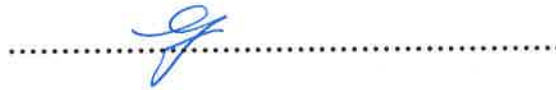


This is Exhibit "GG" referred to in the  
Affidavit of Waleed Malik, solemnly affirmed before me,  
this 8<sup>th</sup> day of August, 2019



A Commissioner for Taking Affidavits

David Rosenthal



**IT IS ORDERED as set forth below:**

**Date: August 8, 2019**

**Paul W. Bonapfel**  
U.S. Bankruptcy Court Judge

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

Filed in Clerk's Office and  
a true copy certified this  
8<sup>th</sup> day of Aug., 2019  
M. REGINA THOMAS, CLERK  
By:   
Deputy Clerk

In re:	)	Chapter 11
JACK COOPER VENTURES, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-62393 (PWB)
Debtors.	)	(Jointly Administrated)

**ORDER (I) AUTHORIZING JACK COOPER VENTURES, INC. TO  
ACT AS FOREIGN REPRESENTATIVE, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) authorizing Jack Cooper Ventures, Inc. ("Jack Cooper") to act as foreign representative on behalf of the Debtors' estates

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Jack Cooper Ventures, Inc. (0805); Jack Cooper Diversified, LLC (9414); Jack Cooper Enterprises, Inc. (3001); Jack Cooper Holdings Corp. (2446); Jack Cooper Transport Company, Inc. (3030); Auto Handling Corporation (4011); CTEMS, LLC (7725); Jack Cooper Logistics, LLC (3433); Auto & Boat Relocation Services, LLC (9095); Axis Logistic Services, Inc. (2904); Jack Cooper CT Services, Inc. (3523); Jack Cooper Rail and Shuttle, Inc. (7801); Jack Cooper Investments, Inc. (6894); North American Auto Transportation Corp. (8293); Jack Cooper Transport Canada Inc. (8666); Jack Cooper Canada GP 1 Inc. (7030); Jack Cooper Canada GP 2 Inc. (2373); Jack Cooper Canada 1 Limited Partnership (3439); and Jack Cooper Canada 2 Limited Partnership (7839). The location of the Debtors' corporate headquarters and service address is: 630 Kennesaw Due West Road NW, Kennesaw, Georgia 30152.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth to them in the Motion.

pursuant to section 1505 of the Bankruptcy Code and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

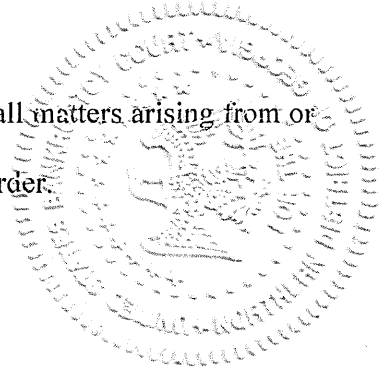
1. The Motion is granted as set forth herein.
2. Jack Cooper is hereby authorized to act as the Foreign Representative on behalf of the Debtors' estates in connection with the Canadian Proceeding. As Foreign Representative, Jack Cooper shall be authorized and shall have the power to act in any way permitted by applicable foreign law, including (a) seeking recognition of the Debtors' chapter 11 cases in the Canadian Proceeding, (b) requesting that the Canadian Court lend assistance to this Court in protecting the Debtors' property, and (c) seeking any other appropriate relief from the Canadian Court that Jack Cooper deems just and proper in the furtherance of the protection of the Debtors' estates.

3. This Court requests the aid and assistance of the Canadian Court to recognize the Debtors' chapter 11 cases as a "foreign main proceeding" and Jack Cooper as a "foreign representative" pursuant to the CCAA, and to recognize and give full force and effect in all provinces and territories of Canada to this Order.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

5. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

END OF ORDER



Prepared and presented by:

/s/ Sarah R. Borders

Sarah R. Borders

Georgia Bar No. 610649

Leia Clement Shermohammed

Georgia Bar No. 972711

Britney Baker

Georgia Bar No. 625752

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Email: lshermohammed@kslaw.com

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-and-

Kelley A. Cornish (*pro hac vice* pending)

New York Bar No. 1930767

Brian S. Hermann (*pro hac vice* pending)

