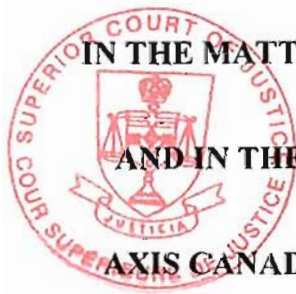


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE)	TUESDAY, THE 26 TH DAY
)	
MR. JUSTICE MORAWETZ)	OF JUNE, 2012



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

**AND IN THE MATTER OF ALLIED SYSTEMS HOLDINGS, INC., ALLIED
SYSTEMS (CANADA) COMPANY,**

**AXIS CANADA COMPANY AND THOSE OTHER COMPANIES LISTED ON
SCHEDULE "A" HERETO**

**APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF
THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED**

**CONSENT ORDER
AMENDING SUPPLEMENTAL ORDER (FOREIGN MAIN PROCEEDING)**

THIS REQUEST FOR A CONSENT ORDER made by Allied Systems Holdings, Inc. (the "**Foreign Representative**") in its capacity as foreign representative of Allied Systems Holdings Inc. and those other parties listed on Schedule "A" hereto was heard this day at 330 University Avenue, Toronto, Ontario.

ON HEARING submissions of counsel for the Foreign Representative, counsel for Duff & Phelps Canada Restructuring Inc. in its capacity as information officer, counsel for Yucaipa American Alliance Fund I, L.P.; Yucaipa American Alliance Fund II, L.P.; Yucaipa American Alliance (Parallel) Fund I, L.P.; Yucaipa American Alliance (Parallel) Fund II, L.P., and on being advised of the consent of counsel for Black Diamond CLO 2005-1 Ltd.,

BDCM Opportunity Fund II, LP and Spectrum Investment Partners LP, no one else appearing:

1. THIS COURT ORDERS that the Supplemental Order (Foreign Main Proceeding) granted by this Court on June 13, 2012 (the "**Supplemental Order**") is hereby amended, *nunc pro tunc*, to replace all references to "the DIP Lender" with "Yucaipa American Alliance Fund II, LLC, as DIP Agent".

2. THIS COURT ORDERS that paragraph 21 of the Supplemental Order is amended, *nunc pro tunc*, to replace all references to:

- (a) "Yucaipa American Alliance Fund II, L.P., as agent and lender" with "Yucaipa American Alliance Fund II, LLC, as agent"; and
- (b) "Yucaipa American Alliance (Parallel) Fund II, L.P., as lender" with "Yucaipa Leveraged Finance, LLC" and "CB Investments, LLC, as lenders".

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



JUN 26 2012



SCHEDULE A – CHAPTER 11 DEBTORS

Allied Systems Holdings, Inc.

Allied Automotive Group, Inc.

Allied Freight Broker LLC

Allied Systems (Canada) Company

Allied Systems, Ltd. (L.P.)

Axis Areta, LLC

Axis Canada Company

Axis Group, Inc.

Commercial Carriers, Inc.

CT Services, Inc.

Cordin Transport LLC

F.J. Boutell Driveway LLC

GACS Incorporated

Logistic Systems, LLC

Logistic Technology, LLC

QAT, Inc.

RMX LLC

Transport Support LLC

Terminal Services LLC

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

**AND IN THE MATTER OF ALLIED SYSTEMS HOLDINGS, INC., ALLIED SYSTEMS (CANADA) COMPANY, AXIS CANADA
COMPANY AND THOSE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO**

**APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED**

ONTARIO

SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto, Ontario, Canada

CONSENT ORDER

GOWLING LAFLEUR HENDERSON LLP

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