This is Exhibit "J" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

this 8th day of August, 2019

C

A Commissioner for Taking Affidavits Dow of Possed Lot

Case 19-62399-pwb	Doc 1	Filed 08/06/19	Entered 08/06/19 18:50:17	Desc Main
		Document Pa	age 1 of 48	
Fill in this information to identify the ca	ase:		0	

United States Bankruptc	y 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	Axis Logistic Services,	Inc.		unit to		<u> </u>
		*****					6
2.	All other names debtor used in the last 8 years	Jack Cooper Relocation	n	,	Filed in Clerk	's Office and	<u> </u>
	Include any assumed names,				7 day offer	akt 20/3	7
	trade names, and <i>doing business</i>				M. REGNATH	SMAS, CLERE	S
	as names	e			By hits	2 (ed	ent -
					Deputy Cl	the little lit	
3.	Debtor's federal Employer Identification Number (EIN)	4 6 _ 4 2 1 2	90	4			
4.	Debtor's address	Principal place of busine	SS		Mailing address, if d of business	ifferent from p	principal place
		1100 Walnut Street			630 Kennesaw Du	e 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 principal principal principal place of bu	assets, if diffestions and a states a state of the second se	erent from
		County			Number Street		

					City	State	ZIP Code
5.	Debtor's website (URL)	www.jackcooper.com					
6.	Type of debtor	Corporation (including Li Partnership (excluding L Other. Specify:		oility Company (I	LLC) and Limited Liability P	'artnership (LLF))

2. 2.

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Debtor Axis L	ogistic Service	s, Inc. Case number (if known)							
*******		A. Check one:							
7. Describe debto	r's business	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))							
		A 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 <u>http://www.uscourts.gov/four-digit-national-association-naics-codes</u> .							
		<u>4 8 4 2</u>							
 Under which ch Bankruptcy Coc 		Check one:							
debtor filing?		Chapter 7							
j.		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).							
	v	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.							
. Were prior bank		No Salati Cart							
filed by or again									
within the last 8	•	Yes. District When Case number MM / DD / YYYY							
If more than 2 case separate list.	s, attach a	District When Case number							
Aro anu baalaa		MM2 DD/YYYY							
 Are any bankrup pending or being 		No No							
business partne	r or an	Yes. Debtor See Rider 1							
affiliate of the de		District Northern District of Georgia When							
List all cases. If mo		MM / DD /YYYY							
attach a separate lis	st.	Case number, if known							

Case 19-62399-pwb Doc 1

2. A.

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Debtor Axis Logistic Services	, Inc.	Case number (if known)
11. Why is the case filed in <i>this district</i> ?	immediately preceding the	e, principal place of business, or principal assets in this district for 180 days date of this petition or for a longer part of such 180 days than in any other
	district.	ning debtor's affiliate, general partner, or partnership is pending in this district.
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does the prope It poses or is alleg What is the hazar	h property that needs immediate attention. Attach additional sheets if needed. rty need immediate attention? (<i>Check all that app</i> ly.) ged to pose a threat of imminent and identifiable hazard to public health or safety. d?
	It includes perisha attention (for exan assets or other op	rsically secured or protected from the weather. able goods or assets that could quickly deteriorate or lose value without nple, livestock, seasonal goods, meat, dairy, produce, or securities-related tions).
	Where is the proper	ty? Number Street
	Is the property insur No Yes. Insurance age Contact name Phone	ncy
Statistical and adminis	trative information	
13. Debtor's estimation of available funds		distribution to unsecured creditors.
14. Estimated number of creditors	 ☑ 1-49 ☑ 50-99 ☑ 100-199 ☑ 200-999 	□ 1,000-5,000 □ 5,001-10,000 □ 10,001-25,000 □ 10,001-25,000
15. Estimated assets	 \$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million 	□ \$1,000,001-\$10 million □ \$500,000,001-\$1 billion ⊠ \$10,000,001-\$50 million □ \$10,000,001-\$10 billion □ \$50,000,001-\$100 million □ \$10,000,001-\$50 billion □ \$100,000,001-\$500 million □ \$10,000,001-\$50 billion

Case 19-62399-pwb Doc 1

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ices, Inc.	Case number (if known)				
 \$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million 	 \$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million 	 \$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion 			
Declaration, and Signature	5 (
a serious crime. Making a false sinnent for up to 20 years, or both.	tatement in connection with a bankrupt 18 U.S.C. §§ 152, 1341, 1519, and 35	cy case can result in fines up to 71.			
of I The debtor requests rel of petition.	lief in accordance with the chapter of tit	le 11, United States Code, specified in this			
I have been authorized	to file this petition on behalf of the deb	tor.			
I have examined the inf correct.	ormation in this petition and have a rea	isonable belief that the information is true an			
		rect.			
4 -		chael Riggs			
- ·		name			
★ /s/ Brian S. Hermanr	1 Date	08/06/2019			
	abtor	MM / DD / YYYY			
Printed name	Wharton & Garrison LLP	······································			
Firm name	and a second				
Number Street New York	Ň	¥ 10019			
City	Sta: •••				
City (212) 373-3000 Contact phone	bk	ermann@paulweiss.com			
(212) 373-3000	bk	ermann@paulweiss.com			
	 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million Declaration, and Signatures: a serious crime. Making a false simment for up to 20 years, or both. of I have been authorized I have been authorized I have been authorized I have examined the information of the inform	S0-\$50,000 \$\$1,000,001-\$\$10 million \$\$50,001-\$100,000 \$\$10,000,001-\$500 million \$\$500,001-\$1 million \$\$50,000,001-\$500 million \$\$500,001-\$1 million \$\$100,000,001-\$500 million Declaration, and Signatures a serious crime. Making a false statement in connection with a bankrupt nment for up to 20 years, or both. 18 U.S.C. §\$ 152, 1341, 1519, and 35 of ☑ I have been authorized to file this petition on behalf of the deb ☑ 1 have been authorized to file this petition and have a reac correct. I declare under penalty of perjury that the foregoing is true and cor Executed on 08/06/2019 MM / DD / YYYY ✓ ✓ /s/ T. Michael Riggs T. Mi Signature of authorized representative of debtor Printed Title Chief Executive Officer Date Signature of atomey for debtor Brian S. Hermann Date Printed name Paul, Weiss, Rifkind, Wharton & Garrison LLP Firm name 1285 Avenue of the Americas Number Street			

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Case 19-62399-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:50:17

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ill in this information to identify the case:	Document	Page 5 of 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

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 19-62399-pwb

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

In re:

Chapter 11

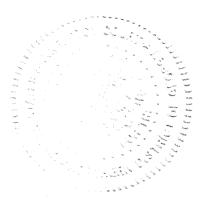
AXIS LOGISTIC SERVICES, INC.,

Case No. 19-___-[]

Debtor.

LIST OF EQUITY SECURITY HOLDERS¹

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



¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

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

In re:

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Chapter 11

AXIS LOGISTIC SERVICES, INC.,

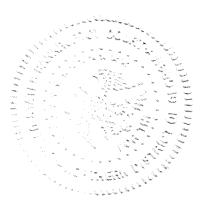
Case No. 19-___-[]

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 Logistics, LLC	100%



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

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.

Case 19-62399-pwb

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o Check if this is an amended filing

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Ca	se 19-	-62399-pv		1 File	d 08/06/1 ument	9 Ente Page 9	ered 08/0 of 4 <u>8</u>	06/19 18:		esc Main
secured claim otal claim amount ff to calculate	Unsecured Claim	Unliquidated	Unliquidated	\$2,755,000.00	\$1,505,045.43 51,505,045.43	Page 9	\$952,515.89	\$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 amount and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff									
	Total claim, if partially secured									
Indicate if claim is contingent, unliquidated, or disputed		c/n	c/n/D							
Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)	•	Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	Fuel	Unsecured Note	Parts Supplies
Name, telephone number, and email address of creditor contact		Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn. President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Seiland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A EMAIL: Nancy.jameson@kidder.com	Automotive Industries Pension Plan Attn: President or General Counsel PHONE: 800-635-3105 FAX: N/A EMAIL: AlSupport@hsha.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 Travei Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL, steve.miller@pilottravelcenters.com	Teamstrers Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel PHONE: 804-282,3131 FAX: N/A	Bridgestöne fristöne North American Holdings Ltd Attn: President of General Counsel PHONE: 615-937-6608 FAX: 615-937-3621 EMAL: U5FleetCredit@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 Philadeiphia 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 El	Teamsters of Philadelphia and Vicinity Pension Plan Atm: 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 F Cherry Hill, NJ 08002	Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knoxville, TN 37909	Teamsters Joint Council No. 83 Cf Virginia Pension T Fund Athr: President or General Counsel 8814 Fargo Road Suite 200, Richmond, VA 23229	Bridgestone Firestone North American Hololings Ltd Bridge Attn: Fresident or Géneral Counsel 535 Marriott Drive Nashville, TN 37214-0990 EMAN
Name Includi		و	~	8	6	10	11	12	13	14

Case number (if known) _

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

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

Official Form 204

Page 2

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 Unsecured Claim 60 partially secured collateral or setoff 66	-62399-p	wb Do		ed 08/06	/19 Er Page Starssis	ntered 03	8/06/19 1	8:50:17	Desc M	ain 61.606/588
Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Fuel	Motels	Insurance	Carrier Leases	Professional Services	Tires	Rent	Communications	an Unsecured Note	Parts Supplies
Name, telephone number, and email address of creditor contact		Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel PHONE: 866-213-5536 FAX: N/A EMAIL: comments@loves.com	Corporate Lodging Consultants Attn: President or General Counsel PHONE: 800-835-4045 FAX: N/A EMAIL: mwilliams@clodefing.com	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Union Pacific Railroad Attn: President or General Counsel HONE: N/A FAX: N/A EMAU: N/A	McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A ENAUL: N/A	Continental Tire North America Attm. President or General Counsel PHONE: 17045834853 FAX: N/A EMAIL: enmeron, kurek@conti-na.com	City of Dallas Attn: President or General Counsel PHONE: 214-948.4085 FAX: N/A EMAIL: Cynthia.aivarado@dallascityhall.com	Windstream Holding, Inc. Attn: President or General Counsel PHONE: N/A JFAX: N/A JENAMI: N/A	้ต้อนาสา Pennsylvania Teamsters Defined Benefit Plan ผู้นาะ President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 FAXI: Iynn@centralPAteamsters.com	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelltrailers.com
Name of creditor and complete mailing address, including zip codè		Lové's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsylvania Oklahoma City, OK 73120	Corporate Lodging Consultants Attn: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichita, KS 67226-2614	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	Union Pacific Raliroad Attn: President or General Counsel 12567 Collections Center Drive Chicago, IL 60693	McCarthy Tetrault LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON M5K 1E6 Canada	Continental Tire North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049	City of Dallas Attm: President or General/Coldradi / / / / / / / / / / / / / / / / / / /	Windstream Holding, Inc. Attra: President or General Counsel 4001 Rodiney Parham Road Little Rocks AR 72212	Central Peansylvania reamters Défyrcd Benefit (Plan Attn: Residign of Général Counsel 1055 Spring Street Wyomissing, PA 129/10	Cottrell, Inc. デディイディティー・ Attr: President or General Counsel 2125 Candler Road Gainesville, GA 30507
Name includi		15	16	17	18	19	20	-21	22	23	24

Case number (if known) _

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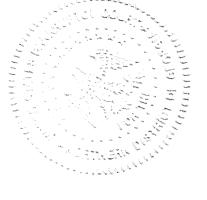
Debtor: Jack Cooper Ventures, Inc., et al.

inc., et al .
Ventures,
(Cooper
Debtor: Jack

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number
Case n

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Debtor	Debtor: Jack Cooper Ventures, Inc., <i>et al</i> .				Case number (if known)	known)	ж ~
Nami	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for Indicate if claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts) disputed	Amount of unsecured claim If the claim is fully unsecure amount. If claim is partially and deduction for value of unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate	Ca
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
2 <u>5</u>	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 EMAIL: iduncan@robinson-nark com	Rents			\$84,947.06	-62399-j
26	Apolio Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apollo Developement & Land Corp Attn: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msilva@peterpaulrealestate.com	Rents			\$84,000.00	owb Do
27	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drívers 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			00CU \$32,645,68	c 1 Fileo
28	National Union Fire insurance Attn: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	National Union Fire Insurance Attn. President or General Counsel HONE: 212-770-7000 FAX: N/A EMAL: N/A	Cargo Claims			\$77,423.38	l 08/06/1 ment
29	Omnitracs, LLC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitraes, LLC Attn: President or General Counsol HANDE: 469-801-6231 FAX: N/A EMAIL: N/A	IT Consulting			Page 1. 1685'855	L9 Ente
0 R	Irnperial 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 EMALL: service@e.imperialsupplies.com	Parts Supplies			\$52,626.22	ered 08/0 1 of 48
		and the second					6/19 18:50:17 Desc Main



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

Official Form 204

Page 4

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Northern District of Georgia
(State)

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

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

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

Declaration and signature

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

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

- 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)
- Π 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_ \mathbf{X} 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.

08/06/2019	S /s/ T. Michael Rigo
MM/ DD/YYYY	Signature of individual signing on behalf of debtor
	T. Michael Riggs
	Printed name
	Chief Executive Officer
	Position or relationship to debtor
Declaration Under Penalty of F	Perjury for Non-Individual Debtor

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Official Form 202

Executed on

Case 19-62399-pwb

OMNIBUS WRITTEN CONSENT August 5, 2019

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

Chapter 11 Filing

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

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

NOW, THEREFORE, BE IT,

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

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

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

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

Restructuring Support Agreement

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

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

Bidding Procedures Motion and Marketing Process

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

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

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

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

Retention of Professionals

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

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

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

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

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

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

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of such Company, its creditors and other parties in interest, that such Company shall be, and hereby is, authorized to obtain the senior secured post-petition revolving credit facility (the "<u>DIP ABL Facility</u>") and the junior secured post-petition term loan credit facility (the "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</u> <u>Credit Agreements</u>") between the applicable Borrower, the Guarantors, the financial institutions from time to time party thereto as lenders (collectively, the "<u>DIP Lenders</u>"), the administrative agents and collateral agents (in such capacities, the "<u>DIP Agents</u>"), and other agents and entities from time to time party thereto substantially in the form presented to the Board on or in advance of the date hereof, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General

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

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

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

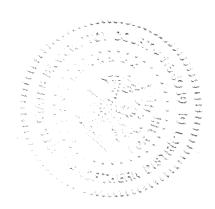
Case 19-62399-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:50:17 Desc Main Document Page 21 of 48

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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 Amic

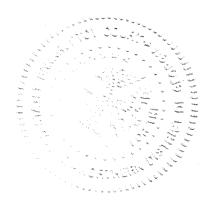
Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



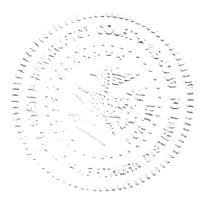
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Safah Amic cli Sam Torrence C T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



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

Sarah Amico

Sam Torrence

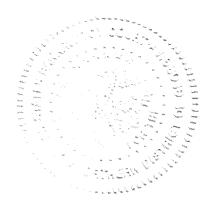
T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

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



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

Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin MoHug BEING ALL OF THE MEMBERS OF

THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT A

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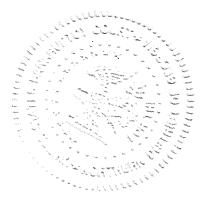
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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Sarah Amico

T. Michael Riggs

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

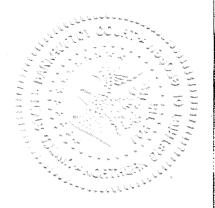


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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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

THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON ATTACHMENT B



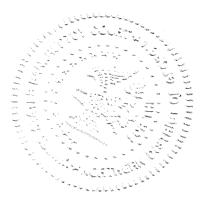
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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

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

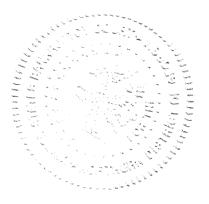


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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

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

BOARD OF DIRECTORS OF THE COMPANY LISTED ON ATTACHMENT C



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Case 19-62399-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 18:50:17 Desc Main Page 30 of 48 Document

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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



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

Sarah Amico T. Michael Rigg

Anthony Foster

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



Case 19-62399-pwb

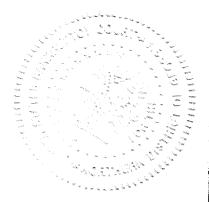
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

Anthony Foster

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

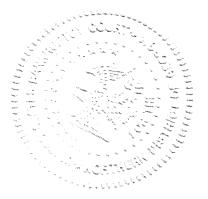


Case 19-62399-pwb

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

Anthony Foster

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

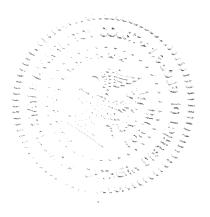


IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 1 INC.

Name: T. Michael R Title: Chief Executive Officer

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



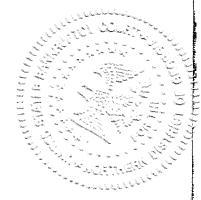
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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs Title: Chief Executive Officer

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



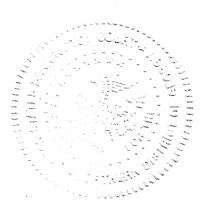
Case 19-62399-pwb

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

Sarah Amico

T. Michael Riggs

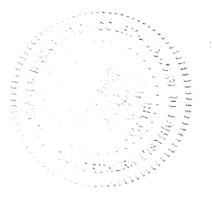
BEING ALL OF THE MANAGERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON <u>ATTACHMENT H</u>



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

Sarah Amico 1 T. Michael Riggs

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



Case 19-62399-pwb

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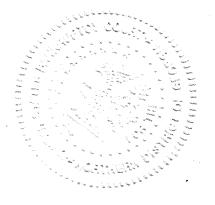
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IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

Sarah Amico

T. Michael Riggs

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

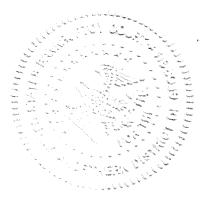


[Signature Page - Omnibus Written Consent]

ATTACHMENT I

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

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



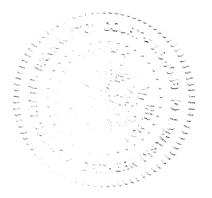
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Attachment A

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

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

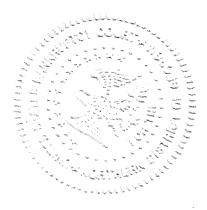


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Attachment B

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

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



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Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



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Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada

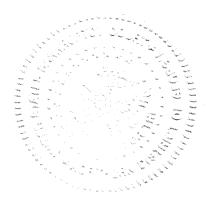


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Attachment E

Board Member: Anthony Foster

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



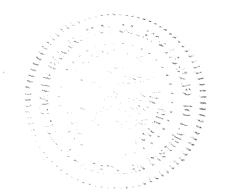
Case 19-62399-pwb

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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 g ertified this

This is Exhibit "K" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

this 8th day of August, 2019

le

A Commissioner for Taking Affidavits

David Rosendlat

Case 19-62406-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:18:21 Desc Main Document Page 1 of 48

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

÷

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 CT S	ervices, Inc.		2 . See			
2. All other names debtor use in the last 8 years Include any assumed names,				Filed in Clerk a true copy ca Z day of Z M. REGINA THO	's Office and rtified this www.cs-20/9 MAS, CLERK		
trade names, and <i>doing busines:</i> as names	S	12 P.U		Ocputy Clea	- aus		
3. Debtor's federal Employer Identification Number (EIN)		1 3 5 2 3		4 2			
4. Debtor's address	Principal place of b	Principal place of business		Mailing address, if different from principal place of business			
	1100 Walnut Stree	1100 Walnut Street			630 Kennesaw Due West Road		
	Number Street			Number Street			
	Suite 2400						
				P.O. Box			
	Kansas City	MO 641		Kennesaw	GA	30152	
	City	State ZIP	Code	City	State	ZIP Code	
	Jackson			Location of princip principal place of	pal assets, if difi business	ferent from	
	County			Number Street			
				City	State	ZIP Code	
5. Debtor's website (URL)	www.jackcooperl	ogistics.com					
6. Type of debtor	Corporation (inclu Partnership (excl Other. Specify: _	uding LLP)	ompany (I	LLC) and Limited Liabilit	y Partnership (LL	.P))	

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Describe debtor's business A. Check one: □ Health Care Business (as defined in 1U.S.C. § 101(27A)) □ Single Asset: Real Estate (as defined in 11 U.S.C. § 101(27A)) □ Single Asset: Real Estate (as defined in 11 U.S.C. § 101(27A)) □ Check addition in 11 U.S.C. § 101(27A)) □ Check addition in 11 U.S.C. § 101(27A)) □ Check addition in 11 U.S.C. § 101(30) □ Check addition in 11 U.S.C. § 101(30) □ Check addition in 11 U.S.C. § 101(30) □ Check addition in 15 U.S.C. § 200-2(a)(11)) □ Check addition in 15 U.S.C. § 200-2(a)(11)) □ Chack addition in 15 U.S.C. § 200-2(a)(11)) □ Check addition in 15 U.S.C. § 200-2(a)(11)) □ Chack addition in 15 U.S.C. § 200-2(a)(11)) □ Chack addition in 15 U.S.C. § 200-2(a)(11)) □ Chack addition in 200 S.C. § 200-2(a)(11)	ebtor	Jack Cooper CT Servie	ces, Inc.		Case number (# Imov	vn)		
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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, attach the most recent balance sheet, statement of operations, cash-flow statement, and deteral income tax return or if all of these documents do not exist, follow the procedure 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)(8). □ 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 100) with the Securities and Exchange Contribution for Non-Individuals Film for Bankruptcy under Chapter 11 (Official Form 201A) with this form. □ The debtor is a shell company as defined in the Securities active and the debtor within the last 8 years? Were prior bankruptcy cases pending or being filed by a business partner or an assert that a separate list. When matching if led by a business partner or an 1, attach a separate list. • Are any bankruptcy cases pending or being filed by a business partner or an 1, attach a separate list. • No • Vest. Destor Sec Rider 1 • Dist	Bank	ruptcy Code is the	Chapter 7					
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Case 19-62406-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:18:21 Desc Main Document Page 3 of 48

Debtor Jack Cooper CT Servic	es, Inc.	_ Ca	se number (# known)	
11. Why is the case filed in <i>this</i> district?	Check all that apply:			
asmer	Debtor has had its domicile, immediately preceding the o district.	principal place of busi late of this petition or fe	ness, or principal or a longer part of	assets in this district for 180 days such 180 days than in any other
	A bankruptcy case concerni	ng debtor's affiliate, ge	neral partner, or j	partnership is pending in this district.
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does the proper	ty need immediate at to pose a threat of ir	ention? (Check a nminent and iden	n. Attach additional sheets if needed. Il that apply.) tifiable hazard to public health or safety
	Lt includes perishal	ple, livestock, seasona	t could quickly de	ather. teriorate or lose value without iry, produce, or securities-related
	Where is the property	Y? Number Stree City	it	State ZIP Code
	Is the property insur No Yes, insurance agen	() ()	8	
	Contact name Phone	1 1		
Statistical and adminis	trative information			
13. Debtor's estimation of available funds	Check one: A Funds will be available for o After any administrative exp			le for distribution to unsecured creditor
14. Estimated number of creditors	 ☐ 1-49 ☑ 50-99 ☐ 100-199 ☐ 200-999 	□ 1,000-5,000 □ 5,001-10,000 □ 10,001-25,000		 25,001-50 000 50,001-100,000 More than 100,000
15. Estimated assets	 \$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million 	□ \$1,000,001-\$10 m ≥ \$10,000,001-\$50 m □ \$50,000,001-\$100 □ \$100,000,001-\$50	nillion million	 \$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion

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	Document	Page 4 of 48	
Debtor Jack Cooper CT Serv	ices, Inc.	Case number (# *	าดหก}
16. Estimated liabilities	\$50,001-\$100,000 \$100,001-\$500,000	 \$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million 	 \$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion
Request for Relief, De	claration, and Signatures		
	erious crime. Making a false stater ent for up to 20 years, or both. 18		
17. Declaration and signature of authorized representative of debtor	The debtor requests relief in petition.	n accordance with the chapter of til	le 11, United States Code, specified in this
	I have been authorized to fi	le this petition on behalf of the deb	tor.
	I have examined the inform correct.	ation in this petition and have a rea	ssonable belief that the information is true and
	I declare under penalty of perior	ry that the foregoing is true and co	rect.
	Executed on 08/06/2019		
	× /s/ T. Michael Riggs	T. M	ichael Riggs
	Signature of authorized represe Title <u>Chief Executive Of</u>		name
18. Signature of attorney	× /s/ Brian S. Hermann	Date	08/06/2019
	Signature of attorney for debtor	r	MM / DD / YYYY
	Brian S. Hermann		<u></u>
	Printed name Paul, Weiss, Rifkind, W	harton & Garrison LLP	
	Firm name 1285 Avenue of the Am	ericas	- 18 - M -
	Number Street		
	New York City	<u>N</u>	Y 10019 ate ZIP Code
	(212) 373-3000		permann@paulweiss.com
	Contact phone		nail address
			말하는 것이 같은 것 같아.
	2810232	<u>N</u>	
	Bar number	St	ate

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ill in this information to identify the case:	
United States Bankruptcy Court for the :	
Northern District of Georgia	
(State)	84
Case number (if known).	Chapter 11

Check if this is an amended filing

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

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

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



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

In re:

Chapter 11

JACK COOPER CT SERVICES, INC.,

Case No. 19-___-[]

Debtor.

LIST OF EQUITY SECURITY HOLDERS¹

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

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

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

In re:

Chapter 11

JACK COOPER CT SERVICES, 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 Logistics, LLC	100%

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

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Check if this is an amended filing

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Official Form 204

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.

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STATES AND A STATES AND A STATES	Unsecured Claim	Page 8	Unliquidated	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					
Indicate if claim Amount of unsecured claim s contingent, lif the claim is fully unsecure unliquidated, or amount. If claim is partially. disputed addeduction for value of c unsecured claim.	Total claim, if partially secured					
Indicate if claim is contingent, unliquidated, or disputed		C/U	c'n	cn	c/n	c/n
Nature of the claim(for Indicate if claim Amount of unsecured claim example, trade debts, bank is contingent, if the claim is fully unsecured, fill in only unsecured claim loans, professional services, and uniquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) disputed and deduction for value of collateral or setoff to calculate unsecured claim.		Pensian	Pension	Peasion	Pension	Pension
Name, telephone number, and email address of 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 Attr: President or General Counsel PHONE: 800-736-2444 FAX: 202-366-4047 EAMML: mypension@pbgc.gov	Fearmsters Local 560 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EMAIL: BMACCioskey@550benefitfunds.com	Hew England Teamsters and Trucking Industry Pension fund Attn: President or General Counset PHDME: 781-345-4402 FAX: //81-345-4402 EMAit: N/A	dinternational Brotherhood of Teamsters Union Local No. 710 Penalon Fund Autr: President or General Counsel PHONE: 773-254-3500 FAX: 773-254-4193 EMAM: michael@710hwp.org
Name of creditor and complete malling address, including zip code		Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, 1L 60018-4938	Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 20005	Teamsters Local 560 Benefit Fund Attn: President or General Counsel 707 Summit venue Undon City, NJ 07087	New England Texmisters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Floor Burlington, MA 01803-4769	international Arochechood of Teamsters Union Local No. 710 Pension Fund Attn: Prestient of General Counsel 9000 W 187th St Mokena, IL 60443

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1			62406-pw		1 File	d 08/06/19 ument	9 Ente Page 9	red 08/0 of_48)6/19 19:1 -		esc Main
filmoire -	secured claim otal claim amount off to calculate	Unsecured Claim	Unliquidated	Unliquidated	\$2,755,000.00	31,505,045.43 31,505,045.43	Page 9	\$952,515.1	\$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 amount and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff	×.			2				-	
		Total claim, if partially secured				10					
			cyu	c/u/D					j.		
	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Pension	Unsecured Note	Unsecured Note	Unsecured Note	Unsecured Note	Parts Supplies	Fuel	Unsecured Note	Parts Supplies
	Name, telephone number, and email address of creditor contact		Freight Drivers and Helpers Local Union No. 557 Pension Fund Attn: President or General Counsel PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	Selland Auto Transport Note Attn: President or General Counse! PHONE: 206-248-7320 FAXI: V/A EMAL: Nancy,iameson@kidder.com	Automotive Industries Pension Plan Attn: President or General Counsel FAX: N/A FAX: N/A		U.S. Bank, National Association Attn: President or General Counsel PHONE: 651-466.6299 FAX: V/A EMAIL: V/A	Ameriquest Business Services Attn: President or General Counsel PHONE: 888-267-8378 FAML: arremittance@cortentric.com	Pilot Travel Centers LLC Attr: President or General Counsel PHONE: 865-805-6286 FAX: N/A FMAIL: steve.miller@pilottravelcenters.com	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attin President or General Counsel PHONE: 804-282-3131 FAX: N/A EMAIL: documents@thc83funds net.	Bridgestone Firestone North American Holdings Ltd Attr: President or General Counsel PHDNE: 615-937-6608 FAX: 615-937-6608 FAX: 615-937-8611 FAX: 115-937-8611
	Name of creditor and complete mailing address, including 21p code		Freight Drivers and Helpers Local Union No. 557 Pension Fund Attm: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Selland Auto Transport Note Attm: President of 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 51, Paul, MN 55107	Armerkquest Business Services Attm: President of General Counsel 200 Lake Drive East Suite 200 Cherry Hill, NI 08002	Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lonas Dr Knorville, TN 37509	Teamsters Joint Council No. 83 Of Virginia Pension Fund Attn: President or General Counsel 8814 Fargo Road Suite 200 Richmond, VA 33229	Bridgestone Fuestcac North American Holdings Ltd Attn: President or General Counsel 535 Marriott Drive Nashville, TN 37214-0950
	Nami	1		<u>,</u>	a)	<u>م</u>	10	1	12	EI	7

Case number (If known) ____

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

Official Form 204

Page 2

Debtor.	Debtor: Jack Cooper Ventures, Inc., et al .					Case number (if known)	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	Amount of unsecured claim If the claim is fully unsecure amount. If claim is partially and deduction for value of o unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim otal claim amount off to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
21	Love's Travel Stops & Country Stores, Inc. Attn: President or General Counsel 10601 North Pennsybania 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	62406-pv
16	Corporate Lodging Consultants Attn.: President or General Counsel 8111 East 32nd Sc. North Ste. 300 Wichta, KS 67226-2614	Corporate Lodging Consultants Attn: President or General Counsel PHONE: 800-835-4045 EAX: IN/Villams@cklodding.com	Matels				\$279,649.28	vb Doo
17	National Interstate Insurance Attm: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	National Interstate Insurance Attn: President or General Counsel PHONE: N/A FAX: N/A EMAIL: N/A	Insurance			2	\$220,546.00	: 1 File Doc
18	Union Pacific Raitroad Attm: 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 EKMBI: N/A	Carrier Leases				ument 8 9 9 9 1 9 1 9 1 9 1 9 1 9 1 9 1 9 1 9	ed 08/06. ument
19	McCarthy Tetrault LLP Attm: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON M5K 1E6 Canada	MCCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 EAX: N/A EMAIL: N/A	Professional Services	11	4		\$155,845,688	/19 En Page (
50	Continental Ture North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049	Continentai Tire North America Attn: President or General Counsel HONE: 17045834853 FAX: NA	Tires				\$153,284,41	tered 08
3	City of Dallas Attn: President or General Coursel 320 East Jefferson Dallas, TX 75203	City of Dailas Attn: President or General Counsel PHONE: 214-948-4085 FAX: N/A CMANL: Cynthia alvarado@dallascityhall com	Rent				8/06/19 19	8/06/19 19
77	Windstream Hoking. Inc. Attn: Presidant or General Counsel 4001 Rodney Parham Road Little Rock, AR 72212	Whatstream Hotding. Inc. Attr: President or General Counsel PHONE: M/A FAX.M/A FAX.L M/A	Communications				\$122,639.44	9:18:21
53	Central Pernsylvania Teamsters Defined Benefit Plan Attn: President or General Counsel 1055 Spring Street Wyomissing, PA 1961.0	Central Pennsylvania Teamsters Defined Benefit Plan Atm: President of General Counsel FHO:VE: 610-320-5500 FAX: 610-320-3239 EI.AhlL: hynn@centralPAteamsters.com	Unsecured Note				\$92,000.00	Desc Ma
24	Cottrell, Inc Attn: President or General Counsel 2125 Candier Road Galnesville, GA 30507	Cottrell, Inc Attn: President or General Counsel PHONE: 770-532:7251 FAX: N/A EMAIL: twoodham@cottrelitrallers.com	Parts Supplies				\$85,903.19	ain
Official	Official Form 204	Chanter 11 or Chanter 9 Cases: 11st of (9 Cases: 11st of Creditors Who Have the 30 Largest Unsecured Claims	. Unsecured Claim	U		Page 3	~

Case number (if known)

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

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

Official Form 204

Page 3

Name	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim(for indicate if chaim Amount of unsecured claim example, trade debts, bank is contingent, if the claim is fully unsecured, fill in only unsecured claim loans, professional services, and unliquidated, or amount. If claim is partially secured, fill in total claim amount government contracts) disputed and deduction for value of collateral or setoff to calculate unsecured claim.	Indicate if claim is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially disputed and deduction for value of unsecured claim.	Amount of unsecured claim If the claim is fully unsecured fill in only unsecured claim amount. If claim is partially secured, fill in total claim amo and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim total 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, MD 64105	Town Pavilion Holdings, LLC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAIL: Iduncan@robinson-park.com	Rents				\$84,947.06
26	Apolia Developement & Land Corp Attn: President or General Counsel 572 Market Street Newark, NJ 07105	Apolito Developerment & Land Corp Attm: President or General Counsel PHONE: 973-589-0055 FAX: N/A EMAIL: msitva@peterpaulrealestate.com	Rents				\$84,000.00
27	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attm: President or General Counsel 9411 Philadelphia Road Suite S Baltimore, MD 21237	Freight Drivers And Helpers Local Union No. 557 Pension Fund Attn: President of General Counsel PHDNE: 443-573-3615 FAX: N/A EMAIL: N/A	Unsecured Note				DOCUI
8	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 EMAU. N/A	Cargo Claims				\$77,423.3
52	Omnitracs, ILC Attn: President or General Counsel File No. 54210 Los Angeles, CA 90074-4210	Omnitracs, ŁLC Attra: President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL: N/A	rf Consulting				\$54,589.1
<u> </u>	Imperial Supplies Lt.C Atta: President or General Counsel 789 Armed Force Dr Green Bay, WI 54307-1008	Imperial Supplies LLC Attn: President or General Counsei PHONE: 800-558-2808 FAX: N/A EMAIL: service@e.imperialsupplies.com	Parts Supplies				\$52,626.2
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Page 4

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

Official Form 204

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

Official Form 202 Declaration Under Penalty of Perjury for Non-Individual Debtors

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

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

Declaration and signature

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

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

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

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

Executed on

 08/06/2019
 /s/ T. Michael Riggs

 MM/ DD/YYYY
 Signature of individual signing on behalf of debtor

 T. Michael Riggs
 Printed name

 Chief Executive Officer
 Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

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

Chapter 11 Filing

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

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

NOW, THEREFORE, BE IT,

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

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

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

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

Restructuring Support Agreement

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

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

Bidding Procedures Motion and Marketing Process

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

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

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

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

Retention of Professionals

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General

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

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

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

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

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

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



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

Sarah Amic

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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

[Signature Page - Omnibus Written Consent]

Safah Amk c0Sam Torrence T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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



Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

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

Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin MoHug **BEING ALL OF THE MEMBERS OF**

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

a

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

Sarah Amico

T. Michael Riggs

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



Sarah Amico T. Michael Riggs BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON

ATTACHMENT B

Sarah Amico

T. Michael Riggs

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



Sarah Amico T. Michael Riggs

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



Sarah Amico

T. Michael Riggs

Anthony Foster

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

Sarah Amico T. Michael Riggs

Anthony Foster

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

Anthony Foster

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

JACK COOPER CANADA GP 1 INC.

Name: T. Michael R ģgs Title: Chief Executive Officer

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



JACK COOPER CANADA GP 2 INC.

