

United States Bankruptcy Court DISTRICT OF DELAWARE					Voluntary Petition					
Name of Debtor (if individual, enter Last, First, Middle): GWLS Holdings, Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle): N/A					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-5949717					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A					
Street Address of Debtor (No. and Street, City, and State): 12404 Park Central Drive Suite 300 South Dallas, Texas <span style="float: right;">ZIP CODE 75251</span>					Street Address of Joint Debtor (No. and Street, City, and State): N/A <span style="float: right;">ZIP CODE</span>					
County of Residence or of the Principal Place of Business: Dallas					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address):  <span style="float: right;">ZIP CODE</span>					Mailing Address of Joint Debtor (if different from street address):  <span style="float: right;">ZIP CODE</span>					
Location of Principal Assets of Business Debtor (if different from street address above): Direct and indirect ownership of assets located in various locations in the United States					<span style="float: right;">ZIP CODE</span>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
		<b>Tax-Exempt Entity</b> (Check Box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>*Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
<b>*Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
<b>*Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

\*All financial information contained herein is reported on a consolidated book value basis with the Debtor's affiliates.

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>GWLS Holdings, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor <b>See Attachment A</b>	Case Number: <b>Pending</b>	Date Filed: <b>Date Hereof</b>	
District: <b>District of Delaware</b>	Relationship: <b>Affiliate</b>	Judge: <b>Pending</b>	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p style="text-align: center;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                  Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a party of this petition.</p>			
<b>Information Regarding the Debtor – Venue</b> (Check any applicable box.)			
<p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, 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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____                  (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____                  (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition  
(This page must be completed and filed in every case.)

Name of Debtor(s):  
GWLS Holdings, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

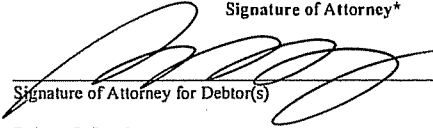
Pursuant to 112 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

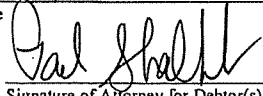
\_\_\_\_\_  
Date

Signature of Attorney\*

X   
Signature of Attorney for Debtor(s)

Robert S. Brady  
Young Conaway Stargatt & Taylor, LLP  
The Brandywine Building  
1000 West Street, 17th Floor  
Wilmington, DE 19801-1037  
(302) 571-6600

October 20, 2008  
Date

X   
Signature of Attorney for Debtor(s)

Matthew Feldman  
Paul V. Shalhoub  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019-6099  
(212) 728-8000

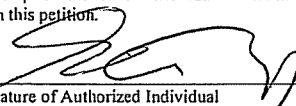
October 20, 2008  
Date

\*In a case which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X   
Signature of Authorized Individual

Stephen Bishop  
Printed Name of Authorized Individual  
Executive Vice President, Chief Financial Officer and Treasurer  
Title of Authorized Individual

October 20, 2008  
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

## ATTACHMENT A

### **Pending Bankruptcy Cases Filed by Affiliates of the Debtor**

Concurrently herewith, each of the affiliated entities listed below (collectively, the “Affiliated Debtors”) filed a petition in this 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 Debtor, together with the Affiliated Debtors, filed a motion requesting that this Court consolidate their chapter 11 cases for administrative purposes only.

The Affiliated Debtors are the following entities:

A-C Leasing, L.L.C.  
A-C Logistics, L.L.C.  
Am-Can Transport Service, Inc.  
American Trans-Freight, LLC  
ATF Flatbed, LLC  
ATF Leasing, LLC  
ATF Logistics, LLC  
ATF Management, LLC  
ATF Trucking, LLC  
ATF Van, LLC  
Avenue K, Ltd.  
Avenue W, Ltd.  
Bachelor Creek, Ltd.  
Brisk Transportation, L.P.  
Camrett Brokerage, Inc.  
Cargo-Master, Inc.  
CDL Diesel Repair, LLC  
CDL Leasing, Inc.  
Cheetah Transportation, LLC  
Cousins, Ltd.  
Dallas & Mavis Holdings, LLC  
Dallas & Mavis Specialized Carrier Co., LLC  
Golman-Hayden Company, Inc.  
Greatwide Canada Holdings, Inc.  
Greatwide Dedicated Transport, L.P.  
Greatwide Dedicated Transport II, Inc.  
Greatwide Dedicated Transport III, Inc.  
Greatwide Logistics Services, Inc.  
Greatwide Southpoint Holdings, LLC  
Greatwide Transportation Management Services, Inc.  
Greatwide Truckload Management, LLC  
Greenhead, Ltd.  
May Trucking, LLC  
National Transportation Specialists, LLC  
RK Holdings and Leasing, Inc.

RKHL Holdings, LLC  
Southpoint Distributing, Inc.  
Stewart Stiles Truck Line, Inc.  
Sunshine Carriers, Inc.  
TI GP, LLC  
TI Sub GP, LLC  
TIH Am-Can Holding Company, LLC  
TIH Cargo-Master Holding Company, LLC  
TII Holdings GP, LLC  
Total Warehousing, Inc.  
Total Warehousing/Ontario, L.L.C.  
Trans Coastal Trucking, L.L.C.  
Transport Industries Equipment Services, L.L.C.  
Transport Industries Holdings, L.P.  
Transport Industries, L.P.

**SECRETARY'S CERTIFICATE  
OF RESOLUTIONS  
OF THE BOARD OF DIRECTORS  
OF GWLS HOLDINGS, INC.**

I, John Hove, the undersigned Secretary of GWLS Holdings, Inc. ( the "Company") hereby certify that, on October 19, 2008, at 7 p.m. CDT, the following resolutions were duly adopted by the Board of Directors (the "Board"), and recorded in the minute books of the Company, and that they have not been amended, modified or rescinded and, accordingly, are in full force and effect.

WHEREAS, as a result of the financial condition of the Company, the Board has engaged counsel, financial advisors and consultants to provide advice to the Company regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Board has reviewed the advice of its counsel and financial advisors and has considered the options available to the Company, and has determined that in its judgment it is advisable and in the best interests of the Company, its creditors, equity holders, employees and other interested parties that the Company voluntarily file a petition for relief under chapter 11 of title 11, United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

WHEREAS, after consultation with its counsel, financial advisors and consultants, the Board believes that it is advisable and in the best interests of the Company to enter into and obtain loans pursuant to the Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement (as amended, modified or supplemented from time to time, the "DIP Credit Agreement"), among Greatwide Logistics Services, Inc. as borrower, the guarantors, the lenders from time to time party thereto, UBS AG, Stamford Branch, as issuing lender and administrative agent, General Electric Capital Corporation as collateral agent for the secured parties, UBS Securities LLC and Ableco Finance LLC, as joint lead arrangers, and UBS Securities LLC, as documentation agent, syndication agent and bookrunner, substantially in the form attached hereto as Exhibit A and the other Credit Documents (as defined in the DIP Credit Agreement) and to perform the obligations thereunder;

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by the Company of a voluntary petition for relief under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") is hereby approved, confirmed and adopted; and it is further

RESOLVED, that the appropriate officers of the Company including any president, vice president, chief executive officer, chief financial officer, chairman, secretary, assistant secretary, treasurer or assistant treasurer (each of the foregoing, individually, an "Authorized Officer" and, collectively, the "Authorized Officer"), is hereby authorized, empowered and directed to execute on behalf of the Company a petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court and each of them hereby is authorized to

execute, assent to, accept and deliver, in the name of and on behalf of the Company, the DIP Credit Agreement and each of the other Credit Documents; and it is further

RESOLVED, that each of the Authorized Officers is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, affidavits and other papers as required to accompany the petition or seek entry of first day orders, and, in connection therewith, to employ and retain assistance by legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the law firms of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue, New York, New York 10019 and Young Conaway Stargatt & Taylor, LLP, located at The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, are hereby employed as co-counsel to render legal services to, and to represent, the Company in the chapter 11 case and in any and all related proceedings; each employment subject to Bankruptcy Court approval; and it is further

