

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

**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**

**SECOND SUPPLEMENTAL AFFIDAVIT OF CHRISTOPHER J. EUSTACE  
(Sworn on June 12, 2012)**

I, Christopher J. Eustace, of the City of Toronto, in the Province of Ontario, **MAKE  
OATH AND SAY:**

1. I am a Partner with Gowling Lafleur Henderson LLP, lawyers for Allied Systems Holdings, Inc. (the "**Applicant**") in its capacity as foreign representative of Allied Systems Holdings, Inc. ("**Allied Systems US**"), Allied Systems (Canada) Company ("**Allied Systems Canada**"), Axis Canada Company and those other companies listed on Schedule "A" hereto (collectively, the "**Chapter 11 Debtors**"). I swear this supplemental affidavit in support of the Applicant's Application for an order, *inter alia*, recognizing the Chapter 11 Proceeding (as defined below) as a foreign main proceeding pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C 36.

2. On June 10, 2012, Allied Systems US and Allied Systems, Ltd. (L.P.) each consented to the petition (the "**Involuntary Petitions**") for relief filed against each of them pursuant to

chapter 11 of title 11 (“**Chapter 11**”) of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the District of Delaware (the “**US Court**”). On the same day the balance of the Chapter 11 Debtors each filed voluntary petitions for relief (together with the Involuntary Petitions, the “**Petitions**”) pursuant to Chapter 11 of the Code with the US Court. Certified copies of the Petitions are attached hereto as follows:

- (a) Involuntary Petition of Allied Systems Holdings, Inc. as Exhibit “A”;
- (b) Involuntary Petition of Allied Systems, Ltd. (L.P.) as Exhibit “B”;
- (c) Voluntary Petition of Allied Automotive Group, Inc. as Exhibit “C”;
- (d) Voluntary Petition of Allied Freight Broker LLC as Exhibit “D”;
- (e) Voluntary Petition of Allied Systems (Canada) Company as Exhibit “E”;
- (f) Voluntary Petition of Axis Areta, LLC as Exhibit “F”;
- (g) Voluntary Petition of Axis Canada Company as Exhibit “G”;
- (h) Voluntary Petition of Axis Group Inc. as Exhibit “H”;
- (i) Voluntary Petition of Commercial Carriers, Inc. as Exhibit “I”;
- (j) Voluntary Petition of CT Services, Inc. as Exhibit “J”;
- (k) Voluntary Petition of Cordin Transport LLC as Exhibit “K”;
- (l) Voluntary Petition of F.J. Boutell Driveway LLC as Exhibit “L”;
- (m) Voluntary Petition of GACS Incorporated as Exhibit “M”;
- (n) Voluntary Petition of Logistic Systems, LLC as Exhibit “N”;
- (o) Voluntary Petition of Logistic Technology, LLC as Exhibit “O”;
- (p) Voluntary Petition of QAT, Inc. as Exhibit “P”;
- (q) Voluntary Petition of RMX LLC as Exhibit “Q”;
- (r) Voluntary Petition of Transport Support LLC as Exhibit “R”;
- (s) Voluntary Petition of Terminal Services LLC as Exhibit “S”;

3. Attached hereto as Exhibit "T" is a certified copy of the Order for Relief in Involuntary Cases pursuant to which Allied Systems US and Allied Systems, Ltd. (L.P.) consented to the Involuntary Petitions.

4. I make this affidavit in support of the within Application and for no other or improper purpose.

SWORN before me at the City of  
Toronto, in the Province of Ontario, this  
17<sup>th</sup> day of June, 2012.