Name: T. Michael Riggs Title: Chief Executive fficer

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

Sarah Amico

T. Michael Riggs

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

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 19-62406-pwb

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

Sarah Amico

T. Michael Riggs

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

Case 19-62406-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:18:21 Desc Main Document Page 39 of 48

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

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

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



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Attachment A

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

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



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Attachment B

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

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



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Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware

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Attachment D

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

COMPANY	JURISDICTION	
Jack Cooper Transport Canada, Inc.	Canada	



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Attachment E

Board Member: Anthony Foster

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



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Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION	
Jack Cooper Canada 1 Limited Partnership	Ontario	



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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario

and the other of the second

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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 Z day of the state of the st

This is Exhibit "L" referred to in the

Affidavit of Waleed Malik, solemnly affirmed before me,

this 8th day of August, 2019

a

A Commissioner for Taking Affidavits

Case 19-62413-pwb Doc 1	Filed 08/06/19 Entered 08/06/19 19:45:3 Document Page 1 of 48	0 Desc Main
Fill in this information to identify the case:		
United States Bankruptcy Court for the: <u>Northern</u> District of Georgia (State) Case number (If known):		Check if this is an amended filing

Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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

1.	Debtor's name	Jack Cooper Rail and Shuttle, Inc.					
2,	All other names debtor used in the last 8 years Include any assumed names, trade names, and <i>doing business</i> as names	None.			E INUE COP	lerk's Office a y pertified this how for the second second the second second second the second second second second the second second second second second the second seco	
З,	Debtor's federal Employer Identification Number (EIN)	<u>4 6 - 4 2</u>	1 7 8 0	1			
4.	Debtor's address	Principal place of business		Mailing address, if different from principal place of business			
		1100 Walnut Street			630 Kennesaw Due West Road		
		Suite 2400					
		Buile 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	al assets, if different from usiness	
		County			Number Street		
					City	State	ZIP Code
5,	Debtor's website (URL)	www.jackcooper.c	om				
6.	Type of debtor	Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) Partnership (excluding LLP) Other. Specify:					

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Debtor	Jack Cooper Rail and	Shuttle, Inc.	Case number (# known)
_		A. Check one:	
. Descr	ibe debtor's business	Health Care	Business (as defined in 11 U.S.C. § 101(27A))
			Real Estate (as defined in 11 U.S.C. § 101(51B))
			defined in 11 U.S.C. § 101(44))
			(as defined in 11 U.S.C. § 101(53A))
			Broker (as defined in 11 U.S.C. § 101(6))
			hk (as defined in 11 U.S.C. § 781(3))
		None of the	
		D. Chaols all the	
		B. Check all the	
		•	entity (as described in 26 U.S.C. § 501)
		Investment of § 80a-3)	company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C.
		Investment a	advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
			th American Industry Classification System) 4-digit code that best describes debtor. See uscourts.gov/four-digit-national-association-naics-codes .
		4 8 4	2
Under	which chapter of the	Check one:	
	uptcy Code is the	Chapter 7	
debto	r filing?	Chapter 9	
			Check all that apply
			Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
			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	
	prior bankruptcy cases	🛛 No	
	by or against the debtor in the last 8 years?	Yes. Distric	t When Case number
lf more separa	e than 2 cases, attach a te list.	Distric	
			MM / DD / YYYY
	ny bankruptcy cases	🛛 No	201 (CARDING) 201
	ng or being filed by a ess partner or an	🛛 Yes. Debto	See Rider 1 Affiliate
	te of the debtor?	Distric	Northern District of Georgia When
List all	cases. If more than 1,		MM / DD / YYYY

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Filed 08/06/19 Entered 08/06/19 19:45:30 Desc Main Document Page 3 of 48

Debtor Jack Cooper Rail and S Name	Shuttle, Inc.	- Case number (# kno	wm)
11. Why is the case filed in <i>this district</i> ?	Check all that apply: Debtor has had its domic immediately preceding th district.	ile, principal place of business, or princ le date of this petition or for a longer pa	ipal assets in this district for 180 days rt of such 180 days than in any other
		ming debtor's affiliate, general partner,	or partnership is pending in this district.
2. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does the prop Ut poses or is all What is the haze	erty need immediate attention? (Che eged to pose a threat of imminent and i ard?	dentifiable hazard to public health or safety
	It includes perisi attention (for exa assets or other of		y deteriorate or lose value without t, dairy, produce, or securities-related
	Where is the prope	erty? Number Street	
	Is the property ins No Yes. Insurance as Contact nam Phone	jency	State ZIP Code
Statistical and adminis	trative information		
3. Debtor's estimation of available funds		or distribution to unsecured creditors. expenses are paid, no funds will be ava	lable for distribution to unsecured creditors
4. Estimated number of creditors	 ☑ 1-49 ☑ 50-99 ☑ 100-199 ☑ 200-999 	 □ 1,000-5,000 □ 5,001-10,000 □ 10,001-25,000 	 25,001-50,000 50,001-100,000 More than 100,000
15. Estimated assets	 \$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million 	 \$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million 	 \$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion

Case	19-6	2413-р	wb	Doc
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Jack Cooper Rail a	וחם שחחתופ, וחכ.	Case number (# kn	аwл)
. Estimated liabilities	 \$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million 	 S1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million 	 \$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion
Request for Relief,	Declaration, and Signatures	5	
		atement in connection with a bankrupto 18 U.S.C. §§ 152, 1341, 1519, and 35	
Declaration and signature authorized representative debtor	of IX The debtor requests rel of petition.	ief in accordance with the chapter of tit	e 11, United States Code, specified in this
	I have been authorized	to file this petition on behalf of the debt	or.
	I have examined the inf correct.	formation in this petition and have a rea	sonable belief that the information is true
	I declare under penalty of p	erjury that the foregoing is true and con	rect.
	Executed on 08/06/201	19	
	× /s/ T. Michael Riggs	T. Mie	chael Riggs
	Signature of authorized rep Title <u>Chief Executive</u>		name
. Signature of attorney	× /s/ Brian S. Herman	n Date	08/06/2019
	Signature of attorney for de	ebtor	MM / DD / YYYY
	Brian S. Hermann		
	Printed name Paul, Weiss, Rifkind	l, Wharton & Garrison LLP	South Barry
	Firm name 1285 Avenue of the		
	Number Street	N	10010
		N Sia	
	Number Street New York City (212) 373-3000	Sia bh	ermann@paulweiss.com
	Number Street New York City	Sia bh	te ZIP Code
	Number Street New York City (212) 373-3000	Sia bh	te ZIP Code ermann@paulweiss.com ail address

Case 19-62413-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:45:30 Desc Main

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

Check if this is an amended filing

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

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

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



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

In re:

Chapter 11

JACK COOPER RAIL AND SHUTTLE, INC.,

Case No. 19-___-[]

Debtor.

LIST OF EQUITY SECURITY HOLDERS¹

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

1 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 RAIL AND SHUTTLE, 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 Logistics, LLC	100%

Debtor name: Jack Cooper Ventures, Inc., *et al*. United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division Fill in this information to identify the case: 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.

