

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

NEW ENGLAND MOTOR FREIGHT, INC.,
et al.,

Debtors.¹

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

Introduction

New England Motor Freight, Inc., Eastern Freight Ways, Inc., NEMF World Transport, Inc., Apex Logistics, Inc., Jans Leasing Corp., Carrier Industries, Inc., Myar, LLC, MyJon, LLC, Hollywood Avenue Solar, LLC, United Express Solar, LLC, and NEMF Logistics, LLC (collectively, the “**Debtors**”)² with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the District of New Jersey (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities and Statement of Financial Affairs (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publicly filed or otherwise). Additionally, the Schedules and Statements

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

² A detailed description of the Debtors and their businesses, and the facts and circumstances surrounding the Debtors’ chapter 11 cases are set forth in the *Declaration of Vincent Colistra in Support of Debtors’ Chapter 11 Petitions and First Day Motions* filed contemporaneously with the Debtors’ voluntary chapter 11 petitions for relief filed under the Bankruptcy Code on February 11, 2019 [Dkt No. 22].

contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date (as defined below) or at any time before the Petition Date. Likewise to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at any time before the Petition Date or on the Petition Date.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

Mr. Vince Colistra has signed each of the Schedules and Statements in his capacity as Chief Restructuring Officer of each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Colistra has relied upon the efforts, statements and representations of various personnel employed by the Debtors. Mr. Colistra has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

The Global Notes are in addition to any specific notes contained in each Debtor's Schedules and Statements. The fact that the Debtors have prepared Global Notes or specific notes with respect to any information in the Schedules and Statements and not to other information in the Schedules and Statements should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Notes or specific notes to any of the Debtors' remaining Schedules and Statements, as appropriate.

Global Notes and Overview of Methodology

1. Reservation of Rights. Reasonable efforts have been made to prepare and file complete

and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to any claim (“**Claim**”) description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and “as of” Information Date.** On February 11, 2019 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 13, 2019, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors’ chapter 11 cases [Docket No. 44].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of January 31, 2019, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of February 11, 2019.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors’ Schedules and Statements reflect net book values as of January 31, 2019, in the Debtors’ books and records. Additionally, because the book values of certain assets, may materially differ from their fair market values, they may be listed as undetermined amounts as of the

Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.

4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
5. **Real Property and Personal Property-Leased.** In the ordinary course of their businesses, the Debtors leased real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).
6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a post-petition basis. Prepetition liabilities which have been paid post-petition have been excluded from the Schedules and Statements. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims

objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.

7. **Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define “insiders” to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 5% of the voting securities of the Debtor entities; (d) Debtor affiliates; (e) trusts; (f) trust beneficiaries; and (g) relatives of any of the foregoing (to the extent known by the Debtors). Entities listed as “insiders” have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code.
8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

9. **Intercompany and Other Transactions.** For certain reporting and internal accounting purposes, the Debtors record certain intercompany receivables and payables. Receivables and payables among the Debtors are reported as assets on Schedule A/B or liabilities on Schedule E/F part 2, as appropriate (collectively, the “***Intercompany Claims***”). Intercompany Claims are reported as of January 31, 2019, updated, where practical, to reflect values as of the Petition Date for accounts that have had material changes since January 31, 2019. While the Debtors have used commercially reasonable efforts to ensure that the proper intercompany balance is attributed to each legal entity, the Debtors and their estates reserve all rights to amend the Intercompany Claims in the Schedules and Statements, including, without limitation, to change the characterization, classification, categorization or designation of such claims, including, but not limited to, the right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise properly assets or liabilities of a different Debtor entity. Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis. As a result, the Schedules and Statements may not reflect all intercompany activity.
10. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts and unexpired leases, including the right to amend Schedule G.

Moreover, other than real property leases reported in Schedule A/B 55, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G.

11. **Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's or mechanic's liens.
12. **Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the Claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to exercise their rights to setoff against such Claims.
13. **Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such claims as "disputed," "contingent," and/or "unliquidated." Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
14. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
15. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. Undetermined Amounts. The description of an amount

as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.

- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

16. Estimates and Assumptions. Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

17. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

18. Intercompany. The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

19. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors’ Schedules and Statements.

20. Employee Addresses. Employee addresses have been removed from entries listed on Schedules E/F and G and the Statements, as applicable. These addresses are available upon request of the Office of the United States Trustee and the Bankruptcy Court. Service of pleadings and documents to employees by the Debtors’ court-approved claims and noticing agent will be made to each employee’s home address as such address exist on the Debtors’ books and records.

21. Global Notes Control. If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of January 31, 2019, unless otherwise noted below. Other than real property leases reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of February 11, 2019. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion For Entry Of Interim And Final Orders: (A) Authorizing The Debtors To (I) Continue Their Cash Management System, (Ii) Honor Certain Related Prepetition Obligations, (Iii) Maintain Existing Business Forms, And (Iv) Continue To Perform Intercompany Transactions; (B) Authorizing And Directing The Debtors' Banks To Honor All Related Payment Requests; (C) Granting Interim And Final Waivers Of The Debtors' Compliance With Section 345(B) Of The Bankruptcy Code; (D) Scheduling A Final Hearing; And (E) Granting Related Relief* [Docket No. 12] (the "**Cash Management Motion**").

Schedule A/B 7. The Bankruptcy Court, pursuant to the *Debtors' Motion For Interim And Final Orders Under Section 366 Of The Bankruptcy Code: (A) Prohibiting Utility Providers From Altering, Refusing, Or Discontinuing Service; (B) Deeming Utilities Adequately Assured Of Future Performance; (C) Establishing Procedures For Resolving Requests For Additional Or Different Adequate Assurance Of Payment; And (D) Scheduling A Final Hearing* [Docket No. 21], has authorized the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of \$142,985.00. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

Schedule A/B 11. Accounts receivable do not include intercompany receivables. Intercompany receivables are reported on Schedule A/B 77.

Schedule A/B 15. Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Schedule A/B 55. The Debtors have listed owned real property in Schedule A/B 55. The Debtors have also listed their real property leases in Schedule A/B 55. With the exception of leasehold improvements for Eastern Freight Ways, Inc., the Debtors have reported all of their leasehold improvements on an aggregate basis under Schedule A/B 55 for New England Motor Freight, Inc.

Schedule A/B 62. The Debtors maintain various licenses in connection with the conduct of their business. The Debtors listed the states in which they are authorized to do business and the types of licenses they hold on Schedule A/B 62, but the detailed list of licenses by license number is voluminous and has not been listed on Schedule A/B 62, as the value is undetermined.

Schedule A/B 63. The Debtors maintain a customer database. The amount is listed as undetermined because the fair market value of such ownership cannot be determined.

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, or refunds. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim. In addition, the workers' compensation and medical receivables detailed in response to Schedule A/B 75 are contingent upon actual workers compensation/medical claims or audited premiums and are all scheduled against New England Motor Freight, Inc., as the allocation between Debtors is contingent on the applicable receivable resolution.

Schedule A/B 77. The Debtors have Receivables (due from) and Payables (due to) shareholders, trust accounts, and other insiders (related parties). By each Debtor, and for each related party, the Schedules disclose the receivable amount on Schedule A/B and the payable amount on Schedule E/F. Historically, the Debtor offset the receivables and payables and calculated a consolidated Net Receivable for all Debtors from all related parties. As of February 11, 2019, the Debtors calculate this net number to be \$8,787,747.00 Post February 11, 2019 Myron Shevell paid to the Debtors on behalf of all the related parties, \$8,721,711.00 and will pay the balance, \$66,036.00 in the very near future.

Schedule D. The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. With respect to the funded debt lenders listed in Schedule D, each lender is listed as to each Uniform Commercial Code ("UCC") financing statement filed by such lender. However, the total amount of the funded debt claim for each such lender is listed only against the first UCC financing statement, and the remaining UCC financing statement entries are listed in a total claim amount of \$0.00.

Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the Claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

Schedule E/F part 1. The Debtors have incurred and continue to incur federal, state and/or local taxes. These obligations are estimated, and accordingly, the Debtors' quarterly payments of estimated tax liabilities and accruals for estimated federal, state and/or local taxes are not included in the Schedule E/F part 1.

WARN Act Litigation Claim: On February 14, 2019, an adversary complaint was filed in the Bankruptcy Court, captioned *Mary Carlin and Dan Webster, on their own behalf and on behalf of all other persons similarly situated (collectively, the "WARN Act Plaintiffs")*, v. *New England Motor Freight, Inc.* [Docket No. 51], commencing Adv. Proc. No. 19-01073 (JKS), seeking to certify a class with respect to certain current and former employees of the Debtors for alleged violations of, among other things, the WARN Act (the "WARN Action"). Prior to the Petition Date, NEMF entered into an agreement with the International Association of Machinists and Aerospace Workers ("Union") that provided, among other things, for NEMF to make total severance payments to Union employees equal to the greater of (i) two weeks' salary, or (ii) each Union employee's accrued and unused vacation and personal days, and, under either option, plus an extension of medical benefits up through and including April 13, 2019 at no expense to the terminated Union employees. As part of a global settlement, NEMF extended the same severance benefits to its non-union employees ensuring that both Union and non-Union employees received the same severance benefits (the "Global Settlement"). As part of the approval of the Global Settlement, which was approved by Order of the Bankruptcy Court dated March 1, 2019 [Dkt. No. 155], NEMF agreed to provide the WARN Act Plaintiffs with additional severance payments totaling up to an additional \$2.7 Million, less Court approved attorney's fees to WARN Action counsel of no more than \$300,000, after consideration of an application by WARN Action counsel therefor and any objections thereto by any party-in-interest (other than the Debtors). Such additional severance payments to the WARN Act Plaintiffs will be made by NEMF as promptly as possible upon sufficient funds being available to the NEMF estate as determined by NEMF. As of the date of this filing, no such payments have been made.

Schedule E/F part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to

pending litigation listed in the Debtors' Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

In addition, the workers' compensation and medical payables in Schedule E/F part 2 are contingent upon actual workers compensation claims and medical claims or audited premiums and are all scheduled against New England Motor Freight, Inc., Eastern Freight Ways, Inc. and Carrier Industries, Inc., as the allocation between Debtors is contingent on the applicable payable resolution.

The Debtors have Receivables (due from) and Payables (due to) shareholders, trust accounts, and other insiders (related parties). By each Debtor, and for each related party, the Schedules disclose the receivable amount on Schedule A/B and the payable amount on Schedule E/F. Historically, the Debtor offset the receivables and payables and calculated a consolidated Net Receivable for all Debtors from all related parties. As of February 11, 2019, the Debtors calculate this net number to be \$8,787,747.00. Post February 11, 2019 Myron Shevell paid to the Debtors on behalf of all the related parties, \$8,721,711.00 and will pay the balance, \$66,036.00 in the very near future.

Schedule G. Although reasonable efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors may have occurred. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease, was in effect on the Petition Date, or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

The Debtors are parties to numerous customer contracts. The Debtors have used their reasonable efforts, based upon their books and records, to provide a listing of the customer contracts on Schedule G. However, certain customer contracts may not be included where such information could not be obtained using the Debtors' reasonable efforts.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether

such related materials constitute an executory contract, a single contract or agreement, or multiple, severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

The Debtors' reserve all of their rights, Claims and causes of action with respect to the contracts on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditors' Claims.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. Schedule G may be amended at any time to add any omitted contract, agreement or lease.

The listing of any contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code to dispute the effectiveness of any such contract or to amend Schedule G at any time to remove any contract, agreement or lease.

The Debtors maintain a variety of insurance policies, including, without limitation, workers' compensation, excess liability and general liability related policies. For purposes of Schedule G, all insurance policies are included however, multiple Debtors may be a party to or covered by the policies.

