

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

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

MOTION RECORD
(returnable February 6, 2008)

Date: January 31, 2008

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TAB 1

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

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

NOTICE OF MOTION
(returnable February 6, 2008)

The Applicants will make a motion to the Court, on Wednesday, February 6, 2008, at 10:00 a.m. or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order, in substantially the form attached as **Schedule "B"** hereto:
 - (a) abridging the time for, or dispensing with, service or further service of this Notice of Motion on any parties other than those served with the Motion Record herein;
 - (b) recognizing certain Orders issued by the United States Bankruptcy Court in connection with the resolution of creditor claims, which are identified in paragraphs 16 and 20 of the affidavit of John Whyte sworn January 31, 2008 and attached as Exhibits "G" and "H" thereto; and

- (c) granting such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

Background

1. On July 31, 2005, the Applicants filed voluntary petitions pursuant to Chapter 11 of the U.S. Bankruptcy Code (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court (the “**U.S. Court**”);
2. The Applicants sought and obtained various first day orders from the U.S. Court (collectively, the “**First Day Orders**”), which provided additional protection to the Applicants and addressed other administrative matters, including the provision of post-petition debtor-in-possession financing (“**DIP Financing**”);

Ancillary Proceedings in Canada

3. By Order dated August 2, 2005 (the “**Initial CCAA Recognition Order**”), this Honourable Court recognized the U.S. Proceeding as “foreign proceedings” as defined by section 18.6 of the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, chapter C-36, as amended (the “**CCAA**”) and granted certain declaratory and other relief in connection with same, including recognition of certain of the First Day Orders;
4. From time to time, the Applicants sought and obtained Orders extending the stay of proceedings in the Initial CCAA Recognition Order ultimately to June 30, 2007 (collectively, the “**Extension Orders**”);

Plan of Reorganization

5. The Debtors agreed to support and become a co-proponent of a joint plan (the “**Plan**”) with Yucaipa American Alliance Fund I, LP (“**Yucaipa**”) and certain affiliates of the International Brotherhood of Teamsters (collectively, the “**IBT**”);
6. By Order dated May 18, 2007, the U.S. Court confirmed the Plan (the “**Plan Confirmation Order**”);
7. By Order dated May 24, 2007, this Honourable Court recognized the Plan Confirmation Order;

Expiration of the Stay of Proceedings

8. The stay of proceedings under the CCAA expired on June 30, 2007;

Discharge of the Information Officer

9. By Order dated August 30, 2007, this Honourable Court discharged the Information Officer as at that time the only remaining issues concerning the Debtors were the resolution of creditor claims and financial reporting;

Supplemental Bar Date Order

10. On September 26, 2007, the Applicants filed a motion with the U.S. Court seeking an order establishing a limited supplemental bar date;
11. On September 26, 2007, the Reorganized Debtors obtained an order from the U.S. Court establishing a limited supplemental bar date (the “**Supplemental Bar Date Order**”);
12. The Supplemental Bar Date Order established a new bar date of October 24, 2007 for claimants (the “**Deleted Claimants**”) whose claims had been originally listed as “undisputed, unliquidated and uncontingent” in the schedules filed on September 28, 2005 but were subsequently deleted by the amended schedules filed on September 13, 2007;

13. On September 26, 2007, the Applicants caused the Supplemental Bar Date Order to be served on the Deleted Claimants, including creditors in Canada (the **“Deleted Canadian Claimants”**);
14. No Deleted Canadian Claimants filed any proofs of claim in response to the Supplemental Bar Date Order;

Specific Further Orders in the Chapter 11 Proceedings

15. In the Chapter 11 Proceedings, the U.S. Court issued the following orders:
 - (a) on June 12, 2007, a First Order on the Debtors’ First Omnibus Objection to Allowance of Claims;
 - (b) on June 15, 2007, a First Order on the Debtors’ Second Omnibus Objection to Allowance of Claims;
 - (c) on June 15, 2007, a Second Order on the Debtors’ First Omnibus Objection to Allowance of Claims;
 - (d) on August 24, 2007, a First Order on the Reorganized Debtors’ Third Omnibus Objection to Allowance of Claims;
 - (e) on September 27, 2007, an Order extending time to Object to Claims and Interests;
 - (f) on October 11, 2007, a Third Order on the Reorganized Debtors’ First Omnibus Objection to Allowance of Claims; and
 - (g) on October 11, 2007, a Second Order on the Reorganized Debtors’ Third Omnibus Objection to Allowance of Claims;
16. The Initial CCAA Recognition Order;
17. The Extension Orders;
18. The provisions of the CCAA;
19. Rules 2.03, 3.02 and 37 of the *Rules of Civil Procedure*; and

20. Such other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The affidavit of John Whyte sworn January 31, 2008 and the exhibits thereto; and
2. Such further and other materials as counsel may submit and this Honourable Court may permit.

Date: January 31, 2008

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Committee

SCHEDULE "A"

Allied Automotive Group, Inc.

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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.

person other than the persons served with the Motion Record herein be and it is hereby dispensed with.

Recognition of the Supplemental Bar Date Order

2. **THIS COURT ORDERS** that the Order of the United States Bankruptcy Court dated September 26, 2007 establishing a limited supplemental bar date of October 24, 2007 (the "**Supplemental Bar Date Order**") be and it is hereby recognized in its entirety and shall have effect throughout Canada as if it was an order of this Court made in proceedings under the CCAA having identical effect to that provided for in such order.
3. **THIS COURT FURTHER ORDERS** that the Supplemental Bar Date Order is binding upon all persons with any interest in the within proceedings.

Recognition of Specific Further Orders in the Chapter 11 Proceedings

4. **THIS COURT ORDERS** that the:
 - (a) First Order of the United States Bankruptcy Court dated June 12, 2007 on the Debtors' First Omnibus Objection to Allowance of Claims ;
 - (b) First Order of the United States Bankruptcy Court dated June 15, 2007 on the Debtors' Second Omnibus Objection to Allowance of Claims;
 - (c) Second Order of the United States Bankruptcy Court dated June 15, 2007 on the Debtors' First Omnibus Objection to Allowance of Claims;
 - (d) First Order of the United States Bankruptcy Court dated August 24, 2007 on the Reorganized Debtors' Third Omnibus Objection to Allowance of Claims;
 - (e) Order of the United States Bankruptcy Court dated September 27, 2007 extending time to Object to Claims and Interests;

- (f) Third Order of the United States Bankruptcy Court dated October 11, 2007 on the Reorganized Debtors' First Omnibus Objection to Allowance of Claims; and
- (g) Second Order of the United States Bankruptcy Court dated October 11, 2007 on the Reorganized Debtors' Third Omnibus Objection to Allowance of Claims;

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

5. **THIS COURT FURTHER ORDERS** that the Orders listed in paragraph 4 above are binding upon all persons with any interest in the within proceedings.

SCHEDULE "A"

Allied Automotive Group, Inc.

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**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 IN SCHEDULE "A"**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL COURT)**
Proceedings Commenced at Toronto

NOTICE OF MOTION

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TAB 2

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

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

AFFIDAVIT OF JOHN M. WHYTE
(sworn January 31, 2008)

I, **JOHN M. WHYTE**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and am a partner with Gowling Lafleur Henderson LLP ("**Gowlings**"), who is acting as counsel to Allied Holdings, Inc. ("**Allied Holdings**") and the other applicants herein (collectively, the "**Debtors**" or the "**Reorganized Debtors**") in the within proceeding. As such I have knowledge of the matters hereinafter deposed to.

Purpose of this Motion

2. The Reorganized Debtors seek recognition of certain orders made in the Chapter 11 Proceedings (hereinafter defined) following the implementation of the Plan (hereinafter defined) in connection with the resolution of creditor claims.

The Chapter 11 Proceedings

3. On July 31, 2005, the Debtors filed voluntary petitions for relief pursuant to Chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Proceedings**”). Pursuant to the terms of the *United States Bankruptcy Code*, all actions and proceedings were stayed as against the Debtors.
4. The Debtors also sought and obtained a number of orders (collectively the “**First Day Orders**”) from the United States Bankruptcy Court (the “**U.S. Court**”) that, among other things, authorized the Debtors to continue to fund employee benefit plans, pay critical suppliers and obtain financing.

Ancillary Proceedings in Canada

5. On August 2, 2005, the Debtors sought and obtained an order (the “**Initial CCAA Recognition Order**”) under section 18.6 of the Companies’ Creditors Arrangement Act (the “**CCAA**”) which, among other things, (a) recognized the Chapter 11 Proceedings as “foreign proceedings” as defined by section 18.6 of the CCAA; (b) imposed a stay of proceedings in respect of the Debtors until October 3, 2005; and (c) recognized three of the First Day Orders and the interim order re DIP financing. Attached and marked as **Exhibit “A”** hereto is a true copy of the Initial CCAA Recognition Order.
6. A number of the First Day Orders made by the U.S. Court were not available at the time of the hearing resulting in the Initial CCAA Recognition Order. On August 31, 2005, an order was made recognizing these other First Day Orders as well as the Final DIP Order. Attached and marked as **Exhibit “B”** hereto is a true copy of this Order.
7. From time to time, the Debtors sought and obtained Orders extending the stay of proceedings in the Initial CCAA Recognition Order ultimately to June 30, 2007 (collectively, the “**Extension Orders**”). Attached and marked as **Exhibit “C”** hereto are true copies of the Extension Orders.

Plan of Reorganization

8. The Debtors agreed to support and become a co-proponent of a joint plan (the “**Plan**”) with Yucaipa American Alliance Fund I, LP (“**Yucaipa**”) and certain affiliates of the International Brotherhood of Teamsters (collectively, the “**IBT**”).
9. The confirmation hearing in respect of the Plan was held on May 9, 10 and 11, 2007.
10. By Order dated May 18, 2007, the U.S. Court confirmed the Plan (the “**Plan Confirmation Order**”).
11. On May 24, 2007, Allied Canada sought and obtained an Order recognizing the Plan Confirmation Order. Attached and marked as **Exhibit “D”** hereto is a true copy of this recognition order.
12. Implementation of the Plan began on May 29, 2007.

Expiration of the Stay of Proceedings

13. The stay of proceedings under the CCAA expired on June 30, 2007.

Discharge of the Information Officer

14. By Order dated August 30, 2007, this Honourable Court discharged the Information Officer. Attached and marked as **Exhibit “E”** hereto is a true copy of this order and the Eighth Report of the Information Officer dated August 10, 2007, without appendices.

Supplemental Bar Date Order

15. On September 8, 2007, the Reorganized Debtors filed a motion with the U.S. Court seeking an order establishing a limited supplemental bar date. Attached and marked as **Exhibit “F”** hereto is a true copy of this motion.

16. On September 26, 2007, the Reorganized Debtors obtained an order from the U.S. Court establishing a limited supplemental bar date (the “**Supplemental Bar Date Order**”). Attached and marked as **Exhibit “G”** hereto is a true copy of the Supplemental Bar Date Order.
17. The Supplemental Bar Date Order established a new bar date of October 24, 2007 for claimants (the “**Deleted Claimants**”) whose claims had been originally listed as “undisputed, unliquidated and uncontingent” in the schedules filed on September 28, 2005 but were subsequently deleted by the amended schedules filed on September 13, 2007.
18. On September 26, 2007, the Reorganized Debtors caused the Supplemental Bar Date Order to be served on the Deleted Claimants, including creditors in Canada (the “**Deleted Canadian Claimants**”).
19. I am informed by Ezra Cohen of Troutman Sanders, counsel to the Reorganized Debtors in the Chapter 11 Proceeding, and believe that no Deleted Canadian Claimants filed proofs of claim in response to the Supplemental Bar Date Order.

Specific Further Orders in the Chapter 11 Proceedings

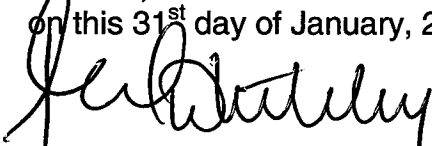
20. In the Chapter 11 Proceeding, the U.S. Court issued the following orders:
 - a. on June 12, 2007 a First Order on the Debtors’ First Omnibus Objection to Allowance of Claims;
 - b. on June 15, 2007 a First Order on the Debtors’ Second Omnibus Objection to Allowance of Claims;
 - c. on June 15, 2007 a Second Order on the Debtors’ First Omnibus Objection to Allowance of Claims;
 - d. on August 24, 2007 a First Order on the Reorganized Debtors’ Third Omnibus Objection to Allowance of Claims;

- e. on September 27, 2007 an Order extending time to Object to Claims and Interests;
- f. on October 11, 2007 a Third Order on the Reorganized Debtors' First Omnibus Objection to Allowance of Claims; and
- g. on October 11, 2007 a Second Order on the Reorganized Debtors' Third Omnibus Objection to Allowance of Claims.

Attached and marked as **Exhibit "H"** hereto are true copies of the foregoing orders.

21. I swear this affidavit in support of a motion by the Debtors for an order recognizing the Supplemental Bar Date Order and the orders referenced in paragraph 20 above, and for no other or improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, on this 31st day of January, 2008



Commissioner of Oaths, etc.

)
)
)
)
)

JOHN M. WHYTE

SCHEDULE "A"

Allied Automotive Group, Inc.

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AH Industries, Inc.

TAB A



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

THE HONOURABLE
MR. JUSTICE FARLEY

) TUESDAY THE 2nd DAY OF
)
) AUGUST, 2005

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 APPLICATION made by the Applicants for an order:

- (a) dispensing with service of the Notice of Application and Application Record herein on any interested party;
- (b) recognizing the proceedings commenced by the Applicants on August 1, 2005 before the United States Bankruptcy Court Northern District of Georgia, Newnan Division (the "**U.S. Court**") for protection under Chapter 11 of the United States Bankruptcy Code (the "**U.S. Proceedings**") as a "foreign proceeding" for the purposes of section 18.6 of the *Companies' Creditors Arrangement Act*, R.S.C., 1985, chapter C-36, as amended (the "**CCAA**");
- (c) staying all proceedings and remedies taken or that might be taken in Canada in respect of the Applicants or any of their property; and

This is Exhibit " 4 " to the affidavit
of John M. Whyte

Sworn before me this 31st day of January

2008
[Signature]
A Commissioner, etc

- (d) granting certain other ancillary relief;

was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING (i) the Notice of Application, and (ii) the Affidavit of Thomas H. King sworn August 2, 2005 and the exhibit thereto (the "**King Affidavit**"), all filed; on hearing the submissions of counsel for the Applicants; upon being advised that no person who might be interested in these proceedings other than General Electric Capital Corporation (the "**Lender**") which was served with the Notice of Application and Application Record herein; 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 Application and the Application Record in support of this Application be and it is hereby abridged such that this Application is properly returnable today and further that service thereof upon any person other than the persons served with the Application Record herein be and it is hereby dispensed with.

Recognition of the U.S. Proceedings

2. **THIS COURT DECLARES** that the U.S. Proceedings be and it is hereby recognized as a "foreign proceeding" for the purposes of section 18.6 of the CCAA.
3. **THIS COURT DECLARES** that the Applicants are companies that are entitled to relief under section 18.6 of the CCAA.

Stay of Proceedings

4. **THIS COURT ORDERS** that the orders made in the U.S. Proceeding, including those orders described in the King Affidavit and listed in Schedule "B" to this Order are hereby recognized in their entirety and shall have effect throughout

Canada as if they were orders of this Court made in proceedings under the CCAA.

5. **THIS COURT ORDERS** that, until and including October 3, 2005, or such later date as the Court may order (the "**Stay Period**", and the period from the date hereof to the Stay Date being referred to as the "**Stay Period**"), no suit, application, proceeding, enforcement process, right or remedy (judicial or extra-judicial, statutory or non-statutory) shall be commenced, proceeded with or continued in Canada (collectively, the "**Proceedings**") by any person, firm, corporation, government, administrative or regulatory body or other entity or organization (including, without limitation, any former, existing or future shareholders, creditors, customers, suppliers, employees, pensioners, unions, regulators, contracting parties, lessors, licensors, co-venturers or partners of any of the Applicants) (collectively, "**Persons**" and individually a "**Person**") against or in respect of any of the Applicants or any of the present or future property, assets, rights, undertaking, estate and effects of any nature of any of the Applicants wheresoever located, and whether held directly or indirectly, as principal or nominee, beneficially or otherwise (collectively, the "**Property**"), and all Proceedings already commenced against or in respect of the Applicants or any of the Property are hereby stayed and suspended and the continuation thereof is restrained unless the prior written consent of the applicable Applicant is obtained or leave of this Court is granted.
6. **THIS COURT ORDERS** that, during the Stay Period, the right of any Person;
 - (a) to commence or continue realization steps or proceedings in Canada in respect of any security interest, encumbrance, lien, charge, mortgage or other security held in relation to, or any trust attaching to, any of the Property (including, without limitation, the right of any Person to take any step in asserting or perfecting any right or interest therein or to exercise any right of registration of securities, distress, seizure, repossession, revendication, stoppage in transit, foreclosure or sale); and

(b) to assert, enforce or exercise in Canada any right, option or remedy available to it arising by law, under any agreement or otherwise (including, without limitation, any right under section 224(1.2) of the *Income Tax Act* (Canada) or substantially similar provision under provincial law (subject to any applicable provisions of the CCAA); any right of dilution, buy-out, divestiture, forced sale, demand, acceleration, termination, suspension, modification, cancellation, set-off or consolidation of accounts; any right of first refusal; any right to give notice of assignment of a claim; or any right to revoke any qualification or registration), against or in respect of any of the Applicants or any of the Property or arising out of, relating to or triggered by the occurrence of any default or non-performance by or the insolvency of any of the Applicants, the making of filing of these proceedings, the U.S. Proceedings, or any allegation, admission or evidence in these proceedings, or in the U.S. Proceedings.

is hereby stayed and restrained unless (a) the prior written consent of both the Applicant and the Lender is obtained or (b) leave of this Court is granted.

7. **THIS COURT ORDERS** that, without limiting the generality of paragraph 4, cash or cash equivalents placed on deposit by an Applicant with any Person during the Stay Period, whether in an operating account or otherwise and whether for its own account or for the account of any other entity, shall not be applied by such Person in reduction or repayment of amounts owing to such Person as of the date of this Order or which may become due on or before the expiry of the Stay Period or in satisfaction of any interest or charges accruing in respect thereof, provided that nothing in this paragraph 6 shall prevent any financial institution from (i) reimbursing itself for the amount of any cheques drawn by an Applicant and properly honoured by the financial institution, or (ii) holding the amount of any cheques or other instruments deposited into an Applicant's account until those cheques or other instruments have been honoured by the financial institution on which they have been drawn.