  
\_\_\_\_\_  
Commissioner for Taking Affidavits

  
\_\_\_\_\_  
**CHRISTOPHER J. EUSTACE**



**SCHEDULE A – APPLICANTS**

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

This is Exhibit "A" referred to in the  
affidavit of Christopher J. Bustace  
sworn before me, this 24th  
day of June 20 12

A COMMISSIONER FOR TAKING AFFIDAVITS

12-11564

B 5 (Official Form 5) (12/07)

UNITED STATES BANKRUPTCY COURT		INVOLUNTARY PETITION
District of Delaware		
IN RE (Name of Debtor - If individual: Last, First, Middle)		ALL OTHER NAMES used by debtor in the last 8 years (Include married, maiden, and trade names.)
Allied Systems Holdings, Inc.		Allied Holdings, Inc.
Last four digits of Social Security or other individual's Tax-I.D. No. (Complete EIN if more than one, state all.): 68-0360550		
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)		MAILING ADDRESS OF DEBTOR (If different from street address)
2711 Centerville Road, Suite 400 Wilmington, Delaware 19808		2302 Parklake Drive, Building 15 Suite 600, Atlanta, GA 30345
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS New Castle		ZIP CODE 19808
		ZIP CODE 30345
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from previously listed addresses)		
CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED		
<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11		
INFORMATION REGARDING DEBTOR (Check applicable boxes)		
Nature of Debts (Check one box.)  Petitioners believe:  <input type="checkbox"/> Debts are primarily consumer debts <input checked="" type="checkbox"/> Debts are primarily business debts	Type of Debtor (Form of Organization)  <input type="checkbox"/> Individual (Includes Joint Debtor) <input checked="" type="checkbox"/> Corporation (Includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51)(B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other
VENUE		FILING FEE (Check one box)
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this District.		<input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Petitioner is a child support creditor or its representative, and the form specified in § 304(g) of the Bankruptcy Reform Act of 1994 is attached. (If a child support creditor or its representative is a petitioner, and if the petitioner files the form specified in § 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.)
PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)		
Name of Debtor	Case Number	Date
Relationship	District	Judge
ALLEGATIONS (Check applicable boxes)		COURT USE ONLY
1. <input checked="" type="checkbox"/> Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. § 303 (b). 2. <input checked="" type="checkbox"/> The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code. 3. a. <input checked="" type="checkbox"/> The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute as to liability or amount; or b. <input type="checkbox"/> Within 120 days preceding the filing of this petition, a custodian, other than a trustee receiver, or agent appointed or authorized by a court, has taken possession of substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.		

ATTEST:  
DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT  
BY: [Signature]  
Deputy Clerk

6/11/12

# 1

Name of Debtor Allied Systems Holdings, Inc.

