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NOV 16 2005

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
NEWNAN DIVISION

In re:  
  
ALLIED HOLDINGS, INC., *et al.*,  
  
Debtors.

Chapter 11  
  
Case Nos. 05-12515 through 05-12537  
Jointly Administered  
  
Judge Drake

**ORDER ESTABLISHING A DEADLINE FOR FILING  
PRE-PETITION PROOFS OF CLAIM**

This matter is before the Court on the Debtors' Motion to Set Establish Date for Filing Pre-Petition Proofs of Claim (the "Motion") filed by Allied Holdings, Inc. and its affiliated debtors and debtors-in-possession herein (collectively, the "Debtors").<sup>1</sup>

The Court has considered the Motion and the matters reflected in the record of the hearing held on the Motion. It appears that the Court has jurisdiction over this proceeding; that this is a core proceeding; that notice of this Motion has been provided to those entities on the Master Service List (as such term is defined in the Order Establishing Notice Procedures entered on August 2, 2005 in these jointly administered cases); that no further notice is necessary; that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their creditors; and good and sufficient cause exists for such relief.

Accordingly, it is hereby ORDERED as follows:

1. The Motion is granted.

<sup>1</sup> The affiliated debtors are as follows: 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., Kar-Tainer International LLC, 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, and AH Industries Inc.

2. Except as otherwise provided herein, pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3), the deadline for each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate and trust) that has or asserts any claim (as defined in section 101(5) of title 11 of the United States Code (the "Bankruptcy Code"))<sup>2</sup> that arose on or before July 31, 2005 (the "Commencement Date") against any of the Debtors, their property, or their estates, shall file an original, written proof of such claim (in the singular, a "Proof of Claim" or, in the plural, "Proofs of Claim") against the appropriate Debtor or Debtors **at or before 5:00 p.m. on February 17, 2006** (the "Bar Date").

3. In order to be valid, a filed Proof of Claim must –
- a. substantially conform to the form attached hereto as Exhibit "A" or Official Form No. 10 (Proof of Claim forms may be purchased from any legal stationer or obtained from any bankruptcy court clerk's office, or on the Internet at [www.administar.net/allied/htm/poc.htm](http://www.administar.net/allied/htm/poc.htm));
  - b. be written in the English language;
  - c. be denominated in lawful currency of the United States of America or in lawful currency of Canada, as may be appropriate, as of the Commencement Date;
  - d. indicate the Debtor against which the claim is being asserted; and
  - e. be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

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<sup>2</sup> Section 101(5) of the Bankruptcy Code provides that a "claim" is defined as follows:

(A) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or

(B) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

4. Any person or entity holding a claim against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor, and all holders of claims must identify on their Proofs of Claim the particular Debtor against which their claim is asserted and the case number corresponding to that particular Debtor.

5. In order to be deemed timely filed, a Proof of Claim must be actually received by the Debtors' court-approved claims agent, JPMorgan Trust Company, NA, on or before the Bar Date at one of the following addresses:

If Sent By United States Mail:  
Allied Holdings, Inc.  
c/o JPMorgan Trust Company, NA  
P.O. Box 56636  
Jacksonville, Florida 32241-6636

If Sent By Overnight Service or Hand Delivery:  
Allied Holdings, Inc.  
c/o JPMorgan Trust Company, NA  
8475 Western Way, Suite 110  
Jacksonville, Florida 32256

6. Proofs of Claim may not be delivered by facsimile, telecopy or electronic mail. Any Proofs of Claim delivered by those methods will not be deemed to be valid.

