This is Exhibit "P" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

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

A ......

A Commissioner for Taking Affidavits Doved Posential

Case 19-62404-pwb Doc 1		Entered 08/06/19 19:11:20 ge 1 of 48	Desc Main
Fill in this information to identify the case:			
United States Bankruptcy Court for the: Northern District of Georgia			
(State) Case number ( <i>If known</i> ):	_ Chapter_ <u>11</u>		Check if this is an amended filing

# Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/19

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

1. Debtor's name	Jack Cooper Canada GP 1 Inc.	
		Filed in Clerk's Office and a true copy sertified this
2. All other names debtor used in the last 8 years	None.	Aday of League 1-2019 M. REGINA THOMAS CLEAR
Include any assumed names, trade names, and <i>doing business</i> as names		By: Life Cardins
3. Debtor's federal Employer Identification Number (EIN)	<u>8 3 1 1 2 7 0 3 0</u>	
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	5300-66 Wellington Street West	630 Kennesaw Due West Road
	Number Street	Number Street
		P.O. Box
	Toronto ON Canada M5K 1E6	Kennesaw GA 30152
	City State ZIP Code	City State ZIP Code
		Location of principal assets, if different from principal place of business
	County	Number Street
		City State ZIP Code
5. Debtor's website (URL)	www.jackcooper.com	
6. Type of debtor	<ul> <li>Corporation (including Limited Liability Company (L</li> <li>Partnership (excluding LLP)</li> <li>Other. Specify:</li></ul>	LC) and Limited Liability Partnership (LLP))

Debtor	Jack Cooper Canada	GP I Inc.	Case number (if known)
- D'	be debterie burling	A. Check one	-
7. Descri	be debtor's business	Health Ca	e Business (as defined in 11 U.S.C. § 101(27A))
			et Real Estate (as defined in 11 U.S.C. § 101(51B))
			is defined in 11 U.S.C. § 101(44))
			er (as defined in 11 U.S.C. § 101(53A))
			/ Broker (as defined in 11 U.S.C. § 101(6))
			ank (as defined in 11 U.S.C. § 781(3))
		🛛 None of th	e above
		B. Check all th	at apply:
			of entity (as described in 26 U.S.C. § 501)
			company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C.
		ι,	advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
		http://www	rth American Industry Classification System) 4-digit code that best describes debtor. See <u>uscourts.gov/four-digit-national-association-naics-codes</u> .
AM TO A REAL POINT AND A CAMPACITY OF A DESCRIPTION	na n	4 0	4 2
	which chapter of the	Check one:	
	ptcy Code is the	Chapter 7	
debtor	Tling?	Chapter 9	
		•	Check all that any la
			. 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	
. Were p	rior bankruptcy cases	🛛 No	
	or against the debtor he last 8 years?	Yes. Distric	
If more the separate	nan 2 cases, attach a list.	Distric	t When Case number
. Are any	bankruptcy cases		
	or being filed by a		See Rider 1
	s partner or an	🛛 Yes. Debto	Relationship
busines			
busines	of the debtor?	Distric	Northern District of Georgia When

Case 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Document Page 3 of 48

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Debtor Jack Cooper Canada G	P 1 Inc.	Case number	f (đ known)
11. Why is the case filed in <i>this district</i> ?	Check all that apply:		
	Debtor has had its domic immediately preceding th district.	ile, principal place of business, or le date of this petition or for a longe	principal assets in this district for 180 days er part of such 180 days than in any other
***************************************	A bankruptcy case conce	rning debtor's affiliate, general par	rtner, or partnership is pending in this district.
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does the prop It poses or is all	erty need immediate attention? eged to pose a threat of imminent a	and identifiable hazard to public health or safety.
		ard?	
	It includes perisi	nable goods or assets that could quample, livestock, seasonal goods, i	uickly deteriorate or lose value without meat, dairy, produce, or securities-related
	Other	- 7 78-9 - 84 - 64 - 19 - 19 - 19 - 19 - 19 - 19 - 19 - 1	
	Where is the prope	rtv?	
		Number Street	
		City	State ZIP Code
	Is the property inst No	ured?	
	Yes. Insurance ag	ency	
	Contact name	e	
	Phone		
		an a	
Statistical and administ	rative information		and the second
<ol> <li>Debtor's estimation of available funds</li> </ol>	Check one:	r distribution to unsecured creditors	
			available for distribution to unsecured creditors.
14. Estimated number of	<ul><li>☑ 1-49</li><li>☑ 50-99</li></ul>	□ 1,000-5,000 □ 5,001-10,000	□ 25,001-50,000 □ 50,001-100,000
creditors	<ul><li>100-199</li><li>200-999</li></ul>	10,001-25,000	More than 100,060
15. Estimated assets	<ul> <li>□ \$0-\$50,000</li> <li>□ \$50,001-\$100,000</li> <li>□ \$100,001-\$500,000</li> <li>□ \$500,001-\$1 million</li> </ul>	<ul> <li>\$1,000,001-\$10 million</li> <li>\$10,000,001-\$50 million</li> <li>\$50,000,001-\$100 million</li> <li>\$100,000,001-\$500 million</li> </ul>	<ul> <li>\$500,000,001-\$1 billion</li> <li>\$1,000,000,001-\$10 billion</li> <li>\$10,000,000,001-\$50 billion</li> <li>More than \$50 billion</li> </ul>

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	Documer	nt Page 4 of 48	
Jack Cooper Canad	la GP 1 Inc.	Case number (if kn	own)
6. Estimated liabilities	<ul> <li>\$0-\$50,000</li> <li>\$50,001-\$100,000</li> <li>\$100,001-\$500,000</li> <li>\$500,001-\$1 million</li> </ul>	<ul> <li>\$1,000,001-\$10 million</li> <li>\$10,000,001-\$50 million</li> <li>\$50,000,001-\$100 million</li> <li>\$100,000,001-\$500 million</li> </ul>	<ul> <li>\$500,000,001-\$1 billion</li> <li>\$1,000,000,001-\$10 billion</li> <li>\$10,000,000,001-\$50 billion</li> <li>More than \$50 billion</li> </ul>
Request for Relief,	Declaration, and Signatures		
ARNING Bankruptcy fraud is a \$500,000 or imprisor	a serious crime. Making a false stand	atement in connection with a bankruptc 18 U.S.C. §§ 152, 1341, 1519, and 357	y case can result in fines up to 1.
<ul> <li>Declaration and signature authorized representative debtor</li> </ul>		ef in accordance with the chapter of title	e 11, United States Code, specified in this
	I have been authorized t	o file this petition on behalf of the debto	or.
	I have examined the info correct.	ormation in this petition and have a reas	sonable belief that the information is true an
	I declare under penalty of pe Executed on 08/06/2019 MM / DD / Y S/ T. Michael Riggs	YYY	ect. hael Riggs
	Signature of authorized repre		······································
	Title Chief Executive	Officer	
นั่งพี่ชีวิตระการสะดุษณะการสาวสุรายากที่ การสาวอิตรีต โดการสารมาก การสาวสาวอุสรายาศารรรฐกับรายาก สาวารรายา		เป็นสาราชาวิตาร์ เป็นสาราชาวิตาร์ เป็นสาราชาวิตาร์ เป็นสาราชาวิตาร์ เป็นสาราชาวิตาร์ เป็นสาราชาวิตาร์ เป็นสาราช	ระสมาณากล้ายการประกาณนี้อยากลังส่วนการกับสาย การประกุณ กระการประกาณนักษา และประกุณ กระมาย 
. Signature of attorney	🗴 /s/ Brian S. Hermann	Date	08/06/2019
	Signature of attorney for deb	otor	MM / DD / YYYY
	Brian S. Hermann Printed name		
	Paul, Weiss, Rifkind, Firm name	Wharton & Garrision LLP	
	1285 Avenue of the A	mericas	
	Number Street		
		NY	10010
	New York City	-NY State	10019 ZIP Code
	New York City (212) 373-3000	State	
	New York City	State	ZIP Code
,	New York City (212) 373-3000	State	ZIP Code rmann@paulweiss.com

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ill in this information to identify the case:	nounnent Pa
and the case.	
United States Bankruptcy Court for the :	
Northern District of Georgia	
(State)	
Case number (if known):	Chapter <u>11</u>

□ Check if this is an amended filing

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

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

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



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

In re:

Chapter 11

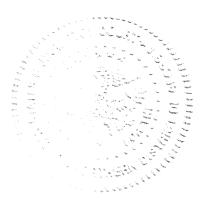
JACK COOPER CANADA GP 1 INC.,

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 Canada GP 1 Inc.	-	630 Kennesaw Due West Road Kennesaw, GA 30152	100%



<sup>&</sup>lt;sup>1</sup> 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.

