

**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)  
)

---

**NOTICE OF AUCTION FOR THE SALE OF THE DEBTORS' ASSETS**

---

**PLEASE TAKE NOTICE** that on September 3, 2019, the United States Bankruptcy Court for the Northern District of Georgia (the “Bankruptcy Court”) entered the *Order (I) Authorizing the Debtors to Enter Into and Perform Under the Stalking Horse Purchase Agreement, (II) Approving Bidding Procedures for the Sale of the Debtors’ 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* [Docket No. 224] (the “Bidding Procedures Order”),<sup>2</sup> authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to conduct an auction (the “Auction”) to select the party or parties to purchase the Debtors’ assets. The Auction will be governed by the bidding procedures approved pursuant to the Bidding Procedures Order (attached to the Bidding Procedures Order as Exhibit 2, the “Bidding Procedures”).

---

<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 ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.

**Copies of the Bidding Procedures Order or other documents related thereto are available upon request to Prime Clerk, LLC by calling (844) 234-1463 or toll free at (917) 994-8409, emailing jackcooperinfo@primeclerk.com, or visiting the Debtors' restructuring website at <https://cases.primeclerk.com/jackcooper>.**

**PLEASE TAKE FURTHER NOTICE** that the **Bid Deadline is October 1, 2019 at 5:00 p.m. (prevailing Eastern Time)**, and that any person or entity who wishes to participate in the Auction must comply with the participation requirements, bid requirements, and other requirements set forth in the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to conduct the Auction, if necessary, at which they will consider proposals submitted to the Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, on **October 4, 2019 at 10:00 a.m. (prevailing Eastern Time)**, at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019.

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to modify the Bidding Procedures, in their reasonable business judgment in accordance with the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that **October 10, 2019 at 2:30 p.m. (prevailing Eastern Time)** or as soon thereafter as the Debtors may be heard, shall be the date and time for the hearing at which the Bankruptcy Court will consider approval of the Sale (the "Sale Hearing").

**PLEASE TAKE FURTHER NOTICE** that the deadline to object to approval of the Sale (the "Sale Objection Deadline") is set for **October 2, 2019 at 5:00 p.m. (prevailing Eastern Time)**; *provided*, that if there is an Auction, the Sale Objection Deadline shall be **October 5, 2019 at 5:00 p.m. (prevailing Eastern Time)**.<sup>3</sup> Any objection must: (i) be in writing; (ii) comply with the applicable provisions of the Bankruptcy Rules, the Complex Case Procedures, the Bankruptcy Local Rules for the Northern District of Georgia, and any order governing the administration of these chapter 11 cases; (iii) state with specificity the nature of the objection; and (iv) be filed with the Bankruptcy Court and served and **actually received** by the no later than the Sale Objection Deadline by the Bankruptcy Court and the following parties: (a) the Debtors, 630 Kennesaw Due West Road, Kennesaw, Georgia 30152, Attn.: Theo Ciupitu; (b)(1) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Brian S. Hermann and Kelley A. Cornish, and (2) King & Spalding LLP, 1180 Peachtree Street NE, Atlanta, Georgia 30309, Attn.: Sarah R. Borders, Leia Clement Shermohammed, and Britney Baker; (c) the Office of the United States Trustee for the Northern District of Georgia, 75 Ted Turner Dr. S.W., Room 362, Atlanta, Georgia 30303; (d) 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; (e) counsel to the Debtors'

<sup>3</sup> Parties may object to the Sale based on the identity of the Successful Bidder (if other than the Stalking Horse Bidder) at any time prior to the commencement of the Sale Hearing.

prepetition first lien term loan lenders, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn.: Adam Harris; (f) counsel to the Debtors' prepetition junior lien term loan lenders, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Jonathan Henes and 300 North LaSalle, Chicago, IL 60654, Attn.: Marc Kieselstein and Alexandra Schwarzman; and (g) counsel to the Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, NY 10019, Attn.: Michael G. Burke and Matthew A. Clemente.

Dated: September 6, 2019  
Atlanta, Georgia

/s/ Sarah R. Borders

Sarah R. Borders  
Georgia Bar No. 610649  
Leia Clement Shermohammed  
Georgia Bar No. 972711  
Britney Baker  
Georgia Bar No. 625752  
**KING & SPALDING LLP**  
1180 Peachtree Street NE  
Atlanta, Georgia 30309  
Telephone: (404) 572-4600  
Email: sborders@kslaw.com  
Email: lshermohammed@kslaw.com  
Email: bbaker@kslaw.com

-and-

Kelley A. Cornish (admitted *pro hac vice*)  
New York Bar No. 1930767  
Brian S. Hermann (admitted *pro hac vice*)  
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

*Counsel for the Debtors in Possession*