Schedule H. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3.

Statement 4. Statement 4 accounts for a respective Debtor's intercompany transactions, as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage, which coverage is provided to all of the Debtors' employees, has not been included.

In addition, the Debtors have included all consulting and payroll distributions and other expense reimbursements made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider."

Statement 5. Statement 5 excludes goods returned in the ordinary course of business.

Statement 7. Any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein. The Debtors receive, process and settle, primarily auto liability claims which are not subject to formal proceedings. To the extent these claims are not the subject of a formal proceeding, whether pending or concluded, these claims have not been listed in Statement 7. In addition to the sales tax audits disclosed on Statement 7, New York state has requested a sales tax audit and it is anticipated that additional audit requests will be received.

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes. The Debtors are self-insured for their auto and property casualty claims up to \$500,000.00 and treats these losses as part of its ordinary course of business. Accordingly, auto and property casualty losses are not disclosed on Statement 10.

Statement 11. Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services, and may include services rendered to other parties.

Statement 17. In addition to the disclosures listed on Statement 17, New England Motor Freight, Inc. is currently contributing to the Machinists Money Purchase Pension Plan, which is a defined contribution plan. This plan has not been listed on Statement 17 because New England Motor Freight, Inc. does not serve as plan administrator.

Statement 21. The Debtors have in their possession several trailers of freight that are either “Salvage” freight (property of the Debtors’ estates) or freight owned by third parties. The Debtors are sorting the freight and attempting to identify the contents as well as contact the rightful owners should the freight turn out to be customer property. Once the process is complete, the Debtors anticipate that the Salvage freight and any additional unclaimed freight will be disposed of via sale during the auction process or by abandonment.

Statement 26a. The Debtors have listed the beginning date of employment for its accountants and bookkeepers on a consolidated basis across all Debtor entities, irrespective of the formation date of the various Debtor entities.

Statement 26d. The Debtors have used their reasonable efforts to provide a listing of parties to which combined and consolidated financial statements have been provided. However, the Debtors provide numerous banks, vendors and customers with financial statements and the listing on Statement 26d may not be a complete listing of every party provided financial statements.

Statement 30. Unless otherwise indicated in a Debtor’s specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Statement 32. The Debtors have only listed defined benefit plans on Statement 32. Defined contribution plans have been listed on Statement 17 to the extent that the Debtors are the plan administrator.

Fill in this information to identify the case:

Debtor name: Apex Logistics, Inc.

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 19-12815

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16

The debtor must answer every question. 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).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue (Check all that apply)	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 12/30/2018 to 2/11/2019	☒ Operating a business ☐ Other: _____	\$0.00
For prior year:	From 12/31/2017 to 12/29/2018	☒ Operating a business ☐ Other: _____	\$1,204.00
For the year before that:	From 1/1/2017 to 12/30/2017	☒ Operating a business ☐ Other: _____	\$3,175.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 12/30/2018 to 2/11/2019	INTEREST	\$3,166.00
For prior year:	From 12/31/2017 to 12/29/2018	INTEREST	\$30,034.00
For the year before that:	From 1/1/2017 to 12/30/2017	INTEREST	\$0.00

Debtor **Apex Logistics, Inc.**Case number (if known) **19-12815****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 04/01/2019 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. _____ _____ _____	_____	\$ _____	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 04/01/2019 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. NEW ENGLAND MOTOR FREIGHT, INC. 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	2/1/2019	\$70,000.00	CONSOLIDATION OF FUNDS
Relationship to debtor			
INTERCOMPANY			
Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.2. NEW ENGLAND MOTOR FREIGHT, INC. 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	2/14/2018	\$350,000.00	CONSOLIDATION OF FUNDS
Relationship to debtor			
INTERCOMPANY			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	_____	_____	_____	\$ _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

	Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1.	_____	_____	_____	\$ _____