8. **THIS COURT ORDERS** that, during the Stay Period, all Persons having agreements or other arrangements with any of the Applicants or in connection with any of the Property, whether written or oral (including, without limitation, contracts for the supply of goods or services to or by any of the Applicants, insurance policies, outsourcing agreements, commercial leases, equipment leases and licenses):
- (a) are hereby restrained from accelerating, terminating, cancelling, suspending, withdrawing, failing to renew or extend on reasonable terms, modifying or otherwise interfering with such agreements or other arrangements or the rights of such Applicant or any other Person thereunder or exercising any other remedy provided for such agreements or arrangements, including without limitation any licenses, permits, approvals or consents in respect of such Applicant or in connection with such Property, and without limitation to the foregoing, the operation of any provision of any such agreement or other arrangement that purports to accelerate, terminate, cancel, suspend or modify such agreement or arrangement as a result of the occurrence of any default or non-performance by or the insolvency of any of the Applicants, the making or filing of these proceedings or the U.S. Proceedings or any allegation, admission or evidence in these proceedings, or the U.S. Proceedings is hereby stayed and restrained;
 - (b) are hereby restrained from modifying, discontinuing or otherwise interfering with the supply of any goods, service, or other benefit by or to such Person thereunder (including, without limitation, any modification of, discontinuance of or interference with any telephone numbers, any directors' and officers' insurance, any form of telecommunications service or any oil, gas, electricity or other utility supply); and
 - (c) shall continue to perform and observe the terms and conditions contained in such agreements or other arrangements (including, without limitation,

the payment of all sums to be paid in respect of services performed or to be performed by an Applicant),

so long as such Applicant pays the normal prices or charges for such goods and services received after the date of this Order as such prices or charges become due in accordance with present payment practices or as may be hereafter negotiated (other than deposits, stand-by fees or similar items which such Applicant shall not be required to pay), unless (a) the prior written consent of the applicable Applicant and the Lender is obtained or (b) the leave of this Court is granted.

- 8A. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the effect of the U.S. Proceedings and any orders made therein, the stay of proceedings shall not prevent the initiation or continuation of any grievance filed by or on behalf of any union member; provided, however, any enforcement of any monetary award made in any grievance shall be subject to the stays of proceedings confirmed and recognized by this Order.
9. **THIS COURT ORDERS** that, during the Stay Period, no landlord of any of the Applicants shall:
- (a) exercise any right to terminate or accelerate rent due under a lease with such Applicant;
 - (b) interfere with the quiet possession of real property by such Applicant;
 - (c) exercise any right of distraint, or take possession of any premises leased to such Applicant;
 - (d) interfere with the removal of inventory, chattels and equipment from premises leased by such Applicant; or
 - (e) hinder in any way the orderly liquidation of any Property from premises leased by such Applicant,

all subject to paragraph 9 hereof for the period commencing with the date of this Order and while such Applicant enjoys actual occupation of leased premises, at the presently payable rental rate calculated on a *per diem* basis, or otherwise as may be negotiated by such Applicant from time to time.

10. **THIS COURT ORDERS** that the provisions of the Emergency Interim Order authorizing the debtors to obtain post-petition financing pursuant to section 364 of the Bankruptcy Code of the United States made in the U.S. Proceedings (the “**DIP Order**”) shall apply and shall be enforced throughout Canada as if the DIP Order was an order of this Court. For greater certainty, upon execution and delivery of the DIP Facility Documents (as defined in the DIP Order):
- (a) the DIP Facility Documents shall constitute legal, valid, and binding obligations of the Applicants as parties thereto, enforceable against each Applicant in accordance with their terms and the DIP Order;
 - (b) the DIP Facility Liens (as defined in the DIP Order) granted in and pursuant to the DIP Order to the DIP Facility Collateral Agent (as defined in the DIP Order), on behalf of itself and the DIP Facilities Lenders (as defined in the DIP Order) on and in respect of all of the assets, undertaking and property of the Applicants as security for all of the Applicants’ Obligations and Postpetition Indebtedness (as defined in the DIP Order) arising under the DIP Facility and the DIP Facility Documents are hereby recognized and confirmed and shall be fully enforceable throughout Canada as if they were granted by an order of this Court made in proceedings under the *Companies’ Creditors Arrangement Act* and shall be payable from and with recourse to, in addition to the Collateral (as defined in the DIP Order), any unencumbered prepetition or postpetition property of the Applicants whether now existing or hereafter arising;
 - (c) the DIP Facility Liens shall be effective throughout Canada upon the date of this Order and without the necessity of the execution by the Applicants

or the filing or recordation of mortgages, security agreements, lock box agreements, financing statements, or otherwise;

(d) the DIP Facility Liens recognized and confirmed herein shall rank in priority to the Prepetition Liens (as defined in the DIP Order) and upon entry of the Final Order (as defined in the DIP Order), the Prepetition Liens shall be deemed extinguished.

11. **THIS COURT ORDERS** that to the extent any rights or obligations, or time or limitation periods (including, without limitation, the time to file grievances), relating to an Applicant or any of the Property may expire or terminate with the passage of time (other than the term of any lease of real property), the term of such rights or obligations or time or limitation periods shall hereby be deemed to be extended by a period equal to the Stay Period and, without limitation to the foregoing, in the event that an Applicant becomes bankrupt or a receiver within the meaning of section 243(2) of the *Bankruptcy and Insolvency Act (Canada)* (the "**BIA**") is appointed in respect of an Applicant, the period between the date of this Order and the day on which the Stay Period in respect of such Applicant ends shall not be calculated in determining the 30-day periods referred to in sections 81.1 and 81.2 of the BIA.
12. **THIS COURT ORDERS** that no Person may commence or continue any action, suit or other proceeding against any former, present or future director or officer of an Applicant or any other person by applicable legislation that is deemed to be or is treated similar to a director of an Applicant or that presently or in the future manages the business and affairs of an Applicant (each, a "**Director**", and collectively the "**Directors**") in respect of any claim against such Director that arose before the commencement of these proceedings and that relates to obligations of such Applicant where such Director is or is alleged to be, under any law, liable in his or her capacity as such for the payment of such obligations until further order of this Court, if one is filed, is sanctioned by the Court or is refused by the creditors or the Court.

13. **THIS COURT ORDERS** that no Person shall commence or continue any proceeding against any of the directors, officers, employees, legal counsel or financial advisers of the Applicants, without first obtaining leave of this Court, upon seven (7) days written notice to the Applicants' counsel of record and to all those referred to in this paragraph whom it is proposed be named in such proceedings.

Information Officer

14. **THIS COURT ORDERS** that the Applicants shall appoint Rea Godbold of Grant Thornton Limited, or such other senior officer of Grant Thornton Limited or of the Applicants as the Applicants deem appropriate from time to time, as an information officer for the purposes of these proceedings and this Order (the "**Information Officer**"), subject to the following duties and terms:
- (a) the Information Officer shall deliver to the Court a report signed by the Information Officer, at least once every three months or at such other times as the Court may order or the Applicants and the Information Officer consider appropriate, summarizing the status of the U.S. Proceedings and such other information as the Information Officer believes to be material in connection therewith or as ordered by the Court (the "**Information Reports**"); and
 - (b) the Applicants and the Information Officer shall incur no liability or obligations as a result of the appointment of the Information Officer or the fulfillment by the Information Officer of his or her duties in connection with this Order, and no action or other proceeding shall be commenced against the Applicants or the Information Officer as a result of or relating in any way to the appointment of the Information Officer or the fulfillment by the Information Officer of his or her duties, except with prior leave of this Court and upon further order securing the costs of the Information Officer and the Applicants, on a solicitor and his own client basis, in connection with any such action or proceeding; and

- (c) the Information Officer shall provide to the Lender or its counsel or agents (collectively, the “**Lender Parties**”) such information regarding the Applicants as the Lender Parties may request from time to time acting reasonably.

General Terms

- 15. **THIS COURT ORDERS** that the Applicants shall, within 15 business days of the date of entry of this Order, publish a notice of this Order in substantially the form attached as Schedule “C” hereto on two separate days in the Globe & Mail (National Edition) and the National Post.
- 16. **THIS COURT ORDERS** that the Applicants be at liberty to:
 - (a) serve this Order, any other order in this proceedings, and all notices and other communications in connection therewith, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmissions to persons at their addresses as last shown on the records of the relevant Applicant and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date thereof, or if sent by prepaid ordinary mail, 3 business days after mailing; and
 - (b) take such additional proceedings under the CCAA, or such other proceedings under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, chapter B-3, as amended or the *Winding-up and Restructuring Act*, R.S.C. 1985, chapter W-11, as amended, as may be permitted by such statutes and as the Applicants at any time deem appropriate.
- 17. **THIS COURT ORDERS** that notwithstanding anything else contained herein, the Applicants may, by written consent of their counsel of record herein, agree to waive any of the protections provided to the Applicants herein.

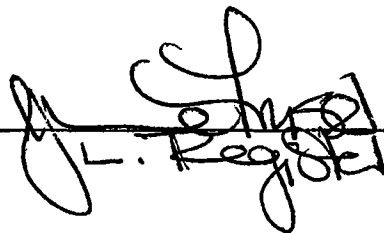
18. **THIS COURT ORDERS** that notwithstanding any other provision of this Order, any interested person may apply to this Court to vary or rescind this Order or seek other relief upon seven (7) days notice to the Applicants and to any other party likely to be affected by the order sought, except in the case of the Lender which may apply to this Court upon three (3) business days notice, or upon such other notice, if any, as this Court may order.
19. **THIS COURT ORDERS** that the Applicants may, from time to time, apply to this Court for directions in the discharge of their powers and duties hereunder or in respect of the proper execution of this Order.
20. **THIS COURT ORDERS** that this Order and the proceedings in this Application leading to the making of this Order, including the contents of any affidavit filed in this Application, shall not, in and of themselves, constitute or be relied upon in evidence or otherwise as constituting a default or failure to comply by the Applicants or any firm, person or corporation owned by or related to any of the Applicants with any statute, regulation, licence, permit, contract, permission, covenant, agreement, undertaking or other instrument or requirement.
21. **THIS COURT SEEKS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and states and other subdivisions of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

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

AUG 5 - 2005

PER/PAR:

NB


L. Register

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.

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

AH Industries, Inc.

SCHEDULE "B"

1. **Emergency Interim Order, among other things, authorizing the Applicants to Obtain Postpetition Financing dated August 1, 2005**
2. **Order authorizing the Applicants to, among other things, Maintain Existing Bank Accounts and Cash Management System dated August 1, 2005**
3. **Stipulation and Order authorizing Limited Use of Cash Collateral dated August 1, 2005**

SCHEDULE "C"

NOTICE

**ALLIED HOLDINGS, INC.
ALLIED SYSTEMS (CANADA) COMPANY
AXIS CANADA COMPANY
AH INDUSTRIES, INC.
AND THOSE OTHER SUBSIDIARIES LISTED BELOW**

Applicants

This notice is being published pursuant to an Order of the Superior Court of Justice of Ontario made August 2, 2005 (the "Canadian Order"). The Applicants have filed for protection in the United States under Chapter 11 of the United States Bankruptcy Code (the "U.S. Proceedings") and have sought and obtained the Canadian Order under section 18.6 of the CCAA, granting a stay of proceedings against the Applicants and their property (the "Canadian Proceedings"). Further relief may be sought in the future by the Applicants pursuant to the CCAA or otherwise, as considered necessary or appropriate by the Applicants, to facilitate their restructuring pursuant to the U.S. Proceedings and otherwise.

Any person who wishes to be a party to the Canadian Proceedings or wants to receive a copy of the Canadian Order or any further information should visit www.gowlings.com/restructuring/Allied and/or contact Canadian counsel for the Applicants as follows:

GOWLING LAFLEUR HENDERSON LLP

Barristers & Solicitors

Suite 4900, Commerce Court West

Toronto, Ontario M5L 1J3

John M. Whyte: (416) 862-5702; john.whyte@gowlings.com

Heath P.L. Whiteley: (416) 862-4400; heath.whiteley@gowlings.com

E. Patrick Shea: (416) 369-7399; patrick.shea@gowlings.com

Counsel for Allied Holdings Inc.; Allied Systems (Canada) Company; Axis Canada Company; AH Industries Inc.; Allied Automotive Group, Inc.; Allied Systems, Ltd. (L.P.); 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; Ace Operations, LLC

DATED this ■ day of ■, 2005 at Toronto, Canada.

Court File No. 05-CL-6007

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

O R D E R

GOWLING LAFLEUR HENDERSON LLP
Barristers & Solicitors
4900 – Commerce Court West
Toronto, ON M5L 1J3

Heath P.L. Whiteley
LSUC No. 38528P
Tel: (416) 862-4400
Fax: (416) 862-7661 (fax)

Solicitors for the Applicants

TAB B

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) WEDNESDAY THE 31st DAY OF
)
MADAM JUSTICE GREER) AUGUST, 2005



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 an order:

- (a) dispensing with service of the Notice of Motion and Motion Record herein on any interested party; and
- (b) recognizing certain of the "First Day Orders" made by the United States Bankruptcy Court Northern District of Georgia, Newnan Division (the "U.S. Court") on August 1, 2005;
- (c) recognizing the order made by the U.S. Court on August 24, 2005, among other things, authorizing the Applicants to obtain post petition financing (the "Financing Order");
- (d) recognizing the DIP Lender Charge (as that term is hereinafter defined) over and in respect of the Collateral (as that term is defined in the Financing Order); and

This is Exhibit " B " to the affidavit
of John H. Whyte

Sworn before me this 31st day of January

2008

[Signature]
A Commissioner, etc.

- (e) granting certain other ancillary relief;

was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING (i) the Notice of Motion, and (ii) the Affidavit of E. Patrick Shea sworn August 30, 2005 and the exhibits thereto (the "**Shea Affidavit**"), filed; on hearing the submissions of counsel for the Applicants and counsel for General Electric Capital Corporation ("**GE Capital**"); 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.

Recognition of the Financing Order and Other First Day Orders

2. **THIS COURT ORDERS** that the Financing Order and those orders described in the Shea Affidavit and listed in Schedule "B" to this Order be and they are hereby recognized in their entirety and shall have effect throughout Canada as if they were orders of this Court made in proceedings under the CCAA.
3. **THIS COURT FURTHER ORDERS** that the Financing Order and those orders described in the Shea Affidavit and listed in Schedule "B" to this Order are binding upon all persons with any interest in the within proceedings.

DIP Lender Charge

4. **THIS COURT ORDERS** that the liens, security interests, mortgages and charges granted to GE Capital, Morgan Stanley Senior Funding, Inc. and Marathon Structured Finance Fund, L.P. (collectively, the "**DIP Lenders**") by the U.S. Court as security for the payment and performance of all obligations of the Applicants

under the debtor-in-possession credit facility (the “**DIP Facility**”) established by the Financing Order are hereby recognized, constituted and confirmed as fixed, specific, floating and continuing liens, security interests, mortgages and charges (collectively, the “**DIP Lender Charge**”) in, on and against all of the Collateral (as that term is defined in the Financing Order).

5. **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 Facility.
6. **THIS COURT ORDERS** that the DIP Lenders shall not be required to file, register, record or perfect the DIP Lender Charge in any Canadian jurisdiction.
7. **THIS COURT ORDERS** that the DIP Lender Charge 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: (i) the “**Indemnification Fund**”; (ii) the “**LC Fund**”; (iii) all collateral encumbered by Senior Claims not primed by entry of the Financing Order; and (iv) the “**Carve-Out**” (as each of those terms is defined in the Financing Order); contemplated under the Financing 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.
8. **THIS COURT ORDERS** that the obligations of the Applicants pursuant to the DIP Facility 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 or other challengeable or reviewable transactions under any applicable law in Canada.

9. **THIS COURT ORDERS** that the DIP Lender Charge 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 Lender Charge 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 DIP Lender 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 Facility or other document delivered pursuant thereto.



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

AUG 31 2005

PER/PAR:



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.

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

AH Industries, Inc.

SCHEDULE "B"

1. Order authorizing the Applicants to, among other things, Continue Financing Arrangements for Insurance Premiums
2. Order authorizing Payment of Pre-Petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses
3. Order Directing Joint Administration of Cases
4. Order, among other things, Deeming Utilities Adequately Assured of Payment
5. Order authorizing the Applicants to Honor Certain Pre-Petition Cargo Claims
6. Order authorizing Continued Maintenance and Payment of Obligations with respect to the Applicants' Insurance Programs
7. Order granting Administrative Expense Status to Applicants' Undisputed Obligations Arising from Post-Petition Delivery of Goods and Services
8. Order authorizing Payment of Pre-Petition Claims of Certain Critical Vendors and Service Providers
9. Order, among other things, authorizing Payment of Pre-Petition Customs Duties

Court File No. 05-CL-6007

**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**

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

ORDER

GOWLING LAFLEUR HENDERSON LLP
Barristers & Solicitors
1600 – First Canadian Place
Toronto, ON M5X 1G5

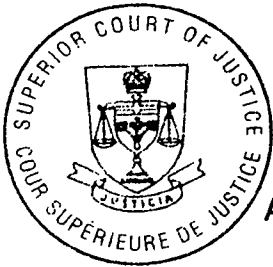
Heath P.L. Whiteley
LSUC No. 38528P
Tel: (416) 862-4400
Fax: (416) 863-3403

Solicitors for the Applicants

TAB C

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)
) FRIDAY THE 30th DAY OF
JUSTICE CAMPBELL)
) SEPTEMBER, 2005



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 an order extending the stay of proceedings was heard this day at 393 University Avenue, Toronto, Ontario.

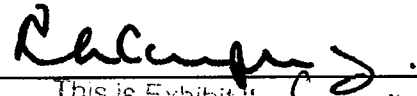
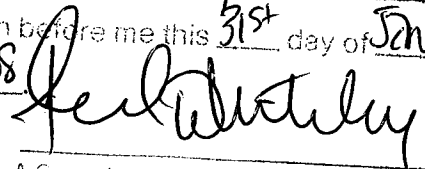
ON READING (i) the Notice of Motion, and (ii) the Affidavit of Christina Epp sworn September 29, 2005 and the exhibits thereto (the "**Epp Affidavit**"), filed; on hearing the submissions of counsel for the Applicants; and on being satisfied that circumstances exist that make this Order appropriate;

- 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 extended to and including October 14, 2005.

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

SEP 30 2005

PER/PAR: 


This is Exhibit "C" to the affidavit
of John D. Whyte
Sworn before me this 31st day of January
2008


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.

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

AH Industries, Inc.

Court File No. 05-CL-6007

**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**

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

O R D E R

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

Heath P.L. Whiteley
LSUC No. 38528P
Tel: (416) 862-4400
Fax: (416) 863-3403

Solicitors for the Applicants

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

THE HONOURABLE MADAM)
JUSTICE HOY) FRIDAY THE 14th DAY OF
OCTOBER, 2005



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 393 University Avenue, Toronto, Ontario.