Case 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Document Page 7 of 48

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

In re:

Chapter 11

JACK COOPER CANADA GP 1 INC.,

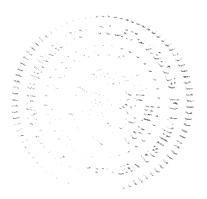
Case No. 19-\_\_\_-[ ]

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 Canada Inc.	100%



Case 19-62404-pwb

Desc Main

Page 8 of 48 Document 12/15 Unliquidated Unliquidated Unliquidated 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, **Unsecured Claim** loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount Unliquidate Unliquidate 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 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 Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders Indicate if claim Amount of unsecured claim partially secured Total claim, if unsecured claim lis contingent, ŝ C/S ŝ ŝ S disputed example, trade debts, bank Nature of the claim(for government contracts) Pension Pension Pension Pension Pension Central States, Southeast and Southwest Areas Pension Plans atericational Brotherhood of Teamsters Union Local No. 710 Name, telephone number, and email address of New England Teamsters and Trucking Industry Pension fund EMAIL: BMcCloskey@560benefitfunds.com EMAIL: nbaczkow@centralstatesfunds.org Attn: President or General Counsel Attn: President or General Counsel Attn:: President or General Counsel Attn: President or General Counsel Teamsters Local 560 Benefit Fund Attn. President or General Counsel ension Benefit Guaranty Corp EMAIL: mypension@pbgc.gov EMAIL: michael@710hwp.org PHONE: 800-736-2444 PHONE: 847-518-9800 PHONE: 201-864-0051 PHONE: 781-345-4400 PHCNE: 773-254-2500 creditor contact FAX: 847-518-9752 AX: 202-326-4047 FAX: 201-864-4177 FAX! 781-345-4402 FAX: 773-254-4193 ension Fund EMAL: N/A Name of creditor and complete mailing address, Central States, Southeast and Southwest Areas International Brotherhood of Tearnsters Dinon New England Teamsters and Trucking Industry na Jan Maria Maria Maria Maria Jan Jan Jan Attn: President or General Counsel Attn: President dr General Counsel Teamsters Local 560 Benefit Fund Pension Benefit Guaranty Corp 3urlington, MA 01803-4768 Local No. 710 Fension Fund Rosemont, IL 60018-4938 Washington, DC 20005 Wall Street 4th Hoor Official Form 204 Jnion City, NJ 07087 707 Summit Avenue 9377 W Higgins Rd 1200 K Street NW ension Plans unsecured claims. pension fund ncluding zip code

Check if this is an amended filing

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

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

Case number (if known):

Fill in this information to identify the case

Benche         Contrigent, aussi professional services, and descrited all metadatation, portment contracts)         Decontract claim, in train around to all metadatation around to all metadatation           Represented all metadatation         Apple all metadatation         Decontracts         In train train around and decicion for value of metadatation         In train around and decicion for value of metadatation           Pension         CU         Decontraction for value of metadatation         CU         In train metadatation         In train around to all partially secured           Pension         CU         CU         CU         Declared of and partially secured         In train around collateral or sectorif         In train train around partially secured           Insecured kose         CU         CU         S1, 55, 50, 50, 50, 50, 50, 50, 50, 50, 50	and complete mailing address,	Name, telephone number, and email address of	Nature of the claim(for	Indicate if claim	Amount of unsecured claim	ed claim	
Total claim, if partially secured     Total claim, if partially secured       Cu     Cu	including zip code	creditor contact	ank ices, and	contingent, nliquidated, or sputed	If the claim is fully a amount. If claim is and deduction for v unsecured claim.	unsecured, fill in only un partially secured, fill in t value of collateral or set	secured claim otal claim amount off to calculate
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
	Freight Drivers and Helpers Local Union No. 557         Freight Drivers and Helpers Local Union No. 557 Pension Fund           Pension Fund         Attm. President or General Counsel           Attm. President or General Counsel         PHONE: 443-573-3615           9411 Philadelphia Road Suite S         FAX: N/A           Baltimore, MD 21237         EMAIL: N/A	rivers and Helpers Local Union No. Bident or General Counsel 43-573-3615 A	Pension	c/u			Unliquidated
	Selland Auto Transport Note Selland Auto Transport Note Attn: President or General Counsel Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A Seattle, WA 98108 EMAIL: Nancy Jameson@kidder.com	selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 :AX: N/A <u>:MAIL: Nancy Jameson@kidder.com</u>	Unsecured Note	c/u/p			Unliquidated
	Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502 EMAIL: AlSupport@hsba.com	4utomotive Industries Pension Plan Attn: President or General Counsel 2HONE: 800-635-3105 :AX: N/A :MAIL: AlSupport@hsba.com	Unsecured Note				\$2,755,000.00
	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel Attn: President or General Counsel PHONE: 856-382-2411 2500 McCiellan Ave Suite 140 FAX: 856-382-2401 Pennsauken, NJ 08109 EMAIL: pension@teamsterfunds.com	leamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel PHONE: 856-382-2411 AX: 856-382-2401 MAIL: pension@teamsterfunds.com	Unsecured Note				\$1,505,045.43
	U.S. Bank, National Association Attn: President or General Counsel 60 Uningston Avenue 52t. Paul, MN 55107 EMAIL: N/A EMAIL: N/A	J.S. Bank, National Association tutn: President or General Counsel HONE: 651-466-6299 AX: N/A MAIL: N/A	Unsecured Note				\$1,099,000.000
	Ameriquest Business Services Ameriquest Business Services Attn: President or General Counsel Attn: President or General Counsel 200 take Drive East Suite 200 FAX: N/A Cherry Hill, NJ 08002	uneriquest Business Services ttm: President or General Counsel HONE: 888-267-8378 MANL: arremittance@corcentric.com	Parts Supplies				\$952,515.89
	Pilot Travel Centers LLC Attn: President or Genčral Counsel 5508 Lonas Dr Knoxville, TN 37909 EMAIL: steve.miller@pilottravelcenters.com	iio; Travel Centers i.I.C .ttri, President or General Counsel HONE: 365-805-6286 AX; אJ/A MALL: steve.miller@pilottravelcenters.com	fue	-			\$794,233.49
	Teamsters Joint Council No. 83 Of Vinginia Pension Teamsters Joint Council No. 83 Of Vinginia Pension Fund Fund Attn: President or General Counsel PHONE: 804-282-3131 8814 Fargo Road Suito 200 RChmond, VA 22229 Richmond, VA 22229	eamšters joint Council No. 83 Of Virginia Pension Fund titn: President or General Counsel HONE: 864-282-3131 AX: N/A MAL: documents@tjc83funds.net.	Unsecured Note				\$619,370.26
	Bridgestone Firestone Morth American Holdings Ltd Bridgestone Firestone North American Holdings Ltd Attn: President or General Coursel 535 Marriott Drive Fire ( 16, 11, 10, 11, 10, 11, 10, 11, 10, 11, 11	rócsetone Firestone North American Holdings Ltd ttn: President or General Counsel HONE: 615-937-6608 XX: 615-937-3621 MAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com	Parts Supplies				\$308,424.90

Case number (if known)

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

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

Official Form 204

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Page 2

1	Case 19	)-62404-p	-	c 1 Fil	ed 08/06 cument	5/19 Er <u>Page</u>	ntered 08 10 of 48	8/06/19 1	9:11:20	Desc N	lain
(Implied	isecured claim otal claim amount off to calculate Unsecured Claim	\$303,468,81	\$279,649.28	\$220,546.00	2160,400.00	\$155,845.68	10 of 48	\$149,265.00	\$122,639.44	\$92,000.00	\$85,903.19
	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate <u>unsecured claim</u> , Total claim, if Deduction for value of Unsecured Claim partially secured collateral or setoff										
	Indicate if claim is contingent, dunliquidated, or disputed										
	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
Proc. 2010. State of the sta	Name, telephone number, and email address of creditor contact	Love's Travel Stops & Country Stores, Inc. Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Corporate Lodging Consultants Attn: President or General Counsel PHONE: 800-835-4045 FAX: N/A EMAIL: mwilliams@clodging.com	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Union Pacific Railroad Attr: President or General Counsel HONE: N/A EMAIL: N/A	McCarthy Tetrault LLP Attr: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A	Continental Tire North America America PHONE: 17045834853 FAX: N/A EMAIL: cameron.kurek@conti-na.com		Mundstyfearr, Holding, Inc. Attn: President or General Counsel FAX: M/A FAX: M/A	Čentráľ Pećnisylvania Teamsters Defined Benefit Plan Atór: President or General Counsel PHÓNE: 610-320-5500 FAX: 610-320-9239 EMAIL: lynn@centralPAteamsters.com	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrailers.com
a nano sa ta sana nano 100 na sana 200 na sa	vame or creator and complete mailing address, including zip code	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	Union Pacific Raliroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	McCanthy Tetrault LIP Atth: President or General Counsel Suite 3300, T0 Bank Tower Toronto, ON M5K 1E6 Canada		City of Dallas Attn: President or Genetal Counsel 320 East Jefferson Dallas, TX 75203	Windstream Holding, Inc. Attn: President or General Counsel 4001 Rodney Parham Road Little Rock, AR 72212	Central Pennsykrania Seamoric's Definied Heneith Plan Attn: President or Géperationnes 1055 Spring Street	
State of the second second		15	16	17	18	19	20	21	22	23	24

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

Official Form 204

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Page 3

Case number (if known)

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Debtor: Jack Cooper Ventures, Inc., *e*t *al* .