Case No. \_\_\_\_\_

TRANSFER OF CLAIM		
<input checked="" type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).		
REQUEST FOR RELIEF		
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.		
Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
<div style="display: flex; justify-content: space-between;"> <div> <p><i>[Signature]</i></p> <p>Signature of Petitioner or Representative (State title)</p> <p>BDCM Opportunity Fund II, LP</p> </div> <div> <p><i>[Signature]</i></p> <p>Name of Petitioner</p> <p>Stephen H. Deckoff, Managing Principal</p> <p>Name &amp; Mailing</p> <p>BDCM Opportunity Fund II, LP</p> <p>Address of Individual</p> <p>By: BDCM Opportunity Fund II, Adviser, L.L.C.</p> <p>Signing in Representative Capacity</p> <p><i>[Signature]</i></p> </div> <div> <p>Date Signed</p> <p>One Sound Shore Drive</p> <p>Suite 200</p> <p>Greenwich, CT 06830</p> </div> </div>	<div style="display: flex; justify-content: space-between;"> <div> <p><i>[Signature]</i></p> <p>Signature of Attorney</p> <p>Landis Rath &amp; Cobb LLP By Kerri K. Mumford (DE 4186)</p> </div> <div> <p>Date</p> <p>5/17/12</p> </div> </div> <p>Name of Attorney Firm (If any)</p> <p>919 Market St., Suite 1800 Wilmington, DE 19801</p> <p>Address</p> <p>(302) 467-4400</p> <p>Telephone No.</p>	
<div style="display: flex; justify-content: space-between;"> <div> <p><i>[Signature]</i></p> <p>Signature of Petitioner or Representative (State title)</p> <p>Black Diamond CLO 2005-1 Ltd.</p> </div> <div> <p><i>[Signature]</i></p> <p>Name of Petitioner</p> <p>Stephen H. Deckoff, Managing Principal</p> <p>Name &amp; Mailing</p> <p>Black Diamond CLO 2005-1 Ltd.</p> <p>Address of Individual</p> <p>By: Black Diamond CLO 2005-1 Adviser, L.L.C.</p> <p>Signing in Representative Capacity</p> <p><i>[Signature]</i></p> </div> <div> <p>Date Signed</p> <p>One Sound Shore Drive</p> <p>Suite 200</p> <p>Greenwich, CT 06830</p> </div> </div>	<div style="display: flex; justify-content: space-between;"> <div> <p><i>[Signature]</i></p> <p>Signature of Attorney</p> <p>Landis Rath &amp; Cobb LLP</p> </div> <div> <p>Date</p> <p>5/17/12</p> </div> </div> <p>Name of Attorney Firm (If any)</p> <p>919 Market St., Suite 1800 Wilmington, DE 19801</p> <p>Address</p> <p>(302) 467-4400</p> <p>Telephone No.</p>	
<div style="display: flex; justify-content: space-between;"> <div> <p><i>[Signature]</i></p> <p>Signature of Petitioner or Representative (State title)</p> <p>Spectrum Investment Partners LP</p> </div> <div> <p><i>[Signature]</i></p> <p>Name of Petitioner</p> <p>Jeffrey A. Schaffer, Managing Member</p> <p>Name &amp; Mailing</p> <p>Spectrum Investment Partners LP</p> <p>Address of Individual</p> <p>By: Spectrum Group Management LLC</p> <p>Signing in Representative Capacity</p> <p><i>[Signature]</i></p> </div> <div> <p>Date Signed</p> <p>1250 Broadway, 19th Floor</p> <p>New York, NY 10001</p> </div> </div>	<div style="display: flex; justify-content: space-between;"> <div> <p><i>[Signature]</i></p> <p>Signature of Attorney</p> <p>Landis Rath &amp; Cobb LLP</p> </div> <div> <p>Date</p> <p></p> </div> </div> <p>Name of Attorney Firm (If any)</p> <p>919 Market St., Suite 1800 Wilmington, DE 19801</p> <p>Address</p> <p>(302) 467-4400</p> <p>Telephone No.</p>	
PETITIONING CREDITORS		
Name and Address of Petitioner	Nature of Claim	Amount of Claim
BDCM Opportunity Fund II, LP	Bus. debt - loan default	At Least \$26.8 million
Black Diamond CLO 2005-1 Ltd.	Bus. debt - loan default	At Least \$4.5 million
Spectrum Investment Partners LP	Bus. debt - loan default	At Least \$21.5 million
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims At Least \$52.8 million

U continuation sheets attached

Name of Debtor Allied Systems Holdings, Inc.

Case No. \_\_\_\_\_

TRANSFER OF CLAIM		
<input checked="" type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).		
REQUEST FOR RELIEF		
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.		
Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
<div style="border-bottom: 1px solid black; margin-bottom: 5px;">             x _____              Signature of Petitioner or Representative (State title)           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             BDCM Opportunity Fund II, LP           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Name of Petitioner           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Stephen H. Deckoff, Managing Principal           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Date Signed           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             BDCM Opportunity Fund II, LP           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Name &amp; Mailing           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Address of Individual By: BDCM Opportunity Fund II, Adviser, L.L.C.           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Signing in Representative           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Capacity           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             One Sound Shore Drive           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Suite 200           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Greenwich, CT 06830           </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">             x _____              Signature of Attorney           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Landis Rath &amp; Cobb LLP By Kerri K. Mumford (DE 4186)           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Date           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Name of Attorney Firm (If any)           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             919 Market St., Suite 1800 Wilmington, DE 19801           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Address           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             (302) 467-4400           </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">             Telephone No.           </div>	
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PETITIONING CREDITORS		
Name and Address of Petitioner BDCM Opportunity Fund II, LP	Nature of Claim Bus. debt - loan default	Amount of Claim At Least \$26.8 million
Name and Address of Petitioner Black Diamond CLO 2005-1 Ltd.	Nature of Claim Bus. debt - loan default	Amount of Claim At Least \$4.5 million
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Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims At Least \$52.8 million