New York Bar No. 2810232

**PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP**

1285 Avenue of the Americas

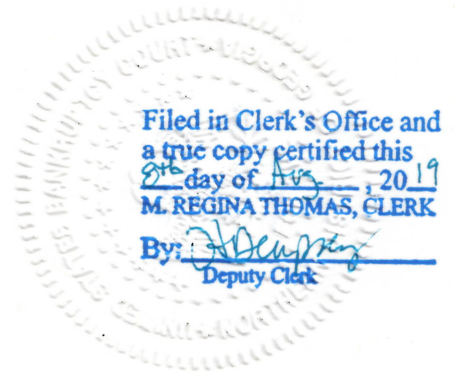
New York, New York 10019

Telephone: (212) 373-3000

Email: kcornish@paulweiss.com

Email: bhermann@paulweiss.com

*Proposed Counsel for the Debtors in Possession*



This is Exhibit "HH" referred to in the  
A Affidavit of Waleed Malik, solemnly affirmed before me,  
this 8<sup>th</sup> day of August, 2019

  
.....

A Commissioner for Taking Affidavits





**IT IS ORDERED as set forth below:**

**Date: August 8, 2019**

A handwritten signature in black ink, reading "Paul W. Bonapfel".

**Paul W. Bonapfel  
U.S. Bankruptcy Court Judge**

---

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

---

In re:

JACK COOPER VENTURES, INC.,

Debtor.

Tax I.D. No. 0805

)  
) Chapter 11  
)  
) Case No. 19-62393 (PWB)  
)  
) (Joint Administration Requested)  
)

---

In re:

JACK COOPER DIVERSIFIED, LLC,

Debtor.

Tax I.D. No. 9414

)  
) Chapter 11  
)  
) Case No. 19-62407 (PWB)  
)  
) (Joint Administration Requested)  
)

---

In re:

JACK COOPER ENTERPRISES, INC.,

Debtor.

Tax I.D. No. 3001

)  
) Chapter 11  
)  
) Case No. 19-62409 (PWB)  
)  
) (Joint Administration Requested)  
)

	)	
In re:	)	Chapter 11
	)	
JACK COOPER HOLDINGS CORP.,	)	Case No. 19-62410 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 2446	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER TRANSPORT COMPANY, INC.,	)	Case No. 19-62416 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 3030	)	
	)	
	)	
In re:	)	Chapter 11
	)	
AUTO HANDLING CORPORATION,	)	Case No. 19-62398 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 4011	)	
	)	
	)	
In re:	)	Chapter 11
	)	
CTEMS, LLC,	)	Case No. 19-62400 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 7725	)	
	)	

	)	
In re:	)	Chapter 11
	)	
JACK COOPER LOGISTICS, LLC,	)	Case No. 19-62412 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 3433	)	
	)	
	)	
In re:	)	Chapter 11
	)	
AUTO & BOAT RELOCATION SERVICES, LLC,	)	Case No. 19-62396 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 9095	)	
	)	
	)	
In re:	)	Chapter 11
	)	
AXIS LOGISTIC SERVICES, INC.,	)	Case No. 19-62399 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 2904	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER CT SERVICES, INC.,	)	Case No. 19-62406 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 3523	)	
	)	
	)	

	)	
In re:	)	Chapter 11
	)	
JACK COOPER RAIL AND SHUTTLE, INC.,	)	Case No. 19-62413 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 7801	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER INVESTMENTS, INC.,	)	Case No. 19-62411 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 6894	)	
	)	
	)	
In re:	)	Chapter 11
	)	
NORTH AMERICAN AUTO TRANSPORTATION CORP.,	)	Case No. 19-62417 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 8293	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER TRANSPORT CANADA INC.,	)	Case No. 19-62415 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 8666	)	
	)	

	)	
In re:	)	Chapter 11
	)	
JACK COOPER CANADA GP 1 INC.,	)	Case No. 19-62404 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 7030	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER CANADA GP 2 INC.,	)	Case No. 19-62405 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 2373	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER CANADA 1 LIMITED PARTNERSHIP,	)	Case No. 19-62402 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 3439	)	
	)	
	)	
In re:	)	Chapter 11
	)	
JACK COOPER CANADA 2 LIMITED PARTNERSHIP,	)	Case No. 19-62403 (PWB)
	)	
Debtor.	)	(Joint Administration Requested)
	)	
Tax I.D. No. 7839	)	
	)	

**ORDER DIRECTING  
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors provided adequate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”)]; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 19-62393 (PWB).
3. The caption of the jointly administered cases should read as follows:

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings set forth in the Motion.