Debtor	Debtor: Jack Cooper Ventures, Inc., et al .			·		Case number (if known)	known)	
Name incluc	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 is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially disputed and deduction for value of unsecured claim.		secured claim otal claim amount off to calculate	Ca
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
25	Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: jduncan@robinson-park.com	Rents				\$84,947.06	-62404-p
26	Apollo Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaulrealestate.com	Rents				\$84,000.00	owb Do
27	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attm: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Unsecured Note				\$77,645.68	c 1 Fileo Docu
28	National Union Fire Insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	National Union Fire Insurance Attn: President or General Counsel PHONE: 212-770-7000 FAX: N/A EMAII: N/A	Cargo Claims				ment 23.38,423.38	d 08/06/: ment
59	Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A	IT Consulting				Page 1	19 Ente
g	Imperial Supplies LLC Attn: President or General Counsel 789 Armed Forre Dr Green Bay, WI 54307-1008	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	ered 08/0 1 of 48
								6/19 19:11:20 Desc
Official I	Official Form 204	Chapter 11 or Chapter 9	Cases: List of Creditors Who Have the 30 Largest Unsecured Claims	Unsecured Claim	v		Page 4	

# Case 19-62404-nwh

Desc Main

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Fill in this information to identify the case and this filing:	
Debtor Name Jack Cooper Canada GP 1 Inc.	
United States Bankruptcy Court for the:	Northern District of Georgia
Case number (If known):	(State)

## Official Form 202 Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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

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

#### Declaration and signature

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

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

- □ Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- □ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- □ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- □ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- □ Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration <u>List of Equity Security Holders, Corporate Ownership</u> <u>Statement and List of Creditors Who Have the 30 Largest Unsecured Claims</u>

I declare under penalty of perjury that the foregoing is true and correct.

08/06/2019	/s/ T. Michael Riggs
MM/ DD/YYYY	Signature of individual signing on behalf of debter
	T. Michael Riggs
	Printed name
	Chief Executive Officer
	Position or relationship to debtor

Official Form 202

Executed on

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, "<u>Board</u>"), 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 "<u>Company</u>" and collectively, the "<u>Companies</u>") 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 "<u>Chapter 11 Cases</u>") under the provisions of chapter 11 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>") in the United States Bankruptcy Court for the Northern District of Georgia (the "<u>Bankruptcy Court</u>");

**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 recognitionof the Chapter 11 Cases pursuant to ancillary proceedings under Part IV of the Companies' Creditors Arrangement Act (Canada) (the "<u>Recognition Proceeding</u>") 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. ("JCC GP 1") and Jack Cooper Canada GP 2 Inc. ("JCC GP 2"), Kyle Haulotte has resigned as Chief Financial Officer and Treasurer and hereby ceases to hold such offices of each of JCC GP 1 and JCC GP 2, respectively, and Greg May is hereby appointed as Chief Financial Officer and Treasurer of each of JCC GP 1 and JCC GP 2, respectively.

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

#### **Restructuring Support Agreement**

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

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

1

## **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 "<u>APA</u>"), which shall be subject

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

**RESOLVED**, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to engage in a marketing process for the Companies' assets, to ensure the APA provides the highest or otherwise best offer for the Companies' assets, and such marketing process shall be consistent with the marketing and bidding process contemplated by the RSA (the "<u>Marketing Process</u>"), 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 ("<u>Paul, Weiss</u>") as general bankruptcy counsel and King & Spalding LLP ("<u>King & Spalding</u>"), 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 plandeveloping 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 ("<u>AlixPartners</u>") 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</u> <u>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 "<u>Revolver Loan Agent</u>"), 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 "<u>1L Agent</u>"), and the banks, financial institutions, and other lenders party thereto;
- (c) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as

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

(d) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as agent (collectively with the DIP Agent, the Revolver Loan Agent, the 1L Agent, and the 1.5L Agent, the "<u>Administrative Agents</u>") 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 "<u>Adequate Protection Obligations</u>"), 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 "<u>Interim DIP Order</u>") 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 inadvance 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 "<u>Adequate Protection Documents</u>"); (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 "<u>Quebec Security</u>"), 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 "<u>Authorized Representative</u>"), be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Canadian Company, to negotiate, finalize, execute and deliver the Quebec Security with or without the corporate seal affixed, and with such additions, deletions or other changes to any such documents as such Authorized Representative, in such Authorized Representative's sole discretion, may approve, such approval to be conclusively evidenced by such Authorized Representative's execution and delivery of the Quebec Security.

#### General

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

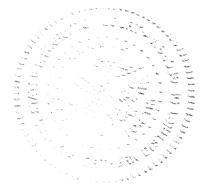
**RESOLVED**, that the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such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

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

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

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

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



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

Sarah Amice

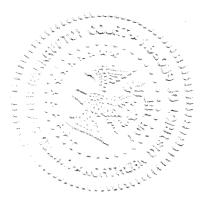
Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



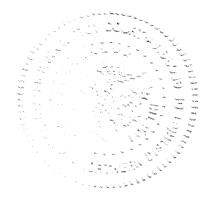
Safah Amiç die Sam Torrence T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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

[Signature Page - Omnibus Written Consent]



2

Sarah Amico

Sam Torrence

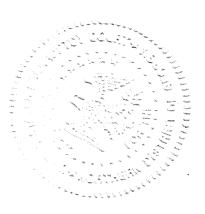
T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

## BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>



Sarah Amico

Sam Torrence

T. Michael Riggs

ATTACHMENT A

Kevin MoHugl BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON

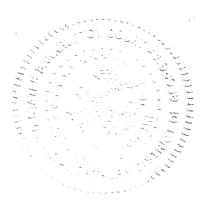
#### Case 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Page 26 of 48 Document

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

Sarah Amico

T. Michael Riggs

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



Sarah Amico T. Michael Riggs BEING ALL OF THE MEMBERS OF

THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT B</u>



Sarah Amico

T. Michael Riggs

BEING ALL THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY LISTED ON <u>ATTACHMENT C</u>



1

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



#### Case 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Page 30 of 48 Document

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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



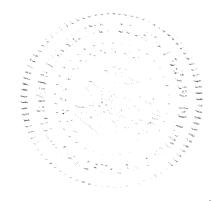
#### Case 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Page 31 of 48 Document

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

Sarah Amico T. Michael Rigg

Anthony Foster

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

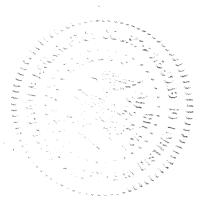


Sarah Amico

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 <u>ATTACHMENT E</u>



JACK COOPER CANADA GP 1 INC.

Name: T. Michael R Title: Chief Executive Officer

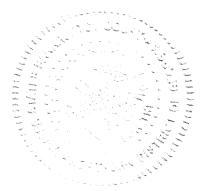
BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON <u>ATTACHMENT F</u>



JACK COOPER CANADA GP 2 INC.

Name: T. Michael Biggs Title: Chief Executive Officer

#### BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON <u>ATTACHMENT G</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

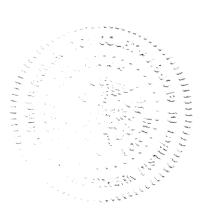
BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u>



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



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 <u>ATTACHMENT I</u>



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 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Document Page 40 of 48

## Attachment A

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

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



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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		

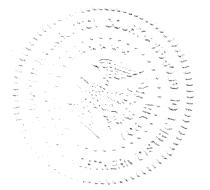


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## Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



# Case 19-62404-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:11:20 Desc Main Document Page 43 of 48

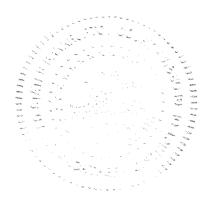
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## Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

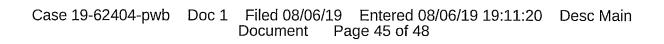


## Attachment E

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



## 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 co

This is Exhibit "Q" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

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

A ..... ····

A Commissioner for Taking Affidavits Dor. A Rosenslat

Case 19-6240	5-pwb I	Doc 1	Filed 08/06/2 Document	Entered ( age 1 of 48	19:14:40	Desc	Main	
Fill in this information to ide	entify the case	e:		- <u>j</u>				
United States Bankruptcy Cou	urt for the:							
Northern Dis	trict of $\frac{\text{Georg}}{(\text{State})}$	gia						
Case number (If known):	(State)		Chapter 11			[	Check if thi	is

Check if this is an
amended filing

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## 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 Canada GP 2 Inc.	
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and <i>doing business</i> as names	None	Filed in Clerk's Office and a true copy certified this 2 day as a construct of the M. REGINA THOMAS, CLERK By: By: Deputy Clerk
3.	Debtor's federal Employer Identification Number (EIN)	<u>8 3 _ 9 3 6 2 3 7 3</u>	
4.	Debtor's address	Principal place of business 5300-66 Wellington Street West	Mailing address, if different from principal place of business 630 Kennesaw Due West Road
		Number Street	Number Street
		Toronto ON Canada M5K 1E6	P.O. Box Kennesaw GA 30152
		City State ZIP Code	City State ZIP Code
			Location of principal assets, if different from principal place of business
		County	Number Street
			City State ZIP Code
5.	Debtor's website (URL)	www.jackcooper.com	
6.	Type of debtor	<ul> <li>Corporation (including Limited Liability Company (L</li> <li>Partnership (excluding LLP)</li> <li>Other. Specify:</li> </ul>	LC) and Limited Liability Partnership (LLP))