0 continuation sheets attached

This is Exhibit 4811 referred to in the  
affidavit of Christopher J. Bustalo  
sworn before me, this 12th  
day of June 20 12

COMMISSIONER FOR TAKING AFFIDAVITS  
B 5 (Official Form 5) (12/07)

12-11565

UNITED STATES BANKRUPTCY COURT		INVOLUNTARY PETITION
District of Delaware		
IN RE (Name of Debtor - If Individual: Last, First, Middle)		ALL OTHER NAMES used by debtor in the last 8 years (include married, maiden, and trade names.)
Allied Systems, Ltd. (L.P.)		
Last four digits of Social Security or other Individual's Tax-I.D. No./Complete EIN (If more than one, state all.): 58-1710028		
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)		MAILING ADDRESS OF DEBTOR (If different from street address)
2302 Parklake Drive, Building 15 Suite 600, Atlanta, GA 30345		
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DeKalb County		ZIP CODE
ZIP CODE 30345		ZIP CODE
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from previously listed addresses)		
CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED		
<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11		
INFORMATION REGARDING DEBTOR (Check applicable boxes)		
Nature of Debts (Check one box.)  Petitioners believe:  <input type="checkbox"/> Debts are primarily consumer debts <input checked="" type="checkbox"/> Debts are primarily business debts	Type of Debtor (Form of Organization)  <input type="checkbox"/> Individual (Includes Joint Debtor) <input type="checkbox"/> Corporation (Includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51)(B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other
VENUE  <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input checked="" type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this District.		FILING FEE (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Petitioner is a child support creditor or its representative, and the form specified in § 304(g) of the Bankruptcy Reform Act of 1994 is attached. [If a child support creditor or its representative is a petitioner, and if the petitioner files the form specified in § 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.]
PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)		
Name of Debtor Allied Systems Holdings, Inc.	Case Number Pending	Date
Relationship Affiliate	District District of Delaware	Judge Pending
ALLEGATIONS (Check applicable boxes)  1. <input checked="" type="checkbox"/> Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. § 303 (b). 2. <input checked="" type="checkbox"/> The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code. 3. a. <input checked="" type="checkbox"/> The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute as to liability or amount; or b. <input type="checkbox"/> Within 120 days preceding the filing of this petition, a custodian, other than a trustee receiver, or agent appointed or authorized under state law, has taken substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.		COURT USE ONLY

AS A TRUE COPY:  
ATTEST:  
DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

BY: [Signature]  
Deputy Clerk

6/11/12

#1

Name of Debtor Allied Systems, Ltd. (L.P.)

Case No. \_\_\_\_\_

TRANSFER OF CLAIM				
<input checked="" type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).				
REQUEST FOR RELIEF				
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.				
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<p><b>STEPHEN H. DECKOFF, Managing Principal</b> BDCM Opportunity Fund II, LP By: BDCM Opportunity Fund II, Adviser, L.L.C. One Sound Shore Drive Suite 200 Greenwich, CT 06830</p>				
<p><b>STEPHEN H. DECKOFF, Managing Principal</b> Black Diamond CLO 2005-1 Ltd. By: Black Diamond CLO 2005-1 Adviser, L.L.C. One Sound Shore Drive Suite 200 Greenwich, CT 06830</p>				
<p><b>JEFFREY A. SCHAFER, Managing Member</b> Spectrum Investment Partners LP By: Spectrum Group Management LLC 1250 Broadway, 19th Floor New York, NY 10001</p>				
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Name and Address of Petitioner	Nature of Claim	Amount of Claim		
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Name and Address of Petitioner	Nature of Claim	Amount of Claim		
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Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims At Least \$52.8 million		

0 continuation sheets attached

Name of Debtor Allied Systems, Ltd. (L.P.)

