Court File No. CV-19-625200-00CL

### ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

### IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF JACK COOPER VENTURES, INC., JACK COOPER DIVERSIFIED, LLC, JACK COOPER ENTERPRISES, INC., JACK COOPER HOLDINGS CORP., JACK COOPER TRANSPORT COMPANY, INC., AUTO HANDLING CORPORATION, CTEMS, LLC, JACK COOPER LOGISTICS, LLC, AUTO & BOAT RELOCATION SERVICES, LLC, AXIS LOGISTIC SERVICES, INC., JACK COOPER CT SERVICES, INC., JACK COOPER RAIL AND SHUTTLE, INC., JACK COOPER INVESTMENTS, INC., NORTH AMERICAN AUTO TRANSPORTATION CORP., JACK COOPER TRANSPORT CANADA INC., JACK COOPER CANADA GP 1 INC., JACK COOPER CANADA GP 2 INC., JACK COOPER CANADA 1 LIMITED PARTNERSHIP, JACK COOPER CANADA 2 LIMITED PARTNERSHIP

### APPLICATION OF JACK COOPER VENTURES, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

THE HONOURABLE MR.)THE 18th DAYJUSTICE HAINEY)OF OCTOBER, 2019

### SALE RECOGNITION AND VESTING ORDER

Draft

THIS MOTION, made by Jack Cooper Ventures, Inc. (the "Foreign Representative"), in its capacity as foreign representative for itself as well as Jack Cooper Diversified, LLC, Jack Cooper Enterprises, Inc., Jack Cooper Holdings Corp., Jack Cooper Transport Company, Inc., Auto Handling Corporation, CTEMS, LLC, Jack Cooper Logistics, LLC, Auto & Boat Relocation Services, LLC, Axis Logistic Services, Inc., Jack Cooper CT Services, Inc., Jack Cooper Rail And Shuttle, Inc., Jack Cooper Investments, Inc., North American Auto Transportation Corp., Jack Cooper Transport Canada Inc., Jack Cooper Canada GP 1 Inc., Jack Cooper Canada GP 2 Inc., Jack Cooper Canada 1 Limited Partnership, and Jack Cooper Canada 2 Limited Partnership (collectively, the "Chapter 11 Debtors" and each, a "Chapter 11 **Debtor**"), pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**") for an order substantially in the form enclosed at Tab [●] of the Motion Record, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, the Affidavit of Greg R. May, sworn October 15, 2019 (the "**May Affidavit**"), the Third Report of Alvarez & Marsal Canada Inc., in its capacity as Information Officer, the affidavits of the Information Officer and its counsel, Stikeman Elliott LLP ("**Stikeman**"), as to their respective fees and disbursements (the "**Fee Affidavits**"), each filed.

AND UPON HEARING the submissions of counsel for the Foreign Representative, the Information Officer, JC Buyer Company, Inc. (the "**Buyer**") and those other parties present, no one else appearing although duly served as appears from the affidavit of service of  $[\bullet]$  affirmed October  $[\bullet]$ , 2019, filed.

### **DEFINED TERMS**

1. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meaning given to them in the Asset Purchase Agreement dated as of August 22, 2019 by and among the Buyer, as buyer, and Jack Cooper Investments, Inc. and the other Chapter 11 Debtors, as sellers (as amended, restated, supplemented or modified from time to time, the "Asset Purchase Agreement"), a copy of which was attached as Exhibit "K" to the Affidavit of Waleed Malik affirmed September 5<sup>th</sup>, 2019.

### SERVICE

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2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

### **RECOGNITION OF FOREIGN ORDERS**

3. **THIS COURT ORDERS** that the following orders (collectively, the "**Foreign Orders**") of the United States Bankruptcy Court for the Northern District of Georgia made in the cases commenced by the Chapter 11 Debtors pursuant to Chapter 11 of the U.S. Bankruptcy Code are

hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA

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- (a) Order (i) Approving the Sale of the Acquired Assets Free and Clear of Claims, Liens, Interests and Encumbrances; (ii) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (iii) Granting Related Relief (the "Sale Order"); and
- (b) Order Authorizing the Debtors to Enter Into the Pension Plan Agreement and Release (the "Pension Approval Order")

(copies of each such Foreign Order are attached hereto as Schedules "A" and "B", respectively);

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Property (as defined in the Supplemental Order granted in these proceedings on August 9, 2019, as amended (the "**Supplemental Order**")).

