

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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 case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name USXP, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 46-0862997

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>21 Drydock Avenue</u> <u>Boston, MA 02210</u> Number, Street, City, State & ZIP Code	<u>2120 Powers Ferry Rd. SE, Suite 300</u> <u>Atlanta, GA 30339</u> P.O. Box, Number, Street, City, State & ZIP Code
	<u>Suffolk</u> County	Location of principal assets, if different from principal place of business _____ Number, Street, City, State & ZIP Code

5. Debtor's website (URL) http://www.beavex.com/

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: _____

Debtor USXP, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4921

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor <u>Please see attached Schedule 1</u>	Relationship _____
District _____	When _____ Case number, if known _____

Debtor USXP, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district? *Check all that apply:*
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 - A bankruptcy case concerning 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? No
 Yes.
- Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 - It needs to be physically secured or protected from the weather.
 - It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- No
 - Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors (consolidated basis)
- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets (consolidated basis)
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities (consolidated basis)
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor USXP, LLC.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor

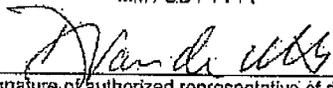
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

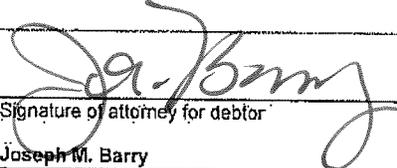
Executed on 2/18/2019
MM / DD / YYYY

X. 
Signature of authorized representative of debtor

Donald Van der Wiel
Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X. 
Signature of attorney for debtor

Date 2/18/2019
MM / DD / YYYY

Joseph M. Barry
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

Rodney Square
1000 N. King Street
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone (302) 571-6600 Email address jbarry@ycst.com

4221 Delaware
Bar number and State

SCHEDULE 1

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the related entities listed below (collectively, the “Debtors”), including the debtor in this chapter 11 case, filed a petition in the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532. Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

1. BeavEx Holding Corporation
2. BeavEx Acquisition, Inc.
3. BeavEx Incorporated
4. USXP, LLC
5. JNJW Enterprises, Inc.

Fill in this information to identify the case:

Debtor Name BeavEx Holding Corporation, et al.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Check if this is an amended filing

Official Form 204

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

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name 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		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Priority Express 8341 ne 50 th AVE ALTOONA, IA 50009	Attn: Donald Wauters Phone: 515-577-7722 Fax: 515-243-4900	Debt				\$2,238,199.76
2	ALLIANT INSURANCE SERVICES INC 1301 DOVE STREET SUITE 200 NEWPORT BEACH, CA 92660	Attn: Jason VanderYacht Phone: 949-756-0271 Fax: 949-756-2713 Email: Jason.VanderYacht@alliant.com	Trade debt				\$357,579.04
3	COSTELLO-LICHTEN & LISS-RIORDAN PC C/O CAFFARELLI & SIEGEL LTD., TWO PRUDENTIAL PLAZA 180 N. STETSON, STE. 3150 CHICAGO, IL 60601	Attn: Caffarelli & Siegel Ltd. Phone: 312-540-1230 Email: M.Siegel@caffarelli.com	Legal settlement				\$324,000.00
4	AMERISOURCE BERGEN-SE 1300 MORRIS DRIVE CHESTERBROOK, PA 19087	Attn: Brent Wilhelm Phone: 614-419-7728 Fax: 800-640-5221 Email: BWilhelm@amerisourcebergen.com	Trade debt	Disputed			\$307,000.00
5	EARTHLINK PO BOX 2252 BIRMINGHAM, AL 35246-1058	Attn: Christy Holmes Phone: 256.361.4454 Email: Christy.holmes@windstream.com	Trade debt				\$259,429.22

