

**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, 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**”) 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.
3. This Certificate was delivered by the Information Officer on November 4, 2019, with effect as of 11:59 pm (prevailing Eastern Time) on November 2, 2019.



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

Per: \_\_\_\_\_

Name: **ALAN HUTCHENS**

Title: **SENIOR VICE-PRESIDENT**

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 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

Applicant

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Proceeding commenced at Toronto

INFORMATION OFFICER'S CERTIFICATE

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**Lawyers for the Information Officer**