



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

THE HONOURABLE)	MONDAY, THE 22 nd DAY
)	
MR. JUSTICE MORAWETZ)	OF APRIL, 2013

**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**

**ORDER
(Fees and Activity Approval)**

THIS MOTION, made by Duff & Phelps Canada Restructuring Inc. ("**D&P**"), in its capacity as Information Officer (in such capacity, the "**Information Officer**") of Allied Systems Holdings, Inc., Allied Systems (Canada) Company, Axis Canada Company and those other companies listed on Schedule "A" hereto, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an Order:

1. approving the activities of the Information Officer as described in the Information Officer's First Report to Court dated July 11, 2012; Second Report to Court dated July 26, 2012; Third Report to Court dated October 11, 2012; Fourth Report to Court dated January 11, 2013; and Fifth Report to Court dated April 11, 2013 (the "**Fifth Report**", and collectively, the "**Reports**"); and

2. approving the fees and disbursements of the Information Officer including those of its counsel, Norton Rose Canada LLP ("**Norton Rose**"), for the periods set out in the Fee Affidavits (defined below);

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Reports, the affidavit of Mitch Vininsky sworn April 9, 2013 (the "**Vininsky Affidavit**") and the affidavit of Juan Antonio Reyes sworn April 9, 2013 (the "**Reyes Affidavit**") as to fees of the Information Officer and Norton Rose (collectively, the "**Fee Affidavits**"), respectively, and on hearing the submissions of counsel for the Information Officer and those other parties present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Marna McGeorge sworn April 12, 2013 and April 15, 2013, filed;

SERVICE

1. THIS COURT ORDERS that the time for service of the Information Officer's Motion Record and the Fifth Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

INFORMATION OFFICER'S ACTIVITIES

2. THIS COURT ORDERS that the Reports and the activities of the Information Officer, as set out in the Reports, are hereby approved.

FEES AND DISBURSEMENTS

3. THIS COURT ORDERS that the fees and disbursements of the Information Officer and of Norton Rose for the periods set out in the Fee Affidavits be and are hereby approved.

GENERAL

4. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Chapter 11 Debtors, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors and the Information Officer, the

latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors and the Information Officer and their respective agents in carrying out the terms of this Order.

5. THIS COURT ORDERS that each of the Chapter 11 Debtors and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

A handwritten signature in black ink, appearing to read "J. A. Parawicz", is written over a horizontal line.

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

APR 22 2013

NB

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

<p style="text-align: right;">Court File No.: 12- CV-9757-00CL</p> <p style="text-align: center;"> IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED </p> <p style="text-align: center;"> 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 </p> <p style="text-align: center;"> APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED </p>	
<p style="text-align: center;"> ONTARIO SUPERIOR COURT OF JUSTICE Proceeding commenced at Toronto, Ontario </p>	
<p style="text-align: center;"> ORDER (Fees and Activity Approval) </p>	
<p> Norton Rose Canada LLP Royal Bank Plaza, South Tower Suite 3800 200 Bay Street, P.O. Box 84 Toronto, Ontario M5J 2Z4 CANADA Tony Reyes LSUC#: 28218V Tel: 416-216-4825 Evan Cobb LSUC#: 55787N Tel: 416.216.1929 Fax: 416.216.3930 Lawyers for the Information Officer, Duff & Phelps Canada Restructuring Inc. </p>	