President or General Counsel 501cago, IL 60693 McCarthy Tetrault LIP Attr: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada			loans, professional services, and unliquidated, or		amount. If claim is	amount. If claim is partially secured, fill in total claim amount	amount. If claim is partially secured, fill in total claim amount	
ove's Travel Stops & Country ttm: President or General Co 0601 North Pennsylvania 0601 North Pennsylvania 0601 North Pennsylvania 111 East 32nd St. North Ste. 1111 East 32nd St. North Ste. 1110 East 32nd St. North Ste. 1110 East 32nd St. North Ste. 1110 East 32nd St. North Ste. 1111 East 32nd St. North Ste. 1111 East 32nd St. North Ste. 1111 East 32nd St. North Ste. 1120 Interstate Dr. 1120 Interstate Dr. 1120 Interstate Dr. 1120 Interstate Dr. 120 Interstate Dr. 121 Interstate Dr. 122 Interstate Dr. 122 Interstate Dr. 123 Interstate Dr. 124 Interstate Dr. 125 Interstate Dr. 125 Interstate Dr. 126 Interstate Dr. 127 Interstate Dr. 127 Interstate Dr. 128 Interstate Dr. 128 Interstate Dr. 129 Interstate Dr. 120 Interstate Dr. 120 Interstate Dr. 120 Interstate Dr. 120 Interstate Dr. 121 Interstate Dr. 122 Interstate Dr. 123 Interstate Dr. 124 Interstate Dr. 125 Interstate Dr. 126 Interstate Dr. 127 Interstate Dr. 128 Interstate Dr. 128 Interstate Dr. 129 Interstate Dr. 120 Interstate Dr. 120 Interstate Dr. 120 Interstate Dr. 120 Interstate Dr. 121 Interstate Dr. 121 Interstate Dr. 122 Interstate Dr. 123 Interstate Dr. 124 Interstate Dr. 125 Interstate Dr. 126 Interstate Dr. 127 Interstate Dr. 127 Interstate Dr. 127 Interstate Dr. 127 Interstate Dr. 128 Interstate			government contracts)	disputed	and deduction for v	and deduction for value of collateral or setoff to calculate unsecured claim.	off to calculate	Cas
ove's Travel Stops & Country Vitri: President or General Co 10601 North Pennsylvania 2klahoma City, DK 73120 2cporate Lodging Consultan 2cporate Lodging Consultan 3thr: President or General Co					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	e 19-
Corporate Lodging Consultan Attr. President or General Co. 111 East 32nd St. North Ste. Nichtia, KS 67226-2614 Authia, KS 67226-2614 Authoral Interstate Insurance Attr. President or General Co. 1250 Interstate Dr. Inchifield, OH 44286 Attr. President or General Co. 1255 Collections Center Drk. Dricago, IL 60693 Accarity Tetrault LIP Attr. President or General Co. iuite 5300, TD Bank Tower Coronto, ON MSK 1E6	y Stores, Inc. nunsel	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Fuel		3		\$303,468.81	624 <b>1</b> 7-pv
National Interstate Insurance Attn: President or General Co 3250 Interstate Dr. Richfield, OH 44286 Union Pacific Rallroad Attn: President or General Co 12567 Collections Center Driv Chicago, IL 60693 McCarihy Tetrault LIP Attn: President or General Co Suite 5300, TD Bank Tower Foronto, ON MSK 1E6	its unsel . 300	Corporate Lodging Consultants Attn. President or General Counsel PHONE. 800-835-4045 FAX. N/B EMAIL. mwilliams@clclodging.com	Motels		5		\$279,649.28	vb Doo
Union Pacific Rallroad Attn: President or General Co 12567 Collections Center Dirk Chicago, IL 60693 McCariliy Tetrault LIP Attn: President or General Co Suite 5300, TD Bank Tower Toronto, ON M5K IE6 Canada	unsel	National interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAII: N/A	Insurance				\$220,546.00	1 File
McCarthy Tetrault LLP Attar: President or General Co Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada	vunsel ye	Union Pacific Railroad Attn: President or General Counsel PHONE: N/A FAX: N/A EMAII. N/A	Carrier Leases				\$160,400.00 Ment	ed 08/06
	unsel	McCarthy Tetrault LIP Attn. President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL N/A	Professional Services				\$155,845.68	/19 En
Continental Tire North America Atta: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049	ca	Continental Tire North America Attn: President or General Counsel PHONE: 17045834853 FAX: N/A EMAIL: cameron.kurek@conti-na.com	Tires			e,	10 of 48 81837841	tered 08
City of Dallas Attn: President or General Counsel 320 East Jefferson Dallas, TX 75203	nusel	City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A F.MAIL: Cynthia alvarado@dallascityhall.com	Rent				\$149,265.00	3/06/19 19
Windstream Holding, Inc. Attn. President or General Counzel 4001 Rodney Parham Road Little Rock, AR 72212	asunc	Windstream Holding, Inc. Attg: President or General Counsel PHONE: N/A FAX: W/A EMAIL: 11/A	Communications				\$122,639.44	9:57:52
Central Pennsykvania Teamsters Defined Benefit Plan Attn: President or General Counsel 1055 Spring Street Wyomissing, PA 19610	ers Defined Benefit punsel	Central Pennsylvania Teamsters Defined Benefit Plan Attn. Presidest or General Counsel PHONE. 610-320-5500 FAX: 610-320-9239 EMAIL. bycn@centralPAteamsters.com	Unsecured Note				\$92,000.00	Desc Ma
Cottrell, Inc Atn: President or General Counsel 2125 Candier Road Gainesville, GA 30507	nusel	Cottrell, Inc. Attu: President or General Counsel PHONE; 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrallers.com	Parts Supplies				\$85,903.19	ain