### **VESTING OF CANADIAN ACQUIRED ASSETS**

4. **THIS COURT ORDERS AND DECLARES** that the sale of the Acquired Assets that are situated in Canada (including for greater certainty Assumed Contracts to which Jack Cooper Transport Canada Inc., Jack Cooper Canada GP 1 Inc., Jack Cooper Canada GP 2 Inc., Jack Cooper Canada 1 Limited Partnership or Jack Cooper Canada 2 Limited Partnership (collectively, the "**Canadian Debtors**") are parties) (the "**Canadian Acquired Assets**") to the Buyer or a Buyer Designee, as applicable, pursuant to the Asset Purchase Agreement is hereby approved. The Chapter 11 Debtors are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the sale of the Canadian Acquired Assets to the Buyer or a Buyer Designee, as applicable, and for the conveyance of the Canadian Acquired Assets to the Buyer or a Buyer Designee, as applicable.

5. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a certificate of the Information Officer to the Buyer substantially in the form attached as Schedule "C" hereto

(the "Information Officer's Certificate"), all of the Chapter 11 Debtors' right, title and interest in and to the Canadian Acquired Assets including, without limitation, the Assumed Contracts shall vest absolutely in the Buyer or a Buyer Designee, as applicable, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, including, without limitation, any claims relating to withdrawal liability of any of the Chapter 11 Debtors in respect of the Central States, Southeast and Southwest Areas Pension Fund under the Employment Retirement Income Security Act of 1974 (as amended) or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Supplemental Order (Foreign Main Proceeding) dated August 9, 2019 (as amended from time to time) and the Recognition and Intercompany Charge Order dated September 9, 2019; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system ((i) and (ii) are collectively referred to as the "Encumbrances"), except as expressly provided in the Asset Purchase Agreement, the other Transaction Documents (including the Exit Facilities) and the Sale Order (collectively, the "Permitted Encumbrances") and, for greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to the Canadian Acquired Assets, other than the Permitted Encumbrances, are hereby expunged and discharged as against the Canadian Acquired Assets.

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6. **THIS COURT ORDERS** that upon the registration in the Property Registry of Manitoba, Winnipeg Land Titles Office of a certified copy of this Order and the Information Officer's Certificate, the District Registrar is hereby directed to and shall enter the Buyer or a Buyer Designee, as applicable, as the registered owner on title of the subject real property identified in Schedule "D" hereto (the "**Winnipeg Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Winnipeg Real Property all of the Claims and Encumbrances listed in Schedule "E" hereto.

7. **THIS COURT ORDERS AND DECLARES** that, without in any way limiting the provisions of the Sale Order, the assignment of the rights and obligations of the Chapter 11 Debtors under the Assumed Contracts to the Buyer or a Buyer Designee, as applicable, is hereby

authorized and is valid and binding on all of the counterparties to the Assumed Contracts forming part of the Canadian Acquired Assets, without further documentation, as if the Buyer or Buyer Designee, as applicable, was a party to such Assumed Contract, notwithstanding any restriction, condition or prohibition in any such Assumed Contracts relating to the assignment thereof, including any provision requiring the consent of any parties to such assignment. Nothing in this paragraph 7 derogates from the obligations of the Buyer or a Buyer Designee, as applicable, to perform their obligations under the Assumed Contracts, as provided in the Sale Order.

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8. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims and Encumbrances, the net proceeds from the sale of the Canadian Acquired Assets shall stand in the place and stead of the Canadian Acquired Assets, and that from and after the delivery of the Information Officer's Certificate, all Claims and Encumbrances, other than the Permitted Encumbrances, shall attach to the net proceeds from the sale of the Canadian Acquired Assets with the same priority as they had with respect to the Canadian Acquired Assets immediately prior to the sale, as if the Canadian Acquired Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

9. **THIS COURT ORDERS AND DIRECTS** the Information Officer to deliver an executed copy of the Information Officer's Certificate to the Buyer forthwith after the Information Officer receives confirmation from the Foreign Representative (or its counsel) and the Buyer (or its counsel) that: (a) the conditions to Closing as set out in the Asset Purchase Agreement have been satisfied or waived by the Chapter 11 Debtors and the Buyer, as applicable; and (b) subject only to the delivery of the Information Officer's Certificate, the transactions contemplated by the Asset Purchase Agreement have been completed to the satisfaction of the Chapter 11 Debtors and the Buyer. The Information Officer is hereby directed to file a copy of the Information Officer's Certificate with the Court forthwith after delivery thereof to the Buyer.

10. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Chapter 11 Debtors are authorized and permitted to disclose and transfer to the Buyer or Buyer Designee, as applicable, all human

resources and payroll information in the Chapter 11 Debtors' records pertaining to the Chapter 11 Debtors' past and current employees, including personal information of those employees listed on Schedules "2.3(e)(i)" and "5.22(b)" to the Disclosure Schedules to the Asset Purchase Agreement. The Buyer or Buyer Designee, as applicable, shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Chapter 11 Debtors.

### 11. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the Bankruptcy and Insolvency Act (Canada) in respect of the Chapter 11 Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Chapter 11 Debtors;

the vesting of the Canadian Acquired Assets (including the assignment of the Assumed Contracts) in the Buyer or Buyer Designee, as applicable, pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Chapter 11 Debtors and shall not be void or voidable by creditors of the Chapter 11 Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

12. **THIS COURT ORDERS AND DECLARES** that the Buyer and each Buyer Designee is discharged from any obligation under, and shall not incur any liability under, section 6 of the *Retail Sales Tax Act* (Ontario) and/or any equivalent or corresponding provision under any other province or territory in Canada in respect of the Canadian Acquired Assets or the transactions contemplated in the Asset Purchase Agreement.

### LOAD BROKER TRUST

13. **THIS COURT ORDERS** that on the Closing Date, the Information Officer shall be entitled to release all funds held by the Information Officer in the Load Broker Trust (as defined in the Supplemental Order) as of such date, net of any fees and disbursements paid pursuant to paragraph 18 hereof, to the Buyer or a Buyer Designee, as directed by the Buyer, and such funds shall form part of the Canadian Acquired Assets purchased by the Buyer or such Buyer Designee, as applicable, on Closing pursuant to the Asset Purchase Agreement, the Sale Order and this Order.

### NAME CHANGE

14. **THIS COURT ORDERS** that on or after the Closing, each of the Canadian Debtors are hereby permitted to execute and file articles of amendment or such other documents or instruments as may be required to change their respective legal names in accordance with section 8.8 of the Asset Purchase Agreement, and such articles, documents or other instruments shall be deemed to be duly authorized, valid and effective and shall be accepted by the Director (as defined in the *Business Corporations Act* (Ontario) and the *Canada Business Corporations Act*) and the Registrar (as defined in the *Limited Partnerships Act* (Ontario)) without the requirement (if any) of obtaining director, partner or shareholder approval pursuant to any federal or provincial legislation.

### APPROVAL OF FEES AND ACTIVITIES

15. **THIS COURT ORDERS** that the First Report of the Information Officer dated September 6, 2019, the Second Report of the Information Officer dated September 17, 2019 and the Third Report and the activities and the conduct of the Information Officer described therein are hereby approved.

16. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer and Stikeman, as counsel to the Information Officer, as set out in the Third Report and the Fee Affidavits, are hereby approved.

17. **THIS COURT ORDERS AND DECLARES** that the fees and disbursements of the Information Officer and Stikeman, respectively, that are not set out in the Third Report and Fee

Affidavits but that have been or will be incurred in performance of the duties of the Information Officer up to the date of the filing of the Information Officer's Certificate ("**Discharge Date**") or incidental duties that may be required to complete the administration of these proceedings following the Discharge Date are hereby authorized and approved up to a maximum of CDN\$30,000 plus any applicable taxes and disbursements in the case of the Information Officer and CDN\$20,000 plus any applicable taxes and disbursements in the case of Stikeman.

18. **THIS COURT ORDERS** that the Information Officer is hereby authorized and directed to pay any outstanding fees and disbursements owing to Canadian counsel to the Chapter 11 Debtors, the Information Officer and Stikeman as of the Closing Date from the Load Broker Trust prior to paying any remaining balance to the Buyer or a Buyer Designee, as directed by the Buyer, in accordance with paragraph 13 hereof.

### **TERMINATION OF CCAA PROCEEDINGS**

19. **THIS COURT ORDERS** that upon the repayment in full in cash of all indebtedness outstanding under the U.S. Revolver Facility and the Canadian Sub-Facility as of the Closing Date, the DIP ABL Charge (as defined in the Supplemental Order) shall be terminated, released and discharged.

20. **THIS COURT ORDERS** that upon Closing, the DIP Term Loan Charge (as defined in the Supplemental Order) and, subject to payment of the outstanding fees and disbursements of the Information Officer and its counsel, the Administration Charge (as defined in the Supplemental Order), in each case shall be terminated, released and discharged.

21. **THIS COURT ORDERS** that upon the payment of the outstanding fees and disbursements of the Information Officer and its counsel and the filing of the Information Officer's Certificate in accordance with paragraph 9, these CCAA recognition proceedings shall be terminated.

22. **THIS COURT ORDERS** that upon the filing of the Information Officer's Certificate, Alvarez & Marsal Canada Inc. ("A&M") shall be and is discharged as the Information Officer in these proceedings effective on the Discharge Date; provided that the Information Officer shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of the Information Officer. 23. **THIS COURT ORDERS AND DECLARES** that upon the filing of the Information Certificate in accordance with paragraph 9 hereof, A&M and Stikeman shall be released and discharged from any and all liability that A&M and Stikeman now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of A&M while acting in its capacity as Information Officer and Stikeman while acting in its capacity as counsel to the Information Officer, save and except for any gross negligence or wilful misconduct on the Information Officer's part. Without limiting the generality of the foregoing, upon the filing of the Information Officer's Certificate, A&M and Stikeman shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within CCAA proceedings, save and except for any gross negligence or wilful misconduct on their part.

24. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Information Officer in any way arising from or related to its capacity or conduct as Information Officer except with prior leave of this Court and on prior written notice to the Information Officer.

### GENERAL

25. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.

26. **THIS COURT ORDERS** that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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### **SCHEDULE A – SALE ORDER**



SCHEDULE B – PENSION APPROVAL ORDER



### **SCHEDULE C – Form of Information Officer's Certificate**

Court File No. CV-19-625200-00CL

### ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

### IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF JACK COOPER VENTURES, INC., JACK COOPER DIVERSIFIED, LLC, JACK COOPER ENTERPRISES, INC., JACK COOPER HOLDINGS CORP., JACK COOPER TRANSPORT COMPANY, INC., AUTO HANDLING CORPORATION, CTEMS, LLC, JACK COOPER LOGISTICS, LLC, AUTO & BOAT RELOCATION SERVICES, LLC, AXIS LOGISTIC SERVICES, INC., JACK COOPER CT SERVICES, INC., JACK COOPER RAIL AND SHUTTLE, INC., JACK COOPER INVESTMENTS, INC., NORTH AMERICAN AUTO TRANSPORTATION CORP., JACK COOPER TRANSPORT CANADA INC., JACK COOPER CANADA GP 1 INC., JACK COOPER CANADA GP 2 INC., JACK COOPER CANADA 1 LIMITED PARTNERSHIP, JACK COOPER CANADA 2 LIMITED PARTNERSHIP

APPLICATION OF JACK COOPER VENTURES, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

### **INFORMATION OFFICER'S CERTIFICATE**

### RECITALS

A. Pursuant to the Supplemental Order (Foreign Main Proceeding) of the Honourable Justice Hainey of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated August 9, 2019, Alvarez & Marsal Canada Inc. was appointed as the Information Officer in these proceedings (the "**Information Officer**").

B. Pursuant to an Order of the Court dated October [18], 2019 (the "Sale Recognition and Vesting Order") the Court: (a) recognized the Order (i) Approving the Sale of the Acquired Assets Free and Clear of Claims, Liens, Interests and Encumbrances; (ii) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (iii) Granting Related Relief of the United States Bankruptcy Court for the Northern District of

Georgia made in the cases commenced by the Chapter 11 Debtors pursuant to Chapter 11 of the U.S. Bankruptcy Code (the "**Sale Order**") and (b) provided for the vesting in JC Buyer Company, Inc. (the "**Buyer**") or a Buyer Designee (as defined in the Asset Purchase Agreement dated as of August 22, 2010 by and among the Buyer, as buyer, and Jack Cooper Investments, Inc. and the other Chapter 11 Debtors, as sellers (as amended, restated, supplemented or modified from time to time, the "Asset Purchase Agreement")) of all of the Chapter 11 Debtors' right, title and interest in and to, *inter alia*, the Canadian Acquired Assets, effective upon the delivery by the Information Officer to the Buyer of a certificate confirming: (a) that the conditions to Closing (as defined in the Asset Purchase Agreement) as set out in article 9 and article 10 of the Asset Purchase Agreement have been satisfied or waived by the Chapter 11 Debtors and the Buyer, as applicable, and (b) the transactions contemplated by the Asset Purchase Agreement have been completed to the satisfaction of the Chapter 11 Debtors and the Buyer.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Recognition and Vesting Order.

**THE INFORMATION OFFICER CERTIFIES** that it has been advised by the Chapter 11 Debtors (or their counsel) and the Buyer (or its counsel) that:

1. The conditions to Closing as set out in article 9 and article 10 of the Asset Purchase Agreement have been satisfied or waived by the Chapter 11 Debtors and the Buyer, as applicable; and

2. Subject only to the delivery of this Certificate, the transactions contemplated by the Asset Purchase Agreement have been completed to the satisfaction of the Chapter 11 Debtors and the Buyer.

This Certificate was delivered by the Information Officer at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

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### ALVAREZ & MARSAL CANADA INC., in its capacity as Information Officer of the Chapter 11 Debtors, and not in its personal capacity

Per:

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Name:

Title:

## Draft

### SCHEDULE D – WINNIPEG REAL PROPERTY

### 737 Plinguet St, Winnipeg, Manitoba

Title Number 2703901/1 Lot 1 Plan 52374 WLTO In Lot "F" of the Roman Catholic Mission Property.

(Land Titles Office for the Land Title District of Winnipeg)

### SCHEDULE E – CLAIMS

None.

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AND IN THE MATTER OF AND IN THE MATTER OF JACK COOPER VENTURES, INC., JACK COOPER DIVERSIFIED, LLC, JACK COOPER ENTERPRISES, INC., JACK COOPER HOLDINGS CORP., JACK COOPER TRANSPORT COMPANY, INC., AUTO HANDLING CORPORATION, CTEMS, LLC, JACK COOPER LOGISTICS, LLC, AUTO & BOAT RELOCATION SERVICES, LLC, AXIS LOGISTIC SERVICES, INC., JACK COOPER CT SERVICES, INC., JACK COOPER RAIL AND SHUTTLE, INC., JACK COOPER INVESTMENTS, INC., NORTH AMERICAN AUTO TRANSPORTATION CORP., JACK COOPER TRANSPORT CANADA, INC., JACK COOPER CANADA GP 1 INC., JACK COOPER CANADA GP 2 INC., JACK COOPER CANADA GP 1 LIMITED PARTNERSHIP, AND JACK COOPER CANADA 2 LIMITED PARTNERSHIP

APPLICATION OF JACK COOPER VENTURES, INC., UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

### Ontario SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

Proceeding commenced at Toronto

### SALE RECOGNITION AND VESTING ORDER

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Lawyers for the Applicant

Matter No: 1202186

AND IN THE MATTER OF JACK COOPER VENTURES, INC., JACK COOPER DIVERSIFIED, LLC, JACK COOPER ENTERPRISES, INC., JACK COOPER HOLDINGS CORP., JACK COOPER TRANSPORT COMPANY, INC., AUTO HANDLING CORPORATION, CTEMS, LLC, JACK COOPER LOGISTICS, LLC, AUTO & BOAT RELOCATION SERVICES, LLC, AXIS LOGISTIC SERVICES, INC., JACK COOPER CT SERVICES, INC., JACK COOPER RAIL AND SHUTTLE, INC., JACK COOPER INVESTMENTS, INC., NORTH AMERICAN AUTO TRANSPORTATION CORP., JACK COOPER TRANSPORT CANADA INC., JACK COOPER CANADA GP 1 I

APPLICATION OF JACK COOPER VENTURES, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Ontario SUPERIOR COURT OF JUSTICE COMMERCIAL LIST Proceeding commenced at Toronto
MOTION RECORD OF THE APPLICANT
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