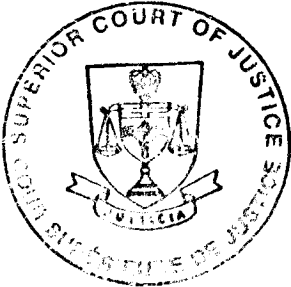


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MR. ) THURSDAY THE 29<sup>th</sup> DAY OF  
 )  
JUSTICE GROUND ) MARCH, 2007

IN THE MATTER OF SECTION 18.6 OF THE  
*COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36



AND IN THE MATTER OF  
ALLIED HOLDINGS, INC. AND THOSE SUBSIDIARIES  
LISTED ON SCHEDULE "A" HERETO

Applicants

**ORDER**

**THIS MOTION** made by the Applicants for, among other things, an order extending the stay of proceedings was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** (i) the Notice of Motion, (ii) the Affidavit of Thomas H. King sworn March 22, 2007 and the exhibits thereto (the "**King Affidavit**"), and (iii) the Supplementary Affidavit of Thomas H. King sworn March 27, 2007 and the exhibit thereto (the "**Supplementary King Affidavit**"), filed; on hearing the submissions of counsel for the Applicants; and on being satisfied that circumstances exist that make this Order appropriate;

**Service**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in support of this motion be and it is hereby abridged such that this motion is properly returnable today and further that service thereof upon any person other than the persons served with the Motion Record herein be and it is hereby dispensed with.

## **Stay of Proceedings**

2. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 5 of the Order of the Honourable Mr. Justice Farley dated August 2, 2005) be and the same is hereby further extended to and including May 31, 2007.

## **Recognition of the Certain Orders in the Chapter 11 Proceedings**

3. **THIS COURT ORDERS** that:

- (a) the Interim Order of the United States Bankruptcy Court issued on March 26, 2007 authorizing the Applicants to, among other things, obtain new secured post-petition financing to refinance existing post-petition financing (the "**GS Financing Interim Order**");
- (b) the Order of the United States Bankruptcy Court issued on February 14, 2007 authorizing the Debtors to enter into an Insurance Renewal Agreement for the U.S. insurance programs (the "**U.S. Insurance Renewal Order**"); and
- (c) the Order of the United States Bankruptcy Court issued on February 14, 2007 authorizing the Debtors to enter into an Insurance Renewal Agreement for the Canadian insurance programs (the "**Canadian Insurance Renewal Order**");

be and they are hereby recognized in their respective entirety and shall have effect throughout Canada as if each was an order of this Court made in proceedings under the CCAA having identical effect to that provided for in such orders.

4. **THIS COURT FURTHER ORDERS** that the GS Financing Interim Order, the U.S. Insurance Renewal Order and the Canadian Insurance Renewal Order are binding upon all persons with any interest in the within proceedings.

## **DIP LIENS**

5. **THIS COURT ORDERS** that the liens, security interests, mortgages and charges granted to the Secured Parties (as defined in the GS Financing Interim Order) by the U.S. Court as security for the payment and performance of all of the DIP Obligations (as defined in the GS Financing Interim Order) are hereby recognized, constituted and confirmed as fixed, specific and continuing liens, security interests, mortgages and charges (collectively, the “**DIP Liens**”) in, on and against all of the Collateral (as defined in the GS Financing Interim Order).
6. **THIS COURT ORDERS** that each of the Applicants are hereby authorized and empowered to incur the obligations under and in accordance with the terms of the DIP Documents (as defined in the GS Financing Interim Order).
7. **THIS COURT ORDERS** that neither the Agent nor the Lenders (as such terms are defined in the GS Financing Interim Order) shall be required to file, register, record or perfect the DIP Liens in any Canadian jurisdiction.
8. **THIS COURT ORDERS** that the DIP Liens shall have priority in Canada over all present and future fixed or floating liens, charges, mortgages, hypothecs, security interests, pledges or other encumbrances attaching to the Collateral, subject and subordinate only to the encumbrances provided for in the GS Financing Interim Order and subject to encumbrances arising by operation of law without any grant of a security interest by such Applicant and that are given priority over prior fixed charges by Canadian statute law in the event of a bankruptcy of such Applicant.
9. **THIS COURT ORDERS** that the obligations of the Applicants pursuant to the DIP Documents (as defined in the GS Financing Interim Order) and all documents delivered pursuant thereto constitute legal, valid and binding obligations of the Applicants enforceable against them in accordance with the terms thereof, and the payments made and security granted by the Applicants pursuant to such documents do not constitute fraudulent preferences, fraudulent conveyances,

oppressive conduct, settlements or other challengeable, voidable or reviewable transactions under any applicable law in Canada.

10. **THIS COURT ORDERS** that the DIP Liens shall be deemed to be valid and effective notwithstanding any negative covenants, prohibitions or other similar provisions with respect to incurring debt or the creation of liens or securities contained in any existing agreement between the Applicants and any lender and that notwithstanding any provision to the contrary in such agreements,

(a) the executions, delivery, perfection or registration of the DIP Liens shall not create or be deemed to constitute a breach by the Applicants of any agreement to which any of the Applicants is a party, and


(b) the Agent and the Lenders (as such terms are defined in the GS Financing Interim Order) shall have no liability to any person whatsoever as a result of any breach of any agreement caused by or resulting from the Applicants entering into the DIP Documents (as defined in the GS Financing Interim Order) or other document delivered pursuant thereto.

11. **THIS COURT ORDERS** that the DIP Lender Charge (as defined in the Order of this Honourable Court in the within proceedings dated August 31, 2005) in favour of the DIP Lenders (as defined in the Order of this Honourable Court in the within proceedings dated August 31, 2005) shall be deemed to be discharged in its entirety upon filing with this Honourable Court a certificate of the Information Officer in the form attached as **Schedule "B"** hereto confirming payment of the amounts provided for in the Pay-Off Letter (as defined in the GS Financing Interim Order), the issuance of the Backstop Letters of Credit (as defined in the Pay-Off Letter) in the amounts specified in the Pay-Off Letter, the funding of the Reserve Fund (as defined in the GS Financing Interim Order), and satisfaction of the other conditions set forth in the Pay-Off Letter.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

MAR 29 2007

PER/PAR:



**Tara Stead**  
Registrar, Superior Court of Justice

## **SCHEDULE "A"**

Allied Automotive Group, Inc.

Allied Systems, Ltd. (L.P.)

Allied Systems (Canada) Company

QAT, Inc.

RMX LLC

Transport Support LLC

F. J. Boutell Driveaway LLC

Allied Freight Broker LLC

GACS Incorporated

Commercial Carriers, Inc.

Axis Group, Inc.

Axis Netherlands, LLC

Axis Areta, LLC

Logistic Technology, LLC

Logistic Systems, LLC

CT Services Inc.

Cordin Transport LLC

Terminal Services LLC

Axis Canada Company

Ace Operations, LLC

AH Industries, Inc.

**SCHEDULE "B"**

Court File No. 05-CL-6007

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

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Applicants

**INFORMATION OFFICER'S CERTIFICATE**

**RECITALS**

**WHEREAS** the United States Bankruptcy Court issued an Interim Order on March 26, 2007 authorizing the Applicants to, among other things, obtain new secured post-petition financing to refinance existing post-petition financing (the "**GS Financing Interim Order**").

**AND WHEREAS** pursuant to the GS Financing Interim Order, the Applicants entered into the DIP Documents (as defined in the GS Financing Interim Order).

**AND WHEREAS** pursuant to the Order of the Ontario Superior Court of Justice, Commercial List (the "**Court**") made March 29, 2007 (the "**Order**"), the Court recognized the GS Financing Interim Order and provided for the discharge

of the DIP Lender Charge (as defined in the Order of the Court in the within proceedings dated August 31, 2005) in favour of the DIP Lenders (as defined in the Order of the Court in the within proceedings dated August 31, 2005) in its entirety, effective upon the filing of a certificate confirming payment of the amounts provided for in the Pay-Off Letter (as defined in the GS Financing Interim Order), the issuance of the Backstop Letters of Credit (as defined in the Pay-Off Letter) in the amounts specified in the Pay-Off Letter, the funding of the Reserve Fund (as defined in the GS Financing Interim Order), and satisfaction of the other conditions set forth in the Pay-Off Letter.

**HAVING BEEN ADVISED IN WRITING BY THE APPLICANTS AND THE ADMINISTRATIVE AGENT (AS DEFINED IN THE PAY-OFF LETTER), THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:**

1. The Administrative Agent (as defined in the Pay-Off Letter) has been paid the amounts provided for in the Pay-Off Letter (as defined in the GS Financing Interim Order).
2. The Backstop Letters of Credit (as defined in the Pay-Off Letter) have been issued in the amounts specified in the Pay-Off Letter.
3. The Reserve Fund (as defined in the GS Financing Interim Order) has been funded.

4. All of the conditions set forth in the Pay-Off Letter have been satisfied or waived.

**MADE** at Toronto, Ontario, this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

**GRANT THORNTON LIMITED in its capacity  
as the Information Officer of the Applicants  
and not in its personal capacity**

Per:

\_\_\_\_\_  
Name:  
Title:

**IN THE MATTER OF SECTION 18.6 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36  
AND IN THE MATTER OF ALLIED HOLDINGS, INC. AND THOSE SUBSIDIARIES LISTED ON SCHEDULE "A" HERETO**  
Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE**  
(PROCEEDING COMMENCED AT TORONTO)

**ORDER**  
(March 29, 2007)

**GOWLING LAFLEUR HENDERSON LLP**  
Barristers & Solicitors  
1600 – 1 First Canadian Place  
100 King Street West  
Toronto, Ontario  
M5X 1G5

**Heath P.L. Whiteley**  
(L.S.U.C. No. 38528P)

Tel: (416) 862-4400  
Fax: (416) 862-7661

Solicitors for the Applicants