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

Official Form 204

Page 3

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

	Name	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for Indicate if claim example, trade debts, bank is contingent, loans professional continue and infiniliated or	Indicate if claim is contingent,	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unification is partially.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount if claim is nacritally secured fill in total claim amount	secured claim	
Total claim, If Total claim Total				government contracts)	disputed	and deduction for v	alue of collateral or seto	off to calculate	·C
Toni tabuli from Peviline induiga, U.E.  In the Peviline induiga, U.E.  Antir Perisher of General Counced  Tonic and Perisher induigates  Antir Perisher of General Counced  Antir Perisher of						unsecured claim.			as
Town Pavilon Holdings, LLC. Town Pavilon Holdings, LLC. Attr. President or General Counsel April Persident or General Counsel April Design Pavilon Holdings, LLC. April Design Persident or General Counsel STZ Market Street STZ Market STZ Market STZ Market Street ST						Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	e 19-
Apolio Developement & Land Corp Attr. Persident or General Counsel Attr. Persident or General Counsel Attr. Persident or General Counsel Friegh Drivers And Helpers Local Union No. 557 Friegh Drivers And Helpers Lo	52	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: NJA FAX: NJA FAX: NJA	Rents				\$84,947.06	62417-p
Freight Drivers And Helpers Local Union No. 557  Freight Drivers And Helpers Local Union No. 557  Pension Fund Artn: President or General Counsel Artn: Bresident or General Counsel Artn: Bres	56	Apolio Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apollo Devekopement & Land Corp Attn: President or General Counsel PHONE: 973-589-005S FAX: N/A EMAIL: msilva@peterpaulrealestate.com	Rents				\$84,000.00	wb Doo
Mational Union Fire Insurance Attr. President or General Counsel Attr. President or Ge	72	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237		Unsecured Note				\$77,645.88 CC	1 Filed
Attn: President or General Counsel Attn: President or General Counsel Attn: President or General Counsel File No. 54210 FAX. N/A Los Angeles, CA 90074-4210 FAX. N/A Imperial Supplies LLC Attn: President or General Counsel PHOME: 800-558-2808 FAX: N/A Green Bay, WI 54307-1008 FAX: N/A FAX: N	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 EMAI: N/A	Cargo Claims				\$77,423.38	08/06/1
Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A Green Bay, Wt 54307-1008 EMAIL: service@e.imperialsupplies.com	56	Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A	IT Consulting				Page 11	9 Ente
	<u>8</u>	imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, Wt 54307 -1008	Imperial Supplies 1.I.C Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com	Parts Supplies				\$52,626.22	ered 08/00
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Case number (if known)