Debtor BeavEx Holding Corporation, et. al
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, 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 partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	CXT SOFTWARE CONNEXION TECHNOLOGY LLC BIN 920044, PO BOX 29426 PHOENIX, AZ 85038-9426	Attn: Jeff Johnson Phone: 602.265.0195 x164 Fax: 602-263-0942 Email: jeff@cxtsoftware.com	Trade debt	Partially disputed			\$184,475.27
7	CONSOLIDATED DELIVERY COMPANY BALTIMORE CAR & TRUCK 7920 TAR BAY DRIVE JESSUP, MD 20794	Attn: Liz Miller Phone: 410-799-6162 X 112 Email: lizm@btrtrucks.com	Trade debt				\$177,828.15
8	EAGAN MN LEASE JUDGEMENT C/O STINSON, LEONARD & STREET 50 SOUTH SIXTH STREET, STE. 2600 MINNEAPOLIS, MN 55402	Attn: Benjamin J. Court Phone: 612-335-1615 Email: Benjamin.Court@stinson.com	Trade debt	Disputed			\$157,000.00
9	NEW MEXICO STATE AUDIT BUREAU D, TAXATION AND REVENUE DEPARTMENT 5301 CENTRAL AVENUE NE 14TH FLOOR ALBUQUERQUE, NM 87198-8485	Attn: George T. Romero Phone: 575- 627-2918 Fax: 575- 624-6070 Email: George.Romero@State.nm.us	Trade debt	Disputed			\$134,500.00
10	ONEBEACON INSURANCE GROUP 605 HIGHWAY 169 NORTH SUITE 800 PLYMOUTH, MN 55441	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 501- 374-9300 Fax: Email:	Trade debt				\$34,745.50
11	EXPRESS COURIER INTL BHM P.O.BOX 206863 DALLAS, TX 75320-6863	Attn: Barbara Snowden Phone: 615- 333-8531 Email: Barbara.Snowden@LSOFINALMILE.COM	Trade debt			\$69,692.05	\$122,833.66
12	RACKSPACE 1 FINANCIAL PLACE CITY OF WINDCREST SAN ANTONIO, TX 78218	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 800- 961-4454 Fax: 210-312-4500 Email: legalnotice@rackpace.com	Trade debt				\$122,044.51
13	KELLY SERVICES INC. (IL) 1212 SOLUTIONS CENTER CHICAGO, IL 60677-1002	Attn: Cheryl A. Beattie Phone: 248-273-8574 Email: cheryl.beattie@kellyservices.com	Trade debt				\$106,453.43

Debtor BeavEx Holding Corporation, et. al
Name

Case number (if known) _____

	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		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14	WASHINGTON DEPT. OF LABOR 901 N. MONROE STREET, SUITE 100 SPOKAN, WA 99201	Attn: Andrew Bartleson Phone: 509-324-2580 Email: Andrew.Bartleson@lni.wa.gov	Trade debt	Disputed			\$94,087.88
15	BB&T 200 WEST SECOND STREET WINSTON-SALEM, NC 27101	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 336-733-2000 Fax: Email:	Trade debt	Disputed			\$86,315.02
16	NEXEM STAFFING INC DBA CHR HOLDINGS C/O WELLS FARGO BUSINESS CREDIT PO BOX 202056 DALLAS, TX 75320-2056	Attn: Christina Messina Phone: 949-759-1102 Ext. 4348 Fax: 972.247.8373 Email: cmessina@nexem.com	Trade debt				\$81,535.23
17	SONORAN TRANSPORT LLC. PO BOX 621 WADDELL, AZ 85355-9998	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 609-549-6415 Email:sonorantransportaz@gmail.com	Trade debt				\$77,130.00
18	GRANT THORNTON LLP 33570 TREASURY CENTER CHICAGO, IL 60694-3500	Attn: Zohaib Khan Phone: 212- 599-0100 Fax: 312-602-8099 Email: Zohaib.Khan@us.gt.com	Professional Services				\$76,155.00
19	ONTRAC - CO 41 NORTHERN STACKS DRIVE SUITE # 200 FRIDLEY, MN 55421	Attn: Ann Hinnenkamp Phone: 1-800-334-5000 Email: ahemann@ontrac.com	Trade debt				\$74,010.26
20	NTT DATA SERVICES L.L.C. PO BOX 677956 DALLAS, TX 75267-7956	Attn: Suresh Santhanam Fax: 972-624-7940 Email: Ivy.Lau@NTTDATA.com	Professional Services				\$71,098.00
21	GOEXPRESS INC DBA GO EXPRESS 36 SEABRING STREET BROOKLYN, NY 11231	Attn: Helena Leavy Phone: 718- 624-2000 Fax: 718-624-2184 Email: hleavy@nygoexpress.com	Trade debt				\$70,641.65
22	GENERAL DATATECH L.P DEPT. D8014 P O BOX 650002 DALLAS, TX 75265	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 214- 857-6100 Fax: 214-857-6500	Trade debt				\$70,311.24

Debtor BeavEx Holding Corporation, et. al
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, 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 partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	XTRA LEASE LLC PO BOX 219562 KANSAS CITY, MO 64121-9562	Attn: Lisa Osborne Phone: 972- 438-1271 Fax: 314-579-9138 Email: ljosborn@xtra.com	Trade debt				\$69,840.15
24	SHEFFA LLC ATTN: PROPERTY MANAGER 745 EAST MARYLAND AVENUE PHOENIX, AZ 85014	Attn: Irwin G. Pasternack, Phone: 602- 279-2808 Fax: 602-277-5978 Email: pasternackproperties@pasternack.net	Landlord				\$55,191.16
25	INTERNAL DATA RESOURCES INC 5230 AVALON BOULEVARD ALPHARETTA, GA 30009	Attn: Michelle Bennett Phone: 770- 671-0040 Ext. 1610 Fax: 770-671-1106 Email: billing@IDR-INC.com	Trade debt				\$48,960.00
26	APG SHADOWOOD LLC TWO SECURITIES CENTRE, 3500 PIEDMONT ROAD, STE. 610, ATLANTA, GA 30305	Attn: Austin Chase Phone: 404-442-6119 Email: Austin.chase@atlantapg.com	Landlord				\$48,333.05
27	MCA FINANCIAL GROUP LTD 4909 N. 44TH STREET PHOENIX, AZ 85018	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 602- 710-2503 Fax: 480-247-4130	Landlord				\$48,250.00
28	AEROTEK PROFESSIONAL SERVICES 3689 COLLECTION CTR DR CHICAGO, IL 60693	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 866-562-3463	Trade debt				\$43,545.30
29	IPERS SOUTH BAY PORTFOLIO INC P.O. BOX 6234 HICKSVILLE, NY 11802	Attn: Officer, Managing or General Agent, or Responsible Party Phone: 714- 634-4664	Trade debt				\$42,208.81
30	ZIPP EXPRESS PO BOX 1538 MARYLAND HEIGHTS, MO 63043	Attn: Janet M. Phone: 314- 842-8877 Fax: 314-842-8870 Email: JanetM@zipdelivers.com	Trade debt				\$41,146.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: BEAVEX HOLDING CORPORATION, <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 19-____ () Joint Administration Requested
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**DEBTORS' CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, BeavEx Holdings, Inc., and its subsidiaries, who are each debtors and debtors in possession the above captioned cases (each, a “Debtor”) states that the following is a list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of interests in USXP, LLC, in as well as of equity security holders with the power to vote 10% or more of the voting securities of the Debtor:

Name and Address	Approximate Percentage of Interests Held
BeavEx Incorporated 2120 Powers Ferry Rd. SE Suite 300 Atlanta, GA 30339	100%

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

Fill in this information to identify the case:

Debtor name USXP, LLC

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing.

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

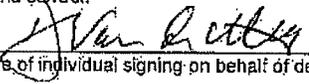
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

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 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration: Corporate Ownership Statement and List of Equity Interest Holders.

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

Executed on 2/18/2019

x 
Signature of individual signing on behalf of debtor

Donald Van der Wiel
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**WRITTEN CONSENT OF THE MANAGER OF
USXP, LLC**

February 18, 2019

The UNDERSIGNED, being the sole manager (the “Manager”) of USXP, LLC, a Delaware limited liability company (the “Company”), does hereby consent, in accordance with the relevant provisions of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated on even date herewith (the “LLC Agreement”), and the Delaware Limited Liability Company Act, to the adoption of the following resolutions and the actions specified therein.

WHEREAS, on or before the date hereof, the Board of the Company approved the sale of the assets of the Company and certain of its affiliates pursuant to that certain Asset Purchase Agreement, by and between the Company, certain of its affiliates and TForce Final Mile, LLC, TForce Final Mile West, LLC, and TForce Logistics, LLC; and

WHEREAS, in the judgment of the Board, it is desirable and in the best interest of the Company, its creditors and member, that a voluntary petition (the “Petition”) be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

NOW, THEREFORE, BE IT:

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which it deems reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is

FURTHER RESOLVED, that Donald Van der Wiel, any officer of the Company and any of their designees (collectively, the “Designated Persons”) shall be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the Bankruptcy Court commencing a case (the “Bankruptcy Case”) and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is

FURTHER RESOLVED, that the Company is authorized to employ Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) as its bankruptcy

counsel to render legal services in connection with, and to represent the Company in, the Bankruptcy Case and in any and all related proceedings, subject to Bankruptcy Court approval; and in connection therewith, the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is

FURTHER RESOLVED, that the Company is authorized to employ JND Stretto (“Stretto”)¹ to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an appropriate application for authority to retain the services of Stretto; and it is

FURTHER RESOLVED, that the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Designated Persons shall be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed one or more appropriate applications for authority to retain the services of such firms; and it is

FURTHER RESOLVED, that the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is authorized, directed, and empowered from time to time, in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is

FURTHER RESOLVED that the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and

¹ Stretto is the trade name of Bankruptcy Management Solutions, Inc. and its subsidiaries.

empowered, on behalf of and in the name of the Company, to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED that the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens or mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is

FURTHER RESOLVED, that the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is authorized, directed, and empowered from time to time in the name and on behalf of the Company, to (i) take such further actions and execute and deliver such certificates, instruments, guaranties, notices, and documents as may be required or as such officer may deem necessary, advisable, or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like and (ii) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is

FURTHER RESOLVED, that the Designated Persons shall be, and each of them, acting alone or in any combination, hereby is authorized, directed, and empowered from time to time, in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a

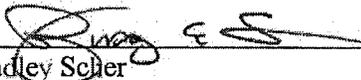
member or manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any) and (iii) as a stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and it is

FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved, and ratified.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the sole Manager of the Company, executed this Written Consent of the Manager, effective as of the date set forth above.

MANAGER:



Bradley Schler