	_____	Last 4 digits of account number: XXXX-_____		

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1. ¹	THANG TRAN AND YEN LAM, HIS WIFE V. NEW ENGLAND MOTOR FREIGHT INC., CARRIER INDUSTRIES, INC., EASTERN FREIGHT WAYS, INC., NEW ENGLAND MOTOR FREIGHT LOGISTICS, NEW ENGLAND MOTOR FREIGHT WORLD TRANSPORT, APEX LOGISTICS, RUSSELL D. LORE	AUTO LIABILITY CLAIM	COURT OF COMMON PLEAS, PHILADELPHIA COUNTY, PENNSYLVANIA PHILADELPHIA CITY HALL ROOM 296 PHILADELPHIA PA 19107	☒ Pending ☐ On appeal ☐ Concluded
	Case number			
	190202690			

¹FILED 2/26/2019

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____	_____	_____	\$ _____

Recipient's relationship to debtor			

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1. _____	\$ _____	_____	\$ _____

Debtor **Apex Logistics, Inc.**Case number (if known) **19-12815****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____	_____	_____	\$ _____
Address			

Email or website address			

Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1. _____	_____	_____	\$ _____
Trustee			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			

Relationship to debtor			

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

	Address	Dates of occupancy
14.1.		From To

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 8: Healthcare Bankruptcies

15. Healthcare bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ _____ _____ _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider _____ _____ _____ _____	How are records kept? Check all that apply: ☐ Electronically ☐ Paper

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☒ No

☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

☐ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ None. Go to Part 10.

☐ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☐ No

☐ Yes. Fill in below.

Name of plan

Employer identification number of the plan

EIN: ____-____-____

Has the plan been terminated?

☐ No

☐ No

Debtor **Apex Logistics, Inc.**Case number (if known) **19-12815****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ _____ _____	XXX-_____	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1. _____ _____ _____	_____ _____ _____	_____	☐ No ☐ Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1. _____ _____ _____	_____ _____ _____	_____	☐ No ☐ Yes

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

	Owner's name and address	Location of the property	Description of the property	Value
21.1.	_____	_____	_____	\$ _____

Debtor **Apex Logistics, Inc.**Case number (if known) **19-12815****Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1. _____	_____	_____	☐ Pending
Case number	_____		☐ On appeal
_____	_____		☐ Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1. _____	_____	_____	_____
_____	_____		
_____	_____		

24. Has the debtor notified any governmental unit of any release of hazardous material?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1. _____	_____	_____	_____
_____	_____		
_____	_____		

Debtor **Apex Logistics, Inc.**Case number (if known) **19-12815****Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ _____ _____	_____	EIN: ____ - ____ - ____ Dates business existed From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. CRAIG EISENBERG 10 REDWOOD DR MARLBORO NJ 07746	From 1/1998 To 12/31/2018
26a.2. JOHN KROTULIS 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	From 7/1993 To Present
26a.3. KARYL CARTER 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	From 10/9/1997 To Present
26a.4. MATTHEW LOMUTI 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	From 9/1998 To Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. WITHUM, SMITH & BROWN, PC 331 NEWMAN SPRINGS ROAD STE 125 RED BANK NJ 07701-6765	From 7/2014 To Present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

	Name and address	If any books of account and records are unavailable, explain why
26c.1.	JOHN KROTULIS 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	
26c.2.	KARYL CARTER 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	
26c.3.	MATTHEW LOMUTI 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	
26c.4.	WITHUM, SMITH & BROWN, PC 331 NEWMAN SPRINGS ROAD STE 125 RED BANK NJ 07701-6765	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

	Name and address
26d.1.	CAPITAL ONE MS. MARGARET KOT,VP 499 THORNAL STREET 11TH FLOOR EDISON NJ 08837
26d.2.	CAPITAL ONE BANK MR. JOSEPH F. DEMPSEY, JR.,SENIOR REG. CREDIT OFFICER 499 THORNALL STREET 11TH FLOOR EDISON NJ 08818
26d.3.	CAPITAL ONE BANK MS. ARLENE S. PEDOVITCH,SVP 499 THORNALL STREET 11TH FLOOR EDISON NJ 08837
26d.4.	CAPITAL ONE, N.A. MR. RONALD ANDERSON,SENIOR VICE PRESIDENT 499 THORNALL ST. 11TH FLOOR 11TH FLOOR EDISON NJ 08837