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

---

In re:

JACK COOPER VENTURES, INC., *et al.*,<sup>12</sup>

Debtors.

---

)  
) Chapter 11  
)  
) Case No. 19-62393 (PWB)  
)  
) (Jointly Administered)  
)

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Jack Cooper Ventures, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration of the chapter 11 cases of: Jack Cooper Ventures, Inc. (0805); Jack Cooper Diversified, LLC (9414); Jack Cooper Enterprises, Inc. (3001); Jack Cooper Holdings Corp. (2446); Jack Cooper Transport Company, Inc. (3030); Auto Handling Corporation (4011); CTEMS, LLC (7725); Jack Cooper Logistics, LLC (3433); Auto & Boat Relocation Services, LLC (9095); Axis Logistic Services, Inc. (2904); Jack Cooper CT Services, Inc. (3523); Jack Cooper Rail and Shuttle, Inc. (7801); Jack Cooper Investments, Inc. (6894); North American Auto Transportation Corp. (8293); Jack Cooper Transport Canada Inc. (8666); Jack Cooper Canada GP 1 Inc. (7030); Jack Cooper Canada GP 2 Inc.

---

<sup>21</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Jack Cooper Ventures, Inc. (0805); Jack Cooper Diversified, LLC (9414); Jack Cooper Enterprises, Inc. (3001); Jack Cooper Holdings Corp. (2446); Jack Cooper Transport Company, Inc. (3030); Auto Handling Corporation (4011); CTEMS, LLC (7725); Jack Cooper Logistics, LLC (3433); Auto & Boat Relocation Services, LLC (9095); Axis Logistic Services, Inc. (2904); Jack Cooper CT Services, Inc. (3523); Jack Cooper Rail and Shuttle, Inc. (7801); Jack Cooper Investments, Inc. (6894); North American Auto Transportation Corp. (8293); Jack Cooper Transport Canada Inc. (8666); Jack Cooper Canada GP 1 Inc. (7030); Jack Cooper Canada GP 2 Inc. (2373); Jack Cooper Canada 1 Limited Partnership (3439); and Jack Cooper Canada 2 Limited Partnership (7839). The location of the Debtors' corporate headquarters and service address is: 630 Kennesaw Due West Road NW, Kennesaw, Georgia 30152.

(2373); Jack Cooper Canada 1 Limited Partnership (3439); and Jack Cooper Canada 2 Limited Partnership (7839).

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

7. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Bankruptcy Local Rules for the Northern District of Georgia and the Complex Case Procedures are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

END OF ORDER

Prepared and presented by:

/s/ Sarah R. Borders

Sarah R. Borders

Georgia Bar No. 610649

Leia Clement Shermohammed

Georgia Bar No. 972711

Britney Baker

Georgia Bar No. 625752

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-and-

Kelley A. Cornish (*pro hac vice* pending)

New York Bar No. 1930767

Brian S. Hermann (*pro hac vice* pending)

New York Bar No. 2810232

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Email: kcornish@paulweiss.com

Email: bhermann@paulweiss.com

*Proposed Counsel for the Debtors in Possession*

This is Exhibit "II" referred to in the  
Affidavit of Waleed Malik, solemnly affirmed before me,  
this 8<sup>th</sup> day of August, 2019

  
.....