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

## Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Mair Document Page 12 of 48

Fill in this information to identify the case and this filing:				
Debtor Name	North American Auto Transportation Corp.			
United States Bankruptcy Court for the:		Northern District of Georgia		
Case number (If kr	nown):	(State)		
· Cacc Hamber (ii ia		· · · · · · · · · · · · · · · · · · ·		

#### Official Form 202

#### **Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/1!

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

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

#### Declaration and signature

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

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

	and correct:				
	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)				
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)				
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)				
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)				
	Schedule H: Codebtors (Official Form 206H)				
	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)				
	Amended Schedule				
	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)				
×	Other document that requires a declaration <u>List of Equity Security Holders, Corporate Ownership 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.					
Exec					
	08/06/2019	/s/ T. Michael Riggs			
		iture of individual signing on behalf of debtor chael Riggs			
		ed name Executive Officer			
	Posit	on 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 "RSA") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "Consenting Creditors") substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

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

#### **Bidding Procedures Motion and Marketing Process**

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

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

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

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

#### Retention of Professionals

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

#### General

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

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

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

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

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

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



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IN W	TINESS WHERE	OF, the undersigned have executed this consent as of the
date first writ	tten above.	Sarah Amico
		Sam Torrence
	10	
		T. Michael Riggs
		Kevin McHugh
	T g	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.

arah Am

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 - Ountbus Written Consent]

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IN WITNESS WHEREOF,	the undersigned	have exec	uted this	consent a	is of the
date first written above.					

Sarah Amico	
Sam Torrence	
T. Michael Riggs	<u> </u>
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 WE	EREOF, the undersigned have executed this consent as of the
date first written above.	

Sarah Amico	
Sam Torrence	

Kevin Molflugh

T. Michael Riggs

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



## Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 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 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Main Document Page 28 of 48

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

Sarah Amico

T. Michael Riggs

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

Sarah Amico

T. Michael Riggs

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

# Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Main Document Page 30 of 48

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

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

## Case 19-62417-pwb | Doc 1 | Filed 08/06/19 | Entered 08/06/19 19:57:52 | 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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

Anthony Foster

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



JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F

## Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 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 Biggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Main Document Page 36 of 48

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

Sarah Amico

T. Michael Riggs

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

## Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 Desc Main Document Page 37 of 48

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

Sarah Amico

T. Michael Riggs

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



## Case 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 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 19-62417-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:57:52 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



### 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	79	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



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### 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 pertified this

Z day office / 20.

M. REGINA THOMAS, CLER

### This is Exhibit "O" 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 bend Roser Stell

Case 19-62415-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:48:44 Desc Main