ON READING (i) the Notice of Motion, and (ii) the Affidavit of Thomas H. King sworn October 14, 2005 and the exhibits thereto (the "**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 February 28, 2006.

Recognition of Rejection Order

3. **THIS COURT ORDERS** that the Rejection Order (as defined in the Notice of Motion) is hereby recognized in its entirety and shall have effect throughout Canada as if it was an order of this Court made in proceedings under the CCAA.

Discharge of Caution and Certificate of Pending Litigation

4. **THIS COURT ORDERS** that the Land Registrar at Windsor (Land Registry Office #12) discharge Instrument Number CE160302 and Instrument Number CE162081 from registration against title to the property whose legal description is Part of the West one-half of Lot 14, Concession 6, Sandwich East, Part of Lot 15, Concession 6, Sandwich East, Part of Lot 16, Concession 6, Sandwich East, subject to R336503, subject R655919, designated as Parts 2, 3, 6, 7, 8, 14 and 15, on Plan 12R-21875.



JOSEPH P VAN TASSEL
REGISTRAR

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

OCT 14 2005

PER/PAR:



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.

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

AH Industries, Inc.

Court File No. 05-CL-6007

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

ORDER

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

Heath P.L. Whiteley
LSUC No. 38528P
Tel: (416) 862-4400
Fax:(416) 863-3403

Solicitors for the Applicants

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

THE HONOURABLE MR.) TUESDAY THE 14th DAY OF
JUSTICE MORAWETZ) FEBRUARY, 2006



**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 393 University Avenue, Toronto, Ontario.

ON READING (i) the Notice of Motion, (ii) the Affidavit of Thomas H. King sworn February 9, 2006 and the exhibits thereto (the "**King Affidavit**"), and (iii) the Second Report of the Information Officer dated January 31, 2006, 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 June 30, 2006.

Recognition of Specific Orders in the Chapter 11 Proceedings

3. **THIS COURT ORDERS** that the:

- (a) Claims Deadline Order, subject to paragraphs 4 and 5 below;
- (b) the Kar-Tainer Dismissal Order;
- (c) IPFA Order;
- (d) the Chapter 11 Extension Order;
- (e) the Conditional KERP Approval Order and the Supplementary KERP Approval Order;
- (f) the BoA Assumption Order, the GM Assumption Order and the Chase Assumption Order; and
- (g) the Further Rejection Orders;

(all as defined in the King Affidavit and each of which are listed in **Schedule "B"** to this 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.

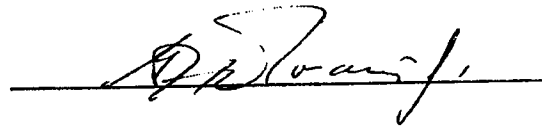
4. **THIS COURT ORDERS** that the Applicants shall, within 10 business days of the date of entry of this Order, publish a notice in substantially the form of the notice

attached as **Schedule "C"** hereto in each of the Globe & Mail (National Edition) and La Presse (French Edition).

5. **THIS COURT ORDERS** that for any person or entity (including, without limitation, an individual, partnership, joint venture, corporation, estate or trust) located in Canada who:

- (a) does not appear in the list of creditors attached as Exhibit "E" to the King Affidavit; or
- (b) did not receive notice of the Claims Deadline Order due to the address information on such list being inaccurate or incomplete;

(provided that such person or entity did not otherwise receive actual notice of the Claims Deadline Order) that has or wishes to assert any claim against any of the Applicants, its or their property or estates, the Bar Date as such date is defined in the Claims Deadline Order be, and is hereby extended to at or before 5:00 p.m. (Prevailing Eastern Time) on March 31, 2006.



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

FEB 14 2006

PER/PAR: 

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"

1. Order establishing a deadline for filing pre-petition proofs of claim dated November 16, 2005
2. Order granting Debtor's Motion to Dismiss Kar-Tainer International LLC's Bankruptcy case dated December 21, 2005
3. Final Order Granting Debtors' Supplemental Motion to: (i) Enter into a Premium Financing Arrangement with Flatiron Capital Corporation and AICCO, Inc.; (ii) Execute Other Post-Petition Insurance Premium Financing Agreements dated November 16, 2005
4. Order Extending Exclusive Periods During Which the Debtors may Impose and File Plans of Reorganization and Solicit Acceptances Thereof dated November 16, 2005
5. Order Approving a Key Employee Retention Program on Certain Conditions dated December 19, 2005
6. Supplemental Order Approving Key Employee Retention Program dated January 6, 2006
7. Order Authorizing Debtors' Amendment and Assumption of Equipment Lease With Banc of America Leasing & Capital , LLC dated December 21, 2005
8. Order Authorizing Debtors' Assumption of Agreement as Amended Between Allied Automotive Group, Inc. and General Motors Corporation dated January 6, 2006
9. Order Authorizing Debtors' Amendment and Assumption of Equipment Lease with Chase Equipment Leasing Inc. dated January 27, 2006
10. Final Order Granting Debtors' Second Motion For The Rejection of Certain Executory Contracts and Unexpired Leases dated November 16, 2005
11. Order Granting Debtors' Second Motion To Extend Time to Assume or Reject Non-Residential Real Property Leases Pursuant to Section 365 of the Bankruptcy Code dated December 21, 2005
12. Order Granting Second Motion of the Debtors to Further Enlarge Time Within Which to Remove Causes of Action dated January 6, 2006
13. Order Granting Debtors' Third Motion to Reject Certain Executory Contracts and Unexpired Leases dated January 27, 2006

SCHEDULE "C"

NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIM

**ALLIED HOLDINGS, INC.
ALLIED SYSTEMS (CANADA) COMPANY
AXIS CANADA COMPANY
AH INDUSTRIES, INC.
AND THOSE OTHER SUBSIDIARIES LISTED BELOW**

Applicants

The Applicants have filed for protection in the United States under Chapter 11 of the United States Bankruptcy Code (the "**U.S. Proceedings**"). The Applicants have also commenced proceedings in the Ontario Superior Court of Justice under the *Companies' Creditors Arrangement Act* (the "**Canadian Proceedings**") and in those proceedings have sought and obtained an order recognizing a claims deadline order entered in the U.S. Proceedings (the "**Claims Deadline Order**"). The Claims Deadline Order requires creditors of the Applicants to file a written Proof of Claim as required by such order. A copy of the Claims Deadline Order is attached as Appendix 2 to the Second Report of Grant Thornton Limited dated January 30, 2006 (located at www.gowlings.com/restructuring/Allied). On February 14, 2006, the Superior Court of Justice of Ontario made an order recognizing and giving effect to the Claims Deadline Order, which order requires this notice to be published (the "**Recognition Order**").