A Commissioner for Taking Affidavits  




**IT IS ORDERED as set forth below:**

**Date: August 8, 2019**

**Paul W. Bonapfel  
U.S. Bankruptcy Court Judge**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

In re:

JACK COOPER VENTURES, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 19-62393 (PWB)  
)  
) (Jointly Administered)  
)

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE USING THE CASH MANAGEMENT SYSTEM, AND (B) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS, (II) AUTHORIZING CONTINUED INTERCOMPANY TRANSACTIONS, (III) GRANTING ADMINISTRATIVE EXPENSE STATUS TO INTERCOMPANY CLAIMS, AND (IV) GRANTING RELATED RELIEF**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Jack Cooper Ventures, Inc. (0805); Jack Cooper Diversified, LLC (9414); Jack Cooper Enterprises, Inc. (3001); Jack Cooper Holdings Corp. (2446); Jack Cooper Transport Company, Inc. (3030); Auto Handling Corporation (4011); CTEMS, LLC (7725); Jack Cooper Logistics, LLC (3433); Auto & Boat Relocation Services, LLC (9095); Axis Logistic Services, Inc. (2904); Jack Cooper CT Services, Inc. (3523); Jack Cooper Rail and Shuttle, Inc. (7801); Jack Cooper Investments, Inc. (6894); North American Auto Transportation Corp. (8293); Jack Cooper Transport Canada Inc. (8666); Jack Cooper Canada GP 1 Inc. (7030); Jack Cooper Canada GP 2 Inc. (2373); Jack Cooper Canada 1 Limited Partnership (3439); and Jack Cooper Canada 2 Limited Partnership (7839). The location of the Debtors' corporate headquarters and service address is: 630 Kennesaw Due West Road NW, Kennesaw, Georgia 30152.

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Interim Order”) (a) authorizing, but not directing, the Debtors to (i) continue using their Cash Management System and (ii) maintain their Bank Accounts and Business Forms, (b) authorizing, but not directing, the Debtors to continue engaging in the Intercompany Transactions, (c) granting administrative expense priority status to Intercompany Claims, and (d) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration, and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors provided adequate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted on an interim basis as set forth herein.

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

2. The final hearing on the Motion shall be held on August 27, 2019, at 10:00 a.m., prevailing Eastern Time. Any objection to entry of the Final Order attached as **Exhibit B** to the Motion must be filed with the Court and served on the following parties: (i) Jack Cooper Ventures, Inc., 630 Kennesaw Due West Road, Kennesaw, Georgia 30152, Attn.: Theo Ciupitu and Taejin Kim; (ii) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Kelley A. Cornish and Brian S. Hermann and King & Spalding LLP, 1180 Peachtree Street NE, Atlanta, Georgia 30309, Attn.: Sarah R. Borders, Leia Clement Shermohammed, and Britney Baker; (iii) the Office of the United States Trustee for the Northern District of Georgia; (iv) counsel to the Debtors' prepetition secured revolving lenders, Buchalter, P.C., 1000 Wilshire Blvd., 15<sup>th</sup> Floor, Los Angeles, California 90017, Attn.: Robert J. Davidson and Julian Gurule; (v) counsel to the Debtors' prepetition first lien term loan lenders, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn.: Adam Harris; (vi) counsel to the Debtors' prepetition junior lien term loan lenders, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Marc Kieselstein and Alexandra Schwarzman; (vii) counsel to the official committee of unsecured creditors (if any) appointed in these chapter 11 cases; and (viii) any party that has requested notice pursuant to Bankruptcy Rule 2002, in each case to allow actual receipt by no later than 4:00 p.m. (prevailing Eastern time) on August 20, 2019.

3. Subject to the limitations of this Interim Order, the Debtors are authorized but not directed to: (a) continue using the Cash Management System and honor any prepetition obligations related to the use thereof, (b) designate, maintain, close, and continue to use on an interim basis any or all of their existing Bank Accounts, including, but not limited to, the Bank

Accounts identified on **Schedule 1** hereto, in the names and with the account numbers existing immediately before the Petition Date, (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, ACH transfers, and other debits, (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts, and (e) open new debtor in possession bank accounts; *provided* that the opening of any bank account shall be in accordance with the terms of the Debtors' postpetition financing facility (the "DIP Facility") and the terms of the DIP Order (defined below).

4. The Debtors are authorized, but not directed, to continue using, in their present form, the Business Forms as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date; *provided* that once the existing Business Forms have been used, the Debtors shall, during the pendency of these chapter 11 cases, reorder new Business Forms that include a stamp to reference the Debtors' status as debtors in possession.