F	fill in this information to identify the		iment.	Page 1 of 48	3			
ı	United States Bankruptcy Court for the							
	Northern District of	Georgia						
(		itate) Chapt	er 11				Check if this is an amended filing	
							<b>g</b>	
							7	
<u>C</u>	Official Form 201							
V	<b>oluntary Petitio</b>	n for Non-I	ndividu	ıals Fili	ng for Ban	kruptcy	04/19	
	more space is needed, attach a sep							
חנ	ımber (if known). For more informa	ition, a separate docu	ment, <i>Instructi</i>	ons for Bankrup	tcy Forms for Non-Ind	<i>dividual</i> s, is avall	able.	
						10071		
1.	Debtor's name	Jack Cooper Trans	sport Canada	Inc.	20.2%			
		2.00			Filed in	n Clerk's Offic	e and	
2.	All other names debtor used	None.			a true (	ODV pertified to	hie	
	in the last 8 years					NATHOMAS C		
	Include any assumed names, trade names, and doing business	collit 1						
	as names	Deputy Clark						
					· Z			
3.	Debtor's federal Employer Identification Number (EIN)	8 3 - 1 0	3 8 6 6	6				
4.	Debtor's address	Principal place of b	usiness		Mailing address,	if different from p	orincipal place	
					of business			
		5300-66 Wellingto	on Street Wes	t	630 Kennesaw I	Due West Road		
		Number Street			Number Steet			
					P.O. Box	<del> </del>		
		Toronto ON	Canada	M5K 1E6	Kennesaw	GA	30152	
		City	State	ZIP Code	City	State	ZIP Code	
					Location of princ principal place of	lpal assets, if diff business	erent from	
		County						
					Number Street			
					City	State	ZIP Code	
5.	Debtor's website (URL)	www.jackcooper.	com			and the same of th		
-		☑ Composition (inclu	idina limited Li	ability Company /	LLC) and Limited Liabil	ity Partnership / 1	P)\	
6.	Type of debtor	Partnership (excl		comy company (	say and similed siduli	այ լաստաթար (են	• //	
		Other. Specify: _	<u> </u>					

# Case 19-62415-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:48:44 Desc Main Document Page 2 of 48

De	btor Jack Cooper Transport	t Canada Inc.		Case number (# know	wn)				
7.	Describe debtor's business	A. Check one:  Health Care Business (as defined in 11 U.S.C. § 101(27A))  Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))							
		☐ 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						
		None of the a	bove						
		B. Check all that	apply:			17			
		☐ Tax-exempt e	entity (as described in 26 U.S.C. §	501)					
		_	ompany, including hedge fund or		t vehicle (as defir	ned in 15 U.S.C.			
			dvisor (as defined in 15 U.S.C. §	30b-2(a)(11))					
		http://www.us	American Industry Classification scourts.gov/four-digit-national-ass			scribes debtor. See			
		4 8 4	- 2						
8.	Under which chapter of the	Check one:							
	Bankruptcy Code is the debtor filing?	Chapter 7							
	acotor ming.	Chapter 9							
		☑ Chapter 11. (	Check all that apply:						
			Debtor's aggregate nonconti- insiders or affiliates) are less t 4/01/22 and every 3 years after	han \$2,725,625 (					
		ſ	The debtor is a small busines debtor is a small business del of operations, cash-flow states documents do not exist, follow	ss debtor as defination of the members, attach the members, and federal	ost recent baland income tax retur	e sheet, statement n or if all of these			
		1	A plan is being filed with this p	petition.					
		I	Acceptances of the plan were creditors, in accordance with			nore classes of			
		l	☐ The debtor is required to file p Securities and Exchange Con Exchange Act of 1934. File th for Bankruptcy under Chapter	nmission accordine Attachment to \	ig to § 13 or 15(d <i>/oluntary Petition</i>	) of the Securities for Non-Individuals Filing			
			The debtor is a shell company 12b-2.	as defined in the	Securities Exch	ange Act of 1934 Rule			
		Chapter 12	9 3						
9.	Were prior bankruptcy cases	⊠ No		M At La					
	filed by or against the debtor within the last 8 years?	Yes. District	When	MA C DD LIVARA	Case number				
	If more than 2 cases, attach a separate list.	District	When		Case number				
				MM / DD / YYYY	-11-11	11 11			
10	Are any bankruptcy cases pending or being filed by a	□ No		71771111	33/15	April 7 a .			
	business partner or an	Yes. Debtor	See Rider 1		Relationship A	ffiliate			
	affiliate of the debtor?	District	Northern District of Georgia	1	When				
	List all cases. If more than 1, attach a separate list.	Case n	umber, if known		MA	A / DD /YYYY			
alest one					- Antonio				