Case No. \_\_\_\_\_

TRANSFER OF CLAIM																														
<input checked="" type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).																														
REQUEST FOR RELIEF																														
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0 continuation sheets attached

This is Exhibit "C" referred to in the  
affidavit of Christopher J. Bustalo  
sworn before me, this 12th  
day of June 2012

12-11768

B-1 (Official Form 1) (1/08)

United States Bankruptcy Court

A COMMISSIONER FOR THE DISTRICT OF DELAWARE

Name of Debtor (if individual, enter Last, First, Middle): <b>Allied Automotive Group, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all): <b>58-2201081</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Atlanta, GA 30345</b>		Street Address of Joint Debtor (No. and Street, City, and State):			
ZIP CODE <b>30345</b>		ZIP CODE			
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>		County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):			
ZIP CODE		ZIP CODE			
Location of Principal Assets of Business Debtor (if different from street address above):					
ZIP CODE					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					
<b>Estimated Number of Creditors</b>  <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b>  <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500,000,001 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b>  <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million million <input type="checkbox"/> \$100,000,001 to \$500 million million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

U.S. BANKRUPTCY COURT

DAVID D. BIRD, CLERK

BY:

Deputy Clerk

6/11/12

#1



<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <b>Allied Automotive Group, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
<b>Location Where Filed:</b> <b>See Attachment B</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
<b>Name of Debtor:</b> <b>See Attachment A</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b> <b>District of Delaware</b>	<b>Relationship:</b>	<b>Judge:</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  <input checked="" type="checkbox"/> <b>X</b> Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification, (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Allied Automotive Group, Inc.</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (if not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>	
<p>X _____          Signature of Attorney*  <b>Mark D. Collins DE No. 2981</b>          Printed Name of Attorney for Debtor(s)  <b>Richards, Layton &amp; Finger, P.A.</b>          Firm Name  <b>One Rodney Square</b>          Address <b>920 North King Street</b>  <b>Wilmington, DE 19801</b>  <b>302-651-7531</b>          Telephone Number  <b>06/10/2012</b>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          _____          _____          Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Authorized Individual  <b>John F. Blount</b>          Printed Name of Authorized Individual          Senior Vice President          Title of Authorized Individual  <b>06/10/2012</b>          Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Case Number	Case Type	Filing Date	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2201081**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "**Petition Date**" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "**Chapter 11 Cases**."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "**Top 20 List**") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Allied Automotive Group, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBOC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Allied Automotive Group, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-563-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71



Allied Automotive Group, Inc.

12- (CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNADJUSTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Allied Automotive Group, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Allied Automotive Group, Inc.

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48263	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48263 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2201081**

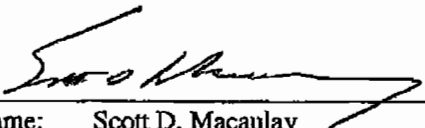
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Allied Automotive Group, Inc., declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 58-2201081**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Allied Systems Holdings, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2201081**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Allied Automotive Group, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX ID. No. 58-2201081**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Allied Automotive Group, Inc.'s equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2201081**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED AUTOMOTIVE GROUP, INC.,**

**Debtor.**

**TAX ID. No. 58-2201081**

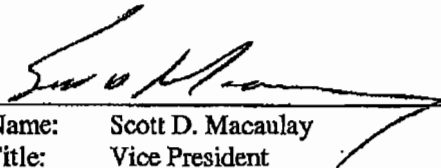
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Allied Automotive Group, Inc., declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**ALLIED AUTOMOTIVE GROUP, INC.**

**Unanimous Written Consent  
of the Board of Directors**

The undersigned, being all of the members of the Board of Directors of **ALLIED AUTOMOTIVE GROUP, INC.**, a Georgia corporation (the "Company"), do hereby, pursuant to Section 14-2-821 of the Georgia Business Corporation Code, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company (each, an "Authorized Person" and together, the "Authorized Persons"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the

