This is Exhibit "D" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

this 8th day of August, 2019

A Commissioner for Taking Affidavits

David Posublat

Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main

| Fill in this information to identify the case: | | Page 1 01 48 |
|--|------------|------------------------------------|
| United States Bankruptcy Court for the: | | |
| Northern District of Georgia (State) | _ | |
| Case number (If known): | Chapter 11 | 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 Holding | gs Corp. | | | | |
|----|---|---|------------|------------------|--|---|-----------------|
| | | | ,s 00.p. | | | | |
| 2. | All other names debtor used in the last 8 years | None. | | | | rk's Office and pertified this HOMAS, CLERE | |
| | Include any assumed names, trade names, and doing business as names | | | | M REGINAT | a (ada | > |
| 3. | Debtor's federal Employer Identification Number (EIN) | 2 6 - 4 8 2 | 2 4 4 | 6 | , | | |
| 4. | Debtor's address | Principal place of busin | | | Mailing address, i of business | f different from p | orincipal place |
| | | Number Street | - CSt Road | | Number Street | | |
| | | Kennesaw | GA | 30152 | P.O. Box | | |
| | | City | State | ZIP Code | City | State | ZIP Code |
| | | Cobb | | | Location of princi principal place of | pal assets, if diffe business | erent from |
| | | County | | | Number Street | | |
| | | | | | City | Chala | 715 0 |
| | | | | | City | State | ZIP Code |
| 5. | Debtor's website (URL) | www.jackcooper.com | 1 | | | | |
| 6. | Type of debtor | ☐ Corporation (including ☐ Partnership (excluding ☐ Other. Specify: | g LLP) | ility Company (I | LLC) and Limited Liabilit | y Partnership (LLF | ²)) |
| | | *************************************** | | * | | | |

Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main Document Page 2 of 48

| De | Jack Cooper Holdings Name | Corp. | Case number (if known) | | | | | |
|----------------------|--|---|---|---|--|--|--|--|
| 7. | Describe debtor's business | □ Single Asset □ Railroad (as □ Stockbroker □ Commodity □ Clearing Bar ☑ None of the B. Check all tha □ Tax-exempt □ Investment of § 80a-3) □ Investment a | | code that best describes debtor. See | | | | |
| OPERATED DESCRIPTION | | <u>4</u> <u>8</u> 4 | | <u>des</u> . | | | | |
| 8. | Under which chapter of the Bankruptcy Code is the debtor filing? | | Check all that apply: Debtor's aggregate noncontingent liquidated of insiders or affiliates) are less than \$2,725,625 (4/01/22 and every 3 years after that). The debtor is a small business debtor as defined debtor is a small business debtor, attach the most of operations, cash-flow statement, and federal documents do not exist, follow the procedure in A plan is being filed with this petition. Acceptances of the plan were solicited prepetition creditors, in accordance with 11 U.S.C. § 1126. The debtor is required to file periodic reports (for Securities and Exchange Commission according Exchange Act of 1934. File the Attachment to Note that the securities and Exchange Chapter 11 (Official Form The debtor is a shell company as defined in the 12b-2. | amount subject to adjustment on led in 11 U.S.C. § 101(51D). If the lost recent balance sheet, statement income tax return or if all of these in 11 U.S.C. § 1116(1)(B). It is income or more classes of (b). It is income or more classes of (c). It is income or more classes of (b). It is income or more classes of (c). It is income or more classes of (b). It is income or more classes of (c). | | | | |
| 9. | Were prior bankruptcy cases filed by or against the debtor | ⊠ No | | | | | | |
| | within the last 8 years? If more than 2 cases, attach a separate list. | | When MM / DD / YYYY | Case number | | | | |
| 10. | Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? | □ No ☑ Yes. Debtor | Northam District of Goorgia | Relationship Affiliate | | | | |
| | List all cases. If more than 1, attach a separate list. | | umber, if known | MM / DD /YYYY | | | | |

Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main Document Page 3 of 48

| Debtor | Jack Cooper Holdings | Corp. | _ Case | e number (if known)_ | | | | |
|-----------------------|--|--|---|--|--|------------------------------------|--|--|
| 11. Why is district | the case filed in <i>this</i> ? | Check all that apply: Debtor has had its domicile, immediately preceding the odistrict. | principal place of busin late of this petition or for | ess, or principal r a longer part o | assets in this distri f such 180 days tha | ct for 180 days In in any other | | |
| | | A bankruptcy case concerni | ng debtor's affiliate, gen | eral partner, or | partnership is pend | ing in this district. | | |
| posses proper | ne debtor own or have sion of any real ty or personal property eds immediate on? | No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed. Why does the property need immediate attention? (Check all that apply.) It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? | | | | | | |
| | | assets or other opti | ions). | | | | | |
| | | Other | | | | | | |
| | | Where is the property | Number Street | | | | | |
| | | | City | | State | ZIP Code | | |
| | | Is the property insure No Yes. Insurance agence Contact name | d? :y | | - | | | |
| | | Phone | | | | | | |
| | Statistical and adminis | trative information | | | | | | |
| | s estimation of le funds | Check one: Funds will be available for di After any administrative expe | | | le for distribution to | unsecured creditors. | | |
| 14. Estima credito | ted number of | 50-99 | 1,000-5,000 5,001-10,000 10,001-25,000 | | 25,001-50,000 50,001-100,00 More than 100 | 00 | | |
| 15. Estima | ted assets | \$50,001-\$100,000 \$100,001-\$500,000 | \$1,000,001-\$10 milli \$10,000,001-\$50 milli \$50,000,001-\$100 m | lion illion | \$500,000,001 \$1,000,000,00 \$10,000,000,00 More than \$50 | 1-\$10 billion 01-\$50 billion | | |

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

Filed 08/06/19 Entered 08/06/19 19:34:13

Desc Main

Doc 1

Case 19-62410-pwb

Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main

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

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

☐ Check if this is an amended filing

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

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

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

| _ | | | | |
|----|-----|--|--|--|
| ln | re: | | | |

Chapter 11

JACK COOPER HOLDINGS CORP.,

Case No. 19-____-[]

Debtor.

LIST OF EQUITY SECURITY HOLDERS¹

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

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

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

| 1 |
|----------------|
| Chapter 11 |
| Case No. 19[] |
| |
| |
| |

CORPORATE OWNERSHIP STATEMENT

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

| Shareholder | Approximate Percentage of Shares Held |
|-------------------------------|---------------------------------------|
| Jack Cooper Enterprises, Inc. | 100% |

Case 19-62410-pwb Entered 08/06/19 19:34:13 Desc Main Doc 1 Filed 08/06/19 Document Page 8 of 48

Fill in this information to identify the case:

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

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

Case number (if known):

Official Form 204

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

12/15

□ Check if this is an amended filing

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

| | | | | | | | | п |
|--------|--|---|--|---|---|--|--|-------------------|
| includ | name or creditor and complete mailing address, including zip code | Name or creditor and complete mailing address, Name, telephone number, and email address of including zip code creditor contact | Nature of the claim(for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, if the claim is fully unsecured, fill in only unsecured claim loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) and deduction for value of collateral or setoff to calculate unsecured claim. | Indicate if claim is contingent, unliquidated, or disputed | Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of cursecured claim. | Amount of unsecured claim if the claim is fully unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim. | secured claim otal cialm amount off to calculate | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim | |
| н | Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, 1L 60018-4938 | Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9800 FAX: 847-518-9752 EMAIL: nbaczkow@centralstatesfunds.org | Pension | C/U | | | Unliquidated | <u> </u> |
| 2 | Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 20005 | Pension Benefit Guaranty Corp Attn: President or General Counsel, PHONE: 800-736-2444 FAX: 202-326-4047 EMARI: mypension@pbgc.gov | Pension | Ω/D | | | Unliquidated | UL4 0- |
| m | Teamsters Local 560 Benefit Fund Attn: President or General Coursel 707 Summit Avenue Union City, kJ 0708; | Teamsters Local 560 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EMAIL: BMcCloskey@560benefitfunds.com | Pension | C/N | | | Unilquidated | T |
| 4 | New England Teamsters and Trucking Industry Pension Fund Attn: Prestident or General Counsel 1 Wall Street 4th Floor Burlingson, AA 01803-4768 | New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-4402 EMAIL: N/A | Pension | c/n | | | Unliquidated | 100 |
| S | International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel 9000 W 187th St Mokena, IL 60448 | International Brotherhood of Teamsters Union Local No. 710 Pension Fund Actu: President or General Counsel PHONE: 773-254-2500 EWANI: michael@710hw.org | Pension | C/O | | | Unliquidated | |