# Case 19-62415-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:48:44 Desc Main Document Page 3 of 48

Deb	tor	Jack Cooper Transport	Canada Inc.	Case number (# known)	
		Name			
	Why is t	he case filed in <i>this</i>	immediately preceding the da district.	principal place of business, or principal a te of this petition or for a longer part of s g debtor's affiliate, general partner, or pa	such 180 days than in any other
,	possess property	e debtor own or have ion of any real or personal property ds immediate 1?	Why does the property  ☐ It poses or is alleged What is the hazard? ☐ It needs to be physic ☐ It includes perishable attention (for exampl assets or other optio ☐ Other ☐ Where is the property?  Is the property insured ☐ No	Number Street  City	fiable hazard to public health or safety.  her. eriorate or lose value without ry, produce, or securities-related  State ZIP Code
			Phone		
	s	tatistical and administ	rative information		eroktorinin on et den olokusi on olokusi den olokusi da berini berini beri de
	Debtor's availabl	s estimation of e funds	Check one:  Funds will be available for dis  After any administrative expense	stribution to unsecured creditors.	e for distribution to unsecured creditors.
	Estimat creditor	ed number of S	□ 50-99	□ 5,001-10,000	☐ 25,001-50,000 ☐ 50,001-100,000 ☐ More than 100,000
15.	Estimat	ed assets	\$50,001-\$100,000 C \$100,001-\$500,000 C	☐ \$10,000,001-\$50 million	S500,000,001-\$1 billion S1,000,000,001-\$10 billion S10,000,000,001-\$50 billion More than \$50 billion

## Case 19-62415-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:48:44 Desc Main Document Page 4 of 48

Debtor Jack Cooper Train	nsport Canada Inc.	Case number (# Imown)			
16. Estimated liabilities	\$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	S500,000,001-\$1 billion  \$1,000,000,001-\$10 billion  \$10,000,000,001-\$50 billion  More than \$50 billion		
Request for Relie	f, Declaration, and Signatures	3			
		tatement in connection with a bankrup 18 U.S.C. §§ 152, 1341, 1519, and 3			
17. Declaration and signatur authorized representative debtor		lief in accordance with the chapter of ti	itle 11, United States Code, specified in this		
	I have been authorized	to file this petition on behalf of the del	otor.		
	I have examined the inf	formation in this petition and have a re	asonable belief that the information is true and		
	I declare upder penalty of p	erjury that the foregoing is true and co	sernet.		
	08/06/201		orect.		
	Executed on MM / DD /	<u> </u>			
	✗ /s/ T. Michael Riggs	T. M	lichael Riggs		
	Signature of authorized rep		d name		
	Title Chief Executive	: Officer			
18. Signature of attorney					
18. Signature of attorney	/s/ Brian S. Hermani	<del></del>	08/06/2019 MM /DD /YYYY		
	Signature of attorney for de	ebtor	MM /DD /YYYY		
	Brian S. Hermann		2000/16		
	Printed name	350	ascerules in		
	Paul, Weiss, Rifkind	i, Wharton & Garrison LLP	A TOTAL CONTROL OF THE STATE OF		
1.	1285 Avenue of the	Americas			
	Number Street	3 17	deng all not b		
	New York City	2 18 68 P	VY 10019 tate ZIP Code		
	•	1.1.1.1.5			
	(212) 373-3000 Contact phone		phermann@paulweiss.com mail address		
		5,70	STONE TO STORY		
	2810232	**************************************	YY		
	Barnumber		tate		

ill in this information to identify the case:		
United States Bankruptcy Court for the		
Northern District of Georgia (State)		☐ 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

JACK COOPER TRANSPORT CANADA INC.,

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 Transport Canada Inc.	Jack Cooper Transport Company, Inc.	1100 Walnut Street, Suite 2400 Kansas City, MO 64106	100%



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

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

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

### **CORPORATE OWNERSHIP STATEMENT**

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

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



Case 19-62415-pwb

12/15

Doc 1 Filed 08/06/19

Entered 08/06/19 19:48:44

Desc Main

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.