Case 19-62405-pwb	Doc 1
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De	btor Jack Cooper Canada G	P 2 Inc.	Case number (# known)
·	Name		
7.	Describe debtor's business	A. Check one:	
			Business (as defined in 11 U.S.C. § 101(27A))
		Gingle Asse	t 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 Bar	nk (as defined in 11 U.S.C. § 781(3))
		🛛 None of the	above
		B. Check all the	at apply:
			entity (as described in 26 U.S.C. § 501)
		-	company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C.
			advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
			th American Industry Classification System) 4-digit code that best describes debtor. See uscourts.gov/four-digit-national-association-naics-codes.
		4 8 4	<u>4_2</u>
8	Under which chapter of the	Check one:	
0.	Bankruptcy Code is the		
	debtor filing?	Chapter 7	
		Chapter 9	
		Chapter 11.	Check all that apply:
			Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
			The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the
			debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
			□ A plan is being filed with this petition.
			Acceptances of the plan were solicited prepetition from one or more classes of
			creditors, in accordance with 11 U.S.C. § 1126(b).
			□ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
	t		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. Distric	t Case number
	If more than 2 cases, attach a		MM/ DD / YYYY
	separate list.	Dístric	tt When Case number
40	. Are any bankruptcy cases		energen en e
10	pending or being filed by a		Cap Diday 1
	business partner or an	X Yes. Debto	
	affiliate of the debtor?	Distric	
Junioren 1 - Alem	List all cases. If more than 1, attach a separate list.	Case	MM / DD / YYYY

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Case	19-	62405-	pw	b I
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Debtor Jac	k Cooper Canada G	P 2 Inc.	Case number (if knov	wn)
11. Why is the o district?	case filed in <i>this</i>	immediately preceding th district.	tile, principal place of business, or princi the date of this petition or for a longer par	rt of such 180 days than in any other
		A bankruptcy case conce	erning debtor's affiliate, general partner,	or partnership is pending in this district.
possession	personal property	<ul> <li>Why does the prop</li> <li>It poses or is all What is the haz</li> <li>It needs to be p</li> </ul>	eged to pose a threat of imminent and id ard?	dentifiable hazard to public health or safety.
		attention (for ex assets or other	hable goods or assets that could quickly ample, livestock, seasonal goods, meat options).	, dairy, produce, or securities-related
		Where is the prop	erty? Number Street	
		is the property ins	City	State ZIP Code
			gency	
		Contact nan	ne	
		Phone		
Stati	stical and adminis	trative information	<u></u>	
13. Debtor's es available fu			or distribution to unsecured creditors, expenses are paid, no funds will be avai	ilable for distribution to unsecured creditors.
14. Estimated r creditors	number of	<ul> <li>☑ 1-49</li> <li>□ 50-99</li> <li>□ 100-199</li> <li>□ 200-999</li> </ul>	□ 1,000-5,000 □ 5,001-10,000 □ 10,001-25,000	□ 25,001-50;000- □ 50,001-100,000 □ More than 100,000
15. Estimated a	issets	<ul> <li>\$0-\$50,000</li> <li>\$50,001-\$100,000</li> <li>\$100,001-\$500,000</li> <li>\$500,001-\$1 million</li> </ul>	<ul> <li>\$1,000,001-\$10 million</li> <li>\$10,000,001-\$50 million</li> <li>\$50,000,001-\$100 million</li> <li>\$100,000,001-\$500 million</li> </ul>	<ul> <li>\$500,000,001-\$1 billion</li> <li>\$1,000,000,001-\$10 billion</li> <li>\$10,000,000,001-\$50 billion</li> <li>More than \$50 billion</li> </ul>

ebtor Jack Cooper Canad	a GP 2 Inc.	Case number (if k	(nown)
Name			
5. Estimated liabilities	<ul> <li>\$0-\$50,000</li> <li>\$50,001-\$100,000</li> <li>\$100,001-\$500,000</li> <li>\$500,001-\$1 million</li> </ul>	<ul> <li>\$1,000,001-\$10 million</li> <li>\$10,000,001-\$50 million</li> <li>\$50,000,001-\$100 million</li> <li>\$100,000,001-\$500 million</li> </ul>	<ul> <li>\$500,000,001-\$1 billion</li> <li>\$1,000,000,001-\$10 billion</li> <li>\$10,000,000,001-\$50 billion</li> <li>More than \$50 billion</li> </ul>
Request for Relief, I	Declaration, and Signatures		
	serious crime. Making a false state ment for up to 20 years, or both. 18		
<ol> <li>Declaration and signature a authorized representative a debtor</li> </ol>		in accordance with the chapter of ti	tle 11, United States Code, specified in this
	I have been authorized to	file this petition on behalf of the deb	tor.
	I have examined the inforr correct.	nation in this petition and have a rea	asonable belief that the information is true a
	I declare under penalty of perj	ury that the foregoing is true and co	rrect.
	Executed on 08/06/2019		
	MM / DD / YY	YY	
	★ /s/ T. Michael Riggs		ichael Riggs
	Signature of authorized repres		name
8. Signature of attorney			08/06/2010
,	/s/ Brian S. Hermann Signature of attorney for debt	or Date	08/06/2019 MM / DD / YYYY
	Brian S. Hermann Printed name		
	Paul, Weiss, Rifkind, V	Wharton & Garrison LUP	a na
	Firm name 1285 Avenue of the Ar	mericas	The first fi
	Number Street New York		Y 10619
	City		ate ZIP Code
	(212) 373-3000	····	hermann@paulweiss.com
	Contact phone		nall address
	2810232		
	Bar number	· · · · · · · · · · · · · · · · · · ·	Nak ku si tang ng sa

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Case 19-62405-pwb Doc 1 F

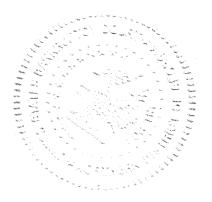
ill in this information to ident	ify the case:		
United States Bankruptcy Court	t for the :	ų	
Northern Distr	ict of Georgia		
	(State)		
Case number (if known):	۲	Chapter	<u>-11</u>

□ Check if this is an amended filing

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

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

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



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

In re:

Chapter 11

JACK COOPER CANADA GP 2 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 Canada	Jack Cooper	630 Kennesaw Due West Road	100%
GP 2 Inc.	Transport Canada Inc.	Kennesaw, GA 30152	

<sup>&</sup>lt;sup>1</sup> 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.

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

In re:

Chapter 11

JACK COOPER CANADA GP 2 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 Canada Inc.	100%

598899

Case 19-62405-pwb

Doc 1

Filed 08/06/19 Entered 08/06/19 19:14:40

Desc Main

Page 8 of 48 Documen 12/15 Unliquidated Unliquidated Unliquidated **Unsecured Claim** 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, amount. If claim is partially secured, fill in total claim amount 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 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 Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders Indicate if claim Amount of unsecured claim partially secured Total claim, if insecured claim. unliquidated, or is contingent, S 2 c/u 2 ŝ disputed loans, professional services, and example, trade debts, bank government contracts) Nature of the claim (for Pension Pension Pension Pension Pension International Brotherhood of Teamsters Union Local No. 710 Central States, Southeast and Southwest Areas Pension Plans Name, telephone number, and email address of New England Teamsters and Trucking Industry Pension fund EMAIL: BMcClosvey@560benefitfunds.com EMAIL: nbaczkow@centralstatesfunds.org Attn: President or General Counsel Attn: President or General Counsel vitin: President of General Counsel Attn: President or General Counsel Attri: President or General Counsel Tearpsters Local 560 Benefit Fund <sup>o</sup>ension Benefit Guaranty Corp MAIL: mypension@pbgc.gov EMAIL: michael@710hwp.org PHONE: 847-518-9800 PHONE: 800-736-2444 PHONE: 202-864-0051 PHONE: 781-345-4400 PHONE: 773-254-2500 creditor contact FAX: 847-518-9752 -AX: 202-326-4047 FAX: 201-364-4177 FAX: 781-345-4402 FAX: 773-254-4193 email: N/a 🥇 ension Fund Name of creditor and complete mailing address, A CALL AND Local No. / JU TELIANCE COMPARIENT CONTRACT nternational Brotherhood of Téamsters Unión Central States, Southeast and Southwest Areas New England Teamsters and Trucking Industry Attn: President or General Counsel Attn: President or General Counsel Attn: President or General Counsel eamsters Local 560 Benefit Fund Attn: President or General Counsel ension Benefit Guaranty Corp Burlington, MA 01803-4766 ocal No. 710 Pension Fund losemont, IL 60018-4938 Washington, DC 20005 L Wall Street 4th Floor Official Form 204 Union City, NJ 07087 707 Summit Avenue 9377 W Higgins Rd 9000 W 187th St Mokena, IL 60448 1200 K Street NW Pension Plans Pension fund unsecured claims. including zip code

Check if this is an amended filing

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

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

fill in this information to identify the case:

Debtor	Debtor: Jack Cooper Ventures, Inc., <i>et al</i> .					Case number (If known)	known)	ē.,
Nami Inclue	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for Indicate if claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts) disputed	Indicate if claim is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially 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 amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
م	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Pension	c/u			Unliquidated	62405-pv
~	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 HONE: 206-248-7320 FAX: N/A EMAtt. Nancy.jameson@kidder.com	Unsecured Note	c/n/c			Unliquidated	/b Doc
æ	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 PAttn: 800-635-3105 FAX: N/A EMALL: AlSupport@hsba.com	Unsecured Note				\$2,755,000.00	1 File
<u>م</u>	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NJ 08109		Unsecured Note	,			\$1,505,045.43 meut	d 08/06/1
10	U.S. Bank, National Association Attri: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107	U.S. Bank, National Association Attn: President or General Counsel HONE: 651-466-6299 FAX: N/A EMAIL: N/A	Unsecured Note				Page 9	9 Ente
11	Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com	Parts Supplies				\$952,515.89	red 08/0
12	Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knoxville, TN 37909	Pilot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: NJA FMAIL: Steys.miller@pilottravelcenters.com	Fuel				\$794,233.49	6/19 19:1
B	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attm: President or General Counsej 8814 Fargo Road Suite 200 Richmond, VA 23229	Team်stéris Joint Council No. 83 Of Virginia Pension Fund Attin Presidoprit or General Counsel PHONE: 804-282-3131 FAX: N/A	Unsecured Note				\$619,370.26	L4:40 De
14	Bridgestone Firestone North American Holdines (td Attn: President or General Connel, Attn: President or General Connel, Attn: President or S35 Marriott Drive Nashville, TN 37214-0990	Marting State Stat	Parts Supplies				\$308,424.90	esc Main