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

| ď |
|-----------|
| et |
| Inc., |
| Ventures, |
| Cooper |
| Jack |
| Debtor: |

Case number (if known)

| Cas | se 19- | 62410-pv | vb Doc | : 1 File | d 08/06/1 | 9 Ente | ered 08/0 | 06/19 19:3 | 34:13 De | esc Main |
|---|---|---|---|--|---|---|--|---|--|--|
| ecured claim ttal claim amount ff to calculate | Unsecured Claim | Unilquidated | Unliquidated | \$2,755,000.00 | ### ################################## | Page 9 | \$952,515.89 | \$794,233.49 | \$619,370.26 | \$308,424.90 |
| Amount of unsecured claim If the claim is fully unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | Deduction for value of collateral or setoff | | | | | | | | | * |
| | Total claim, if partially secured | | | | a | | | | | |
| Indicate if claim is contingent, unliquidated, or disputed | | C/U | c/u/b | | | | | | | |
| Nature of the claim (for Indicate if claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts) | | Pension | Unsecured Note | Unsecured Note | Unsecured Note | Unsecured Note | Parts Supplies | Fuel | Unsecured Note | Parts Supplies |
| Name, telephone number, and email address of creditor contact | | Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A | Selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A EMAIL: Nancy,iameson@kidder.com | Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 800-635-3105 FAX: N/A EMAIL: AISupport@hsba.com | Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel PHONE: 856-382-2411 FAX: 856-382-2401 EMAIL: pension@teamsterfunds.com | U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAIL: N/A | Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: NA FA | Pilot Travel Centers LLC Atm: President or General Counsel PHONE: 865-805-6286 FAX: N/ ³ EMA ^{IL} : steve.miller@pllottravelcenters.com | Teamsters Joint Council No. 83 Of Virginia Pension Fund Atta: Presidont or General Counsel PHONE: 801-282-3131 FAX: N/A EMANL. documents@tjc83funds.net. | Aridge,tone Firestone North American Holdings Ltd Attr.: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAIL: USFleetCredit@bfusa.com; neelykevin@bfusa.com |
| Name of creditor and complete mailing address, including zip code | | Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237 | Selland Auto Transport Note Attn: President or General Counsel 615 South 96th Street Seattle, WA 98108 | Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502 | Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McCiellan Ave Suite 140 Pennsauken, NJ 08109 | U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue F. 8r. Paul, MN 55107 | Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Fighery Hill, NJ 08002 | Pilot Travel Centers LLC Attn: President or General Cqursel 5508 Lonas Dr Knoxville, TN 37909 | Teamsters Joint Council No. 83 Of Virginia Pension T Fund Attn: President or General Counsel 8814 Fargo Road Suite 200 Richmond, VA 23229 | Bridgestone Fireston's North American Holdings Ltd Attn: President or General Counsel 535 Marriott Drive Nashville, TN 37214-0990 |
| Name | | 9 | | | 6 | 10 | 11 | 12 | 13 | 14 |

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

Case number (if known)

| | Kirking Salam | | 2303,468.81 | \$279,649.28 dw | 00 1 Fil | ed 08/06 cument | 6/19 E Page | ntered 0 10 of 48 | 8/06/19 1 | 9:34:13 | Desc M | lain 61:606'588 |
|---|--|---|---|---|---|--|---|--|---|---|---|---|
| (VIII ONLY | isecured cla otal claim off to calcu | Unsecured Claim | , s | * | • | • • • • • • • • • • • • • • • • • • • | S | in | , w | \$ | | 5 |
| OIL III IOONIA AAAAAAAAAAAAAAAAAAAAAAAAAAAA | 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. Total claim, if Deduction for value of Insecured Claim | Deduction for value of collateral or setoff | | | | | | | | | | |
| | Indicate if claim Amount of unsecured claim is contingent, if the claim is partially unsecure and indiquidated, or amount. If claim is partially and deduction for value of cursecured claim. | Total claim, if partially secured | | | | | | | | | | |
| | indicate if claim is contingent, if unliquidated, or disputed | | | | | | | | | | | |
| | Nature of the claim (for indicate if claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts) | | Fuel | Motels | Insurance | Carrier Leases | Professional Services | Tires | Rent | Communications | Unsecured Note | Parts Supplies |
| - 14 | Name, telephone number, and email address of creditor contact | | Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com | Corporate Lodging Consultants Attr: President or General Counsel PHONE: 800-835-4045 FAX: N/A EVAML: mwilliams@clclodging.com | National Interstate Insurance Attr: President or General Counsel PHONE: N/A FAX: N/A EWAIL: N/A | Union Pacific Railroad Attr: President or General Counsel PHONE: N/A FAX: N/A | McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A | Continental Tire North America Attn.: President or General Counsel PHONE: 17045834853 FAX: N/A EMAIL: cameron.kurek@conti-na.com | City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A EMAIL: Cynthia alvarado@dallascityhall.com | Windstream Holding, Inc. Attn. President or General Counsel PANONE: N/A FAX: N/A EMAIL: N/A | Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 EMAIL: lynn@centralPAteamsters.com | Cottrell, Inc Attn: President or General Counsel HOME: 770-532-7251 |
| - 14 | Name or creditor and complete mailing address, including zip code | | Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120 | Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614 | National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286 | eral Counsel ter Drive | MrCarthy Tetrault LIP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada | Continental Tire North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049 | City of Dallas Attn: President or General Counsel 320 East Jefferson Dallas, TX 75233 | Windstream Holding, Inc. Attn: President or General Counsel 4003 Redney Parham Road Little Rock, AR 72212 | Centrai Pernsylvana Teamsters Defined Benefit Dlan Plan Attn: President or General Counsel P 1055 Spring Street Wyomissing, PA 1963.0 | Cottrell, inc Attn: President or General Counsel 2125 Candler Road |
| | Includir | | 15 | 16 | 17 | 18 | 19 | 20 | 21 | 22 | 23 | 24 |

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

Official Form 204

Page 3

Desc Main

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

| . 10 |
|-----------|
| et |
| Inc., |
| Ventures, |
| Cooper |
| Jack |
| Debtor: |
| _ |

Case number (if known)

| Cas | se 19 | -62410-ր | owb Do | c 1 Filed | d 08/06/2 | 19 Ent | ered 08/0 | 06/19 19:34:13 |
|---|---|---|---|---|---|--|---|----------------|
| secured claim otal claim amount off to calculate | Unsecured Claim | \$84,947.06 | \$84,000.00 | \$77,645.68 | ment \$77,423.38 | Page 1 | \$52,626.22 | |
| Amount of unsecured claim If the claim is fully unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim. | Deduction for value of collateral or setoff | | | | | | | |
| Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially disputed and deduction for value of cursecured claim. | Total claim, if partially secured | | 27. | | | | | |
| Indicate if claim is contingent, unliquidated, or disputed | | | | | | | | |
| Nature of the claim (for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) and deduction for value of collateral or setoff to calculate unsecured claim. | | Rents | Rents | Unsecured Note | Cargo Claims | IT Consulting | Parts Supplies | |
| Name, telephone number, and email address of creditor contact | | Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMALI: iduncan@robinson-park.com | Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaulrealestate.com | Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAII: N/A | National Union Fire Insurance Attn: President or General Counsel PHONE: 212-770-7000 FAX: N/A EMAII. N/A | Omnitracs, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A | Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com | × |
| Name of creditor and complete mailing address, including zip code | | Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105 | Apollo Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105 | Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite 5 Baltimore, MD 21237 | National Union Fire insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270 | Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210 | Imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008 | |
| Name includir | | 25 | 26 | 27 | 28 | 29 | 30 | |

Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main Document Page 12 of 48

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

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

Chief Executive Officer
Position or relationship to debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

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

Chapter 11 Filing

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

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

NOW, THEREFORE, BE IT,

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

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

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

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

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

Restructuring Support Agreement

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

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

Bidding Procedures Motion and Marketing Process

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

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

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

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

Retention of Professionals

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General

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

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

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

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

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

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| IN WITNESS WHEREOF, the | undersigned have executed this consent as of the |
|---------------------------|--|
| date first written above. | |
| | Sarah Amich |
| | Sam Torrence |
| | |
| | T. Michael Riggs |
| | Kevin McHugh |
| * 6 | Gerry Czarnecki |
| | REING ALL OF THE MEMBERS OF |

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

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 ATTACHMENT A

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| * | Sarah Amico |
|---|---|
| | Sam Torrence |
| | T. Michael Riggs |
| | Kevin McHugh Kevin McHugh |
| | Kevin McHugh |
| | C C1i |
| | Gerry Czarnecki |
| | BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF |
| | EACH COMPANY LISTED ON |

ATTACHMENT A

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

| Sarah Amico | |
|------------------|-----------------|
| Sam Torrence | |
| T. Michael Riggs | |

Kevin Morlugh

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

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

Sarah Amico

T. Michael Riggs

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

Sarah Amico

T. Michael Riggs

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

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

Sarah Amico

T. Michael Riggs

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

Sarah Amico

T. Michael Rigge

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

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

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

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

Anthony Foster

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

JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Biggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

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

date first written above.