RESOLVED, that Miller Buckfire & Co., LLC, located at 153 E. 53rd St., 22nd Floor, New York, New York 10022, is hereby employed as financial advisor and investment banker for the Company in the Company's chapter 11 case; subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers is hereby authorized, empowered and directed to retain on behalf of the Company such other professionals as they deem necessary or appropriate, upon such terms and conditions as they shall approve, to render services to the Company in connection with the chapter 11 case and with respect to other related matters in connection therewith; each employment subject to Bankruptcy Court approval; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, each of the Authorized Officers is hereby authorized, empowered and directed on behalf of, and in the name of, the Company, to negotiate, execute and deliver: (i) the DIP Credit Agreement in the form and on the terms and conditions presented to the Board, all of which hereby are approved, and with such other terms and conditions as any such officers or officers executing the same may consider necessary, proper, or desirable, such determination to be conclusively evidenced by such execution or the taking of such action; and (ii) such agreements or instruments on behalf of the Company (including, in connection therewith, the Credit Documents and such notes, security agreements, guarantees, pledges, certificates and other agreements or instruments as such officers consider appropriate) (the "DIP Credit Documents") and such other agreements and instruments, collectively with the DIP Credit Agreement, the "Financing Documents") in order to consummate the transactions contemplated by the DIP Credit Agreement; and it is further

RESOLVED, that the performance and consummation of the transactions contemplated in the Financing Documents, by the Company, be and hereby are, approved, ratified and confirmed in all respects with such changes therein and additions thereto as may be approved or

deemed necessary, appropriate or advisable by an Authorized Officer of the Company, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Authorized Officers are authorized to direct the Company to pay any and all expenses and fees of the Company in connection with the Credit Agreement; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, each of the Authorized Officers be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to negotiate, execute, and deliver: (i) any agreement or agreements (each, an "Alternative Financing Agreement") to obtain debtor-in-possession financing on terms and conditions at least as favorable to the Company as those prevailing under the DIP Credit Agreement; and (ii) such agreements or instruments on behalf of the Company and (including, in connection therewith, such notes, security agreements, and other agreements or instruments as such officers consider appropriate) in order to consummate the transactions contemplated by each Alternative Financing Agreement; and it is further

RESOLVED, that each of the Authorized Officers is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company's business; and it is further

RESOLVED, that the Board deems it advisable and in the best interests of the Company to enter into an Asset Purchase Agreement, by and among, the Company, its domestic affiliates and NEWCO, substantially in the form attached hereto as Exhibit B (the "Asset Purchase Agreement") and that the form, terms and provisions of the Asset Purchase Agreement and any and all related agreements, amendments, documents, or instruments to be executed and delivered in connection with the transactions contemplated thereby are hereby authorized, approved and adopted in all respects; and it is further

RESOLVED, that each of the Authorized Officers be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company, to negotiate, execute and deliver (i) the Asset Purchase Agreement with such other terms and provisions as such Officers with the advice of counsel may deem necessary or desirable, the execution and delivery by such Officers to be conclusive evidence that such Officers deemed such form, terms, and provisions to be necessary or desirable; and (ii) such agreements, documents, certificates or instruments on behalf of the Company, in order to consummate the transactions contemplated by the Asset Purchase Agreement, in such form and containing such other terms and provisions as such Officers with the advice of counsel may deem necessary or desirable, the execution and delivery by such Officers to be conclusive evidence that such Officers deemed such form, terms, and provisions to be necessary or desirable; the Asset Purchase Agreement and related documents subject to higher or otherwise better offers and subject to Bankruptcy Court approval; and it is further



RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the Authorized Officers hereby are authorized, empowered and directed, in the name and on behalf of the Company, to adopt a plan of reorganization, as in the judgment of such officers shall be or become necessary, proper and desirable, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and it is further

RESOLVED, that each of the Authorized Officers is hereby authorized, empowered and directed, in the name and on behalf of the Company, to take any and all further actions and to execute and deliver any and all such further instruments and documents and to pay all expenses (subject to Bankruptcy Court approval where necessary or appropriate) in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that to the extent the Company is a general partner or a limited partner of any general partnership or limited partnership, the Company and the Authorized Officers acting on behalf of the Company are authorized to take such action as general partner and/or limited partner so that such general partnership or limited partnership is authorized to take any and all of the foregoing actions; and it is further