Pursuant to the Recognition Order, a person or entity located in Canada holding a claim against any of the Applicants who: (a) does not appear in the list of known Canadian creditors attached as Exhibit "E" to the affidavit of Tom King sworn February 9, 2006 (located at www.gowlings.com/restructuring/Allied); or (b) did not receive notice of the Claims Deadline Order due to the address information on this list being inaccurate or incomplete; (provided that such person or entity did not otherwise receive actual notice of the Claims Deadline Order) such person or entity has until 5:00 p.m. (PREVAILING EASTERN TIME) on March 31, 2006 (the "**Extended Bar Date**") to file a Proof of Claim in the required form, at either of the following addresses:

If Sent By 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-Delivered
Allied Holdings, Inc.
c/o JPMorgan Trust Company, NA
8475 Western Way, Suite 110
Jacksonville, Florida 32256

Proof of Claim form(s) may be obtained at www.administar.net/allied/htm/poc.htm.

Any such person or entity who fails to file a Proof of Claim by the Extended Bar Date shall be forever barred, estopped and enjoined from asserting any right or claim against the Applicants and shall be barred from participating in any distribution under a plan or plans of reorganization that may be confirmed in the U.S. Proceedings.

A holder of a possible claim against the Applicants should consult a lawyer regarding this notice.

Should you have any questions regarding this notice please contact Canadian counsel for the Applicants as follows:

GOWLING LAFLEUR HENDERSON LLP

Barristers & Solicitors
Suite 1600, 1 First Canadian Place
100 King Street West
Toronto, Ontario M5L 1J3

John M. Whyte: (416) 862-5702; john.whyte@gowlings.com
Heath P.L. Whiteley: (416) 862-4400; heath.whiteley@gowlings.com
E. Patrick Shea: (416) 369-7399; patrick.shea@gowlings.com

Counsel for Allied Holdings Inc.; Allied Systems (Canada) Company; Axis Canada Company; AH Industries Inc.; Allied Automotive Group, Inc.; Allied Systems, Ltd. (L.P.); 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; Ace Operations, LLC

DATED this 14th day of February, 2006 at Toronto, Canada.

**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**

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

ORDER
(February 14, 2006)

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) 862-3403

Solicitors for the Applicants

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

THE HONOURABLE)
) FRIDAY THE 30th DAY OF
JUSTICE CAMPBELL)
) JUNE, 2006

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 393 University Avenue, Toronto, Ontario.

ON READING (i) the Notice of Motion and (ii) the Affidavit of Thomas H. King sworn June 28, 2006 and the exhibits thereto (the "**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.

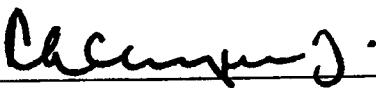
Stay of Proceedings

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 October 31, 2006.

Recognition of Specific Orders in the Chapter 11 Proceedings

3. **THIS COURT ORDERS** that:
- (a) the Order of the United States Bankruptcy Court dated May 17, 2006 approving the Consent and Fourth Amendment;
 - (b) the Order of the United States Bankruptcy Court dated June 21, 2006 authorizing the Debtors' assumption of Agreement as Amended between Allied Holdings and American Honda Motor Co., Inc.;
 - (c) the Order of the United States Bankruptcy Court dated June 21, 2006 granting the Debtors' Sixth Motion to reject certain executory contracts and unexpired leases; and
 - (d) the Order of the United States Bankruptcy Court dated June 21, 2006 granting the Third Motion of the Debtors to further enlarge time within which to remove causes of action;

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.



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

JUN 30 2006

PER/PAR 

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.

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**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**

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

ORDER

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

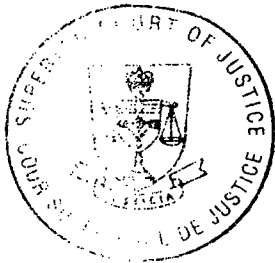
Heath P.L. Whiteley
(L.S.U.C. No. 38528P)

Tel: (416) 862-4400
Fax: (416) 862-3403

Solicitors for the Applicants

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

THE HONOURABLE) THURSDAY THE 26th DAY OF
)
JUSTICE LEDERMAN) OCTOBER, 2006



**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 393 University Avenue, Toronto, Ontario.

ON READING (i) the Notice of Motion and (ii) the Affidavit of Thomas H. King sworn October 20, 2006 and the exhibits thereto (the "**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.

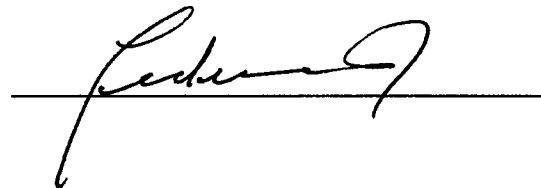
Stay of Proceedings

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 March 31, 2007.

Recognition of Specific Orders in the Chapter 11 Proceedings

3. **THIS COURT ORDERS** that:
- (a) the Order of the United States Bankruptcy Court issued on September 25, 2006 authorizing the Applicants to pay prepetition automobile liability claims; and
 - (b) the Order of the United States Bankruptcy Court issued on September 25, 2006 granting Stipulation With Kemper Insurance Companies regarding return of collateral;

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.



CLERK OF THE COURT
1000 UNIVERSITY AVENUE
OTTAWA, ONTARIO

DEC 26 2006

PER/PAR



SCHEDULE "A"

Allied Automotive Group, Inc.

Allied Systems, Ltd. (L.P.)

Allied Systems (Canada) Company

QAT, Inc.

RMX LLC

Transport Support LLC

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**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**

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

ORDER

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
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Solicitors for the Applicants

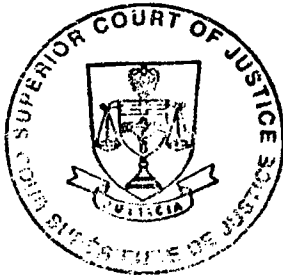
**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) THURSDAY THE 29th 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.