5. Except as otherwise provided in this Interim Order and only to the extent sufficient funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wire transfers, and ACH transfers issued, whether before or after the Petition Date, and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be; *provided* that the Debtors will instruct the Banks as to which checks, drafts, wire transfers (excluding any wire transfers that the Banks are obligated to settle), or other items presented, issued, or drawn, shall not be honored.

6. Except for those checks, drafts, wires, or other ACH transfers that are authorized or required to be honored under an order of the Court, no Debtor shall instruct or request any Bank to pay or honor any check, draft, or other payment item issued on a Bank Account prior to the Petition Date but presented to such Bank for payment after the Petition Date.

7. As soon as practicable after entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on the Banks.

8. The requirement to establish separate accounts for tax payments is hereby waived.

9. The Debtors are authorized, but not directed to: (a) pay undisputed prepetition amounts outstanding as of the Petition Date, if any, owed in the ordinary course to the Banks as service charges for the maintenance of the Cash Management System and (b) reimburse the Banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in the Bank Accounts in the ordinary course of business, to the same extent the Debtors were responsible for such items prior to the Petition Date.

10. The Debtors are authorized, but not directed, to enter into, engage in and perform under the Intercompany Transactions in the ordinary course of business and in compliance with past practices by and amongst the Debtors. The Debtors shall (a) continue to track Intercompany Transactions electronically through their accounting system in accordance with their prepetition practices and (b) provide reasonable access to such records and procedures to the U.S. Trustee and any official committee appointed in these chapter 11 cases.

11. Notwithstanding anything to the contrary contained herein, this Interim Order shall be without prejudice to the rights of the Debtors and all other parties in interest to request

that any modification made to the relief granted in respect of the Intercompany Transactions in the Final Order (including, but not limited to, the granting of additional protections) apply retroactively to the Petition Date, and all such rights shall be preserved in all respects.

12. All allowed Intercompany Claims against a Debtor by another Debtor arising after the Petition Date shall be accorded administrative expense status in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

13. The Debtors are authorized, but not directed, to setoff mutual postpetition obligations relating to intercompany receivables and payables through the Cash Management System.

14. Subject to applicable bankruptcy or other law, those certain deposit agreements existing between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and, subject to applicable bankruptcy or other law, all of the provisions of such agreements, including the termination, fee provisions, rights, benefits, offset rights and remedies afforded under such agreements shall remain in full force and effect absent further order of the Court or, with respect to any such agreement with any Bank, unless the Debtors and such Bank agree otherwise.

15. Except as otherwise set forth herein, the Debtors and the Banks may, without further order of the Court, agree and implement changes to the Cash Management System and procedures in the ordinary course of business, including the opening and closing of Bank Accounts as set forth in paragraph 3 hereof and to facilitate and effectuate the terms of the DIP Facility and the use of cash collateral upon entry of the DIP Orders.

16. Subject to paragraph 3 of this Interim Order, the Debtors are authorized to open new bank accounts so long as any such new account is with a bank that is (i) insured with the FDIC or the CDIC and (ii) designated as an authorized depository for Region 21 of the U.S. Trustee; *provided, further* that all accounts opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Interim Order, be deemed a Bank Account as if it had been listed on **Schedule 1** hereof.

17. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business and without further order of the Court on account of all checks drawn on the Debtors' accounts that were cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date.

18. Notwithstanding any other provision of this Interim Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Interim Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, the Bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise be in violation of this Interim Order.

19. Nothing contained herein shall prevent the Debtors from closing any Bank Accounts as they may deem necessary and appropriate, and, to the extent consistent with any orders of this Court relating thereto, any relevant Bank is authorized to honor the Debtors' requests to close such Bank Accounts.

20. Except as otherwise provided in this Interim Order, the Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow prepetition and postpetition fees, costs, charges, and expenses, including the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course.

21. Notwithstanding entry of this Interim Order, nothing herein shall create, or is intended to create, any rights in favor of or enhance the status of any claim held by any party.

22. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, and subject to the administrative status afforded pursuant to paragraph 12 of this Interim Order, nothing contained in the Motion or this Interim Order or any payment made pursuant to this Interim Order shall constitute, nor is it intended to constitute: (i) an admission as to the validity or priority of any claim or lien (or the priority thereof) against the Debtors, (ii) a waiver of the Debtors' or any party in interest's rights to subsequently dispute and/or contest such claim or lien on any grounds, (iii) a promise or requirement to pay any claim, (iv) an implication or admission that any particular claim is of a type specified or defined in this Interim Order or the Motion, (v) a request or authorization to assume or adopt any agreement, contract, or lease under section 365 of the Bankruptcy Code or (vi) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or applicable law.

23. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

24. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Bankruptcy Local Rules for the Northern District of Georgia, and the Complex Case Procedures are satisfied by such notice.

25. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

26. Notwithstanding anything to the contrary in this Interim Order, any payment made (or to be made) and any authorization contained in this Interim Order shall be subject to the terms, conditions, limitations, and requirements of the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, and 507 (I) Authorizing the Debtors to Obtain Senior and Junior Secured Priming Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition Lenders; (III) Authorizing the Use of Cash Collateral; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief* or any other order entered in these chapter 11 cases authorizing the use of cash collateral (collectively, and together with any approved budget (including any permitted variances) in connection therewith, the “DIP Order”), and to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken under this Interim Order, the terms of the DIP Order (together with any approved budget (including any permitted variances) in connection therewith) shall control.

27. All time periods set forth in this Interim Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

28. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

29. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

END OF ORDER

Prepared and presented by:

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**Schedule 1**

**Debtors' Bank Accounts**

**DEBTORS' BANK ACCOUNT LIST**

<b>ENTITY</b>	<b>ACCOUNT NUMBER (ENDING)</b>	<b>BANK</b>
JACK COOPER TRANSPORT COMPANY, INC.	5975	WELLS FARGO
JACK COOPER TRANSPORT COMPANY, INC.	7106	WELLS FARGO
JACK COOPER TRANSPORT COMPANY, INC.	7205	WELLS FARGO
JACK COOPER TRANSPORT COMPANY, INC.	6849	WELLS FARGO
JACK COOPER TRANSPORT COMPANY, INC.	7100	WELLS FARGO
AUTO HANDLING CORPORATION	6868	WELLS FARGO
NORTH AMERICAN AUTO TRANSPORTATION CORP.	7894	WELLS FARGO
NORTH AMERICAN AUTO TRANSPORTATION CORP.	7886	WELLS FARGO
NORTH AMERICAN AUTO TRANSPORTATION CORP.	9847	WELLS FARGO
NORTH AMERICAN AUTO TRANSPORTATION CORP.	6523	WELLS FARGO
NORTH AMERICAN AUTO TRANSPORTATION CORP.	7832	WELLS FARGO
JACK COOPER LOGISTICS, LLC	2064	WELLS FARGO
JACK COOPER LOGISTICS, LLC	2072	WELLS FARGO
JACK COOPER LOGISTICS, LLC	0488	WELLS FARGO
JACK COOPER RAIL AND SHUTTLE, INC.	5772	WELLS FARGO
JACK COOPER RAIL AND SHUTTLE, INC.	5764	WELLS FARGO
AXIS LOGISTIC SERVICES, INC.	4710	WELLS FARGO
AXIS LOGISTIC SERVICES, INC.	6030	WELLS FARGO
AXIS LOGISTIC SERVICES, INC.	6155	WELLS FARGO
JACK COOPER CT SERVICES, INC.	6055	WELLS FARGO
JACK COOPER CT SERVICES, INC.	6048	WELLS FARGO
JACK COOPER CT SERVICES, INC.	4714	WELLA FARGO
JACK COOPER ENTERPRISES, INC.	6612	WELLS FARGO
JACK COOPER ENTERPRISES, INC.	6620	WELLS FARGO
JACK COOPER TRANSPORT CANADA INC.	2474	WELLS FARGO
JACK COOPER TRANSPORT CANADA INC.	0326	WELLS FARGO
JACK COOPER TRANSPORT CANADA INC.	9714	SCOTIABANK
JACK COOPER TRANSPORT CANADA INC.	9911	SCOTIABANK
JACK COOPER TRANSPORT CANADA INC.	349C	SCOTIABANK
AUTO & BOAT RELOCATION SERVICES, LLC	6652	TD BANK
CTEMS, LLC	4874	BANK OF AMERICA
CTEMS, LLC	2212	BANK OF AMERICA
CTEMS, LLC	2596	BANK OF AMERICA