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Name and address

26d.5. CHASE BANK
MR. LESTER PATAKIMANAGING DIRECTOR REGION MANAGER
250 PEHLE AVE.
SUITE 105
SADDLE BROOK NJ 07663

Name and address

26d.6. DAIMLER TRUCK FINANCIAL
MR. BRIAN KOCHAKJI
1002 BURNT TAVERN ROAD
POINT PLEASANT NJ 08742

Name and address

26d.7. EAST WEST BANK
MR. DAVID MILLS, FVP-REALTIONSHIP MANAGER
1826 NORTH WOLCOTT AVE.
CHICAGO IL 60622

Name and address

26d.8. EAST WEST BANK
MR. SAAD KHAWAJA, VP-PORTFOLIO MANAGER
535 MADISON AVE
8TH FLOOR
NEW YORK NY 10022

Name and address

26d.9. EAST WEST BANK
MR. TIM MORIARITY,VP
405 WORTH CT.
CRANBURY TOWNSHIP PA 16066

Name and address

26d.10. EAST WEST BANK
MS. RHONDA LEE, SVP
533 MADISON AVE
8TH FLOOR
NEW YORK NY 10022

Name and address

26d.11. EAST WEST EQUIPMENT FINANCE
MR. JON MERCER, VP CREDIT UNDERWRITER
2475 NORTHWINDS PARKWAY
SUITE 330
ALPHARETTA GA 30009

Name and address

26d.12. FIFTH THIRD BANK
MR. AUSTIN SIZEMORE
38 FOUNTAIN SQUARE PLAZA
MD 10904A
CINNCINNATI OH 45263

Name and address

26d.13. FIFTH THIRD BANK
MR. FRANK CONFORTI, VP
40 BALDWIN ROAD
PARSIPPANY NJ 07054

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Name and address

26d.14. FIFTH THIRD BANK
MR. JOHN SHEA ASST. VICE PRESIDENT
580 WALNUT STREET
CINNCINNATI OH 45202

Name and address

26d.15. FIFTH THIRD BANK
MS. ESTHER WESTPHAL
142 W. 57 STREET
SUITE 1600
NEW YORK NY 10019

Name and address

26d.16. FIFTH THIRD BANK
MS. PEGGY BODE
38 FOUNTAIN SQUARE PLAZA
CINNCINNATI OH 45263

Name and address

26d.17. JP MORGAN CHASE
MR. RICHARD BALDWIN,VP
250 PEHLE AVENUE
SUITE 105
SADDLEBROOK NJ 07663

Name and address

26d.18. JP MORGAN CHASE BANK
MR. HERMAN DODSON, SR. VP
250 PEHLE AVENUE
SUITE 105
SADDLEBROOK NJ 07663

Name and address

26d.19. JP MORGAN CHASE BANK, N.A.
MR. LEONARD NOLL, SENIOR VICE PRESIDENT
250 PEHLE AVENUE
SUITE 105
SADDLEBROOK NJ 07663