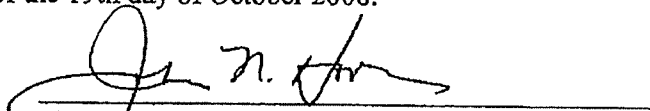
RESOLVED, that to the extent the Company is a manager or member of any limited liability company, the Company and the Authorized Officers acting on behalf of the Company are authorized to take such action as manager and/or member so that such limited liability company is authorized to take any and all of the foregoing actions; and it is further

RESOLVED, that any and all past actions heretofore or hereafter taken by officers, directors, partners, members or any authorized persons acting under similar authority, as the case may be, of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed and approved in their entirety; and it is further

RESOLVED, that the Secretary or any Assistant Secretary of the Company is hereby authorized, empowered and directed to certify that the foregoing resolutions of the Board of the Company were duly consented to and adopted as of the date hereof, and that the Secretary or any Assistant Secretary of the Company is hereby authorized and directed to insert, or cause to be inserted, this Secretary's Certificate of Resolutions of the Board, or a copy thereof, in the minutes of proceedings of the Board of the Company.

[Signature appears on next page]

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate of Resolutions of the Board of Directors as of the 19th day of October 2008.

A handwritten signature in black ink, appearing to read "John N. Hove", is written over a horizontal line. The signature is stylized and cursive.

Signature

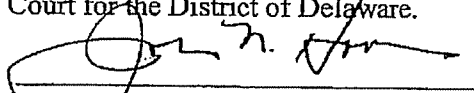
Name: John N. Hove

Title: Secretary

**Certification**

Attached hereto are the resolutions approved by the Board of the Company which authorize the Company to, among other things, file a petition seeking relief under the chapter 11 of the United States Bankruptcy Code. These resolutions remain in full force and effect. Acting pursuant to the authority delegated to me in this resolution, I hereby authorize the filing of the Voluntary Petition in the United States Bankruptcy Court for the District of Delaware.

Date: October 19, 2008



Name: John N. Hove

Title: Secretary

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
: :  
GWLS Holdings, Inc., et al. : Case No. 08-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING THE 50 LARGEST UNSECURED CLAIMS**

Following is the list of creditors holding the fifty largest unsecured claims.<sup>1</sup> The list has been prepared on a consolidated basis, based upon the books and records of the above-captioned debtor and certain of its affiliates (collectively, the “Debtors”).<sup>2</sup> On the date hereof, such affiliates also commenced chapter 11 cases in this Court.

Except as set forth above, the list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who are “insiders” as defined in 11 U.S.C. § 101 or (2) secured creditors unless the value of the

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, any of the Debtors.

<sup>2</sup> If applicable, the last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Greatwide Logistics Services, Inc. (7895); (ii) A-C Leasing, L.L.C. (7777); (iii) A-C Logistics, L.L.C. (3759); (iv) Am-Can Transport Service, Inc. (3759); (v) American Trans-Freight, LLC (8517); (vi) ATF Flatbed, LLC (1975); (vii) ATF Leasing, LLC (1482); (viii) ATF Logistics, LLC (8345); (ix) ATF Management, LLC (8345); (x) ATF Trucking, LLC (3852); (xi) ATF Van, LLC (1967); (xii) Avenue K, Ltd. (7891); (xiii) Avenue W, Ltd. (7890); (xiv) Bachelor Creek, Ltd. (5724); (xv) Brisk Transportation, L.P. (0726); (xvi) Greatwide Dedicated Transport III, Inc. (4929); (xvii) Camrett Brokerage, Inc. (2906); (xviii) Cargo-Master, Inc. (0904); (xix) CDL Diesel Repair, LLC (4519); (xx) CDL Leasing, Inc. (4514); (xxi) Cheetah Transportation, LLC (8733); (xxii) Cousins, Ltd. (7893); (xxiii) Dallas & Mavis Holdings, LLC (0239); (xxiv) Dallas & Mavis Specialized Carrier Co., LLC (0239); (xxv) Golman-Hayden Company, Inc. (0708); (xxvi) Greatwide Canada Holdings, Inc. (0435); (xxvii) Greatwide Dedicated Transport, L.P. (0013); (xxviii) Greatwide Dedicated Transport II, Inc. (8029); (xxix) Greatwide Southpoint Holdings, LLC; (xxx) Greatwide Transportation Management Services, Inc. (9792); (xxxi) Greatwide Truckload Management, LLC (8197); (xxxii) Greenhead, Ltd. (7889); (xxxiii) GWLS Holdings, Inc. (9717); (xxxiv) May Trucking, LLC (7541); (xxxv) National Transportation Specialists, LLC (7205); (xxxvi) RK Holdings and Leasing, Inc. (8565); (xxxvii) RKHL Holdings, LLC (8565); (xxxviii) Southpoint Distributing, Inc. (3527); (xxxix) Stewart Stiles Truck Line, Inc. (9189); (xl) Sunshine Carriers, Inc. (4677); (xli) TI GP, LLC (2074); (xlii) TI Sub GP, LLC (4224); (xliii) TIH Am-Can Holding Company, LLC; (xliv) TIH Cargo-Master Holding Company, LLC (1806); (xlv) TIH Holdings GP, LLC (1918); (xlvi) Total Warehousing, Inc. (5878); (xlvii) Total Warehousing/Ontario, L.L.C. (5878); (xlviii) Trans Coastal Trucking, L.L.C. (1970); (xlix) Transport Industries Equipment Services, L.L.C.; (l) Transport Industries Holdings, L.P. (7895); (li) Transport Industries, L.P. (2077). The Debtors’ executive headquarters’ address is 12404 Park Central Drive, Suite 300 South, Dallas, TX 75251.

collateral is such that the unsecured deficiency places the creditor among the holders of the fifty largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of Petition Date <sup>3</sup>
UBS Securities LLC 677 Washington Boulevard Stamford, Connecticut 06901	Christopher Gomes fax (203) 719-4176	Bank Loan		\$90,000,000.00
Comdata Corporation 300 Riverchase Parkway East Birmingham, AL 35244 and P.O. Box 100647 Atlanta, GA 30384 and 5301 Maryland Way Brentwood, TN 37027	Patrick Franz tel. (800) 833-7160 tel. (972) 491-3902	Trade		\$2,500,000.00
Fenway Partners 152 W. 57th Street 59th Floor New York, NY 10019	David P. Richman tel. (212) 698-9941	Contract		\$2,000,000.00
Pilot Fuel Corporation P.O. Box 502711 St. Louis, MO 63150 and P.O. Box 10146 Knoxville, TN 37939-0146	Vince Greco tel. (229) 244-3179 Kristi Rains tel. (800) 562-6210, ext. 2352	Trade		\$1,435,667.00
Primerica Life Insurance Co. 242 Trumbull Street P.O. Box 150449 Hartford, CT 06115-0449		Insurance	Contingent, Disputed	\$1,409,884.00
Ryder Transportation Services P.O. Box 402366 Atlanta, GA 30384-2366	Sandi Aquilino and Marc Thibeau tel. (770) 521-2603	Trade		\$200,260.80
CR England, Inc. 4701 West 2100 Street Salt Lake City, UT 84120	tel. (800) 453-8826	Trade		\$192,000.00
Penske Truck Leasing Co., L.P. P.O. Box 802577 Chicago, IL 60680-2577 and P.O. Box 827380 Philadelphia, PA 19182-7380	Lamar Lea tel. (316) 943-8500	Trade		\$186,294.21
Peoplenet 1107 Hazletine Blvd., Suite 350 Chaska, MN 55318	Chris Peterson tel. (888) 346-3486	Trade		\$127,899.00

<sup>3</sup> These claim amounts represent maximum potential liabilities. Any actual amounts owed may be significantly lower.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of Petition Date <sup>3</sup>
Qualcomm 5775 Morehouse Drive San Diego, CA 92121	Dan Jackson tel. (858) 587-1121 tel. (858) 845-1252	Trade		\$122,702.12
UPS 1000 Semmes Avenue Richmond, VA 23224 and P.O. Box 533238 Atlanta, GA 30353	tel. (800) 333-7400 tel. (866) 738-0031	Trade		\$117,314.65
Qwest PO Box 856317 Louisville, KY 40285-6137	tel. (800) 602-6000	Trade		\$112,419.00
Ameriplan Benefit Corp. Attn: Barbara Sherrod P.O. Box 51148 Knoxville, TN 37950-1148	Barbara tel. (800) 228-1916	Trade		\$100,000.00
Demeritt Brothers 930 Steffy Road Bronson, MI 49028	tel. (517) 369-1235	Trade		\$98,986.00
Rode Fuel P.O. Box 298 Johnstown, NY 12095	Dean Shepard tel. (518) 843-9341	Trade		\$85,868.46
Stanley Fastening Systems Department LA 21034 Pasadena, CA 91185	Terry O'Conner tel. (860) 827-5024	Trade		\$83,000.00
LRC Trucking Inc. 1845 Ash Drive Los Lunas, NM 87031	tel. (505) 565-3363	Utility		\$75,030.00
Mondics Insurance Group 8235 Douglas Ave., #828 Dallas, TX 75225	Harvey Jane Williamson tel. (214) 739-4800	Insurance		\$75,000.00
Stanley Freight LLC 1738 Empire Central Dallas, TX 75235	tel. (214) 631-8420	Trade		\$74,750.00
James A. Smith Transportation 411 Schwaiger Road Cullman, AL 35055	tel. (256) 287-3133	Trade		\$74,445.00
D&M Transport Inc. 1793 Dowling Drive Owosso, MI 48867	tel. (989) 723-4051	Trade		\$65,127.00
Priority Transport Inc. 588 County Road #452 Cullman, AL 35057	tel. (256) 739-9155	Trade		\$63,647.00
US Liberty LLC 2141 Arabian Way Turlock, CA 95380	tel. (209) 669-0790	Trade		\$59,050.00
Hendrickson Trucking PO Box 277466 Sacramento, CA 95827	tel. (916) 387-9614	Trade		\$57,844.50

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of Petition Date <sup>3</sup>
Great Dane Trailers 660 University Ave. SW Atlanta, GA 30310	tel. (912) 644-2368	Trade		\$52,045.31
Hollenbeck Enterprises 6237 60 <sup>th</sup> Avenue Remus, MI 49340	tel. (231) 972-4144	Trade		\$50,205.00
LA Xpress Assembly P.O. Box 2398 South Gate, CA 90280	Mike Wichert tel. (562) 806-7333	Trade		\$49,410.47
National Semi-Trailer Corp. 2300 Momentum Place Chicago, IL 60689-5323	tel. (407) 351-8686 tel. (205) 520-0050	Trade		\$47,000.00
Bridgestone Bandag P.O. Box 92090 Chicago, IL 60675-2090	tel. (800) 523-6366	Trade		\$45,220.03
Michelin North America PO Box 100860 Atlanta, GA 30384	tel. (800) 847-8475	Trade		\$44,260.37
Senco Products Inc. 4091 Paysphere Circle Chicago, IL 60674	tel. (800) 543-4596	Trade		\$42,319.00
Randall Manufacturing, LLC 722 Church Road Elmhurst, IL 60126	tel. (630) 782-0001	Trade		\$41,225.00
VIP Xpress Inc. 420 Boston Turnpike, Suite 102 Shrewberry, MA 01545	tel. (508) 842-2333	Trade		\$41,185.00
Kings Way Express Inc. 7305 North Ostner Avenue Lincolnwood, IL 60712	tel. (724) 498-6865	Trade		\$40,968.00
Blanchard & Johnson 306 North Highway & 903 Kenansville, NC 28349	tel. (910) 296-9808	Trade		\$38,520.00
ACT LLC 232 West Center Street North Salt Lake, UT 84054	tel. (800) 311-4101	Trade		\$37,865.00
Big Rock Transport 64 Main Street Mars Hill, ME 04758	tel. (864) 226-6889	Trade		\$37,574.00
LGS Express Inc. 7955 West 59th Street Summit, IL 60501	tel. (708) 594-2542	Trade		\$36,060.00
Caliber Distribution LLC 868 Richland Road, Suite C Yuba City, CA 95991	tel. (530) 682-2213	Trade		\$34,190.00
RAJ Express 9320 South East Avenue Fresno, CA 93725	tel. (559) 277-9396	Trade		\$33,700.00

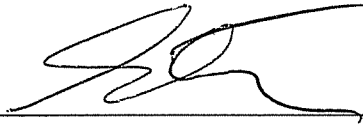
Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of Petition Date <sup>3</sup>
Blue Ribbon Distributing 1742 West Linden Phoenix, AZ 85041	tel. (602) 252-8775	Trade		\$32,800.00
Tricor Industrial, Inc. P.O. Box 752 823 Bowman Street Wooster, OH 44691-0752	tel. (800) 421-5141	Trade		\$29,000.00
Southern California Edison P.O. Box 600 Rosemead, CA 91771-0001	tel. (800) 747-8908	Utility		\$28,966.00
Transport International Pool Dept. 0536 75 Remittance Dr. #1333 Chicago, IL 60675-1333	Cathy Jones tel. (800) 671-0906, ext. 67118	Trade		\$27,894.87
Landstar 12793 Collections Center Drive Hebron, IL 60693	tel. (815) 972-5457	Trade		\$27,105.39
GIX Logistics P.O. Box 1845 Grand Island, NE 68802	Sheila tel. (877) 559-1219	Trade		\$25,705.00
SSI Petroleum 5131 Recker Hwy Winter Haven FL 33880	tel. (863) 965-8788	Trade		\$24,129.91
Ferrell Gas PO Box 173940 Denver, CO 80217	tel. (210) 661-6700	Trade		\$23,075.00
Ft. Worth Bolt & Tool Ltd. P.O. Box 9700 Fort Worth, TX 76147	tel. (817) 335-3361	Trade		\$23,023.00
F/G Products, Inc 3000 Pioneer Ave Rice Lake, WI 54868	tel. (800) 247-3854	Trade		\$22,154.32



**DECLARATION UNDER PENALTY OF PERJURY**

I, Stephen Bishop, Executive Vice President, Chief Financial Officer and Treasurer of GWLS Holdings, Inc., the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing consolidated list of the fifty largest unsecured creditors of the Debtor and its affiliated debtors and debtors in possession and that it is true and correct to the best of my information and belief.

Dated: October 20, 2008



---

Stephen Bishop  
Executive Vice President, Chief Financial Officer and Treasurer

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
 :  
GWLS Holdings, Inc., : Case No. 08-\_\_\_\_\_ ( )  
 :  
Debtor. :  
-----X

**CORPORATE OWNERSHIP STATEMENT**

Approximately 70% of the equity interests of GWLS Holdings, Inc. are held by affiliates of Investcorp BSC, and approximately 20% of the equity interests of GWLS Holdings, Inc. are held by affiliates of Hicks Holdings LLC. No single entity owns 10% or more of any class of the equity interests of GWLS Holdings, Inc.

**DECLARATION UNDER PENALTY OF PERJURY**

I, Stephen Bishop, Executive Vice President, Chief Financial Officer and Treasurer of GWLS Holdings, Inc., the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing list of equity security holders and corporate ownership statement of the Debtor and that they are true and correct to the best of my information and belief.

Dated: October 20, 2008



---

Stephen Bishop  
Executive Vice President, Chief Financial Officer and Treasurer

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

-----X  
 In re : Chapter 11  
 :  
 GWLS Holdings, Inc., et al.,<sup>1</sup> : Case No. 08-\_\_\_\_\_ ( )  
 :  
 Debtors. : Joint Administration Pending  
 -----X

**DECLARATION CONCERNING CONSOLIDATED LIST OF CREDITORS**

I, Stephen Bishop, Executive Vice President and Chief Financial Officer GWLS Holdings, Inc., et al., the above-captioned debtors and debtors in possession (collectively, the “Debtors”), declare under penalty of perjury under the laws of the United States of America that I have reviewed the subsequent Consolidated List of Creditors, and hereby verify that the information contained therein is true and correct to the best of my knowledge.

The information contained in the Consolidated List of Creditors is based on a review of the Debtors’ books and records. However, the Debtors have not completed a comprehensive legal and/or factual investigation with regard to possible defenses to any claims of the potential claimants included in the Consolidated List of Creditors. In addition, certain of the entities included in the Consolidated List of Creditors may not hold outstanding claims as of the date hereof, and therefore may not be creditors of the Debtors for purposes of these chapter 11 cases. Therefore, this listing does not and should not be deemed to constitute either (i) a waiver of any defenses to any claims that may be asserted against the Debtors, or (ii) an

<sup>1</sup> If applicable, the last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) A-C Leasing, L.L.C. (7777); (ii) A-C Logistics, L.L.C. (3759); (iii) Am-Can Transport Service, Inc. (3759); (iv) American Trans-Freight, LLC (8517); (v) ATF Flatbed, LLC (1975); (vi) ATF Leasing, LLC (1482); (vii) ATF Logistics, LLC (8345); (viii) ATF Management, LLC (8345); (ix) ATF Trucking, LLC (3852); (x) ATF Van, LLC (1967); (xi) Avenue K, Ltd. (7891); (xii) Avenue W, Ltd. (7890); (xiii) Bachelor Creek, Ltd. (5724); (xiv) Brisk Transportation, L.P. (0726); (xv) Camrett Brokerage, Inc. (2906); (xvi) Cargo-Master, Inc. (0904); (xvii) CDL Diesel Repair, LLC (4519); (xviii) CDL Leasing, Inc. (4514); (xix) Cheetah Transportation, LLC (8733); (xx) Cousins, Ltd. (7893); (xxi) Dallas & Mavis Holdings, LLC (0239); (xxii) Dallas & Mavis Specialized Carrier Co., LLC (0239); (xxiii) Golman-Hayden Company, Inc. (0708); (xxiv) Greatwide Canada Holdings, Inc. (0435); (xxv) Greatwide Dedicated Transport II, Inc. (8029); (xxvi) Greatwide Dedicated Transport III, Inc. (4929); (xxvii) Greatwide Dedicated Transport, L.P. (0013); (xxviii) Greatwide Logistics Services, Inc. (7895); (xxix) Greatwide Southpoint Holdings, LLC; (xxx) Greatwide Transportation Management Services, Inc. (9792); (xxxi) Greatwide Truckload Management, LLC (8197); (xxxii) Greenhead, Ltd. (7889); (xxxiii) GWLS Holdings, Inc. (9717); (xxxiv) May Trucking, LLC (7541); (xxxv) National Transportation Specialists, LLC (7205); (xxxvi) RK Holdings and Leasing, Inc. (8565); (xxxvii) RKHL Holdings, LLC (8565); (xxxviii) Southpoint Distributing, Inc. (3527); (xxxix) Stewart Stiles Truck Line, Inc. (9189); (xl) Sunshine Carriers, Inc. (4677); (xli) TI GP, LLC (2074); (xlii) TI Sub GP, LLC (4224); (xliii) TIH Am-Can Holding Company, LLC; (xliv) TIH Cargo-Master Holding Company, LLC (1806); (xlv) TIH Holdings GP, LLC (1918); (xlvi) Total Warehousing, Inc. (5878); (xlvii) Total Warehousing/Ontario, L.L.C. (5878); (xlviii) Trans Coastal Trucking, L.L.C. (1970); (xlix) Transport Industries Equipment Services, L.L.C.; (l) Transport Industries Holdings, L.P. (7895) (li) Transport Industries, L.P. (2077). The Debtors’ executive headquarters’ address is 12404 Park Central Drive, Suite 300 South, Dallas, TX 75251.

acknowledgement of the validity or amount of any claims that may be asserted against the Debtors.

Date: October 20, 2008



---

Stephen Bishop  
Executive Vice President and Chief  
Financial Officer