

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

ENTERED ON DOCKET
8-1-05

In re:

ALLIED HOLDINGS, INC., *et al.*

Debtors.

Chapter 11

Case Nos. 05-12515 through 05-12537
Jointly Administered

Judge DRAKE

**ORDER AUTHORIZING DEBTORS TO (A) MAINTAIN
EXISTING BANK ACCOUNTS AND CASH MANAGEMENT SYSTEM,
(B) CONTINUE USE OF EXISTING BUSINESS FORMS, AND
(C) CONTINUE USE OF EXISTING INVESTMENT GUIDELINES**

This matter is before the Court on the motion of Allied Holdings, Inc., 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., debtors and debtors-in-possession herein (herein collectively, the "Debtors") for authority to (a) maintain existing bank accounts and cash management system, (b) continue use of existing business forms, and (c) continue use of existing investment guidelines (the "Motion").

The Court has considered the Motion, the Declaration of Thomas H. King in Support of Chapter 11 Petitions and First Day Motions, 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 the Motion has been given to the Office of the United States

Trustee, the Securities and Exchange Commission, counsel for the collateral agent for the Debtors' prepetition secured lenders, the indenture trustee for Debtors' senior note holders, counsel for the *ad hoc* committee of senior note holders, counsel to the Agent for the Debtors' proposed debtor-in-possession lenders and the Debtors' forty largest unsecured creditors on a consolidated basis; 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 that good and sufficient cause exists for such relief.

Accordingly, it is hereby ORDERED as follows:

1. The Motion is GRANTED.
2. The Debtors are authorized to continue to use their prepetition cash management system procedures, as described in the Motion, in the ordinary course of business.
3. The Debtors are authorized and empowered to (a) designate, maintain, and continue to use any and all existing bank accounts with the same account numbers, including, without limitation, the accounts identified in Exhibit A to the Motion; and (b) treat the bank accounts for all purposes as accounts of the Debtors as debtors in possession.
4. The banks at which the Debtors' bank accounts are maintained (collectively, the "Banks") are authorized to continue to service and administer the applicable bank accounts as accounts of the respective Debtor as a debtor-in-possession without interruption and in the usual and ordinary course, and to receive, process and honor and pay any and all checks, drafts, wires, or automated clearing house transfers ("ACH Transfers") drawn on the bank accounts after the Petition Date (as defined in the Motion) by holders or makers thereof, as the case may be. The Debtors shall reimburse the Banks for any claim arising prior to or after the Petition Date in

connection with customer checks deposited with the Banks which have been dishonored or returned for insufficient funds in the applicable customer account; *provided, however*, that, in addition to the requirements thereof, any checks, drafts, wires, or ACH Transfers drawn or issued by the Debtors before the Petition Date shall be timely honored by any such Bank to the extent necessary to comply with any order(s) of this Court authorizing payment of certain prepetition claims, unless such Bank is instructed by the Debtors to stop payment on or otherwise dishonor such check, draft, wire or ACH Transfer.

5. Notwithstanding anything to the contrary in any other order in this case entered contemporaneously with this Order, the Banks (a) are authorized to accept and honor all representations from the Debtors as to which checks, drafts, wires, or ACH Transfers should be honored or dishonored consistent with any order(s) of this Court, whether the checks, drafts, wires, or ACH Transfers are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment is or is not authorized by any order(s) of the Court, (b) have no duty to inquire as to whether such payments are authorized by any order(s) of the Court, and (c) have no liability to any party on account of following the Debtors' instructions in accordance with this Order.

6. Nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing bank account(s) as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtors' requests to open or close, as the case may be, such bank accounts or additional bank accounts; *provided, however*, that any new account shall be with a bank that is insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and that is organized under the laws of the United States or any State therein.

7. Any and all accounts opened by the Debtors on or after the Petition Date at any Bank shall, for all purposes under this Order, similarly be subject to the rights and obligations of this Order.

8. The Debtors and the Banks are hereby authorized to continue to perform pursuant to the terms of any prepetition agreements that may exist between them, except and to the extent otherwise directed by the terms of this Order. The parties to such agreements shall continue to enjoy the rights and remedies afforded to them under such agreements, except to the extent modified by the terms of this Order or by operation of the Bankruptcy Code.

9. The Debtors are authorized to continue to consolidate the management of their cash and cash equivalents, including, without limitation, their prepetition procedures related to investments of cash, and to effectuate the transfer of funds by and among the Debtors and their non-Debtor affiliates as and when needed to the extent permitted by their post-petition credit agreement and in the amounts necessary or appropriate to maintain their operations in the ordinary course of business; *provided, however*, that the Debtors shall maintain strict records of all such transfers in a manner so that all transactions can be readily ascertained to the same extent maintained by the Debtors prior to the Petition Date.

10. The Debtors are authorized to continue to use their existing business forms and stationery without alteration or change.


11. The Debtors are authorized to continue their current investment practices as described in the Motion.

12. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

SO ORDERED this 1 day of August 2005.


UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:


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PROPOSED ATTORNEYS FOR THE DEBTORS