Name and address

26d.20. M&T BANK
MR. DAVID FAIRBAIRN, VP
99 WOOD AVE. SOUTH
ISELIN NJ 08830

Name and address

26d.21. M&T BANK
MRS. PAULA MANDALL, REGIONAL PRESIDENT
303 SOUTH BROADWAY
SUITE 130
TARRYTOWN NY 10591

Name and address

26d.22. MCF/VFS
MR. BRIAN MCDERMOTT
2164 BAILEY CORNER ROAD
SEA GIRT NJ 08750

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Name and address

26d.23. PEAPACK GLADESTONE BANK
MRS. LISA GALLO-CONKLIN MANAGING DIRECTOR
400 FRANK W. BURR BLVD.
TEANECK NJ 07666

Name and address

26d.24. PEAPACK GLADESTONE BANK
MR. DOUGLAS L. KENNEDY, PRESIDENT
710 ROUTE 46 EAST
SUITE 306
FAIRFIELD NJ 07004

Name and address

26d.25. SANTADER BANK
MS. MINH PERSAUD, SENIOR RELATIONSHIP ASSISTANT
200 PARK AVE
SUITE 100
FLORHAM PARK NJ 07932

Name and address

26d.26. SANTANDER BANK
MR. PATRICK MCMULLAN, VICE PRESIDENT CREDIT OFFICER
200 PARK AVE
SUITE 100
FLORHAM PARK NJ 07932

Name and address

26d.27. SANTANDER BANK
MR. PAUL RODITAKIS, VICE PRESIDENT
MAIL CODE: RI 1 TWR 03 10
ONE FINANCIAL PLAZA
PROVIDENCE RI 02903

Name and address

26d.28. SANTANDER BANK
MR. ROBERT VANDERVALK, SENIOR VICE PRESIDENT
45 E. 53 STREET
NEW YORK NY 10022

Name and address

26d.29. SANTANDER BANK
MR. TIMOTHY MAHER, SENIOR VICE PRESIDENT
200 PARK AVE
SUITE 100
FLORHAM PARK NJ 07932

Name and address

26d.30. SANTANDER BANK
MR. PATRICK MCMULLAN VICE, PRESIDENT CREDIT OFFICER
200 PARK AVE
SUITE 100
FLORHAM PARK NJ 07932

Name and address

26d.31. SANTANDER BANK
MS. MANNIESIDHU, CREDIT OFFICER II, AVP
830 MORRIS TURNPIKE
SHORT HILLS NJ 07078

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Name and address

26d.32. TD BANK
MRS. LYNNE LITTERINI,VP
1000 MACARTHUR BLVD.
MAHWAH NJ 07430

Name and address

26d.33. TD BANK, N.A.
MR. JAMES E. VOGEL, SENIOR VICE PRESIDENT
1000 MACARTHUR BLVD.
MAHWAH NJ 07430

Name and address

26d.34. TRI STATE CAPITAL BANK
MR. JOHN BUGLIONE, SVP
RARITAN PLAZA I
110 FIELDCREST AVE, MAILBOX #11
EDISON NJ 08837

Name and address

26d.35. TRI STATE CAPITAL BANK
MR. KENNETH ORCHARD, PRESIDENT
110 FIELDCREST AVENUE
MAIL BOX # 11
EDISON NJ 08837

Name and address

26d.36. VOLVO FINANCIAL SERVICES
MR. DAVID STEVENS
7025 ALBERT PICK ROAD
SUITE 105
GREENSBORO NC 27409

Name and address

26d.37. WEBSTER CAPITAL
MR. MIKE GIUSTO
344 MAIN STREET
KENSINGTON CT 06037

Name and address

26d.38. WELL FARGO EQUIPMENT FINANCE
MR. PATRICK SCATUORCHIO, TERRITORY MANAGER
190 RIVER ROAD
SUMMIT NJ 07901

Name and address

26d.39. WELLS FARGO BANK
MR. JAMES FITZGERALD, JR., REGIONAL PRESIDENT
12 EAST 49 STREET
45TH FLOOR
NEW YORK NY 10017

Name and address

26d.40. WELLS FARGO BANK
MRS. SUSAN WRIGHT-KAIL, SENIOR REGIONAL DIRECTOR
190 RIVER ROAD
SUITE 200
SUMMIT NJ 07901

Debtor **Apex Logistics, Inc.**Case number (if known) **19-12815****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1. _____	_____	\$ _____