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

Official Form 204

Page 2

loans, professional services, and unliquidated, or government contracts) and unliquidated, or fuel Motels Carrier Leases Carrier Leases Professional Services Rent Rent Parts Supplies	Name of creditor and complete mailing address, Name, telephone number, and email address of including zip code	CONTRACTOR OF STREET	address of	Nature of the claim(for India example, trade debts, bank is co	Indicate If claim is contingent,	Indicate If claim Amount of unsecured claim is contingent, If the claim is fully unsecure	Case number (it known) Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim	secured claim	ĩ
Multi- International Accounting	- AND			and		i the damin's funy u amount. If claim is p and deduction for v unsecured claim.	insecurea, ini monity un partially secured, fill in t alue of collateral or set	secureo ciaim otal claím amount off to calculate	Cas
The first of the firs						Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
Docrimenti (nr. vit, statistication)         Docrimenti (nr. vit, statistication)         Model         Total         Model         Model<	Att 106 0k	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Love's Travel Stops & Country Stores, inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Fuel				\$303,468.81	62405-р
All we mail functions and functions of the market for the market f	Att Co WI	Corporate Lodging Consultants Attm: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	Corporate Lodging Consultants Attm: President or General Counsel PHONE: 800-835-4045 FAX: N/A EMAIL: mwilliams@cloodging.com	Motels				\$279,649.28	wb Do
Hurr President of General Councel     Currier Lesses       Hurr President of General Councel     Currier Lesses       Exx. MA     McCmBY for additional       MCCmBY for additional     MCCmBY for additional       MCMBY for additional     MCCmBY for additional       MCMBY for additional     MCCmBY for additional       MCMBY for additional     MCCmBY for additionad	Na Att 32 Ric	National Interstate Insurance Attm: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	National Interstate Insurance Attn: President or General Counsel PHONE: N/A EMAL: N/A EMAL: N/A	Insurance				\$220,546.00	c 1 File Doc
Matter Freider Auss: Freider KK, MA     Ans. Freider Auss: Freider KK, MA       Auss: Freider KK, MA     Auss: Freider KK, MA       Auss: Freider KK, MA     Matter       Auss: Freider     Matter       Auss: Auss: MA       Auss: Auss: MA <tr< td=""><td>CHI ST AT</td><td>Union Pacific Raliroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693</td><td>Union Pacific Railroad Attn: President or General Counsel HONE: N/A EMAIL: N/A EMAIL: N/A</td><td>Carrier Leases</td><td></td><td></td><td></td><td>\$160,400.00</td><td>ed 08/06 ument</td></tr<>	CHI ST AT	Union Pacific Raliroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	Union Pacific Railroad Attn: President or General Counsel HONE: N/A EMAIL: N/A EMAIL: N/A	Carrier Leases				\$160,400.00	ed 08/06 ument
Attractionated Time North America     Tites     Tites     S153,284,41       PHONE: 17045834633     Tites     FibML: UM     S153,284,41       Clo of Dallas     Clo of Dallas     RML: AMA     S143,265,00       Clo of Attra President or General Counsel     Rent     S143,265,00       Attra President or General Counsel     Communications     S143,265,00       Attra President or General Counsel     Communications     S143,265,00       Attra President or General Counsel     Controlling, Inc.     S143,265,00       Attra President or General Counsel     Communications     S143,265,00       Attra President or General Counsel     Intercured Note     S143,265,00       Attra President or General Counsel     Unsecured Note     S143,265,00       Attra President or General Counsel     Intercured Note     S144,50,00,00    <	Att Sui Att	McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada	McCarthy Tetrault LLP Attr. President or General Counsel PHONE: 416-362-1812 FAX: M/A EMAIL: N/A	Professional Services				\$155,845.68	/19 Er Page
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Windefream Holding, Inc.     Attrime President or General Counsel     5122,639.44       Attrime President or General Counsel     Communications     S122,639.44       FAX: NUS.     FAX: NUS.     S122,539.44	City Att 320 Dal	City of Dallas Attn: President or General Courseal, 111117 320 East Jefferson Dallas, TX 75203		Rent				\$149,265.00	3/06/19 1
fined Berefit     Central Perins/Vania Teamsters Defined Benefit Plan     Unsecured Note     592,000.00       PHONE: 610-320-5500     Unsecured Note     Unsecured Note     592,000.00       PHONE: 610-320-5203     Unsecured Note     ERAV, 610-320-9239     592,000.00       FRAV, 610-320-9239     ERAV, 610-320-9239     S92,000.00     592,000.00       FRAV, 610-320-9239     ERAV, 610-320-9239     S92,000.00     592,000.00       FRAV, 610-320-9239     ERAV, 610-320-9239     S92,000.00     592,000.00       FRAV, 610-320-7251     Farts Supplies     Parts Supplies     585,903.19       FAX: N/A     EMAL: twoodham@cottrelItraliers.com     S85,903.19     585,903.19	Wir Attı 400	Windstream Holding, inc. Attn: President or General Coursel 4001 Rodney Parham Road Little Rock, An 72212	Windstream Holding, Inc. Attra:President or General Counsel PHONE: N/A FAX: N/A	Communications				\$122,639.44	9:14:40
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	Cot Atti 212 Gai	Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Gainesville, GA 30507		Parts Supplies				\$85,903.19	ain

Case number (if known)

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

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

Official Form 204

Page 3

	100					Case number (if known)	known)	
includ	Name of creator 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 u government contracts) c	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured clain If the claim is fully unsecur amount. If claim is partially and deduction for value of unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	ecured claim stal claim amount iff to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
25	Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: iduncan@robinson-park.com	Rents				\$84,947.06	-62405-p
26	Apolio Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apolio Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msiiva@peterpaulrealestate.com	Rents				\$84,000.00	owb Do
27	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMALL: N/A	Unsecured Note				277,645.68	c 1 Fileo
28	National Union Fire Insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	National Union Fire Insurance Attr: President or General Counsel PHONE: 212-770-7000 FAX: N/A EMAIL: N/A	Cargo Claims				\$77,423.38	1 08/06/1
29	Omnitracs, LLC Attn: President or General Coursel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn. President or General Counsel PHONE: 459-801-6231 FXX: N/A EMAIL: N/A	IT Consulting				Page 17	.9 Ente
30	Imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008 ( ) ( ) ( ) ( ) ( ) ( ) ( ) Green Bay, WI 54307-1008	Imperial Supplies LLC Atth: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com	Parts Supplies				\$52,626.22	ered 08/0
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Debtor: Jack Cooper Ventures, Inc., et al.

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

Official Form 204

Page 4

Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 12 of 48

Fill in this information to identify the case and this filing:	
Debtor Name Jack Cooper Canada GP 2 Inc.	·
United States Bankruptcy Court for the:	Northern District of Georgia
Case number (If known):	(State)

## Official Form 202 Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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

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

#### Declaration and signature

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

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

- □ Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- □ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- □ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- □ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- □ Schedule H: Codebtors (Official Form 206H)
- □ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- □ Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration <u>List of Equity Security Holders, Corporate Ownership</u> Statement and List of Creditors Who Have the 30 Largest Unsecured Claims

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

08/06/2019	🗵 /s/ T. Michael Riggs
MM/ DD/YYYY	Signature of individual signing on behalf of debtor
	T. Michael Riggs
	Printed name
	Chief Executive Officer
	Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

Case 19-62405-pwb

#### 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, "<u>Board</u>"), 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 "<u>Company</u>" and collectively, the "<u>Companies</u>") 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 "<u>Chapter 11 Cases</u>") under the provisions of chapter 11 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>") in the United States Bankruptcy Court for the Northern District of Georgia (the "<u>Bankruptcy Court</u>");

**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 <u>Recognition Proceeding</u>) in the Ontario Superior Court of Justice (Commercia List); and

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

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

#### **Restructuring Support Agreement**

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

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

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#### **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 "<u>APA</u>"), which shall be subject

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

**RESOLVED**, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to engage in a marketing process for the Companies' assets, to ensure the APA provides the highest or otherwise best offer for the Companies' assets, and such marketing process shall be consistent with the marketing and bidding process contemplated by the RSA (the "<u>Marketing Process</u>"), 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 ("<u>Paul, Weiss</u>") as general bankruptcy counsel and King & Spalding LLP ("<u>King & Spalding</u>"), 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. (<u>"Houlihan</u>") 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 ("<u>AlixPartners</u>") 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</u> <u>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 "<u>Revolver Loan Agent</u>"), 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. <u>t</u>"<u>JCVP</u>") as borrower and certain other Debtors as guarantors, Cerberus Business Finance Agency, LLC, as agent (the "<u>1L Agent</u>"), and the banks, financial institutions, and other lenders party thereto;
- (c) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as

