

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

In re:

ALLIED HOLDINGS, INC., *et al.*,
Debtors.

Chapter 11

Case Nos. 05-12515 through
05-12537

Jointly Administered

Judge Mullins

**STIPULATION REGARDING CONTINUED EXCLUSIVITY AND PLAN OF
REORGANIZATION**

Come now the debtors in possession (the “Debtors”) in the above captioned actions and hereby stipulate as follows with Yucaipa American Alliance Fund I, LP and Yucaipa American Alliance (Parallel) Fund I, LP (collectively “Yucaipa”) with respect to proposing a plan of reorganization in the above-captioned cases. Pursuant to this Stipulation Regarding Continued Exclusivity and Plan of Reorganization, the Debtors shall support and become a co-proponent of a joint plan (the “Plan”) with Yucaipa and the Teamsters National Automobile Transportation Industry Negotiating Committee (“TNATINC”) on the terms and conditions set forth in the term sheet (and Exhibit A thereto) executed by Yucaipa and the TNATINC (the “Term Sheet”), subject to the following:

1. The Debtors and Yucaipa shall forthwith discuss necessary measures to enhance revenue. Promptly after Yucaipa executes a confidentiality agreement reasonably acceptable to the Debtors, the Debtors shall provide Yucaipa with information as to customer profitability and revenue enhancement. The prospective financial impact of revenue enhancements shall be incorporated into the projections and business plan contained in the Disclosure Statement.

However, the process of obtaining revenue enhancements shall not delay confirmation of the Plan as set forth in paragraph 13 below.

2. The sale of Canada shall be omitted from the Plan and Disclosure Statement, if, among other things, in the judgment of Yucaipa, the sale of the Canadian operations is shown (a) after consulting with the Debtors, to materially diminish the value of the bankruptcy estate, or (b) after consulting with the Debtors, to be impractical for reasons including, but not limited to, the time demands of Plan formulation and execution. The Debtors expressly reserve their right to withdraw their support of the Plan as set forth in paragraph 12 below if the Debtors disagree with Yucaipa's judgment concerning sale of the Canadian operations.

3. At or prior to the hearing on confirmation of the Plan and as a condition to confirmation of the Plan, Yucaipa shall demonstrate the ability to refinance the DIP loan and obtain or provide sufficient exit financing. Yucaipa and the Debtors shall coordinate on a process for refinancing the DIP loan and obtaining exit financing; provided however that the terms and conditions of such refinancing and exit financing shall be subject to Yucaipa's approval, to be exercised in Yucaipa's sole discretion.

4. In connection with the maturity of the revolver, the Debtors shall coordinate with Yucaipa to obtain an extension of the revolver for a nominal fee or raise new takeout financing (such takeout financing to be on terms and conditions acceptable to Yucaipa in Yucaipa's sole discretion).

5. Subject to the terms of Exhibit A to the Term Sheet, Yucaipa shall collaborate with Allied in resolving the issues relating to Axis in a manner that is in the best interests of the estate.

6. In connection with the Debtors' projections and business plan described in paragraph 7 below, the Debtors and Yucaipa shall coordinate regarding assumptions as to capital expenditures, including rig capacity assumptions and repair and maintenance costs.

7. The Debtors shall regularly consult with Yucaipa in the preparation of the business plan or projections to be attached to the Disclosure Statement. Yucaipa shall have the right to approve such plan or projections in Yucaipa's sole discretion, with Debtors expressly reserving their right to withdraw support of the Plan as set forth in paragraph 12(c) below in the event of material disagreement with the business plan and projections.

8. The rights of old equity, if any, pursuant to 11 U.S.C. § 1129(b)(2)(C) are preserved.

9. The KERP shall be performed.

10. Yucaipa and the Debtors shall discuss and seek clarification of issues with respect to proposed changes to wages and benefits, as set forth on Exhibit A to the Term Sheet.

11. Yucaipa, the Debtors and the Creditors' Committee shall work to reach agreement on governance provisions with respect to the protection of minority shareholders.

12. The Debtors and Yucaipa shall support the relief sought in the Debtors' Fifth Motion (the "Motion") for Extension of Exclusive Periods During Which the Debtors May Propose and File Plans of Reorganization and Solicit Acceptances Thereof (collectively, the "Exclusivity Periods") provided:

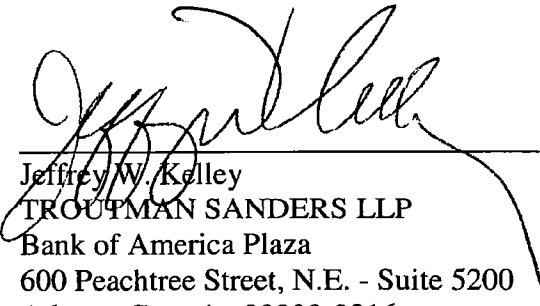
- a. The Exclusivity Periods shall immediately terminate on March 2, 2007 at 5:00 p.m. EST (the "Termination Date") if by the Termination Date the Debtors have not filed a disclosure statement and plan of reorganization consistent with the Term Sheet that is co-proposed by the Debtors, Yucaipa and the TNATINC;
- b. The Termination Date can be extended by mutual written consent of the Debtors and Yucaipa without need for further order of the Bankruptcy Court, such consent to be provided or withheld in each party's respective sole discretion;
- c. The Debtors shall not seek an extension of the Exclusivity Periods unless the Debtors are a co-proponent of the Plan. In the event that, the Debtors' board of directors, in the exercise of its fiduciary duties to the bankruptcy estate, causes the Debtors to withdraw their support of the Plan or the timetable set forth below in paragraph 13, (a) the Exclusivity Periods shall immediately terminate and (b) Yucaipa and TNATINC may proceed without any delay to attempt to confirm and achieve consummation of the Plan; and
- d. The Debtors shall use their commercially reasonable efforts to ensure the foregoing terms concerning termination of exclusivity shall be attached to and incorporated by reference into any future order extending exclusivity in the bankruptcy cases, and the Debtors shall

not seek or consent to entry of any such order that does not also incorporate by reference such terms.

13. The Debtors and Yucaipa agree to the following timetable:
- a. On or before March 2, 2007, file the Plan and the accompanying Disclosure Statement.
 - b. On or before April 6, 2007, approval of the Disclosure Statement; and
 - c. On or before May 7, 2007, confirmation of the Plan.

The foregoing timetable is subject to non-material changes to accommodate the calendar of the Court. The Debtors and Yucaipa will use their reasonable commercial efforts to obtain approval of the Disclosure Statement and confirmation of the Plan on the timetable set forth above.

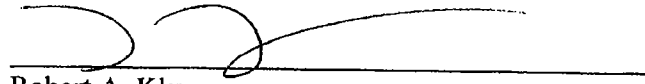
This 23rd day of February 2007.



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05-12515-crm Allied Holdings, Inc. and F.J. Boutell Driveaway LLC

Chapter: 11 v

Case Flag: JNTADMIN, LEAD,
APPEAL

U.S. Bankruptcy Court

Northern District of Georgia

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Case Number: 05-12515-crm

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Stipulation *Regarding Continued Exclusivity and Plan of Reorganization* filed by Jeffrey W. Kelley on behalf of Allied Holdings, Inc.. (related document(s)[2494] Motion to Extend/Limit Exclusivity Period for Filing Chapter 11 Plan and Disclosure Statement,)(Kelley, Jeffrey)

The following document(s) are associated with this transaction:

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Exhibit A



METROMEDIA INTERNATIONAL GROUP, INC.
8000 Tower Point Drive
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www.metromedia-group.com

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 15, 2006**

November 10, 2006

To the Stockholders of Metromedia International Group, Inc.:

You are cordially invited to attend an annual meeting of the stockholders of Metromedia International Group, Inc., a Delaware corporation (the "Company"), to be held at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064, on December 15, 2006 at 10:00 a.m., local time. Registration will begin at 7:30 a.m., local time, so that the meeting can begin promptly at 10:00 a.m., local time.

At the annual meeting:

- our common stockholders will be asked to vote as a class to elect two Class III directors to the board of directors of the Company, each to serve for an abbreviated term ending in connection with the annual meeting of stockholders to be held in the year 2007;
- our common stockholders will be asked to vote as a class to elect three Class I directors to the board of directors of the Company, each to serve for an abbreviated term ending in connection with the annual meeting of stockholders to be held in the year 2008;
- our common stockholders will be asked to vote as a class to elect two Class II directors to the board of directors of the Company, each to serve for a three-year term ending in connection with the annual meeting of stockholders to be held in the year 2009;
- our preferred stockholders will be asked to vote as a class to elect two directors to the board of directors of the Company, each to serve for a term ending upon the earlier of the Company's next annual meeting or such time as all dividends in arrears on the shares of the Company's 7.25% cumulative convertible preferred stock, par value \$1.00 per share, are paid in full; and
- our stockholders will be asked to vote on any stockholder proposal that is properly brought before the meeting in accordance with the Company's by-laws and by the proponent(s) thereof, as well as such other business, if any, as may properly come before the annual meeting or any adjournment thereof.