Оосц	ment.	Page 8	of 48			
secured claim otal claim amount off to calculate	Unsecured Claim	Page 8	Of 48	Unliquidated	Unliquidated	Unliquidated
Amount of unsecured claim If the claim is fully unsecured claim amount. If claim is partially secured, fill in only unsecured claim amo and deduction for value of collateral or setoff to calculate unsecured claim.  Total claim, If Deduction for value of Unsecured Cl	Deduction for value of collateral or setoff					_
Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure uniquidated, or amount. If claim is partially and deduction for value of claim.	Total claim, if partially secured					3-
Indicate if cialm is contingent, unliquidated, or disputed		n/o	c/n	cγ	cvu	ď
Nature of the claim for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, or amount. If claim is partially secured, fill in only unsecured claim is partially secured, fill in total claim amount government contracts) and unsecured claim.		Pension	Pension	Penston	Pension	Pension
Name of creditor and complete mailing address, Name, telephone number, and email address of including zip code		Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9800 FAX: 847-518-9752 EMAIL: nbaczkow@centralstatesfunds.org	Pension Benefit Guaranty Corp Attn: President or General Counsel PHONE: 800-736-2444 FAX: 202-326-4047 EMAI: mytension@bbgc.gov	Teamsters Local 560 Benefit Fund  ALD: President or General Counsel PHONE, 201-864-0051 FAX, 201-864-4177 EMAIL: 9McCioskey@560benefitfunds.com	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 781-345-400 FAX: 781-345-4402 EMAII: N/A	International Brocherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel PHOME: 713-254-2500 FAX: 773-254-4193 FAX: IT3-254-4193
Name of creditor and complete mailing address, including zip code		Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, IL 60018-4938	Pension Benefit Guaranty Corp Attr: Fresident or General Counsel 1200 K Street NW Washington, DC 20005	Teamsters Local 560 Benefit Fund Attn: President or General Course. 707 Summit Avenue Union City, NJ 07087	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel I Wall Street 4th Floor Burlington, MA 01803-4766	International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel 9000 W 187th St Mokena, IL 60448
Name		-			4	νı

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

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Case number (if known)

1	Case 19-62415-pwb				1 Filed	d 08/06/19 ument	Ente	red 08/0 of 48	6/19 19:4		esc Main
filmoin.	secured claim stal claim amoun off to calculate	Unsecured Claim	Unliquidated	Uniquidated	\$2,755,000	\$1,505,045.43 TT	Page 9	\$952,515	\$794,233.49	\$619,370.26	\$308,424.90
	id, fill in only unssecured, fill in toi collateral or setof								s		JP
200		Total claim, if partially secured						20			
	Indicate if claim is contingent, unliquidated, or disputed		c/v	c/n/p							
	Nature of the claim (for Indicate If claim example, trade debts, bank Is contingent, loans, professional services, and unliquidated, or government contracts)		Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	Fuel	Unsecured Note	Parts Supplies
Debior: Jack Couper Ventures, III; 61 U.	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 EMAI: Nancy Jameson@kidder.com	Automotive Industries Pension Plan Attn. President or General Counsel PHONE: 800-635-3105 FAX: N/A EMAI: Alsupport@hsba.com		U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAI: N/A	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAI: arremittance@corcentric.com	Piot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAH: steve.miller@pilottravelcenters.com	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel PHONE: 804-282-3131 FAX: N/A EMAIt. documents@ljc83funds.net.	Endgestane Firestone North American Holdings ttd Attn: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com
	Name of creditor and complete mailing address, including zip code		Freight Orbers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite 5 Baltimore, MD 21237	Selland Auto Transport Note Attn: President or General Counsel 615 South 96th Street Seattle, WA 98108	Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502	Teamsters of Philadelphia and Vicinity Pension Plan Atm: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NI 08109	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue 51. Paul, MN 55307	Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002	Pilot Travel Centers LLC Attn. President or General Counsel 5508 Lonas Dr Knoxville, TN 37509	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel 8814 Fargo Road Suite 200 Richmond, VA 33229	Bridgestone Firestone Porth American Holdings Lt.1 Attn: President or General Counsel 535 Marriott Drive Nashville, TN 37214-0990
Ceptor	Name		<u> </u>			6	00	=======================================	22	13	14