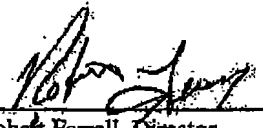
Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

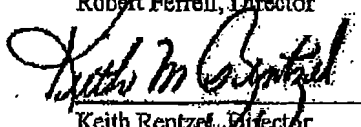
**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
\_\_\_\_\_  
Robert Ferrell, Director

  
\_\_\_\_\_  
Keith Rentzel, Director

ALLIED AUTOMOTIVE GROUP, INC.  
BOARD OF DIRECTORS SIGNATURE PAGE

This is Exhibit "D" referred to in the  
affidavit of Christopher J. Bustale  
sworn before me, this 12th  
day of June 20 12

1211769

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court  
A COMMISSIONER FOR TAKING AFFIDAVITS  
District of Delaware

Name of Debtor (if individual, enter Last, First, Middle): <b>Allied Freight Broker LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all): <b>59-2876864</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>	

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee (Check one box.)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000										
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

DAVID B. BIRD, CLERK  
U.S. BANKRUPTCY COURT

BY: [Signature] Deputy Clerk 6/11/12

11

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Allied Freight Broker LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div> <div style="text-align: center;">           _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			



B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Allied Freight Broker LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition:</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X _____ Signature of Attorney*</p> <p>_____ Mark D. Collins DE No. 2981</p> <p>_____ Printed Name of Attorney for Debtor(s)</p> <p>_____ Richards, Layton &amp; Finger, P.A.</p> <p>_____ Firm Name</p> <p>_____ One Rodney Square</p> <p>_____ Address 920 North King Street</p> <p>_____ Wilmington, DE 19801</p> <p>_____ 302-651-7531</p> <p>_____ Telephone Number</p> <p>_____ 06/10/2012</p> <p>_____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>_____ John F. Blount</p> <p>_____ Printed Name of Authorized Individual</p> <p>_____ Senior Vice President</p> <p>_____ Title of Authorized Individual</p> <p>_____ 06/10/2012</p> <p>_____ Date</p>		

**ATTACHMENT A**

**PENDING BANKRUPTCY CASES FILED BY AND AGAINST  
THE DEBTOR AND ITS AFFILIATES IN THE  
UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

# ATTACHMENT B

## PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS

Debtor Name	Case No.	Case Name	Filing Date	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX ID. No. 59-2876864**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Allied Freight Broker LLC

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Allied Freight Broker LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4430 FAX: 907-565-8338	PENSION				\$459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9	OM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	OM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Allied Freight Broker LLC

Debtor

12-\_\_\_\_ (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96



Allied Freight Broker LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Allied Freight Broker LLC

12- (CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**TAX I.D. No. 59-2876864**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Allied Freight Broker LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**TAX I.D. No. 59-2876864**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
Allied Automotive Group, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**TAX I.D. No. 59-2876864**

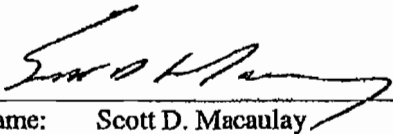
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Allied Freight Broker LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**TAX I.D. No. 59-2876864**

**Chapter 11**

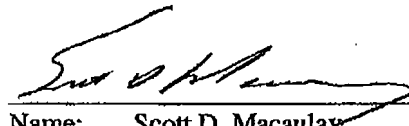
**Case No. 12-\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 100% of Allied Freight Broker, LLC.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Allied Freight Broker, LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware



Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**TAX I.D. No. 59-2876864**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED FREIGHT BROKER LLC,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**TAX I.D. No. 59-2876864**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Allied Freight Broker LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President



**ALLIED FREIGHT BROKER LLC**

**Unanimous Written Consent  
of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of **ALLIED FREIGHT BROKER LLC**, a Delaware limited liability company (the "Company"), do hereby, pursuant to Section 18-404 of the Limited Liability Company Act of the State of Delaware and the Company's limited liability company agreement, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Managers has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Managers of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

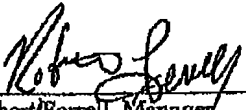
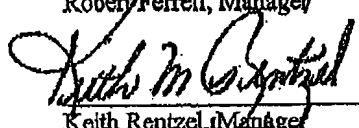
other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Robert Ferrell, Manager  
  
Keith Rentzel, Manager

ALLIED FREIGHT BROKER LLC  
BOARD OF MANAGERS SIGNATURE PAGE

2397819v1

This is Exhibit "E" referred to in the affidavit of Christopher J. Eustace sworn before me, this 12th day of June 2012

12-11773

B1 (Official Form 1) (1/08)

United States Bankruptcy Court A COMMISSIONER FOR TAKING AFFIDAVITS District of Delaware		
Name of Debtor (if individual, enter Last, First, Middle): <b>Allied Systems (Canada) Company</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>90-0169283</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 800 Decatur, GA</b> ZIP CODE <b>30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE		
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

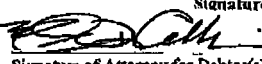
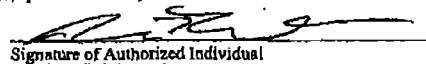
DAVID D. BIRB, CLERK  
U.S. BANKRUPTCY COURT

BY:

Deputy Clerk

6/11/12

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Allied Systems (Canada) Company</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<div style="text-align: center;">_____</div> (Name of landlord that obtained judgment)			
<div style="text-align: center;">_____</div> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <b>Allied Systems (Canada) Company</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (if not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X </p> <p>Signature of Attorney for Debtor(s)  <b>Mark D. Collins DE No. 2981</b></p> <p>Printed Name of Attorney for Debtor(s)  <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>Firm Name  <b>One Rodney Square</b></p> <p>Address <b>920 North King Street</b>  <b>Wilmington, DE 19801</b></p> <p><b>302-651-7531</b>          Telephone Number</p> <p><b>06/10/2012</b>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          Date</p> <p>_____          Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X </p> <p>Signature of Authorized Individual  <b>John F. Blount</b></p> <p>Printed Name of Authorized Individual  <b>Vice President</b></p> <p>Title of Authorized Individual  <b>06/10/2012</b>          Date</p>		



## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

# ATTACHMENT B

## **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Case No.	Case Name	Filing Date	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS (CANADA) COMPANY,**

**Debtor.**

**TAX I.D. No. 90-0169283**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "**Petition Date**" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "**Chapter 11 Cases.**"

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "**Top 20 List**") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Allied Systems (Canada) Company

12- (CSS)

Debtor

Case No. (If known)

## Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

## UNITED STATES BANKRUPTCY COURT

## DISTRICT OF DELAWARE

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Allied Systems (Canada) Company

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9633 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-3338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Allied Systems (Canada) Company

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. FS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. FS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Allied Systems (Canada) Company

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.).	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-3000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43



Allied Systems (Canada) Company

12-\_\_\_\_(CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS (CANADA) COMPANY,**

**Debtor.**

**TAX I.D. No. 90-0169283**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Allied Systems (Canada) Company, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

**Dated: June 10, 2012  
Wilmington, Delaware**

  
\_\_\_\_\_  
**Name: Scott D. Macaulay**  
**Title: Vice President**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**ALLIED SYSTEMS (CANADA) COMPANY,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 90-0169283**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Allied Automotive Group, Inc..	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	90%
QAT, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	10%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS (CANADA) COMPANY,**

**Debtor.**

**TAX I.D. No. 90-0169283**

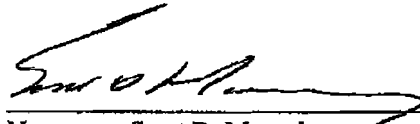
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Allied Systems (Canada) Company, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS (CANADA) COMPANY,**