This annual meeting is being held pursuant to a Stipulation and Order granted by the Court of Chancery of the State of Delaware, dated September 26, 2006, pursuant to which the Company has agreed to hold an annual meeting of stockholders in New York City, New York on December 15, 2006 in accordance with Section 211(c) of the Delaware General Corporation Law for the election of all the directors of the Company and voting on any stockholder proposal or other business that properly comes before the annual meeting. The shares of Company common stock and 7.25% cumulative convertible preferred stock represented at the annual meeting, either in person or by proxy, and entitled to vote thereat, shall constitute a quorum of each such class for the purpose of such annual meeting, notwithstanding any provision of the certificate of incorporation or by-laws of the Company to the contrary. This quorum is different from that set forth in the Company's by-laws and certificate of incorporation, which require at least a majority of the Company's outstanding common shares and preferred shares, respectively, to be represented at a meeting to constitute a quorum.

Pursuant to the Stipulation and Order, the close of business on November 1, 2006 has been fixed as the date for determining the stockholders who are entitled to notice of and to vote at the annual meeting.

Metromedia International Group, Inc. Notice of Meeting

As of the date of this Notice of Meeting, the Company is not current in its periodic reporting requirements under the Securities and Exchange Act of 1934, as amended, as the Company has not yet filed with the United States Securities and Exchange Commission its annual reports on Form 10-K for the fiscal periods ended December 31, 2004 and 2005 and its quarterly reports on Form 10-Q for the fiscal periods ended March 31, 2005 and thereafter. As a result, the Company is not permitted under United States Securities and Exchange Commission rules and regulations to distribute a proxy statement or information statement or solicit proxies in connection with the annual meeting.

A stockholder wishing to vote at the annual meeting must either vote in person at the annual meeting or make arrangements to grant a valid proxy or power of attorney to a person or representative who will attend and vote on such stockholder's behalf. In addition, if your shares are held in "street name" at a brokerage firm, bank or with a trustee, you probably do not have the legal right to vote your shares; in order to vote such shares yourself, you will need to request an "assignment of proxy," "legal proxy," "power of attorney" or other appropriate delegation of authority to vote from your broker, bank or trustee and present that valid proxy or power of attorney at the annual meeting. If your shares are held in "street name" and you cannot attend the meeting, in order to vote at the meeting you must obtain a valid proxy from your broker, bank or trustee AND grant a valid proxy or power of attorney to a person or representative who will attend and vote on your behalf -- such person or representative must present BOTH the valid proxy from your broker, bank or trustee as well as the valid proxy from you granting authority to such person or representative to vote in person at the meeting. Under a "legal proxy", the brokerage firm, bank or trustee confers all of its rights as a record holder (which may in turn have been passed on to it by the ultimate record holder) to vote at the annual meeting. Please promptly contact your bank, broker or trustee for information on obtaining an "assignment of proxy," "legal proxy" or other appropriate delegation of authority to vote at the annual meeting to ensure your shares are properly represented at the meeting.

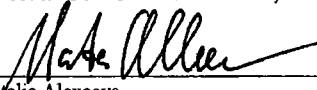
All stockholders on the record date established for the annual meeting, or their duly appointed proxies, can attend. Seating, however, is limited, and attendance at the annual meeting will be on a first-come, first-served basis. Notwithstanding the preceding sentence, any stockholder who has previously submitted a proposal that is properly before the annual meeting or who is otherwise required to attend by law or the rules of the Securities and Exchange Commission will be admitted to the annual meeting. If a stockholder is not a natural person, only two representatives of such entity shall be entitled to attend the annual meeting absent express permission in advance of the annual meeting from the Company. If the shares are registered in the name of a corporation or other organization, you will need to bring a letter from an authorized agent of that corporation or organization giving you authority to vote its shares. Stockholders who hold shares through a broker will need to bring a copy of a brokerage statement reflecting their stock ownership as of the record date of the annual meeting to be admitted. Government issued identification must be presented to verify a stockholder's identity. For security reasons, all coats and briefcases must be checked prior to entry into the annual meeting.

A list of stockholders entitled to vote at the annual meeting will be available for inspection by any stockholder, for any reason germane to the annual meeting, during ordinary business hours during the ten days prior to the annual meeting at our corporate offices at 8000 Tower Point Drive, Charlotte, North Carolina 28227. If you wish to view the list of stockholders, please contact our Corporate Secretary's office at 8000 Tower Point Drive, Charlotte, North Carolina 28227 (Telephone: 704-321-7380). In addition, a list of stockholders entitled to vote at the annual meeting will be available at the annual meeting for inspection by any stockholder who is present.

For the avoidance of doubt, this Notice of Meeting is not a "proxy" and the Company is not soliciting your vote, consent or authorization with respect to any of the matters described herein to be voted on at the annual meeting.

Thank you for your cooperation and continued support.

By Order of our Board of Directors,



Natalia Alexeeva,
General Counsel and Secretary

Charlotte, North Carolina
November 10, 2006