Name and address of the person who has possession of inventory records

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

	Name and address	Position	Nature of any interest	% of interest, if any
28.1.	MATTHEW LOMUTI 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	VP OF FINANCE & ASST. SECRETARY	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	MYRON P. SHEVELL C/O WHITEFORD TAYLOR & PRESTON LLP PAUL NUSSBAUM 7 SAINT PAUL STREET BALTIMORE MD 21202-1636	PRESIDENT, CHAIRMAN OF THE BOARD & SHAREHOLDER	COMMON	10.00%
	Name and address	Position	Nature of any interest	% of interest, if any
28.3.	NANCY SHEVELL 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	VICE PRESIDENT - ADMINISTRATION & SECRETARY	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.4.	SHEVELL FAMILY 2016 DYNASTY TRUST C/O WHITEFORD TAYLOR & PRESTON LLP PAUL NUSSBAUM 7 SAINT PAUL STREET BALTIMORE MD 21202-1636	SHAREHOLDER	COMMON	90.00%
	Name and address	Position	Nature of any interest	% of interest, if any
28.5.	SUSAN COHEN 1-71 NORTH AVENUE EAST ELIZABETH NJ 07201	TREASURER	N/A	N/A

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

	Name and address	Position	Nature of any interest	% of interest, if any
28.6.	VINCENT COLISTRA 110 CHADDS FORD COMMONS CHADDS FORD PA 19317	CHIEF RESTRUCTURING OFFICER	N/A	N/A

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	ARLEN W. BLAKEMAN 2000 SUBTRUST U/W/O JON SHEVELL P O BOX 6031 ELIZABETH NJ 07201	FORMER SHAREHOLDER	15% CLASS B	From 5/13/2013 To 5/30/2018

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.2.	CRAIG EISENBERG Address Intentionally Omitted	FORMER CHIEF FINANCIAL OFFICER	N/A	From 1/1998 To 12/31/2018

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.3.	MERISSA L. COHEN 2000 SUBTRUST U/W/O JON SHEVELL P O BOX 6031 ELIZABETH NJ 07201	FORMER SHAREHOLDER	7.5% CLASS B	From 5/13/2013 To 5/30/2018

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.4.	NANCY SHEVELL MCCARTNEY 2016 NON-GST EXEMPT IRREVOCABLE TRUST SOUTH DAKOTA TRUST COMPANY LLC ATT: FRANCES BECKER - SR. VP & TRUST OFFICER 4020 JACKSON BLVD SUITE 3 RAPID CITY SD 57702	FORMER SHAREHOLDER	30% CLASS B	From 12/12/2016 To 5/30/2018

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.5.	SUSAN S. COHEN 2016 NON- GST EXEMPT IRREVOCABLE TRUST SOUTH DAKOTA TRUST COMPANY LLC ATT: FRANCES BECKER - SR. VP & TRUST OFFICER 4020 JACKSON BLVD SUITE 3 RAPID CITY SD 57702	FORMER SHAREHOLDER	30% CLASS B	From 12/12/2016 To 5/30/2018

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.6.	ZACHARY W. COHEN 2000 SUBTRUST U/W/O JON SHEVELL P O BOX 6031 ELIZABETH NJ 07201	FORMER SHAREHOLDER	7.5% CLASS B	From 5/13/2013 To 5/30/2018

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below

	Name and address of recipient	Amount of money or value of property	Description of property	Dates	Reason for providing the value
30.1.	SEE RESPONSE AT PART 2, NO. 4	\$ _____	_____	_____	_____
	Relationship to debtor _____				

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No

☐ Yes. Identify below

	Name of the parent corporation	Employer Identification number of the parent corporation
31.1.	_____ _____ _____ _____	EIN: ____-____-____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below

	Name of the pension fund	Employer Identification number of the pension fund
32.1.	_____ _____ _____ _____	EIN: ____-____-____

Debtor **Apex Logistics, Inc.**

Case number (if known) **19-12815**

Part 14: Signature and Declaration

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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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.

4/5/2019
MM/DD/YYYY

x 
Signature of individual signing on behalf of the debtor

Printed name Vincent Colistra

Position or relationship to debtor Chief Restructuring Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes