

### **Chief Relationship Officer and EVP, Freight: T. Michael Grayson**

Mike Grayson has been our Chief Relationship Officer since February 1, 2023, and Executive Vice President of Freight since April 2020. He was Executive Vice President of Freight for WWEX and Franchise Holdings from January 2016 to April 2020. He was Senior Vice President of Franchise Operations for WWEX from December 2009 to December 2015, and Vice President of Franchise Operations for WWEX from November 2008 to November 2009. He has been a Senior Advisor to XStream Trucking since September 2020. Mr. Grayson is located in Dallas, Texas.

### **Senior Vice President, Partner Channel: Dustin Wesley**

Dustin Wesley has been our and GTZ's Senior Vice President of Partner Channel since July 2023. He was our Senior Vice President of Franchise Development from February 2021 to June 2023, and Vice President of Franchise Development from January 2019 to January 2021. From February 2016 to December 2018, he was Vice President of Franchise Development for WWEX. From January 2010 to January 2016, he was Director of Sales for WWEX. Mr. Wesley is located in Dallas, Texas.

### **Vice President, Marketing Strategy: Alison Smith**

Alison Smith has been Vice President of Marketing Strategy for us, WWE and GTZ since January 2022. Prior to that she was Vice President of Digital Marketing of WWE, from September 2019 until January 2022. Ms. Smith served as our Vice President of Franchise Operations and Sr. Director of Franchise Operations from 2014 through 2019. Ms. Smith is located in Salt Lake City, UT.

### **General Counsel and Chief Legal Officer: Charlene York**

Charlene York has been General Counsel, Chief Legal Officer, Secretary and Vice President for us and for Accord, Topco, WWEX UNI, WWE, UMS, WWEX and Franchise Holdings since September 2020. She has been Chief Legal Officer and Secretary of GTZ since July 2021. She was Associate General Counsel for us and for WWEX and Franchise Holdings, from August 2017 to August 2020. From March 2009 until June 2017, she was an attorney and partner with Akerman, LLP in Washington, D.C. Ms. York is located in Dallas, Texas.

### **Vice President, Operations & Integration: Josh Pluemer**

Josh Pluemer has been our Vice President of Operations & Integration since November 2023. He was Vice President of Operations from April 2019 to November 2023. From February 2017 to April 2019, he was Vice President of Operations for WWEX. Mr. Pluemer is located in Dallas, Texas.

## **ITEM 3** **LITIGATION**

### **Current:**

~~None.~~

**Freight Essentials, LLC and Dylan Admire v. WWEX UNI Topco Holdings, LLC, et. al.** (U.S. District Court for the Northern District of Texas – Dallas Division, Case No. 3:24-cv-03104-N). On December 12, 2024, Freight Essentials, LLC, a former GlobalTranz agent, and its principal member, Dylan Admire, filed suit against various WWEX Group entities, including Unishippers Holdings, LLC, as well as our Chief Financial Officer, Jack Pearlstein, and Chief Operating Officer, Joel Clum, individually (collectively, Defendants). Plaintiffs allege Defendants committed fraud, conspiracy, fraudulent concealment and retaliation in connection with the termination of Plaintiffs' agency on June 1, 2023. Plaintiffs also allege

Defendants committed violations of 18 USC §1962 (a), (c) and (d), related to actions concerning certain fees charged by GlobalTranz related to the bad debt fund, fuel surcharges and cargo insurance fees. Plaintiffs seek compensatory, punitive, and treble damages and attorneys' fees and costs. An entity owned by Dylan Admire signed a Unishippers Franchise Agreement in February 2023 but never completed training or the requirements to begin operating the franchise, and we terminated the franchise on June 5, 2023. Defendants vigorously deny all of Plaintiffs' allegations and will be filing a Motion to Dismiss the complaint.

### **Concluded:**

**Jeff Kelley et al. v. Unishippers Global Logistics, LLC et al.** (California Superior Court, Los Angeles County, Case No. BC 695927). On March 1, 2018, former franchisee, JMK/USA Enterprises, Inc. and its principal shareholder, Jeff Kelley, (collectively, "Plaintiff"), filed a complaint against Unishippers, Launch Logistics, LLC ("Launch"), and Dan Lockwood, Kevin Lathrop and Steve Leavitt individually (collectively, "Defendants") alleging breach of contract, common counts and fraud in the inducement in connection with a transition agreement dated January 22, 2016 under which Plaintiff sold the assets of its Pasadena, CA and Arcadia, CA franchises to Launch. Plaintiff sought rescission of the transition agreement or in the alternative, payment of the balance due under the transition agreement in the amount of \$660,000, less amounts already paid, as well as punitive damages of an unspecified amount, interest, attorney's fees and costs. On May 29, 2018, Defendants filed a motion to compel arbitration pursuant to the terms of the franchise agreement, a motion to dismiss for forum non conveniens and a motion to quash as to the individual defendants. On October 22, 2018, the court granted the Defendants' motions, ruling that Plaintiff had failed to prove personal jurisdiction over the individual defendants and that the forum selection clause in the franchise agreement required that the matter be arbitrated in Utah, thus rendering California an improper forum. On October 22, 2018, the court entered an order dismissing Plaintiffs' case without prejudice.

**Morning Star Associates, Inc., et al. v. Unishippers Global Logistics, LLC** (U.S. Court for the Southern District of Georgia, Augusta Div., Case No. 1:15-cv-00033-JRH-BKE). On February 27, 2015, former Unishippers' franchisee Morning Star Associates, Inc. and its principal, Chris Herrmann ("Plaintiffs"), filed a complaint against Unishippers alleging breach of contract, unjust enrichment, misrepresentation and seeking a declaratory judgment and damages in an undetermined amount following the termination of Plaintiffs' Augusta/Columbia, Greenville/Spartanburg and Asheville franchises for failure to meet performance standards. Unishippers moved to compel arbitration pursuant to the franchise agreement and filed an arbitration demand against Plaintiffs before JAMS, alleging breach of contract, tortious interference, misappropriation of trade secrets and conversion. On May 20, 2015, the District Court granted Unishippers' motion to compel arbitration in Utah, and Chris Herrmann appealed the court's decision to the 11th Circuit Court of Appeals, Herrmann v. Unishippers Global Logistics, LLC, No. 15-12680-A, which dismissed the appeal for lack of jurisdiction on February 21, 2017. Plaintiffs then re-filed their claims as counterclaims in the JAMS arbitration. On April 26, 2017, the parties reached a settlement whereby Unishippers agreed to pay Plaintiffs \$125,000 and the parties agreed to the dismissal with prejudice of both the arbitration action and the lawsuit. The court entered the order of dismissal with prejudice on June 5, 2017.

**Unishippers Global Logistics, LLC v. Mercari, Inc. et al.**, (Utah arbitration before JAMS). On October 8, 2015, Unishippers filed an arbitration demand against former franchisee Mercari, Inc. and its guarantors Sanjay Ahuja, Ernest Liu, Dinah Liu, David M. Patel and Chaitanya Rayasam, following the termination of Mercari's Fresno, CA franchise for non-payment of carriers. The demand included claims for breach of contract and conversion regarding unpaid carrier fees and accounts receivable, and declaratory judgment on Mercari's claims against Unishippers, Launch Logistics, LLC, Dan Lockwood, Story Group, Inc., Tim Story, Kevin Biagi and Stacey Biagi, including those for breach of contract, tortious interference,

misrepresentation and conversion. The parties subsequently settled their claims on November 19, 2015 for a total payment of \$200,000 by all defendants to Mercari.