

This is Exhibit "G" to the Affidavit of Greg R. May
sworn before me this 15th day of October 2019

Linda E. Murphy

A Notary Public in and for the State of Missouri



LINDA E. MURPHY
My Commission Expires
August 13, 2021
Jackson County
Commission #13406172

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 9th DAY

JUSTICE HAINEY

)

OF SEPTEMBER, 2019

RECOGNITION AND INTERCOMPANY CHARGE ORDER

THIS MOTION, made by Jack Cooper Ventures, Inc. (the "**Foreign Representative**"), in its capacity as foreign representative of 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 recognizing certain orders granted by the United States Bankruptcy Court for the Northern

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District of Georgia (the "U.S. Court") and granting the Intercompany Charge (as defined below), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Greg R. May, sworn September 6, 2019 (the "Second May Affidavit"), the Affidavit of Waleed Malik, affirmed on September 5, 2019, and the First Report of Alvarez & Marsal Canada Inc., in its capacity as Information Officer, each filed.

AND UPON HEARING the submissions of counsel for the Foreign Representative, the Information Officer, and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Waleed Malik, affirmed September 6, 2019, and the affidavit of service of Ana Chalupa, sworn September 6, 2019, each filed.

SERVICE

1. **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

2. **THIS COURT ORDERS** that the following orders (collectively, the "Foreign Orders") of the U.S. Court 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:

- a) *Final 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* (the "**Final Cash Management Order**");
- b) *Final Order Authorizing the Payment of Certain Prepetition Taxes and Fees* (the "**Final Taxes Order**");

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- c) *Final Order Authorizing the Debtors to (I) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related thereto, (II) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies, (III) Honor the Terms of the Premium Financing Agreements and Pay Premiums thereunder, (IV) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (V) Granting Related Relief (the “**Final Insurance Order**”);*
- d) *Final Order Authorizing (I) the Debtors to Continue and Renew the Surety Bond Program and (II) Granting Related Relief (the “**Final Surety Bond Order**”);*
- e) *Final Order Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock (the “**Final Equity Transfer Order**”);*
- f) *Final Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Vendors and Foreign Vendors and (II) Granting Related Relief (the “**Final Critical Vendor Order**”);*
- g) *Final Order (I) Authorizing the Debtors to Continue Customer Programs and Honor Certain Prepetition Obligations Relating Thereto, and (II) Granting Related Relief (the “**Final Customer Programs Order**”);*
- h) *Final Order Authorizing the Debtors to (I) Pay Certain Prepetition Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (II) Continue Employee Benefits (“**Final Wages Order**”); and*
- i) *Order (I) Authorizing the Debtors to Enter into and Perform under the Stalking Horse Asset Purchase Agreement, (II) Approving Bidding Procedures for the Sale of the Debtors’*

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*Assets, (III) Approving the Expense Reimbursement, (IV) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (V) Scheduling Bid Deadlines and an Auction, (VI) Approving the Form and Manner of Notice Thereof, (VII) Approving Contract Assumption and Assignment Procedures, and (VIII) Granting Related Relief (the “**Bid Procedures Order**”)*

(copies of each such Foreign Order are attached hereto as Schedule “A” to “I”, 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).

INTERCOMPANY CHARGE

3. **THIS COURT ORDERS** that a Chapter 11 Debtor that has provided services or lent money to, or borne costs of, a Canadian Chapter 11 Debtor shall be entitled to the benefit of and is hereby granted a charge (the “**Intercompany Charge**”) on the Property in Canada of such Chapter 11 Debtor as security for its Allowed Intercompany Claims (as defined in the Second May Affidavit) that arose or arise on or after August 9, 2019. The Intercompany Charge shall have the priority set out in paragraphs 22 through 27 of the Supplemental Order.

AMENDMENT TO SUPPLEMENTAL ORDER

4. **THIS COURT ORDERS** that paragraph 23 of the Supplemental Order is hereby amended as follows:

23. **THIS COURT ORDERS** that the priorities of the Administration Charge, the DIP ABL Charge, ~~and the DIP Term Loan Charge~~ and the Intercompany Charge (as defined in the Recognition and Intercompany Charge Order made on September 9, 2019 in these proceedings) (collectively, the “**Charges**”), as among them, shall be as follows:

