

This is Exhibit "H" 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 18th DAY

JUSTICE HAINEY

)

OF SEPTEMBER, 2019

RECOGNITION 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

District of Georgia (the “U.S. Court”), was heard this day at 330 University Avenue, Toronto , Ontario.

ON READING the Notice of Motion, the Affidavit of Greg R. May, sworn September 17, 2019, the Affidavit of Emily Paplawski, sworn September 16, 2019, and the Second 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 17, 2019 and the affidavit of service of Ana Chalupa sworn September 17, 2019, 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 Determining Adequate Assurance of Payment for Future Utility Services,*
- (b) *Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business, and*
- (c) *Final Order (I) Authorizing Debtors to Obtain Senior and Junior Secured Superpriority Postpetition Financing; Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition*

Lenders; (II) Authorizing Use of Cash Collateral; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief ("Final DIP Order").

(copies of each such Foreign Orders are attached hereto as Schedules "A" to "C", 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).

AMENDMENT TO SUPPLEMENTAL ORDER

3. **THIS COURT ORDERS** that paragraph 21 of the Supplemental Order is hereby amended as follows:

21. **THIS COURT ORDERS** that the DIP ABL Agent, for and on behalf of itself and the other lenders under the DIP ABL Facility, shall be entitled to the benefit of and is hereby granted a charge (the "**DIP ABL Charge**") on the Property in Canada, which DIP ABL Charge shall be consistent with the liens and charges created by the Interim DIP Order and the Final DIP Order with respect to the Property in Canada, shall have the priority set out in paragraphs 22 through 27 hereof, and further provided that the DIP ABL Charge shall not be enforced except with leave of this Court on notice to the Information Officer and those parties on the service list established for these proceedings.

4. **THIS COURT ORDER** that paragraph 22 of the Supplemental Order is hereby amended as follows:

22. **THIS COURT ORDERS** that the DIP Term Loan Agent, for and on behalf of itself and the other lenders under the DIP Term Loan Facility, shall be entitled to the benefit of and is hereby granted a charge (the "**DIP Term Loan Charge**") on the Property in Canada, which DIP Term Loan Charge shall be consistent with the liens and charges created by the Interim DIP Order and the Final DIP Order with respect to the Property in Canada, shall have the priority set out in paragraphs

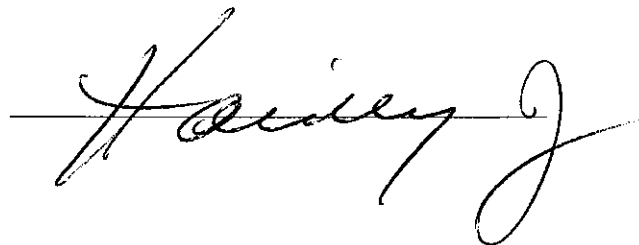
22 through 27 hereof, and further provided that the DIP Term Loan Charge shall not be enforced except with leave of this Court on notice to the Information Officer and those parties on the service list established for these proceedings.

GENERAL

5. **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.

6. **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.

7. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. Eastern Standard Time on the date of this Order



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ON / BOOK NO:
LE / DANS LE REGISTRE NO:

SEP 18 2019

PER / PAR: RW

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

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Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

RECOGNITION ORDER

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