ind complete mailing address. Name, telephone number, and email address of the tabin if the calm if the calm if the tabin if the adm if the calm if th		08/06 ment	8/06/19 Ente ent Page 8	ered 08/0	6/19 19:4		esc Main
and complete malling address, Name, telephone number, and email address of creditor contact creditor or General Counsel cross data creditor or General Counsel cross contact coursel cross creditor or General Counsel cross creditor creditor or General Counsel cross creditor cr	secured claim otal claim amount off to caiculate	Unsecured Claim	Unsecured Claim Unliquidated	Unliquidatec	Unliquidated	Unliquidated	Un quidated
and complete malling address, Name, telephone number, and email address of creditor contact and complete malling address, Name, telephone number, and email address of creditor contact s. Southeast and Southwest Areas creditor contact creditor contact </td <td>ed claim unsecured, fill in only un partially secured, fill in t alue of coliateral or sett</td> <td>Deduction for value of collateral or setoff</td> <td>collateral or setoff</td> <td></td> <td></td> <td></td> <td></td>	ed claim unsecured, fill in only un partially secured, fill in t alue of coliateral or sett	Deduction for value of collateral or setoff	collateral or setoff				
and complete malling address, Naime, telephone number, and email address of creditor contact and complete malling address, Naime, telephone number, and email address of creditor contact s. Southeast and Southwest Areas creditor contact in or General Counsel nit or General Counsel nit or General Counsel nit or General Counsel FMAIL FMAIL nit or General Counsel FMAIL FMAIL FMAIL FIG G0018-493B EMAIL FMAIL	Amount of unsecur If the claim is fully u amount. If claim is and deduction for v unsecured claim.	Total claim, if partially secured	partially secured				
and complete malling address, Name, telephone number, and email address of creditor contact and complete malling address, Name, telephone number, and email address of creditor contact s. Southeast and Southwest Areas creditor contact creditor contact </td <td>Indicate If claim Is contingent, unliquidated, or disputed</td> <td></td> <td>C</td> <td>c/u</td> <td>a No</td> <td>C/N</td> <td>c/u</td>	Indicate If claim Is contingent, unliquidated, or disputed		C	c/u	a No	C/N	c/u
and complete malling address, s. Southeast and Southwest Areas s. and or General Counsel ins Rd 60018-4938 60018-4938 60018-4938 60018-4938 60018-4938 60018-4938 60018-4938 60018-4938 7005 7005 7005 7005 7005 7005 7005 700	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)		Pension	Pension	Pension	Pension	Pension
and complete mailing address, s. Southeast and Southwest Areas es, Southeast and Southwest Areas and or General Counsel ant or General Counsel (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936 (c0018-4936) (Name, telephone number, and em creditor contact		Central States, Southeast and Southwest Areas Pension Plans Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel PHONE: 847-518-9500 FAX: 847-518-9752 EMAIL. nbaczkow@centralstatesfunds.org	Pension Benefit Guaranty Corp Attn: President or General Counsel PHONE: 800-736-2444 FAX: 202-365-4047 EAMAL: mypension@bdgc.gov	Teamsters Local 560 Benefit Fund Attn: President or General Counsel PHONE: 201-864-0051 FAX: 201-864-4177 EA IAIL: BMcCloskey@550benefitfunds.com	New Er gland Teamsters and Trucking Industry Pension fund Attn: President or General Counsel PHONE: 751-345-4400 FAX: 781-345-4402 EMAIL: N/A	International Brotherhood of Teamsters Union Local No. 710 Pensisan Fund Attr: President or General Counsel PHONE: 773-254-2500 FAAAL: michael@710hw.p.org
te of creditor uding zip code Pension Plaa Pension Plaa Pension Ber Attn: Presid 9377 W Hig 9377 W Hig 9377 W Hig 1200 K Stre- 1200 K Stre- 1000 C fty, New Englan Attn: Presid 1 Wall Stree Burlington, Internation Internation	Name of creditor and complete malling address, including zip code		Central States, Southeast and Southwest Areas Pension Plans Attn: President or General Counsel 9377 W Higgins Rd Rosemont, IL 60018-4938	Pension Benefit Guaranty Corp Attn: President or General Counsel 1200 K Street NW Washington, DC 20005	Teamsters Local 560 Benefit Fund Attn: President or General Counsel 707 Summit Avenue Union City, NJ 07087	New England Teamsters and Trucking Industry Pension fund Attn: President or General Counsel 1 Wall Street 4th Fibor Burlington, MA 01303-4768	International Brotherhood of Teamsters Unicor Local No. 730 Pension Fund Attm President of General Counsel 9000 W 187th St Mokena, It 60448

Case 19-62413-pwb

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Check if this is an amended filing

i.

Do

Name of creditor and complete mailing address, Name, tel		e number, and email address of	Nature of the claim(for	Indicate if claim	Indicate if claim Amount of unsecured claim	ed claim		
Including zip code			example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts)	is contingent, unliquidated, or disputed		If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	ecured claim stal claim amount ff to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	.0 10
Freight Drivers and Helpers Local Union No. 557 Freight Drivers and Helpers Local Union No. 557 Pension Fund Pension Fund Attin. President or General Counsel Attin. President or General Counsel PHDNE: 443-573-3615 9411 Philadelphia Road Suite S FAX: N/A Baltimore, MD 21237 EMAIL. N/A	2	57 Pension Fund	Pension	c/n			Unliquidated	
Selland Auto Transport Note Selland Auto Transport Note Attm. President or General Counsel 615 South 96th Street FXX N/A Seattle, WA 98108	Selland Auto Transport Note Attn: President or General Counsel PHONE: 206-248-7320 FAX: N/A EMAIL, Nancy jameson@kidder.com		Unsecured Note	c/n/D			Unliquidated	
Automotive Industries Pension Plan Automotive Industries Pension Plan Attn: President or General Counsel 1640 South Loop Road FAX: N/A Alameda, CA 94502 EMAIL: AlSupport@hsba.com	Automotive industries Pension Plan Attn. President or General Counsel PHONE 800-635-3105 FAX: N/A EMAIL: AlSupport@hsba_com		Unsecured Note				\$2,755,000.00	Door
Teamsters of Philadelphia and Vicinity Pension Plan Teamsters of Philadelphia and Vicinity Pension Plan Attin: President or General Counsel Attin: President or General Counsel 2500 McClellan Ave Suite 140 FAX: 856-382-2401 Pennsauken, NJ 08109 EMAIL: pension @teamsterfunds.com		n Plan	Unsecured Note	£		8	\$1,505,045,43 \$1,505,045,43	imont
U.S. Bank, National Association Attn: President or General Counsel 60 Livingston Avenue 5. Paul, MN 55107 EMMII: N/A	U.S. Bank, National Association Attn: President or General Counsel PHONE 651-466-6299 FAX: N/A EMAIt: N/A		Unsecured Note				Page 9	
Ameriquest Business Services Ameriquest Business Services Attm: President or General Counsel Attm: President or General Counsel PHONE: 888-267-8378 200 Lake Drive East Suite 200 FXX.N/A Cherry HIJ, NI 08002 FXA.N/A	Ameriquest Business Services Attn: President or General Counsel PHONE: B88-267-8378 FAX: N/A EMAIL: arremittance@corcentric.com		Parts Supplies				\$952,515.89	
Pilot Travel Centers LLC Pilot Travel Centers LLC Attn: President or General Counsel 5508 Lones Dr Knorville, TN 3, 909 EMAIL: steve.miller@pilottravekcenters.com	Pilot Travel Centers LLC Attn: President or General Counsel PHONE: 865-805-6286 FAX: N/A EMAIL: steve.miller@pilottravelcenters.com		Fuel				\$794,233.49	
Teamsters Joint Council No. 83 Of Virginia Pension Teamsters Joint Council No. 83 Of Virginia Pension Fund. Fund. Attin: President or General Counsel Attin: President or General Counsel Attin: President or General Counsel PHONE: 804-282-3131 814 Farge Ruad Suite 200 R814 Farge Ruad Suite 200 FAX: N/A FAX: N/A		ension Fund	Unsecured Note				\$619,370.26	
Bridgestone Fizestone North American Holdings 1td Attn: President or General Counsel PHONE: 615-937-6608 FAX: 615-937-6608 FAX: 615-937-3621 Nastville, TN 37214-0990 EMAIL: USFleetCredit@bfusa.com; neelylevin@bfusa.com		gs ltd @bfusa.com	Parts Supplies	2			\$308,424.90	

Case number (if known)

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

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

Official Form 204

Page 2

Name	Name of creditor and complete mailing address, including zlp code	Name, telephone number, and email address of creditor contact	Nature of the claim(for Indicate If claim example, trade debts, bank is contingent, loans, professional services, and unliquidated, or government contracts) disputed	Indicate if claim is contingent, unliquidated, or disputed	Indicate if claim Amount of unsecured claim is contingent, If the claim is fully unsecure unliquidated, or amount. If claim is partially and deduction for value of o unsecured claim.	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	secured claim total claim amount off to calculate	Cas
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim	se 19-
12	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	62413-pv
<u>به</u>	Corporate Lodging Consultants Attm: President or General Counsel 8111 East 32nd St. North Ste. 300 Wichite, KS 67226-2614	Corporate todging Consultants Attn: President or General Counsel PHONE: 800-835-4045 FAX: N/9 EMAII, mwillitants@Aclodging.com	Motels				\$279,649.28	vb Doc
1	National Interstate Insurance Attn: President or General Counsel 3250 Interstate Dr. Richfield, OH 44286	National Interstate Insurance Atta: President or General Counsel PHONE: N/A EMAIL: N/A EMAIL: N/A	Insurance				\$220,546.00-	:1 File
<u>8</u>	Union Pacific Rallroad 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				ument 80.00 150 150	d 08/06/
61	McCarthy Tetrauft LLP Attn: President or General Counsel Suite 5300, TD Bank Tower Toronto, ON M5K 1E6 Canada	McCarthy Tetrault LLP Attn: President or General Counsel PHONE: 416-362-1812 FAX: N/A EMAIL: N/A	Professional Services		¥1		\$155,845.68	/19 En
_ 50	Continental Tite North America Attn: President or General Counsel Po Box 60049 Charlotte, NC 28260-0049	Continental Tire North America Attn: President or General Counsel FAX: N/A FAX: N/A EMAIL: cameron kurek@conti-na.com	Tires				0 of 48	tered 08
21	City of Dallas Attm: President or General Counse! 320 East Jeffetson Dallas, TX 75,203	City of Dailas Aktn: President or General Counsel PH-ONE: 214-948-4085 FAX: N/A EiAll , Cynthia alvarado@dallascityhall com	Rent		9 a		\$149,265.00	/06/19 19
5	Windstream Holding. Inc. Attn: Presidem or General Counsel 4001 Roditev Parham Road Little Rock, AR 72212	Windstream Holding, Inc. Atro: President or General Counsel FAX: N/A EAMAL: N/A	Communications				\$122,639.44	9:45:30
E2	Central Pennsylvania Teamsters Defined Benefit Plan Attn: President or Genetal Counsel 1055 Spring Street Wyomissing, PA 19610	Central Pennsylvania Teamsters Defined Benefit Plan Autri: President or General Counsel PHONE: 610-320-5500 FAX: 610-320-9239 EMAIL: hynn@centralPAteamsters.com	Unsecured Note				\$92,000.00	Desc Ma
24	Cottrell, Inc Attn: President or General Counsel 2125 Candler Road Gainesville, GA 30507	Cottrell, Inc Attrn: President or General Counsel PHONE: 770-532-7251 FAX: N/A EMAIL: twoodham@cottrelitrallers.com	Parts Supplies			^	\$85,903.19	un
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Debtor: Jack Cooper Ventures, Inc., et al.

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

Official Form 204

Page 3

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Cooper
Jack
Debtor:

Case number (if known) 🚊

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Cas	se 19-	62413-p	wb Doc	1 Filed	08/06/1 nent	9 Ente Page 11	ered 08/00	6/19 19:45:30
ecured claim Atal claim amount Af to calculate	Unsecured Claim	\$84,947.06	\$84,000.00	Docur 89'542'642'642'642'	\$77,423.38	Page 11	\$52,626.22	
Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Deduction for value of collateral or setoff			2	8			
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 o unsecured claim.	Total claim, if partially secured							
Indicate if claim is contingent, funliquidated, or disputed								
Nature of the claim(for Indicate if claim example, trade debts, bank is contingent, ioans, professional services, and unliquidated, or government contracts) disputed		Rents	Rents	Unsecured Note	Cargo Claims	IT Consulting	Parts Supplies	ž
Name, telephone number, and email address of creditor contact		Trown Pavilion Holdings, t.LC. Attn: President or General Counsel PHONE: 816-701-5000 FAX: N/A EMAII, ¡dunean@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 Counse! PHONE: 443-573-3615 FAX: N/A EMAIL: N/A	National Union Fire Insurance Attn: President or General Counsel PHONE: 212-770-7000 FAX: N/A EMAII: N/A	Omnitraes, LLC Attra. President or General Counsel PHONE: 469-801-6231 FAX: N/A EMAIL N/A	Imperial Supplies LLC Attri: 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 S Baltimore, MD 21237	National Union Fire Insurance Attm: President or General Counsel 70 Pine Street Floor 1 New York, NY 10270	Ormitracs, LLC Attin: 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 o Includin		25	26	27	288	29	<u>R</u>	



Official Form 204

Page 4

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

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

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

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

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

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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

Signature of Individual signing on behalf of debtor
T. Michael Riggs
Printed name
Chief Executive Officer

Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtor

OMNIBUS WRITTEN CONSENT August 5, 2019

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

Chapter 11 Filing

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

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

NOW, THEREFORE, BE IT,

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

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

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

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

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

Retention of Professionals

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General

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

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

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the respective Board of each Company. **RESOLVED**, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

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



Sarah Amic

Sam Torrence

T. Michael Riggs

Kevin McHugh

Gerry Czarnecki

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

Case 19-62413-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:45:30 Desc Main Document Page 23 of 48

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

Safah Amh c DSam 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 19-62413-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:45:30 Desc Main Document Page 24 of 48

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

Sarah Amico

Sam Torrence

T. Michael Riggs

Kevin McHugh

Kevin McHugh

Gerry Czarnecki

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

Case 19-62413-pwb Doc 1 Filed 08/06/19 Entered 08/06/19 19:45:30 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 MoHug **BEING ALL OF THE MEMBERS OF**

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

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Sarah Amico

T. Michael Riggs

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

Sarah Amico T. Michael Riggs BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF EACH COMPANY LISTED ON

ATTACHMENT B



Sarah Amico

T. Michael Riggs

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



1

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

Sarah Amico T. Michael Riggs

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

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

Sarah Amico T. Michael Riggs

Anthony Foster

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

Sarah Amico

T. Michael Riggs

Anthony Foster

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

Anthony Foster

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

JACK COOPER CANADA GP 1 INC.

Name: T. Michael R Title: Chief Executive Officer

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

JACK COOPER CANADA GP 2 INC.

Name: T. Michael Biggs Title: Chief Executive officer

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



Sarah Amico

T. Michael Riggs

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

Sarah Amico T. Michael Riggs

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

Sarah Amico

T. Michael Riggs

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

Sarah Amico T. Michael Riggs BEING ALL THE MANAGERS OF

EACH COMPANY LISTED ON

ATTACHMENT I

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Attachment A

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

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

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Attachment B

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

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



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Attachment C

Board Member: T. Michael Riggs

COMPANY	JURISDICTION
North American Auto Transportation Corp.	Delaware



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Attachment D

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

COMPANY	JURISDICTION
Jack Cooper Transport Canada, Inc.	Canada



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Attachment E

Board Member: Anthony Foster

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



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Attachment F

General Partner: Jack Cooper Canada GP 1 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 1 Limited Partnership	Ontario

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Attachment G

General Partner: Jack Cooper Canada GP 2 Inc.

COMPANY	JURISDICTION
Jack Cooper Canada 2 Limited Partnership	Ontario



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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 2012 M. REGINA THOMAS, CLERK