7. The following persons or entities are not required to file a Proof of Claim on or before the Bar Date:

- a. Any person or entity that has already properly filed, with the United States Bankruptcy Court for the Northern District of Georgia, Newnan Division, a Proof of Claim against the appropriate Debtor or Debtors;
- b. Any person or entity whose claim is listed on the Debtors' Bankruptcy Schedules which were filed on September 28, 2005, but only if (i) such person's or entity's claim is not scheduled on the Bankruptcy Schedules as "disputed," "contingent," or "unliquidated," (ii) such person's or entity's claim is identified on the Bankruptcy Schedules of the appropriate Debtor, and (iii) such person or entity does not dispute the amount or nature of the claim listed on the Bankruptcy Schedules (the Debtors' Bankruptcy Schedules may be examined during normal business hours (8:00 a.m. to 4:00 p.m.) at the

office of the Clerk of the U.S. Bankruptcy Court, Northern District of Georgia, Newnan Division, at the Lewis Morgan Federal Building, 18 Greenville Street, Newnan, Georgia, or on the Internet at <http://www.administar.net/allied/htm/schedules.htm>);

- c. Any person or entity having a claim under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of any of the Debtors' chapter 11 cases;
- d. Any person or entity whose claim has been paid in full by any of the Debtors;
- e. Any person or entity that holds an interest in any Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest;
- f. Any Debtor having a claim against any other Debtor;
- g. Any person or entity that holds a claim that has been allowed pursuant to an order of this Court entered on or before the Bar Date;
- h. Any person or entity that holds a claim solely against any of the Debtors' non-debtor affiliates; and
- i. Any person or entity that holds a claim exclusively for the repayment of principal, interest and/or other applicable fees and charges arising from any bond, note or debenture issued by any of the Debtors through the September 30, 1997 issuance of senior notes in the principal amount of \$150 million and bearing interest at 8½% (the "Senior Notes") (such claimant shall be referred to as a "Senior Notes Claimant"), provided, however, that this provision does not apply to the following entities which must file Proofs of Claim: (i) the Senior Notes indenture trustee (the "Indenture Trustee"), (ii) any Senior Notes Claimants holding claims not related to the Senior Notes, or (iii) any current or former holder of Senior Notes wishing to assert a claim arising out of or related to the ownership or purchase of Senior Notes (other than claims for payment of principal, interest, fees and charges related thereto as otherwise permitted herein), including, but not limited to, claims arising out of or related to the purchase, sale, issuance, or distribution of Senior Notes, any damages claim under applicable securities law or any claim pursuant to Section 510(b) of the Bankruptcy Code.

8. Without limiting the foregoing, any person or entity who has or who may have or who may claim to have any right to refund, credit, adjustment, payment or distribution by, or on behalf of or affecting the Debtors which refund, credit, adjustment, payment or distribution has

been or could be ordered or determined by any court or regulatory body as a result of any matter, cause or thing whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured and regardless of whether such right relates to a past, current, or future period, must file a Proof of Claim on or before the Bar Date.

9. Any person or entity holding a potential claim arising from the rejection of an executory contract or unexpired lease of the Debtors must file a Proof of Claim evidencing such claim by the later of (i) the Bar Date, or (ii) 30 calendar days after the entry of the order providing for the rejection of the executory contract or unexpired lease of the Debtors (unless the order authorizing such rejection provides otherwise).

10. If any of the Debtors amend or supplement their Bankruptcy Schedules, the Debtors shall give notice of any such amendment or supplement to the holders of the claims affected thereby, and such holders shall be afforded twenty (20) days from the date on which such notice is given to file Proofs of Claim in respect of their claims or be forever barred from doing so.

11. The Indenture Trustee is hereby authorized and entitled, in its sole discretion, but not required, to file (and amend and/or supplement as it sees fit) aggregate Proofs of Claim in each of the Debtors' chapter 11 cases on behalf of Senior Notes Claimants in respect of the Debtors' obligations under the Senior Notes, including, without limitation, the repayment of principal, interest and/or other applicable fees and charges arising thereunder, provided, however, that the Indenture Trustee is not authorized to file any Proof of Claim with respect to any claim held by any current or former holder of Senior Notes arising out of or related to the ownership or purchase of Senior Notes (other than claims for payment of principal, interest, fees

and charges related thereto as otherwise permitted herein), including, but not limited to, claims arising out of or related to the purchase, sale, issuance, or distribution of Senior Notes, any damages claim under applicable securities law or any claim pursuant to Section 510(b) of the Bankruptcy Code. The foregoing notwithstanding, nothing contained in this Order shall be deemed to preclude any Senior Note Claimant from filing a Proof of Claim in respect of any Senior Notes held by such claimant.

12. Any person or entity who is required to file a Proof of Claim hereunder but fails to do so by the Bar Date (or, with respect to any claim arising from the rejection of an executory contract or unexpired lease, by the applicable time periods described herein) shall be forever barred, estopped, and enjoined from asserting any right or claim against the Debtors and shall be barred from participating in any distribution under a plan of reorganization that may be confirmed in this case.

13. Pursuant to Federal Rule of Bankruptcy Procedure 2002(f), the Debtors shall publish notice of the Bar Date, in substantially the form annexed to the Motion as Exhibit "B" attached hereto (the "Bar Date Notice") once in (i) The Wall Street Journal (National Edition), (ii) USA Today (National Edition) and (iii) The Fulton County Daily Report no later than thirty (30) days prior to the Bar Date.

14. A copy of the Bar Date Notice shall be sent by the Debtors to all creditors and indenture trustees (including the Indenture Trustee), all parties in this case and all persons who have requested notice in this case within fifteen (15) days of the entry of this Order. As soon as practicable after the service of this Order in accordance with the preceding sentence, the Debtors shall file a certificate of service showing those entities upon which this Order was served.

15. The publishing and service of the Bar Date Notice pursuant to Paragraphs 13 and 14 of this Order is reasonable and will provide good, adequate, sufficient, and proper notice to all creditors of (i) the Bar Date and (ii) such creditors' rights and obligations in connection with the claims they may have against the Debtors in these chapter 11 cases.

SO ORDERED this 16 day of November, 2005.



W. Homer Drake  
United States Bankruptcy Judge

**Order Prepared and Submitted by:**



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- and -

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Attorneys for the Debtors

**EXHIBIT "A"**  
**(Proof of Claim Form)**

**United States Bankruptcy Court, Northern District of Georgia** **PROOF OF CLAIM**

<b>Debtor Name:</b> <small>(See Complete List on Page 3 Attached)</small>	<b>Case Number:</b>	<p><b>THIS SPACE FOR COURT USE ONLY</b></p>
<p><b>NOTE</b> This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment for an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>		
<p>Name of Creditor and Address where notices should be sent:</p>		

Creditor Telephone Number \_\_\_\_\_

Account or other number by which Creditor identifies Debtor: \_\_\_\_\_ Check here if this claim  Replaces or  Amends a previously filed claim dated \_\_\_\_\_

**1. BASIS FOR CLAIM**

<input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: right;">(date) (date)</div>
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**2. DATE DEBT WAS INCURRED:** \_\_\_\_\_ **3. IF COURT JUDGMENT, DATE OBTAINED:** \_\_\_\_\_

**4. TOTAL AMOUNT OF CLAIM** \$ \_\_\_\_\_ (unsecured) \$ \_\_\_\_\_ (secured) \$ \_\_\_\_\_ (unsecured priority) \$ \_\_\_\_\_ (total)

If all or part of your claim is secured or entitled to priority, also complete item 5 or 6 below

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

<p><b>5. SECURED CLAIM</b></p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).          Brief Description of Collateral:  <input type="checkbox"/> Real Estate  <input type="checkbox"/> Motor Vehicle  <input type="checkbox"/> Other _____</p> <p>Value of Collateral: \$ _____          Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____</p>	<p><b>6. UNSECURED PRIORITY CLAIM.</b>          Check this box if you have an unsecured priority claim          Amount entitled to priority \$ _____          Specify the priority of the claim:  <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,925),* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).  <input type="checkbox"/> Up to \$2,225 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).          * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</p>
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**7. CREDITS:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

**8. SUPPORTING DOCUMENTS:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the supporting documents are not available, explain. If the documents are voluminous, attach a summary.

**9. DATE STAMPED COPY:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

<p><b>THE ORIGINAL OF THIS PROOF OF CLAIM MUST BE SENT TO THE APPLICABLE ADDRESS BELOW.</b></p>		<p><b>THIS SPACE FOR COURT USE ONLY</b></p>
<p>IF PROOF OF CLAIM IS SENT BY MAIL, SEND TO:   <b>Allied Holdings, Inc.</b>  <b>C/O JP Morgan Trust Company, N.A.</b>  <b>P.O. Box 56636</b>  <b>Jacksonville, FL 32241-6636</b></p>	<p>IF PROOF OF CLAIM IS SENT BY MESSENGER, SEND TO:   <b>Allied Holdings, Inc.</b>  <b>C/O JP Morgan Trust Company, N.A.</b>  <b>8475 Western Way, Suite 110</b>  <b>Jacksonville, FL 32256</b></p>	
<p>DATE SIGNED: _____</p>	<p>Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)</p>	

*Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

## INSTRUCTIONS FOR COMPLETING PROOF OF CLAIM FORM

*The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules*

### - DEFINITIONS -

<p><b>Debtor</b> The person, corporation or other entity that has filed a bankruptcy case is called the debtor.</p> <p><b>Creditor</b> A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date the bankruptcy case was filed.</p> <p><b>Proof of Claim</b> A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim).</p>	<p><b>Secured Claim</b> A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.</p> <p>Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also <i>Unsecured Claim</i>).</p>	<p><b>Unsecured Claim</b> If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.</p> <p><b>Unsecured Priority Claim</b> Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as <i>Unsecured Nonpriority Claims</i></p>
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### ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM

<p><b>NAME OF DEBTOR AND CASE NUMBER:</b> You MUST fill in the specific debtor against which your claim is being asserted. If you are asserting claims against more than one debtor, you MUST file a separate proof of claim for each debtor.</p> <p><b>INFORMATION ABOUT CREDITOR:</b> Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices about this case, if your address differs from that to which notice was sent, or if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate box on the form.</p> <p><b>1. BASIS FOR CLAIM:</b> Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.</p> <p><b>2. DATE DEBT INCURRED:</b> Fill in the date when the debt first was owed by the debtor.</p> <p><b>3. COURT JUDGMENTS:</b> If you have a court judgment for this debt, state the date the court entered the judgment.</p>	<p><b>4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:</b> Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.</p> <p><b>5. SECURED CLAIM</b> Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).</p> <p><b>6. UNSECURED PRIORITY CLAIM</b> Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.</p> <p><b>7. CREDITS</b> By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.</p> <p><b>8. SUPPORTING DOCUMENTS</b> You must attach to this proof of claim copies of documents that show the debtor owes the amount claimed or, if the documents are too lengthy, a summary of these documents. If documents are not available, you must attach an explanation.</p>
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**Complete List of Debtors**

<b><u>Debtors</u></b>	<b><u>Case Number</u></b>
Allied Holdings, Inc.	05-12515
Allied Automotive Group, Inc.	05-12516
Allied Systems, Ltd. (L.P.)	05-12517
Allied Systems (Canada) Company	05-12518
QAT, Inc.	05-12519
RMX LLC	05-12520
Transport Support LLC	05-12521
F.J. Boutell Driveway LLC	05-12522
Allied Freight Broker LLC	05-12523
GACS Incorporated	05-12524
Commercial Carriers, Inc.	05-12525
Axis Group, Inc.	05-12526
Kar-Tainer International LLC	05-12527
Axis Netherlands, LLC	05-12528
Axis Areta, LLC	05-12529
Logistic Technology, LLC	05-12530
Logistic Systems, LLC	05-12531
CT Services, Inc.	05-12532
Cordin Transport LLC	05-12533
Terminal Services LLC	05-12534
Axis Canada Company	05-12535
Ace Operations, LLC	05-12536
AH Industries Inc.	05-12537

**EXHIBIT "B"**  
**(Bar Date Notice)**