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

Cas	se 19-	624 <b>15-</b> pv	vb Doo	1 File	ed 08/06/	/19 En	tered 08	/06/19 19	9:48:44	Desc Ma	ain
secured claim otal claim amount off to calculate	Unsecured Claim	\$303,468.81	\$279,649.28	\$220,546.00	\$160,400.00 \$160,400.00	\$155,845.68	10 of 48 10 of 48 10 of 48	\$149,265.00	\$122,639.44	\$92,000.00	\$85,903.19
Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff									-	
	Total claim, if partially secured										
Indicate If claim is contingent, il unliquidated, or disputed		Ţ.		>>					×	.20	
Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Fuel	Motels	Insurance	Carrier Leases	Professional Services	Tires	Rent	Communications	Unsecured Note	Parts Supplies
Name, telephone number, and emall address of creditor contact		Love's Travel Stops & Country Stores, Inc. Attor. President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Corporate Lodging Consultants Attn. President or General Counsel PHONE: 800-835-4045 FAX: N/A: EMAII. mwilliams@clclodeine.com	National interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAII. N/A	Union Pacific Railroad Attn: President or General Counsel PHONE: N/A FAX: N/A EMAII: N/A	McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAII. N/A	Continental Tire North America Attn: President or General Counsel PHONE: 17045834853 FAX: N/A EMAL: cameron, kurek@conti-na.com	City of Dallas Atin: President or General Counsel PHONE: 214-948-4085 FAX: N/A EMAIL: Cynthia alvarado@dallascityhall com	Windstream Holding, Inc. Attn: President or General Counsel PHONE: N/A FAX: N/A FAX: N/A FAX: N/A	Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel PHDNE: 610-320-5500 FAX: 610-320-9239 EMAIL: hynn@centralPAteamsters.com	Contrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrailers.com
Name of creditor and complete mailing address, including zip code		Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Corporate Lodging Consultants Attn: President or General Counset 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richiield, OH 44286	Union Pacific Railroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Contto, ON MSK 1E6 Canada	Continental Tire North America Atnr. President or General Counsel Po Box 60049 Charlotte, NC 28260-0049	City of Dallas Atin: President or Goneral Counsel 320 East Jefferson Dallas, TX 75203	Windstream Holding, Inc. Attn: President or General Counsel 4001 Rodney Parham Road Little Rock, Ax 72212	Central Pennsytvania Teamsters Defined Benefit Plan Attn: President or General Coursei 1055 Spring Street Wyomissing, PA 19610	Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Galnesville, GA 30507
Name (includit		15	16	11	81	61			2	23	

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims Official Form 204

Page 3

Page 4

	Indicate if claim Amount
	Nature of the claim(for
	Name, telephone number, and email address of
Debtor: Jack Cooper Ventures, Inc., et al.	Name of creditor and complete mailing address,

Case number (if known)