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

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

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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 "<u>Quebec Security</u>"), 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 "<u>Authorized Representative</u>"), 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. Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 21 of 48

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

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

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



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

Sarah Amic

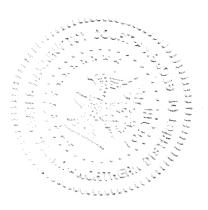
Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

#### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>

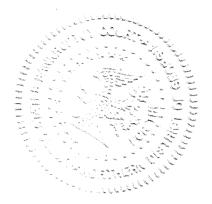


Safah Amiç Q Sam Torrence T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



# Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 24 of 48

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

Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>



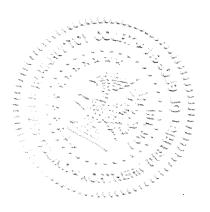
Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin MøHugl A **BEING ALL OF THE MEMBERS OF** 

THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A



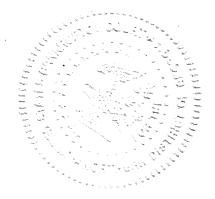
Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 26 of 48

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

Sarah Amico

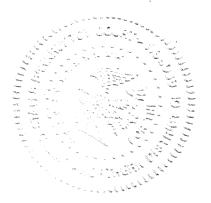
T. Michael Riggs

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT B</u>



Sarah Amico T. Michael Riggs BEING ALL OF THE MEMBERS OF

THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B



Sarah Amico

T. Michael Riggs

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



t

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



Case 19-62405-pwb

#### Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 30 of 48

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

Sarah Amico

T. Michael Riggs

Anthony Foster

### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT D</u>



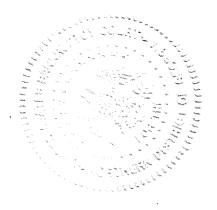
Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 31 of 48

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 <u>ATTACHMENT D</u>

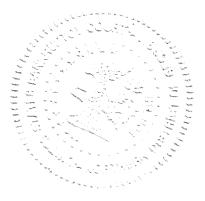


Sarah Amico

T. Michael Riggs

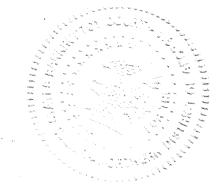
Anthony Foster

**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 R  $\mathbf{g}_{\mathbf{S}}$ Title: Chief Executive Officer

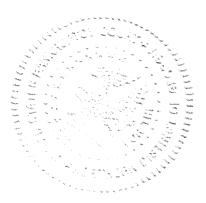
### **BEING THE GENERAL PARTNER OF** THE COMPANIES LISTED ON ATTACHMENT F



JACK COOPER CANADA GP 2 INC.

Name: T. Michael Biggs Title: Chief Executive Officer

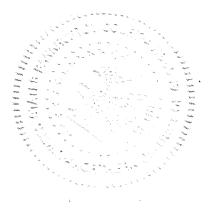
### BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G



Sarah Amico

T. Michael Riggs

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

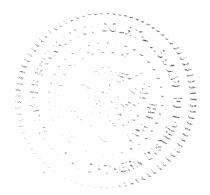


Case 19-62405-pwb [

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>



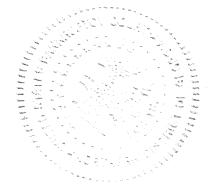
Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 38 of 48

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 <u>ATTACHMENT I</u>

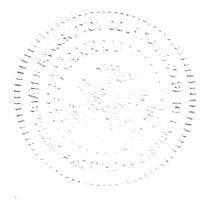


Case 19-62405-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:14:40 Desc Main Document Page 39 of 48

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

Sarah Amico T. Michael Riggs BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON

ATTACHMENT I

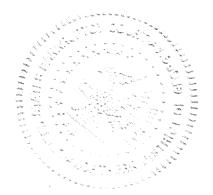


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# Attachment A

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

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



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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

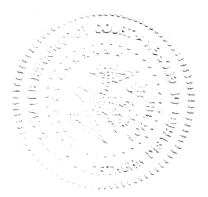


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# Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

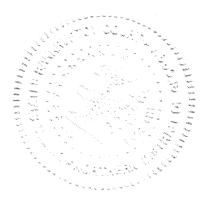


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# Attachment E

Board Member: Anthony Foster

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

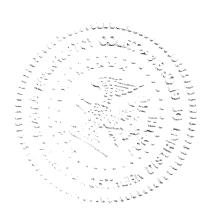


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# Attachment F

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

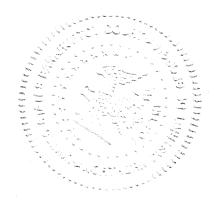


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# <u>Attachment H</u>

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 Z day o M. REO

This is Exhibit "R" 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 David Posen SUA Case 19-62402-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:01:35 Desc Main Document Page 1 of 48

Fill in this information	to identify the case:	
United States Bankruptc	y Court for the:	
Northern	District of Georgia	
Case number (If known):	(State)	Chapter <u>11</u>

Check if this is an amended filing

# Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/19

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

1.	Debtor's name	Jack Cooper Canada 1 Limited Partnership					
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and <i>doing business</i> as names	None.	Filed in Clerk's Office and a true copy certified this 7_day office the file M. REGINA THOMAS, CLERK By// 1/20 Debuty Cleak				
3.	Debtor's federal Employer Identification Number (EIN)	<u>8 2 _ 7 4 8 3 4 3 9</u>					
4.	Debtor's address	Principal place of business 5300-66 Wellington Street West	Mailing address, if different from principal place of business 630 Kennesaw Due West Road				
		Number Street	Number Street				
		Toronto ON Canada M5K 1E6	P.O. Box Kennesaw GA 30152				
		City State ZIP Code	KeinicsawOA50152CityStateZIP Code				
			Location of principal assets, if different from principal place of business				
		County	Number Street				
			City State ZIP Code				
5.	Debtor's website (URL)	www.jackcooper.com					
6.	Type of debtor	<ul> <li>Corporation (including Limited Liability Company (L</li> <li>Partnership (excluding LLP)</li> <li>Other. Specify:</li></ul>	LC) and Limited Liability Partnership (LLP))				

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Debtor	Jack Cooper Canada 1 Name	Limited F	artner	rship Case number (# known)
<b>7</b> Daga	-	A. Check	one:	· · ·
7. Desc	ribe debtor's business	Health	1 Care	Business (as defined in 11 U.S.C. § 101(27A))
				t Real Estate (as defined in 11 U.S.C. § 101(51B))
				e defined in 11 U.S.C. § 101(44))
				(as defined in 11 U.S.C. § 101(53A))
				Broker (as defined in 11 U.S.C. § 101(6))
			-	nk (as defined in 11 U.S.C. § 781(3))
		None		
		B. Check	all that	at apply:
		_		entity (as described in 26 U.S.C. § 501)
			ment c	company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C.
		Invest	ment a	advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
		C. NAICS http://	S (North www.u	th American Industry Classification System) 4-digit code that best describes debtor. See uscourts.gov/four-digit-national-association-naics-codes.
		_4	8 4	<u>  2</u>
	r which chapter of the	Check on	e:	
	ruptcy Code is the	Chapt	er 7	
debto	r filing?	Chapt		
		-		Check all that apply:
				<ul> <li>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).</li> </ul>
				□ 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).
			I	A plan is being filed with this petition.
			l	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.
		Chapt	er 12	
	prior bankruptcy cases	🛛 No		
	by or against the debtor the last 8 years?	-	District	When
	•		Diotifot	MM/ DD / YYYY
separa	than 2 cases, attach a te list.		District	When Case number
10. Are 21	y bankruptcy cases	<u> </u>	·····	
	ng or being filed by a			Con Diday 1
busin	ess partner or an te of the debtor?		Debtor	See Rider 1 Relationship Affiliate
	cases. If more than 1,		District	Northern District of Georgia When MM / DD / YYYY
	a separate list.		Case nu	umber, if known

Debtor Jack Cooper Canada 1	Limited Partnership Case number (# known)
11. Why is the case filed in <i>this district</i> ?	<ul> <li>Check all that apply:</li> <li>Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</li> </ul>
	district. A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.
2. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	<ul> <li>No</li> <li>Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</li> <li>Why does the property need immediate attention? (<i>Check all that apply.</i>)</li> <li>It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard?</li> <li>It needs to be physically secured or protected from the weather.</li> <li>It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</li> <li>Other</li></ul>
	Where is the property?
	Is the property insured?  No Yes. Insurance agency
	Contact name
Statistical and administ	trative information
a. Debtor's estimation of available funds	Check one: Funds will be available for distribution to unsecured creditors. After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors
. Estimated number of creditors	□       1-49       □       1,000-5,000       □       25,061-50,000         ⊠       50-99       □       5,001-10,000       □       50,001-100,000         □       100-199       □       10,001-25,000       □       More than 100,000         □       200-999       □       10,001-25,000       □       More than 100,000
5. Estimated assets	\$0-\$50,000         \$1,000,001-\$10 million         \$500,000,001-\$1 billion           \$50,001-\$100,000         \$10,000,001-\$50 million         \$1,000,000,001-\$10 billion           \$100,001-\$500,000         \$50,000,001-\$10 million         \$10,000,000-\$50 billion           \$500,001-\$10million         \$10,000,001-\$50 billion         \$10,000,000-\$50 billion           \$500,001-\$1 million         \$100,000,001-\$500 million         \$10,000,000,001-\$500 billion

