

CITATION: Allied Systems Holdings, Inc. (Re), 2012 ONSC 4344
COURT FILE NO.: 12-CV-9757-00CL
DATE: 20120725

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

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

**APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER
SECTION 46 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, AND THOSE OTHER
COMPANIES LISTED ON SCHEDULE "A" HERETO, Applicant**

BEFORE: MORAWETZ J.

COUNSEL: J. Stam and A. Kim, for the Applicant

**T. Reyes and E. Cobb, for Duff & Phelps Canada Restructuring Inc.,
Information Officer**

S. Golick, for Yucaipa

A. D'Alessandro, for Ford Motor Company

B. Wadsworth, for CAW-Canada

A. McKinnon, for the Canadian Auto Carriers Logistics Pension Plan

L. Joseph Latham, for Black Diamond and Spectrum

HEARD &

RELEASED: JULY 16, 2012

ENDORSEMENT

[1] The motion was not opposed.

[2] I am satisfied that it is appropriate to grant recognition to and give full force and effect to the following orders of the U.S. Court for the District of Delaware:

- (a) Final Wages Order;
- (b) Final Insurance Order;
- (c) Final Critical Vendors Order;
- (d) Final Customs, Warehouseman, Common Carriers and Cargo Claims Order;
- (e) Final Utilities Service Order;
- (f) Final Financing Order; and
- (g) Amended Sales and Use Tax Order.

[3] The basis for granting such relief is set out at 12 - 16 of the factum.

[4] I am also satisfied that it is appropriate to grant the Cash Management Order in the form requested.


[5] With respect to granting increased priority to the Priority Charges, this issue is addressed in a comprehensive manner in the factum at 18 – 27. I accept these submissions and grant the requested relief.

[6] The matter was resolved without the necessity of argument, but the parties did bring one item to the Court's attention and requested that the following be incorporated into these reasons. The proposed language is acceptable to the Court.

[7] In response to concerns raised by the Canadian Auto Carriers Pension Plan, which is one of Allied Canada's registered pensions plans, the Applicant has confirmed that Allied Canada is presently making the monthly contributions required by the CAW Collective Agreement.

[8] If any required future monthly contributions are not paid, this Order does not foreclose the pension plan from asserting a deemed trust and from asserting priority over the Charges (as defined in the Supplemental Order of this Court dated June 13, 2012 as amended by this Order and as the same may be further amended from time to time), for required but unpaid contributions and this Order does not foreclose any other party, including the Applicant or the DIP Lender, from asserting the non-existence, invalidity or unenforceability of such deemed trust priority of the Charges over such deemed trust.

[9] In the result, the Motion is granted and the Order has been signed in the form submitted.


MORAWETZ J.

Date: July 25, 2012