Sarah Amico

T. Michael Riggs

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

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

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u> Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main Document Page 38 of 48

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

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

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

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I Case 19-62410-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:34:13 Desc Main Document Page 40 of 48

Attachment A

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

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

Attachment B

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

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

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Attachment C

Board Member: T. Michael Riggs

| COMPANY | JURISDICTION |
|--|--------------|
| North American Auto Transportation Corp. | Delaware |

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Attachment E

Board Member: Anthony Foster

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

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Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

| COMPANY | JURISDICTION |
|--|--------------|
| Jack Cooper Canada 1 Limited Partnership | Ontario |

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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

| COMPANY | JURISDICTION |
|--|--------------|
| Jack Cooper Canada 2 Limited Partnership | Ontario |

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Attachment H

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

| COMPANY | JURISDICTION |
|----------------------------|--------------|
| Jack Cooper Logistics, LLC | Delaware |

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Attachment I

Manager: Jeff Herr

| COMPANY | JURISDICTION |
|-------------------------------------|--------------|
| Auto & Boat Relocation Services LLC | Connecticut |

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

7. day of August 2011

Mita 6

Deputy Clerk

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

this 8th day of August, 2019

A Commissioner for Taking Affidavits

David RosenStart

Case 19-62416-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:52:12 Desc Main

| Fill in this information | to identify the case: | | rage 1 or 40 | |
|----------------------------------|-----------------------|------------|--------------|------------------------------------|
| United States Bankrupto Northern | District of Georgia | | | |
| Case number (If known): _ | (State) | Chapter 11 | | 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.

| | Debtor's name | | . 6 | T | | | |
|----|--|-----------------------------|---|---------------------------------|----------------------------|-----------------|----------|
| 1. | Deptor's name | Jack Cooper Transp | port Compan | y, Inc. | | OC 4-4 | |
| | | | | | Filed in Clerk's O | od this | |
| 2. | All other names debtor used | None. | | | 7 day offered | 1-20/2 | |
| - | in the last 8 years | | | | M. REGINA THOMA | | |
| | Include any assumed names, | S | | | HV: Witza | Ceder |) |
| | trade names, and doing business as names | | | Deputy Clark | 15 6 | | |
| | as names | | | | | Color. | |
| 3. | Debtor's federal Employer Identification Number (EIN) | 7 3 - 0 4 9 | 3 0 3 | 0 | | | |
| 4. | Debtor's address | Principal place of business | | Mailing address, if of business | | orincipal place | |
| | | 1100 Walnut Street | | | 630 Kennesaw D | ue West Road | |
| | | Number Street | | | Number Street | | |
| | | Suite 2400 | | | | | |
| | | | | | P.O. Box | | |
| | | Kansas City | MO | 64106 | Kennesaw | GA | 30152 |
| | | City | State | ZIP Code | City | State | ZIP Code |
| | Jackson | | Location of princip principal place of b | al assets, if diff ousiness | ferent from | | |
| | | County | | | | | |
| | | | | | Number Street | | |
| | | | | | 9 | | |
| | | | | | City | State | ZIP Code |
| 5. | Debtor's website (URL) | www.jackcooper.co | om | | | | |
| 6. | Type of debtor | ☑ Corporation (includ | ing Limited Lial | oility Company (| LLC) and Limited Liability | Partnership (LL | P)) |
| | | ☐ Partnership (exclud | | | | | |
| | | Other. Specify: | | | | | |

Case 19-62416-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:52:12 Desc Main Document Page 2 of 48

| De | btor Jack Cooper Transport | Company, Inc. | Case number (if ki | nown) | | | |
|--------|--|---|--|--|--|--|--|
| | Name | | | | | | |
| 7. | Describe debtor's business | A. Check one: | | | | | |
| | | ☐ Health Care | Business (as defined in 11 U.S.C. § 101(27A)) | | | | |
| | | ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) | | | | | |
| | | Railroad (as defined in 11 U.S.C. § 101(44)) | | | | | |
| | | ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A)) | | | | | |
| | | Commodity Broker (as defined in 11 U.S.C. § 101(6)) | | | | | |
| | | ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3)) | | | | | |
| | | None of the | | | | | |
| | 54 | THORE OF THE | | | | | |
| | 9 | B. Check all that | apply: | | | | |
| | | ☐ Tax-exempt | entity (as described in 26 U.S.C. § 501) | | | | |
| | | 5 <u></u> | ompany, including hedge fund or pooled investme | nt vehicle (as defined in 15 U.S.C. | | | |
| | | | dvisor (as defined in 15 U.S.C. § 80b-2(a)(11)) | | | | |
| | | u investment a | dvisor (as delined in 15 0.5.C. § 600-2(a)(11)) | * | | | |
| | | | n American Industry Classification System) 4-digit scourts.gov/four-digit-national-association-naics-c | | | | |
| | | 4 8 4 | | | | | |
| | | Ot L | 0.000 | | | | |
| | Under which chapter of the Bankruptcy Code is the | Check one: | | | | | |
| | debtor filing? | ☐ Chapter 7 | | | | | |
| | | ☐ Chapter 9 | | | | | |
| | | Chapter 11. | Check all that apply: | | | | |
| | | | Debtor's aggregate noncontingent liquidated insiders or affiliates) are less than \$2,725,625 4/01/22 and every 3 years after that). | | | | |
| | | | The debtor is a small business debtor as defi debtor is a small business debtor, attach the n of operations, cash-flow statement, and federa documents do not exist, follow the procedure i | nost recent balance sheet, statement al income tax return or if all of these | | | |
| | | | A plan is being filed with this petition. | | | | |
| | | | Acceptances of the plan were solicited prepeti creditors, in accordance with 11 U.S.C. § 1126 | | | | |
| | | | ☐ The debtor is required to file periodic reports (Securities and Exchange Commission accordi Exchange Act of 1934. File the Attachment to for Bankruptcy under Chapter 11 (Official Form | ng to § 13 or 15(d) of the Securities Voluntary Petition for Non-Individuals Filing | | | |
| | | | The debtor is a shell company as defined in th 12b-2. | e Securities Exchange Act of 1934 Rule | | | |
| | | ☐ Chapter 12 | | | | | |
| 9. | Were prior bankruptcy cases | ⊠ No | | 1 1 2 2 2 | | | |
| | filed by or against the debtor | | | | | | |
| | within the last 8 years? | Yes. District | When MM / DD ?YYYY | Case number | | | |
| | If more than 2 cases, attach a | District | | Case number | | | |
| | separate list. | District | MM / DD / YYYY | Case number | | | |
| 10. | Are any bankruptcy cases | □ No | | | | | |
| 110000 | pending or being filed by a | 2300AU 0.23AU | See Rider I | Affiliate | | | |
| | business partner or an | Yes. Debtor | | Relationship | | | |
| | affiliate of the debtor? | District | Northern District of Georgia | When | | | |
| | List all cases. If more than 1, attach a separate list. | Case no | umber, if known | MM / DD /YYYY | | | |
| | Wallanter County and transfer the Paris and Pa | | | | | | |