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Debtor Jack Cooper Canada 1 Name	Limited Partnership	Case number (if	known)
16. Estimated liabilities	<ul> <li>\$0-\$50,000</li> <li>\$50,001-\$100,000</li> <li>\$100,001-\$500,000</li> <li>\$500,001-\$1 million</li> </ul>	<ul> <li>\$1,000,001-\$10 million</li> <li>\$10,000,001-\$50 million</li> <li>\$50,000,001-\$100 million</li> <li>\$100,000,001-\$500 million</li> </ul>	<ul> <li></li></ul>
Request for Relief, Dec	claration, and Signatures	· · · · · · · · · · · · · · · · · · ·	
WARNING Bankruptcy fraud is a se \$500,000 or imprisonme		atement in connection with a bankrup 18 U.S.C. §§ 152, 1341, 1519, and 3	
17. Declaration and signature of authorized representative of debtor	The debtor requests reli petition.	ief in accordance with the chapter of t	itle 11, United States Code, specified in this
	I have been authorized	to file this petition on behalf of the deb	otor.
	I have examined the info correct.	ormation in this petition and have a re	asonable belief that the information is true and
	I declare under penalty of peralty of peralt		rrect.
	✗ /s/ T. Michael Riggs	T. M	ichael Riggs
	Signature of authorized repr		d name
18. Signature of attorney	✗ /s/ Brian S. Hermann Signature of attomey for de		08/06/2019 MM /DD /YYYY
		, Wharton & Garrison LLP	
	Firm name 1285 Avenue of the A	Americas	
	Number Street New York	<u>الا</u> ر ال	Y 10019
	City	, Sh	ate ZIP Gode
	(212) 373-3000 Contact phone		hermann@paulweiss.com
	2810232 Bar number	• <u>N</u> Ste	¥

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Case 19-62402-pwb Doc 1

ill in this information to identify the case:	
United States Bankruptcy Court for the :	
Northern District of Georgia	
(State	2)
Case number (if known):	Chapter <u>11</u>

□ Check if this is an amended filing

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

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

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



Case 19-62402-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:01:35 Desc Main Document Page 6 of 48

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

In re:

**.** ...

**Chapter 11** 

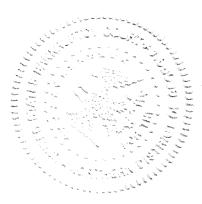
JACK COOPER CANADA 1 LIMITED PARTNERSHIP,

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

Debtor.

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jack Cooper Canada 1 Limited Partnership	Jack Cooper Transport Canada Inc.	630 Kennesaw Due West Road Kennesaw, GA 30152	99.99%
Jack Cooper Canada 1 Limited Partnership	Jack Cooper Canada GP 1 Inc.	630 Kennesaw Due West Road Kennesaw, GA 30152	00.01%

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



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.

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

In re:

**Chapter 11** 

JACK COOPER CANADA 1 LIMITED PARTNERSHIP,

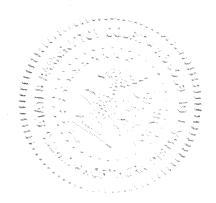
Case No. 19-\_\_\_-[ ]

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 Canada Inc.	99.99%
Jack Cooper Canada GP 1 Inc.	00.01%



Page 8 of 48 Document 12/15 Unliquidated Unliquidated Unliquidated Unliquidated Unsecured Claim 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, Unliquidate loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount 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 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 Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders Indicate If claim Amount of unsecured claim partially secured Total claim, if unsecured claim. is contingent, Ś C/ ŝ Ŋ S disputed example, trade debts, bank Nature of the claim(for government contracts) Pension Pension Pension Penslon Pension Central States, Southeast and Southwest Areas Pension Plans lifternational Brotherhood of Teamsters Union Local No. 710 Name of creditor and complete mailing address, Name, telephone number, and email address of New England Teamsters and Trucking Industry Pension fund EMAIL: BMCCloskey@560benefitfunds.com EMAIL: nbaczkow@centralstatesfunds.org Attn: President or General Counsel Attn: President or General Counsel Afty: President or General Counsel Attn: Prestgent or General Counsel Attn: President or General Counsel Teamsters Local 560 Benefit Fund ension Benefit Guaranty Corp EMAIL: mypension@pbgc.gov EMAIL: michael@710hwp.org PHONE: 800-736-2444 PHONE: 847-518-9800 PHONE: 201-864-0051 PHONE: 781-345-4400 PHONE: 773-254-2500 creditor contact FAX: 781(345/2402 EMAIL: N/A AX: 847-518-9752 <sup>z</sup>AX: 202-326-4047 FAX: 201-364-4177 FAX: 773-254-4193 Pelision, Fund 636 6 14 Park feamsters Local 560 Benefit Fund 15131111 \*\*\*\*\*\*\*\*\*\* Local No. 710 Pension Fund W. J. A. C. Attn: President or General Count of C. Central States, Southeast and Southwest Areas nternational Brotherhood of Teamsters Union New England Teamsters and Trucking Industry Attn: President or General Counsel Attn: President or General Counsel Attn: President or General Counsel Attn: President cr Gei (eral Coúnsel <sup>2</sup>ension Benefit Guaranty Corp 3urlington, MA 01.803-4768 Resement, IL 60018-4938 Washington, DC 20005 1 Wall Street 4th Floor Official Form 204 Jnion City, NJ 07087 707 Summit Avenue 9377 W Higgins Rd 1200 K Street NW Mokena, IL 60448 9000 W 187th St Pension Plans unsecured claims. Pension fund including zip code

Check if this is an amended filing

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

						Lase number (IT Known		
Name incluc	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 u government contracts) c	Indicate If claim is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure uniiquidated, or amount. If claim is partially and deduction for value of o unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim btal claim amount off to calculate	Cas
			<b>3</b>		Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
و	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Pension	cγ			Unliquidated	62402-pv
~	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	c/U/D			Unliquidated	/b Doc
ća .	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 HONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hsba.com	Unsecured Note				\$2,755,000.00	1 File
თ.	Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NJ 08109		Unsecured Note				\$1,505,045.43	d 08/06/1
10	U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107	U.S. Bank, National Association Attn: President or General Counsel FAX: N/A EMAL: N/A	Unsecured Note				Page 9	9 Ente
11	Ameridauest Business Şervidət 11111 Attırı: President, or General Qoujrisal 2001 take Drive East Şuite 200 Cherry Hill, NJ 08032	Ameriquest Business Services Attn. President or General Counsel HONE: 888-267-8378 FAX: N/A TEMAL: arremittance@corcentric.com	Parts Supplies				\$952,515.89 <mark>4</mark>	ered 08/0
5	Pilot Travel Centers' LLC Attn: President' or General Counsel 5508/Lonas Dr Knowille, TN 37909	pitot Travel Centers LLC Attri: President or General Counsel PHCNNE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pilottravelcenters.com	Fuel				\$794,233.49	)6/19 19:(
13	Teamstars Joint Council No. 83 OF Virginia Pension Fund Attn: President of General Counsel 8814 Fargo Roda Stiffe 200	Téamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel PHONE: 804-282-3131 FAX: N/A EMAIL: documents@tjc83funds.net.	Unsecured Note				\$619,370.26	01:35 De
14	Ltd	Bridgestone Firestone North American Holdings Ltd Attn: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com	Parts Supplies				\$308,424.90	esc Main

Case number (if known)

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

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

Official Form 204

Page 2

		ſ				Case number (if known)	known)	1
Nar	Name of creditor and complete mailing address,	NAME	Nature of the claim(for	Indicate if claim A	Indicate If claim Amount of unsecured claim	ed claim		
inclu	including zip code	creditor contact	example, trade debts, bank loans, professional services, and government contracts)	is contingent, II unliquidated, or a disputed	If the claim is fully u amount. If claim is p and deduction for vi 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	Ca
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	ise 19
15	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Fuel				\$303,468.81	-62402-p
16	Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wilchita, KS 67226-2614	Corporate Lodging Consultants Attn: President or General Counsel PHONE: 800-835-4045 FAX: N/A EMAIL: mwilliams@clclodeing.com	Motels				\$279,649.28	wb Do
17	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	c 1 File Doc
18	Union Pacific Railroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	Union Pacific Railroad Attn: President or General Counsel FAX: N/A EMAIL: N/A	Carrier Leases				ument	ed 08/06 ument
19	Attc:artity Tetrauit LIP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON M5K 1E6 Canada	McCarthy Tetrault LIP Attr: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A	Professional Services				\$155,845.68	/19 Er Page
50	Continental Tire North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049		Tres				10 of 48	ntered 08 10 of 48
21	City of Dallas Attın: President or General Counsel 320 East Jefferson Dallas, TX 75203		Rent				\$149,265.00	8/06/19 1
22	Windstream Holding, Inc. Attn: President or General Counsel 4001 Rodree Parinam Road Little Rock, AR 72/312	Windstripétin Fiolding, Inc. Attri: President or General Counsel PHONE: VIA FAX: VIA	Communications				\$122,639.44	9:01:35
23	Central Pennsylvania Teantaters Definited Benefit Plan Attn: President or General Counsey (11/17/17/17 1055 Spring Street Wyomissing, PA 19610		Unsecured Note				92,000.00	Desc M
24	Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Gainesville, GA 30507	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A. EMAIL: twoodham@cottrelltrailers.com	Parts Supplies				\$85,903.19	ain
Official	form 204							

Case number (if known)

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

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

Official Form 204

Page 3

Debtor:	Debtor: Jack Cooper Ventures, Inc., <i>et al</i> .					Case number (if known)	f 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 L 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 unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
25	Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105	Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMALL: jduncan@robinson-park.com	Rents				\$84,947.06	62402-p
26	Apollo Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaulrealestate.com	Rents				\$84,000.00	wb Doo
27	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attm: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Unsecured Note				\$77,645.685 DOCM	: 1 Filed
28	National Union Fire Insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	National Union Fire Insurance Attn: President or General Counsel FAX: N/A EMAL: N/A	Cargo Claims				\$77,423.38	l 08/06/1 ment
29	Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A	IT Consulting				Page 11	.9 Ente
30	Imperial Supplies LLC Attm: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008	Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMALL: service@e.imperialsupplies.com	Parts Supplies				\$52,626.22	ered 08/0
								6/19 19:01:35
	1.50 - 1.							Desc Main
Official Form 204	orm 204	人 Chaptér 11 or Chapter 9 Cases: List of Cre 約約約 支援を長	Cases: List of Creditors Who Have the 30 Largest Unsecured Claims	Jnsecured Claim	S		Page 4	<b></b>

Case 19-62402-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:01:35 Desc Main Document Page 12 of 48

Fill in this information to identify the case and this filing:	
Debtor Name Jack Cooper Canada 1 Limited Partnership	
United States Bankruptcy Court for the:	Northern District of Georgia
Case number (If known):	(State)

# Official Form 202 Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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

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

#### Declaration and signature

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

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

- □ Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- □ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- □ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- □ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- □ Schedule H: Codebtors (Official Form 206H)
- □ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- □ Amended Schedule
- □ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration <u>List of Equity Security Holders, Corporate Ownership</u> <u>Statement and List of Creditors Who Have the 30 Largest Unsecured Claims</u>

I declare under penalty of perjury that the foregoing is true and correct.

Executed on		مان میں میں منظمین کی ہی۔ مان میں میں میں میں اور
	08/06/2019	🗴 /s/ T. Michael Riggs
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor
		T. Michael Riggs
		Printed name
		Chief Executive Officer
		Position or relationship to debtor
Official Form 202	Declaration Under Penalty of I	Perjury for Non-Individual Debtor

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#### **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 recognitionof 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. ("JCC GP 1") and Jack Cooper Canada GP 2 Inc. ("JCC GP 2"), Kyle Haulotte has resigned as Chief Financial Officer and Treasurer and hereby ceases to hold such offices of each of JCC GP 1 and JCC GP 2, respectively, and Greg May is hereby appointed as Chief Financial Officer and Treasurer of each of JCC GP 1 and JCC GP 2, respectively.

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

#### **Restructuring Support Agreement**

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

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

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

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

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

**RESOLVED**, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to engage in a marketing process for the Companies' assets, to ensure the APA provides the highest or otherwise best offer for the Companies' assets, and such marketing process shall be consistent with the marketing and bidding process contemplated by the RSA (the "<u>Marketing Process</u>"), 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 ("<u>Paul, Weiss</u>") as general bankruptcy counsel and King & Spalding LLP ("<u>King & Spalding</u>"), 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 ("<u>AlixPartners</u>") 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</u> <u>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 "<u>Revolver Loan Agent</u>"), 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 "<u>1L Agent</u>"), and the banks, financial institutions, and other lenders party thereto;
- (c) that certain Amended and Restated Credit Agreement, dated as of June 28, 2018 (as amended, restated, supplemented or otherwise modified from time to time) by and among JCVI, as borrower, certain other Debtors as guarantors, Wilmington Trust, National Association, as

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

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

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**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 "<u>Adequate Protection Documents</u>"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Administrative Agents; and (c) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

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

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

**RESOLVED**, that the entering into, execution and delivery by each Company identified on the attachments hereto as being organized under the laws of Canada or of any province thereof (collectively, the "<u>Canadian Companies</u>") and the performance by each such Canadian Company of its obligations under each deed of hypothec as may be contemplated by or required pursuant to or in connection with the DIP Credit Agreements for the purposes of providing security therefor under the laws of the Province of Quebec against all present and future property of each such Canadian Company as well as the customary limitation of liability required by Quebec notaries who are not instrumental in the preparation of the deed(s) executed before them (collectively, the "<u>Quebec Security</u>"), 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 "<u>Authorized Representative</u>"), be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Canadian Company, to negotiate, finalize, execute and deliver the Quebec Security with or without the corporate seal affixed, and with such additions, deletions or other changes to any such documents as such Authorized Representative, in such Authorized Representative's sole discretion, may approve, such approval to be conclusively evidenced by such Authorized Representative's execution and delivery of the Quebec Security.

#### General

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

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

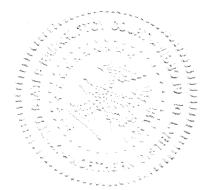
**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions,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

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

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

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



Case 19-62402-pwb

#### Doc 1 Filed 08/06/19 Entered 08/06/19 19:01:35 Desc Main Document Page 22 of 48

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

#### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>



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

Safah Amy 22 Sam Torrence C T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

#### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>

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

Sarah Amico

Sam Torrence

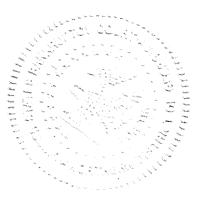
T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

#### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>



Case 19-62402-pwb

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

Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin Mollugh **BEING'ALL OF THE MEMBERS OF** 

THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT A</u>

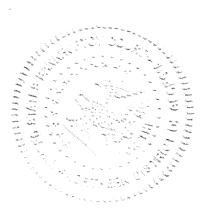
Case 19-62402-pwb

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 <u>ATTACHMENT B</u>

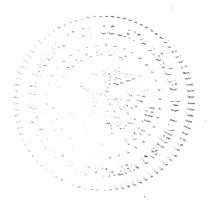


IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico T. Michael Riggs BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF

EACH COMPANY LISTED ON

ATTACHMENT B

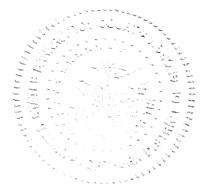


IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

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



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

Sarah Amico T. Michael Riggs **BEING ALL THE MEMBERS OF THE** 

**BOARD OF DIRECTORS OF THE** COMPANY LISTED ON ATTACHMENT C



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

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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

Sarah Amico T. Michael Riggs

Anthony Foster

#### BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT D</u>



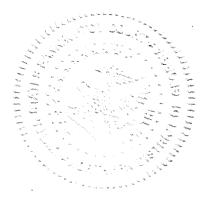
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

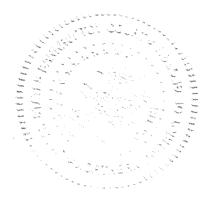
**BEING ALL OF THE MEMBERS OF** THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT D



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

Anthony Foster

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



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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 R ģgs Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON <u>ATTACHMENT F</u>

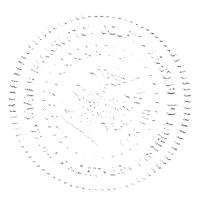


IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs Title: Chief Executive Officer

#### BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON <u>ATTACHMENT G</u>



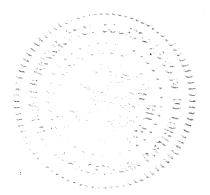
Case 19-62402-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:01:35 Desc Main Document Page 36 of 48

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

Sarah Amico

T. Michael Riggs

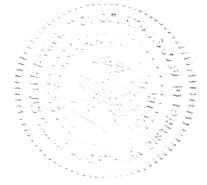
## BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u>



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



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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

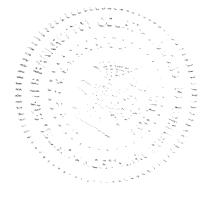
## BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON <u>ATTACHMENT I</u>



ATTACHMENT I

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

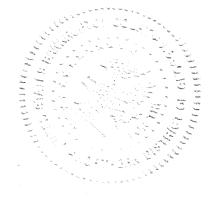


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## Attachment A

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

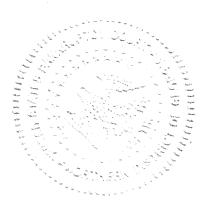
COMPANY	JURISDICTION
Jack Cooper Investments, Inc.	Delaware
Jack Cooper Ventures, Inc.	Delaware



## Attachment B

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

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



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# Attachment C

# Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



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## Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

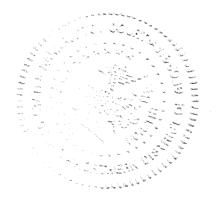


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## Attachment E

Board Member: Anthony Foster

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



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## Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario



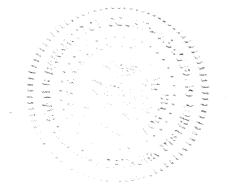
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## Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario



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## Attachment H

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

COMPANY	JURISDICTION
Jack Cooper Logistics, LLC	Delaware

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# Attachment I

# Manager: Jeff Herr

COMPANY	JURISDICTION
Auto & Boat Relocation Services LLC	Connecticut

Filed in Clerk's Office and a true co