Name of creditor and complete mailing address, if	The second section is not the second	history of the similarifor	Indicate if alalm	Indicate if chalm Amount of uncommed chaim	rad claim	
	creditor contact	example, trade debts, bank loans, professional services, and government contracts)	is contingent, unliquidated, or disputed	If the claim is fully amount. If claim is and deduction for v 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.	ecured claim stal claim amount iff to calculate
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
Town Pavilion Holdings, LLC. Attar: President or General Counsel Pp 1111 Main Street Kansas City, MO 64105	Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A FAX: N/A	Rents				\$84,947.06
Apolio Developement & Land Corp Attr: President or General Counsel PS72 Market Street Newark, NJ 07105	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaufrealestate.com	Rents				\$84,000.00
Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel P 9411 Philadelphia Road Suite 5 Baitimore, 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				577,645.68 DUCTI
National Union Fire Insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	National Union Fire Insurance Attr: Prosident or General Counsel PHONE: 212-770-7000 FAX: N/A EAX: N/A	Cargo Claims				\$77,423.38
Omnitracs, LLC Attn: President or General Counsel Pfile No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801. 6231 FAX: N/A EMARI: N/A	IT Consulting				Page 11
Imperial Supplies LLC Attn. President or General Counsel 789 Armed Force Dr Green Bay, WI S4307-1008	Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMALL: service@e.Imperialsupplies.com	Parts Supplies	:			\$52,626.22
		N N				

### Case 19-62415-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:48:44 Desc Mair Document Page 12 of 48

Fill in this inform	ation to identify the case and this filing:		
Debtor Name	Jack Cooper Transport Canada Inc.		
United States Bank	cruptcy Court for the:	Northern District of Georgia	
Case number (If kr	nown);	(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 Fo	rm 206A/B)
	Schedule D: Creditors Who Have Claims Secured by Property	(Official Form 206D)
	Schedule E/F: Creditors Who Have Unsecured Claims (Official	al Form 206E/F)
	Schedule G: Executory Contracts and Unexpired Leases (Offi	cial Form 206G)
	Schedule H: Codebtors (Official Form 206H)	
	Summary of Assets and Liabilities for Non-Individuals (Officia	Form 206Sum)
	Amended Schedule	
	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have (Official Form 204)	the 20 Largest Unsecured Claims and Are Not Insiders
×	Other document that requires a declaration <u>List or</u> <u>Statement and List of Creditors Who Have the 30 Largest</u>	
	I declare under penalty of perjury that the foregoing is true and correct	
Exec	xecuted on	
	08/06/2019	/s/ T. Michael Riggs
	MM/ DD/YYYY Sig	nature of individual signing on behalf of debtor
		Wichael Riggs
	Pri	nted name
	<u>Ch</u>	lef Executive Officer
	Po Po	sition 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 "RSA") by and among the Companies, certain of their affiliates, and certain consenting creditors (the "Consenting Creditors") substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

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

#### Bidding Procedures Motion and Marketing Process

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

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

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

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

#### **Retention of Professionals**

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

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

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

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

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

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

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

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

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

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

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

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

- agent (the "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 pleage agreement, deed of hypothec, mortgage, or guaranty agreement (collectively with the Interim DIP Order, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons in connection with the foregoing resolutions, in accordance with the DIP Documents, and, in each case, in the form or substantially in the form thereof presented to the respective Board of each Company on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

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

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

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

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

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

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

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

#### General

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

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

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

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

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

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



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IN WITNESS WHEREOF, t	he undersigned have executed this consent as of the
date first written above.	
	Sarah Amico
	Sam Torrence
18 m	
	T. Michael Riggs
	Kevin McHugh
<u>\$</u>	Gerry Czamecki



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

Sarah Amic

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki



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

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

Gerry Czarnecki

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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

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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



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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

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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



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1

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

Sarah Amico

T. Michael Rigge

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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



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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



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

Sarah Amico

T. Michael Riggs

**Anthony Foster** 



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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 ATTACHMENT E

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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



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

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G



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

date first written above.

Sarah Amico

T. Michael Riggs

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

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

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <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



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### Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



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### Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada



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### Attachment E

Board Member: Anthony Foster

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



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12.

### 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 I	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 pertified this Z day of the great, 20/2 M. REGINA THOMAS, CLERK

Dy Mitza Cade