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| Debtor | Jack Cooper Transport | Company, Inc. | Case number (if know | wa) | | |
|--------------------|-----------------------------|---|---|---|--|--|
| | Name | | | | | |
| 44 M/by | is the case filed in this | Check all that apply: | | | | |
| | strict? | | | | | |
| | | | nicile, principal place of business, or princi the date of this petition or for a longer par | | | |
| | | district. | the date of this petition of for a longer par | it of such 100 days than in any other | | |
| | | M A handamentary associates | cerning debtor's affiliate, general partner, | or northership is panding in this district | | |
| | | A bankruptcy case con- | seming debtor's amiliate, general partner, | or partnership is pending in this district. | | |
| 12 Dose | the debtor own or have | ⊠ No | | | | |
| | ession of any real | | each property that needs immediate atter | ntion. Attach additional sheets if needed | | |
| | operty or personal property | Tes. Answer below for | each property that needs infinediate atter | mon. Attach additional sheets if needed. | | |
| that n | needs immediate | Why does the pro | operty need immediate attention? (Che | eck all that apply.) | | |
| atten | uonr | ☐ It poses or is a | alleged to pose a threat of imminent and i | identifiable hazard to public health or safety. | | |
| | | \$6 | zard? | (E) | | |
| | | | | | | |
| | | ☐ It needs to be | physically secured or protected from the | weather. | | |
| | | | ishable goods or assets that could quickly | | | |
| | | attention (for e | example, livestock, seasonal goods, meat | t, dairy, produce, or securities-related | | |
| | | | N K | | | |
| | | Other | | , i | | |
| | | | | | | |
| | | Whose is the need | martin? | | | |
| | | Where is the proj | Number Street | | | |
| | | | | | | |
| | | | | | | |
| | | | City | State ZIP Code | | |
| | | | | | | |
| | | Is the property in | sured? | | | |
| | | ☐ No | | | | |
| | | Yes. Insurance | agency | | | |
| | | | | | | |
| | | Contact na | | | | |
| | | Phone | | | | |
| | | | | | | |
| | | | | | | |
| | Statistical and adminis | trative information | | | | |
| | | | | 13.42.21 | | |
| | or's estimation of | Check one: | | | | |
| availa | able funds | Funds will be available | for distribution to unsecured creditors. | | | |
| | | After any administrative | expenses are paid, no funds will be avai | hable for distribution to unsecured creditors. | | |
| | | | | | | |
| 44 Eastern | ated number of | 1 -49 | 1 ,000-5,000 | 25,001-50,000 | | |
| 14. ESUM credit | | 50-99 | 5,001-10,000 | 50,001-100,000 | | |
| oroun | .010 | 100-199 | 10,001-25,000 | ☐ More than 100,000 | | |
| | | ☑ 200-999 | | | | |
| | | \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion | | |
| 15. Estim | ated assets | \$50,001-\$100,000 | \$1,000,001-\$10 million | \$500,000,001-\$1 billion | | |
| | | \$100,001-\$100,000 | \$50,000,001-\$30 million | \$1,000,000,001-\$10 billion | | |
| | | \$500,001-\$300,000 | □ \$100,000,001-\$500 million | ☐ More than \$50 billion | | |
| | | | | ************************************** | | |
| | | *************************************** | | | | |

Filed 08/06/19 Entered 08/06/19 19:52:12 Case 19-62416-pwb Doc 1 Page 4 of 48 Document Jack Cooper Transport Company, Inc. Case number (if known) Debtor \$500,000,001-\$1 billion \$0-\$50,000 \$1,000,001-\$10 million 16. Estimated liabilities □ \$1,000,000,001-\$10 billion \$50,001-\$100,000 ■ \$10,000,001-\$50 million □ \$10,000,000,001-\$50 billion \$100,001-\$500,000 \$50,000,001-\$100 million ☐ More than \$50 billion \$500,001-\$1 million \$100,000,001-\$500 million Request for Relief, Declaration, and Signatures WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571. 17. Declaration and signature of The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of debtor I have been authorized to file this petition on behalf of the debtor. I have examined the information in this petition and have a reasonable belief that the information is true and correct. I declare under penalty of perjury that the foregoing is true and correct. Executed on ✗ /s/ T. Michael Riggs T. Michael Riggs Signature of authorized representative of debtor Printed name Title Chief Executive Officer 18. Signature of attorney 🗴 /s/ Brian S. Hermann 08/06/2019 Date Signature of attorney for debtor /DD /YYYY Brian S. Hermann Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number New York 10019 NY City State ZIP Code (212) 373-3000 bhermann@paulweiss.com Contact phone Email address 2810232 NY Bar number State

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| ill in this information to identify the case | : Page 5 01 48 |
|--|----------------|
| United States Bankruptcy Court for the : | |
| Northern District of Georgi (Sta | |
| Case number (if known): | Chapter |

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.



☐ Check if this is an amended filing

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

| Tw | *** |
|-----|------|
| 111 | ı c. |

Chapter 11

JACK COOPER TRANSPORT COMPANY,

Case No. 19-____-[]

INC.,

Debtor.

LIST OF EQUITY SECURITY HOLDERS¹

| Debtor | Equity Holders | Address of Equity Holder | Percentage of Equity Held |
|---|-------------------------------|--|---------------------------------|
| Jack Cooper Transport Company, Inc. | Jack Cooper Holdings Corp. | 630 Kennesaw Due West Road Kennesaw, GA 30152 | 100% |

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

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

| In re: | Chapter 11 |
|--------------------------------------|--------------|
| JACK COOPER TRANSPORT COMPANY, 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 Holdings Corp. | 100% |



Case 19-62416-pwb

12/15

Doc 1

Filed 08/06/19

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Check if this is an amended filing

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

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

Official Form 204

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

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

| Docu | ment | Page 8 | of 48 | | 70 | |
|--|---|---|--|---|---|--|
| secured claim otal claim amount off to calculate | Unsecured Claim | Page 8 | Of 48 | Unliquidated | Unliquidated | Unliquidated |
| Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim. | Deduction for value of collateral or setoff | | | 31 | | |
| Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of cursecured claim. | Total claim, if partially secured | | | | | |
| Indicate if claim is contingent, I unliquidated, or disputed | | ٥/٥ | 0/2 | c/n | C/n | C/n |
| Nature of the claim for indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) and deduction for value of collateral or setoff to calculate unsecured claim. | | Pension | Pension | Pension | Pension | Pension |
| Name of creditor and complete mailing address, Name, telephone number, and email address of including zip code creditor contact | | Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9800 FAX: 847-518-9752 EMAIL: nbaczkow@centralstatesfunds.org | Pension Benefit Guaranty Corp Attn: President or General Counsel PHONE: 800-736-2444 FAX: 202-326-4047 EMAIL: mypension@pbgc.gov | Teamsters Local S60 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EMAIL: BMcCloskey@S60benefitfunds.com | Mew England Teamsters and Trucking Industry Pension fund Artn: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-4402 EMAIL: N/A | International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counsel PHONE: 773-254-2500 FAX: 773-254-4193 EMAIL: michael@710hwp.org |
| Name of creditor and complete mailing address, including zip code | | Central States, Southeast and Southwest Areas Pension Plans Atm: President or General Counsel 9377 W Higgins Rd Rosemont, IL 60018-4938 | Pension Benefit Guaranty Corp Atn: President or General Counsel 1200 K Street NW Washington, DC 20005 | Teamsters Local 560 Benefit Fund Attn: President or General Counsel 707 Summit Avenue Union City, NJ 07087 | New Englano Teamsters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Floor Burlington, MA 01803-4768 | International Brotherhood of Teamsters Union Local No. 710 Persion Fund Attr: President or General Counsel 9000 W 18.*th St Mokena, IL 6/448 |
| Name | | н | 2 | m | 4 | S |

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

| Maria San San San San San San San San San Sa | 28527749 | 62416-pv | | 1 File | d 08/06/1 µment | 9 Ente | ered 08/0 | 06/19 19:5 | | esc Main |
|---|---|---|---|---|---|---|---|---|--|---|
| secured claim otal claim amount off to calculate | Unsecured Claim | Unliquidated | Unliquidated | \$2,755,000.0 | \$1,505,045.43 meut | Page 9 | \$952,515.8 | \$794,233.49 | \$619,370.26 | \$308,424.90 |
| Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim. | Deduction for value of collateral or setoff | | | | × | | | | | |
| Indicate if claim Amount of unsecured claim is contingent, If the claim is fally unsecure unliquidated, or amount. If claim is partially and deduction for value of cursecured claim. | Total claim, if partially secured | | | | | | | | | |
| Indicate if claim is contingent, unliquidated, or disputed | | c/n | c/n/p | | | | | | | |
| Nature of the claim(for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, lifthe claim is fully unsecured, fill in only unsecured claim loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or set off to calculate unsecured claim. | | Pension | Unsecured Note | Unsecured Note | Unsecured Note | Unsecured Note | Parts Supplies | Fuel | Unsecured Note | Parts Supplies |
| Name, telephone number, and email address of creditor contact | | Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn. President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A | Selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A EMAIL: Nancy.jameson@kidder.com | Automotive Industries Pension Plan Attn: President or General Counsel HONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hsba.com | Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel PHONE: 856-382-2411 FAX: 856-382-2401 EMAIL: pension@teamsterfunds.com | U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAIL: N/A | Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com | Pilot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pilottravelcenters.com | Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel PHONE: 804-282-3131. FaX: N/A EMAL: documents@tjc83funds.net. | Sridgestone 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 |
| Name of creditor and complete mailing address, including zip code | | Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237 | Selland Auto Transport Note Attn: President or General Counsel 615 South 96th Street Seattle, WA 98108 | Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502 | Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NJ 08109 | U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107 | Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002 | Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knoxville, TN 37909 | Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel 8814 Farpo & Dad Suite 200 Richmond, VR 23229 | Bridgestone Firestone North American Holdings Ltd Attn: President or General Counsei 535 Marriott Dúve Nashville, TN 3721A-0990 |
| includ | | 9 | 7 | ∞ | 6 | 10 | 11 | 12 | 13 | 14 |

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

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

Case number (if known)

| Name | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of clasputed unsecured claim. | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | secured claim otal claim amount off to calculate | Ca |
|------|---|--|--|---|--|---|--|-------------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim | se 19- |
| 15 | Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120 | Love's Travel Stops & Country Stores, Inc. Attn. President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com | Fuel | | | | \$303,468.81 | 62416-p |
| 16 | Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614 | Corporate Lodging Consultants Attn: President or General Counsel PHONE: 800-835-4045 FAX: NA F | Motels | | | žį. | \$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 | DOC T FII6 |
| 18 | Union Pacific Railroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693 | Union Pacific Railroad Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A | Carrier Leases | | | | \$160,400.00 Meut | ed 08/06 ument |
| 19 | McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada | McCarthy Tetrault LIP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A | Professional Services | | | | \$155,845.68 | Page (|
| 20 | Continental Tire North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049 | Continental Tire North America Attn: President or General Counsel PHONE: 17045834853 FAX: N/A EMAIL: cameron.kurek@conti-na.com | Tires | | | ۰ | 10 of 48. | 10 of 48 |
| 21 | City of Dallas Attn: President or General Counsel 320 East Jefferson Dallas, TX 75203 | City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A EMAIL: Cynthia.alvarado@dallascityhall.com | Rent | | | | \$149,265.00 | 3/06/19 1 |
| 22 | Windstream Holding, Inc. Attn: President or General Counsel 4001 Rodney Parham Road Uttie Rock, AR 72212 | Windstream Holding, Inc. Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A | Communications | | | | \$122,639.44 | 9.52.12 |
| 33 | Central Prennsylvania Teamsters Defined Benefit Plan Attni: Presiónnt or General Counsel 1055 Spring & greet Wyomissing, PA 19610 | Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 EMAIL: lynn@centralPAteamsters.com | Unsecured Note | | | | \$92,000.00 | Desc M |
| 54 | Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Galnesville, GA 30507 | Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAlL: twoodham@cottrelltrailers.com | Parts Supplies | | 34 | | \$85,903.19 | alli |

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

| ncludi | 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 | | Amount of unsecured claim If the claim is fully unsecured claim amount. If claim is partially secured, fill in only unsecured claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | secured claim otal claim amount off to calculate |
|--------|--|---|--|---|--------------------------------------|--|--|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| 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 |
| 56 | Apollo Developement & Land Corp Attn: President or General Counsel S72 Market Street Newark, NJ 07105 | Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaulrealestate.com | Rents | | | | \$84,000.00 |
| 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 EMAIL: N/A | Unsecured Note | | | | 577,645.68 Docn |
| 28 | National Union Fire Insurance Atnr. 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 | | | | \$77,423.38 |
| 29 | Omnitracs, LLC Attn. President or General Counsel File No. 54210 Los Angeles, CA 90074-4210 | Omnitraes, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A | IT Consulting | | | | Page 12 |
| 30 | imperial Supplies LLC Attr: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008 | Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com | Parts Supplies | | | | \$52,626.2 |
| | | | | | 30 (m) | 3 | ** |

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| Fill in this infor | Fill in this information to identify the case and this filing: | | |
|--------------------|--|------------------------------|--|
| Debtor Name | Jack Cooper Transport Company, Inc. | | |
| United States Ba | nkruptcy Court for the: | Northern District of Georgia | |
| | | (State) | |
| Case number (If | known): | | |

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

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) |
| \boxtimes | 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. |
| Exec | cuted on 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

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

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

Chapter 11 Filing

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

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

NOW, THEREFORE, BE IT,

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

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

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

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

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

Restructuring Support Agreement

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

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

Bidding Procedures Motion and Marketing Process

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

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

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

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

Retention of Professionals

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General

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

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

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

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

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



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| IN WITNESS WHEREO late first written above. | F, the undersigned have executed this consent as of the |
|---|---|
| | Sarah Amico |
| | 9 |
| | Sam Torrence |
| | X 1 |
| | T. Michael Riggs |
| | Kevin McHugh |
| ≘ ≪ | Gerry Czarnecki |

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

arah Ami

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



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

Sarah Amico
Sam Torrence

T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

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



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

Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin MoHugh

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF

EACH COMPANY LISTED ON ATTACHMENT A

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

Sarah Amico

T. Michael Riggs

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



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

Sarah Amico

T. Michael Riggs

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

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

Sarah Amico

T. Michael Riggs

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

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

Sarah Amico

T. Michael Rigge

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

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

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

Anthony Foster

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



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

JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F



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

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs
Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G

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

date first written above.

Sarah Amico

T. Michael Riggs

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

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

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u> Case 19-62416-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:52:12 Desc Main Document Page 38 of 48

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

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

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

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I

Attachment A

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

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



Attachment B

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

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



Attachment C

Board Member: T. Michael Riggs

| COMPANY | JURISDICTION | | |
|--|--------------|--|--|
| North American Auto Transportation Corp. | Delaware | | |



Attachment D

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

| COMPANY | JURISDICTION | | |
|------------------------------------|--------------|--|--|
| Jack Cooper Transport Canada, Inc. | Canada | | |



Attachment E

Board Member: Anthony Foster

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



Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

| COMPANY | JURISDICTION | | |
|--|--------------|--|--|
| Jack Cooper Canada 1 Limited Partnership | Ontario | | |



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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

| COMPANY | JURISDICTION | | |
|--|--------------|--|--|
| Jack Cooper Canada 2 Limited Partnership | Ontario | | |



Attachment H

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

| COMPANY | JURISDICTION | | |
|----------------------------|--------------|--|--|
| Jack Cooper Logistics, LLC | Delaware | | |



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Attachment I

Manager: Jeff Herr

| COMPANY | JURISDICTION | | |
|-------------------------------------|--------------|--|--|
| Auto & Boat Relocation Services LLC | Connecticut | | |

Filed in Clerk's Office and a true copy certified this Z day of the control of th

With a C

Deputy Clerk

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

this 8th day of August, 2019

A Commissioner for Taking Affidavits

bavid Rosustet

Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main

| | Fill in this information to identify th | | ument | Page 1 of 4 | 18 | | • |
|---|--|--------------------------|---|---|--|---|------------------------------------|
| | United States Bankruptcy Court for the | · | | | | | |
| | Northern District of _ | | | | | | |
| - | District of (| State) | | | | | |
| (| Case number (If known): | Chapt | er <u>11</u> | | | | Check if this is an amended filing |
| | | | | | | | |
| _ | Official Form 201 | o fou Non I | all:: all- | uala Pili | ina fan Dan | I4 | |
| lf | more space is needed, attach a segumber (if known). For more information | parate sheet to this for | m. On the top | of any addition | al pages, write the debt | or's name and t | he case |
| | | | | | (206) | ر د د د د د د د د د د د د د د د د د د د | |
| 1. | Debtor's name | Auto Handling Co | rporation | | 110.70 | College To | <u> </u> |
| | | | *************************************** | *************************************** | 18088000000000000000000000000000000000 | | 4 |
| 2 | All other names debtor used | None. | | | Filed in Cle | rk's Office an | d |
| ۷. | in the last 8 years | | | | a true copy | certified tims | |
| | Include any assumed names, | | | 5.9 | - 7 day of | 11/11/5/201 | |
| | trade names, and doing business as names | | M. REGINATHOMAS, CLURK | | | | |
| | as names | | | | Deputy | Clork | |
| *************************************** | | | *************************************** | | | | |
| 3. | Debtor's federal Employer Identification Number (EIN) | 7 3 _ 0 9 | 3 4 0 1 | 1 | | | |
| 4. | Debtor's address | Principal place of bu | ısiness | | Mailing address, if of business | different from p | orincipal place |
| | | 1100 Walnut Stree | t | | 630 Kennesaw Due West Road | | |
| | | Number Street | *************************************** | | Number Street | 7.000 | |
| | | Suite 2400 | | | | | |
| | | | | | P.O. Box | | |
| | | Kansas City | MO | 64106 | Kennesaw | GA | 30152 |
| | | City | State | ZIP Code | City | State | ZIP Code |
| | | | | | Location of princip | | erent from |
| | | Jackson | | | principal place of b | ousiness | |
| | | County | ***** | **** | N 1 | | |
| | | | | | Number Street | | |
| | | | | | | | |
| ******** | | | | | City | State | ZIP Code |
| 5. | Debtor's website (URL) | www.jackcooper.co | om | | | 1330 | |
| 6. | Type of debtor | ☑ Corporation (includ | | bility Company (| LLC) and Limited Liability | Partnership (LLF | P)) |

Other. Specify: _

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| Del | Auto Handling Corpora | tion Case number (if known) | | | | |
|--------|---|---|--|--|--|--|
| | Name | | | | | |
| 7. | Describe debtor's business | A. Check one: | | | | |
| | | ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A)) | | | | |
| | | ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) | | | | |
| | | Railroad (as defined in 11 U.S.C. § 101(44)) | | | | |
| | | ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A)) | | | | |
| | | Commodity Broker (as defined in 11 U.S.C. § 101(6)) | | | | |
| | | ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3)) | | | | |
| | | None of the above | | | | |
| | | | | | | |
| | | B. Check all that apply: | | | | |
| | | ☐ Tax-exempt entity (as described in 26 U.S.C. § 501) | | | | |
| | | ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) | | | | |
| | | ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) | | | | |
| | | | | | | |
| | | C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See | | | | |
| | | http://www.uscourts.gov/four-digit-national-association-naics-codes . | | | | |
| | | <u>4 8 4 2</u> | | | | |
| 8. | Under which chapter of the | Check one: | | | | |
| | Bankruptcy Code is the debtor filing? | ☐ Chapter 7 | | | | |
| | debtor ming. | ☐ Chapter 9 | | | | |
| | | ☐ Chapter 11. Check all that apply: | | | | |
| | | Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that). | | | | |
| | | The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). | | | | |
| | | ☐ A plan is being filed with this petition. | | | | |
| | | Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | | |
| | | ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form. | | | | |
| | | ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2. | | | | |
| | | ☐ Chapter 12 | | | | |
| 9 | Were prior bankruptcy cases | No Set | | | | |
| | filed by or against the debtor | | | | | |
| | within the last 8 years? | Yes. District When Case number | | | | |
| | If more than 2 cases, attach a separate list. | District When Case number | | | | |
| •••••• | | MM-I DD-/ YYYY | | | | |
| 10. | Are any bankruptcy cases | □ No | | | | |
| | pending or being filed by a | See Rider I | | | | |
| | business partner or an affiliate of the debtor? | Northern District of Georgia | | | | |
| | List all cases. If more than 1, | District Not the IT District of Georgia When MM / DD /YYYY | | | | |
| | attach a separate list. | Case number, if known | | | | |

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| Debtor | | Auto Handling Corporation | | Case number (if known) | | |
|------------|-----------------------|---|--|---|--|-----------------|
| 11. | Why is t | Vhy is the case filed in <i>this</i> listrict? | Check all that apply: | | una ana misana mana sensa mininta ina mana mana mana mana mana mininta mana mana mana mana mana mana mininta m | |
| | district | | Debtor has had its domic immediately preceding the district. | ile, principal place of business, or peed ate of this petition or for a longe | orincipal assets in this district for 180 or part of such 180 days than in any | 0 days other |
| ********** | | | A bankruptcy case conce | rning debtor's affiliate, general par | tner, or partnership is pending in thi | s district. |
| 12. | possess | e debtor own or have ion of any real or personal property ds immediate 1? | Yes Answer below for each property that needs immediate attention. Attach additional sheets if needs | | | |
| | | | Other | | | |
| | | | Where is the prope | Number Street City | State ZIP Coc | |
| | | , | □ No | nea r | | |
| | | | Yes, Insurance ag | ency | | |
| | | | Contact name | e | * 1 10 10 10 10 10 10 10 10 10 10 10 10 1 | |
| | | | Phone | ************************************** | | |
| | S | tatistical and administ | trative information | | | |
| 13. | Debtor's available | estimation of funds | Check one: ☐ Funds will be available for distribution to unsecured creditors. ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors. | | | |
| 14. | Estimate | ed number of | ☐ 1-49 ☑ 50-99 ☐ 100-199 ☐ 200-999 | ☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000 | ☐ 25,001-50,000 ☐ 50,001-100,000 ☐ More than 100,000 | |
| 15. | Estimate | ed assets | □ \$0-\$50,000 □ \$50,001-\$100,000 □ \$100,001-\$500,000 □ \$500,001-\$1 million | □ \$1,000,001-\$10 million □ \$10,000,001-\$50 million □ \$50,000,001-\$100 million □ \$100,000,001-\$500 million | S500,000,001-\$1 billior □ \$1,000,000,001-\$10 bil □ \$10,000,000,001-\$50 billion | llion |

Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Case 19-62398-pwb Doc 1 Document Page 4 of 48 Auto Handling Corporation Dehtor Case number (if known) **☒** \$500,000,001-\$1 billion \$0-\$50,000 \$1,000,001-\$10 million 16. Estimated liabilities ■ \$10,000,001-\$50 million ■ \$1,000,000,001-\$10 billion \$50,001-\$100,000 \$50,000,001-\$100 million □ \$10,000,000,001-\$50 billion \$100,001-\$500,000 □ \$500,001-\$1 million □ \$100,000,001-\$500 million ☐ More than \$50 billion Request for Relief, Declaration, and Signatures WARNING - Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571. 17. Declaration and signature of In the debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of debtor ☑ I have been authorized to file this petition on behalf of the debtor. 🗵 I have examined the information in this petition and have a reasonable belief that the information is true and correct. I declare under penalty of perjury that the foregoing is true and correct. 08/06/2019 MM / DD / YYYY Executed on /s/ T. Michael Riggs T. Michael Riggs Signature of authorized representative of debtor Printed name Title Chief Executive Officer 18. Signature of attorney 🗴 /s/ Brian S. Hermann 08/06/2019 Date /DD /YYYY Signature of attorney for debtor Brian S. Hermann Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number Street New York NY 16019

City

(212) 373-3000

Contact phone

2810232

Bar number

bhermann@paulweiss.com

Email address

NY

State

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Document Page 5 of 48

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

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

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

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



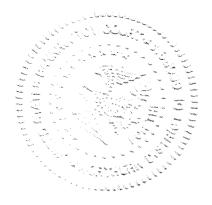
Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 6 of 48

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

| In re: | Chapter 11 |
|----------------------------|----------------|
| AUTO HANDLING CORPORATION, | Case No. 19[] |
| Debtor. | |
| | |

LIST OF EQUITY SECURITY HOLDERS1

| Debtor | Equity Holders | Address of Equity Holder | Percentage of Equity Held |
|------------------------------|---|--|---------------------------------|
| Auto Handling Corporation | Jack Cooper Transport Company, Inc. | 630 Kennesaw Due West Road Kennesaw, GA 30152 | 100% |



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

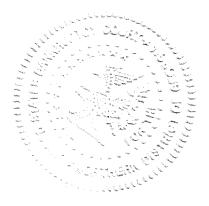
IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF GEORGIA ATLANTA DIVISION

| To see | Chantau 11 |
|----------------------------|----------------|
| In re: | Chapter 11 |
| AUTO HANDLING CORPORATION, | Case No. 19[] |
| Debtor. | |
| Desico. | |
| | |

CORPORATE OWNERSHIP STATEMENT

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

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



Case 19-62398-pwb

12/15

Doc 1

Filed 08/06/19 Entered 08/06/19 18:43:44

Desc Main

☐ Check if this is an amended filing

Official Form 204

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

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

Case number (if known):

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

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

| Name Includi | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim for indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, loans, professional services, and uniquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) disputed and deduction for value of collateral or setoff to calculate unsecured claim. | Indicate if claim / is contingent, in unliquidated, or a disputed | Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure uniquidated, or amount. If claim is partially disputed and deduction for value of cursecured claim. | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim is 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 |
|-----------------|---|--|--|---|---|---|--|
| essa (il | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| ਜ | Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, 1L 60018-4938 | Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9800 FAX: 847-518-9752 EMAIL: nbaczkow@centralstatesfunds.org | Pension | c/n | | | Page 8 |
| 7 | Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 20005 | Pension Benefit Guaranty Corp Attn: President or General Counsel PHONE: 800-736-2444 FAX; 202-326-4047 EMAIL: mypension@pbgc.gov | Pension | c/n | | | Of 48 |
| m | Teamsters Local S60 Benefit Fund Attn: President or General Counsel 707 Summit Avenue Union City, NJ 070872 | Teamsters Local S60 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EMAIL: BMcCloskey@560benefitfunds.com | Pension | د/م | | | Unliquidated |
| 4 | New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Floor Burlington, MA 01803-4768 | New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 781-345-4400 FAX: 781-345-4402 | Pension | c/n | | | Unliquidated |
| ·Ω | Intérnational Brotherhood, of Teamsters Union Local, No.7 10 Pénsion Fund Attn: Fresident or General Coursel 9000 W, 187th's t Mokena, W. 50449 | International Brotherhood of Teamsters Union Local No. 710 Pension Fund Attn: President or General Counse Physics 773-254-4200 PAX: 773-254-4193 EMAIL: michael@710hwp.org | Pension | c/n | | | Unliquidated |

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

Case number (if known)

| Case 19- | -62398-pw | | 1 File | d 08/06/1 µment | 9 Ente Page 9 | red 08/0 of 48 | 06/19 18:4 | · | esc Main |
|---|---|---|---|---|---|---|---|---|--|
| secured claim otal claim amount off to calculate Unsecured Claim | Unliquidated | Unliquidated | \$2,755,000.0 | \$1,505,045.43 E | Page 9 | \$952,515.8 | \$794,233.49 | \$619,370.26 | \$308,424.90 |
| Indicate if claim Amount of unsecured claim Is contingent, If the claim is fully unsecured, fill in only unsecured claim unliquidated, or amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. Total claim, if Deduction for value of Unsecured Claim partially secured | | | | | | | | | |
| Indicate if claim Amount of unsecured claim is contingent, if the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of unsecured claim. Total claim, if Deduct partially secured collate. | | | | | | | | | |
| Indicate if claim is contingent, unliquidated, or disputed | c/u | כ/ח/ם | | | | | | | |
| Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts) | Pension | Unsecured Note | Unsecured Note | Unsecured Note | Unsecured Note | Parts Supplies | Fuel | Unsecured Note | Parts Supplies |
| Name, teleptione number, and email address of creditor contact | Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAII: N/A | Selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A EMAIL: Nancy,iameson@kidder.com | Automotive Industries Pension Plan Attn. President or General Counsel HONE: 800-635-3105 FAX: N/A EMAII: AlSupport@hsba.com | | U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466-6299 FAX: N/A EMAI: N/A | Ameriquest Business Services Attn. President or General Counsel PHONE: 888-267-8378 FAX: N/A EMAIt: arremittance@corcentric.com | Pilot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pllottravelcenters.com | Tearysters Joint Council No. 83 Of Virginia Pension Fund Vittin: President or General Counsel PHONE; 804-282-3131 FAK: NVA EMAIL: documents@tjc83funds.net. | Brigestone Firestone North American Holdings Ltd (Rty President or General Counsel (PHONE: 615-937-6608 FAX; 615-937-3621 (RX)AlL: USFleetCredit@bfusa.com; neelykevin@bfusa.com |
| Name of creditor and complete mailing address, including zip code | Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237 | Selland Auto Transport Note Attn: President or General Counsel 615 South 96th Street Seattle, WA 98108 | Automotive industries Pension Plan Attn: President or General Counsel 1640 South Loop Road Alameda, CA 94502 | Teamsters of Philadelphia and Vicinity Pension Plan Attn: President or General Counsel 2500 McClellan Ave Suite 140 Pennsauken, NJ 08109 | U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue St. Paul, MN 55107 | Ameriquest Business Services Attn: President or General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NJ 08002 | Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knowville, TN 37909 | Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President of General Counsel 8814 Fargo Road Suite 200 Richmond, VA 24225 | Bridgestone Flifstyone North American Holdings (kd. Attn. President of General Coursel Sas Marriott Drive: Nashville, TN 37214-6959 |
| Name c includir | 9 | 7 | æ | G) | 10 | 11 | 12 | 13 | 14 |

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

Official Form 204

| a |
|--------------|
| et |
| Inc., |
| Ventures, |
| Cooper |
| Debtor: Jack |
| |

Case number (if known)

| | 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 | Amount or unsecured claim If the claim is fully unsecure amount. If claim is partially and deduction for value of unsecured claim. | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | secured claim otal claim amount off to calculate |
|---|--|---|--|---|--|---|--|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120 | Stores, Inc. insel | 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 |
| Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614 | s Insel | Corporate Lodging Consultants Attn: President or General Counsel PHONE: 800-835-4045 FAX: N/A EVAAIL: mwilliams@clclodging.com | Motels | | | | \$279,649.28 |
| National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286 | nsel | National Interstate Insurance Attn. President or General Counsel PHONE: N/A FAX: N/A EVAAII: N/A | Insurance | | | | \$220,546.00 |
| Union Pacific Railroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693 | nsel | Union Pacific Railroad Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A | Carrier Leases | | | | \$150,400.00 TWE |
| McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON MSK 1E6 Canada | nsel | McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A | Professional Services | | · | | \$155,845.6 |
| Continental Tire North America Attor: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049 | a nsel | Continental Tire North America Attn: President or General Counsel PHONE: 17045834853 FAX: N/A EMAll: cameron,kurek@conti-na.com | Tires | | | | 10 of 48. |
| City of Dallas Attn: President or General Cour 320 East Jefferson Dallas, TX 75203 | City of Dallas Attn: President or General Coursel 320 East Jefferson Control C | City of Dallas Attn: President or General Counsel PHONE: 214-948-4085 ↑AX: N/A EMAIL: Cynthia alvarado@dəllascityhəll.com | Rent | | | | \$149,265.00 |
| Windstream Holding, Inc. Attn: President or General Coursel 4001 Rodiey Parham Road Little Rock, AR 72212 | | Windstream Holding, Inc. Akin: President or General Counsel Akin: W/A EXAUL: W/A | Communications | | | | \$122,639.44 |
| Central Pennsylvania Tranisters Define Plan Attn: President of General Coursel 1055 Spring Street Womissing, PA 19610 | Central Pennsylvania Tramisters/Defined Benefit Plan Attn: President Or General Coursel 1055 Spring Street Wyomissing, PA 19610 | | Unsecured Note | | | | \$92,000.00 |
| Cottrell, Inc | eral Counsel | Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAll: twoodham@cottrelltrailers.com | Parts Supplies | | | | \$85,903.19 |

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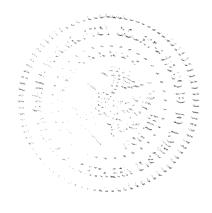
Case 19-62398-pwb

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

| Name includi | Name of creditor and complete mailing address, including zip code | Name of creditor and complete mailing address, Name, telephone number, and email address of creditor contact | Nature of the claim(for example, trade debts, bank | Indicate if claim is contingent, | Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim | secured claim | |
|-----------------|--|---|--|-------------------------------------|---|--|----------------------------|--------------|
| | | | loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount | unliquidated, or | amount. If claim is p | partially secured, fill in to | otal claim amount | EMEN. |
| | | | government contracts) | disputed | and deduction for v unsecured claim. | and deduction for value of collateral or setoff to calculate unsecured claim. | off to calculate | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim | 1. 5. |
| 25 | Town Pavilion Holdings, LLC. Attn: President or General Counsel 1111 Main Street Kansas City, MO 64105 | Town Pavillon Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: jduncan@robinson-park.com | Rents | | | | \$84,947.06 | . 9 |
| 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 | 9 |
| 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 EMAII: N/A | Unsecured Note | | | | \$77,645.68 DOCTI | |
| 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 EMAIL: N/A | Cargo Claims | | | | ent \$77,423.38 | men <u>t</u> |
| 29 | Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210 | Omnitraes, LLC Attn: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAII: N/A | IT Consulting | | | | Pag ^{\$1,885,885} | Page 11 |
| 30 | Imperial Supplies LLC Attn: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008 | Imperial Supplies LLC Attn: President or General Counsel PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com | Parts Supplies | | | | of 48 27:9797255 | of 48 |



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| Fill in this informa | ation to identify the case and this fili | ng: |
|----------------------|--|------------------------------|
| Debtor Name | Auto Handling Corporation | |
| United States Bank | cruptcy Court for the: | Northern District of Georgia |
| | | (State) |
| Case number (If kr | iown): | , |

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

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

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

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

Chapter 11 Filing

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

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

NOW, THEREFORE, BE IT,

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

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

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

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

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

Restructuring Support Agreement

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

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

Bidding Procedures Motion and Marketing Process

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

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

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

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

Retention of Professionals

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

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

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

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

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

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

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

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

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

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

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

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

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

RESOLVED, that, in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain adequate protection to the Secured Lenders (the "<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 "Adequate Protection Documents"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Administrative Agents; and (c) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

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

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

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

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

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

General

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

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

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

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

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

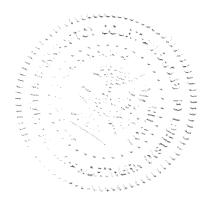
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Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main-Document Page 22 of 48

| IN WITNESS WHERE late first written above. | COF, the undersigned have executed this consent as of the |
|--|---|
| | |
| | Sarah Amich |
| | Sam Torrence |
| | |
| | T. Michael Riggs |
| | Kevin McHugh |
| | Gerry Czarnecki |

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



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

date first written above.

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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

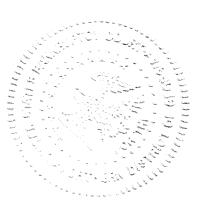


Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 24 of 48

| IN WITNESS WHEREOF, | the undersigned have executed this consent as of the | 10 |
|---------------------------|--|----|
| date first written above. | | |

| Sarah Amico | A CONTRACTOR OF THE CONTRACTOR |
|------------------|--|
| Sam Torrence | |
| T. Michael Riggs | |
| Kevin McHugh | |
| Kevin McHugh | |
| Gerry Czarnecki | |

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



Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 25 of 48

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

Sarah Amico

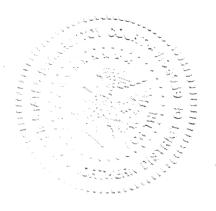
Sam Torrence

T. Michael Riggs

Kevin MoHugh

Outry Charmed

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



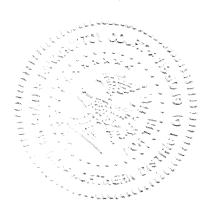
Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 26 of 48

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

Sarah Amico

T. Michael Riggs

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



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

Sarah Amico

T. Michael Riggs

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



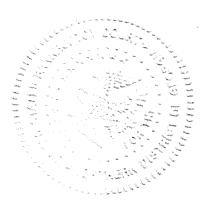
Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 28 of 48

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

Sarah Amico

T. Michael Riggs

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



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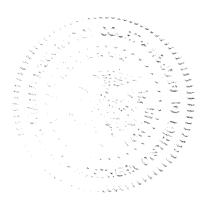
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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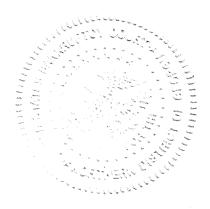
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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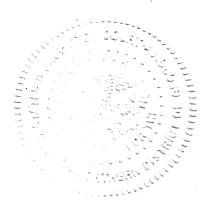
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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

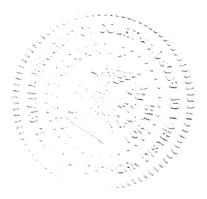


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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Anthony Foster

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



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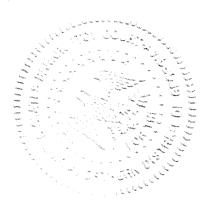
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 1 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT F



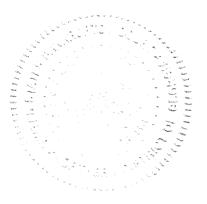
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs

Title: Chief Executive Officer

BEING THE GENERAL PARTNER OF THE COMPANIES LISTED ON ATTACHMENT G



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

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u> Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 37 of 48

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

Sarah Amico

T. Michael Riggs

BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u> Case 19-62398-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:43:44 Desc Main Document Page 38 of 48

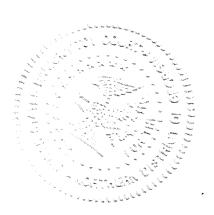
IN WITNESS WHEREOF, the undersigned have executed this consent as of the

date first written above.

Sarah Amico

T. Michael Riggs

BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I



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

Sarah Amico

T. Michael Riggs

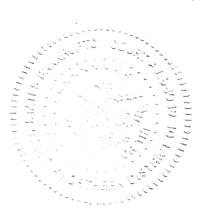
BEING ALL THE MANAGERS OF EACH COMPANY LISTED ON ATTACHMENT I



Attachment A

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

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

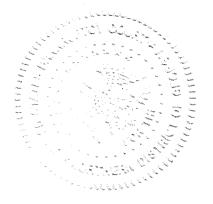


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Attachment B

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 |

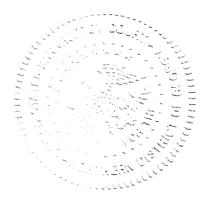


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Attachment C

Board Member: T. Michael Riggs

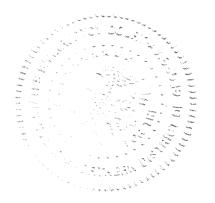
| COMPANY | JURISDICTION |
|--|--------------|
| North American Auto Transportation Corp. | Delaware |



Attachment D

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

| COMPANY | JURISDICTION |
|------------------------------------|--------------|
| Jack Cooper Transport Canada, Inc. | Canada |



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Attachment E

Board Member: Anthony Foster

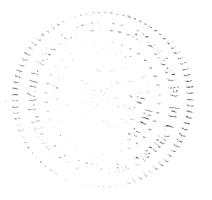
| COMPANY | JURISDICTION |
|------------------------------|--------------|
| Jack Cooper Canada GP 1 Inc. | Ontario |
| Jack Cooper Canada GP 2 Inc. | Ontario |



Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

| COMPANY | JURISDICTION |
|--|--------------|
| Jack Cooper Canada 1 Limited Partnership | Ontario |

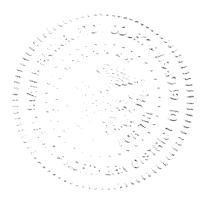


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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

| COMPANY | JURISDICTION |
|--|--------------|
| Jack Cooper Canada 2 Limited Partnership | Ontario |

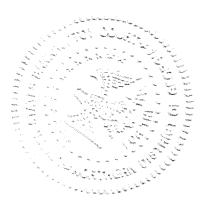


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Attachment H

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 |

Deputy Clerk