**Debtor.**

**TAX I.D. No. 90-0169283**

**Chapter 11**

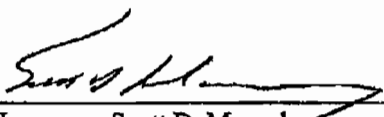
**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 90% of Allied Systems (Canada) Company.
5. Allied Automotive Group, Inc. owns 100% of QAT, Inc.
6. QAT, Inc. owns 10% of Allied Systems (Canada) Company.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS (CANADA) COMPANY,**

**Debtor.**

**TAX I.D. No. 90-0169283**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS (CANADA) COMPANY,**

**Debtor.**

**TAX I.D. No. 90-0169283**

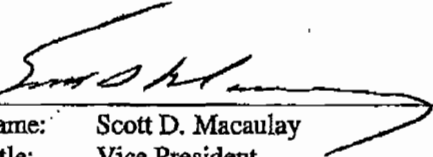
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Allied Systems (Canada) Company, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

## **ALLIED SYSTEMS (CANADA) COMPANY**

### **Unanimous Written Consent of the Board of Directors**

Pursuant to the *Companies Act*, the undersigned, being all of the directors of **ALLIED SYSTEMS (CANADA) COMPANY**, a Nova Scotia corporation (the "Company"), by signing the foot hereof, adopt the following resolutions and by so doing render the same as valid and effectual as if they had been passed at a meeting of directors duly called and constituted.

**WHEREAS**, by resolutions duly adopted on June <sup>4<sup>th</sup></sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc. ("Allied"), a Delaware corporation and ultimate parent of the Company, consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases").



**RESOLVED**, that each of Keith Rentzel, President of the Company, Scott Macaulay, Vice President and Treasurer of the Company, John Blount, Vice President and Secretary of the Company and John Jansen, Vice President and Assistant Secretary of the Company and Mark Gendregske, President and Chief Executive Officer of Allied (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with; and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Bankruptcy Code; and

**RESOLVED** that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case.

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Cases on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the


Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 1<sup>st</sup> day of June 2012.

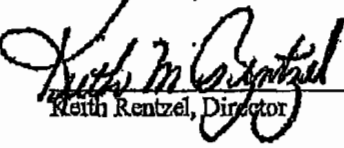
  
Robert Carroll, Director  
Keith Rentzel, Director

FOR LAWSYRMS

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

Robert Ferrell, Director

  
Keith Rentzel, Director

TOR\_LAW\7932643\3

This is Exhibit 141 referred to in the  
affidavit of Christopher J. Eustace  
sworn before me, this 12th  
day of June 2012

12-11774

B 1 (Official Form 1) (H08)

United States Bankruptcy Court

A COMMISSIONER FOR THE DISTRICT OF MASSACHUSETTS

Name of Debtor (if individual, enter Last, First, Middle): <b>Axis Areta, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>45-5215545</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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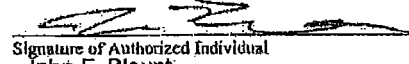
<b>Filing Fee (Check one box.)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

BY: David D. Bird Deputy Clerk 6/11/12

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Axis Arata, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  <input checked="" type="checkbox"/> <b>Signature of Attorney for Debtor(s)</b> (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Axis Areta, LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct; that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X </p> <p>Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b></p> <p>Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>Firm Name <b>One Rodney Square</b></p> <p>Address <b>920 North King Street</b> <b>Wilmington, DE 19801</b></p> <p><b>302-651-7531</b></p> <p>Telephone Number <b>06/10/2012</b></p> <p>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person, or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X </p> <p>Signature of Authorized Individual <b>John F. Blount</b></p> <p>Printed Name of Authorized Individual: <b>Vice President of AX Intl, which is sole member of debtor</b></p> <p>Title of Authorized Individual <b>06/10/2012</b></p> <p>Date</p>		



## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Case No.	Chapter	Filing Date	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Axis Areta, LLC

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

## Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

## UNITED STATES BANKRUPTCY COURT

## DISTRICT OF DELAWARE

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 3503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 3503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Axis Areta, LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUADATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Axis Areta, LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Axis Areta, LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-3000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43



Axis Arcata, LLC

12- (CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUANTIFIED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**

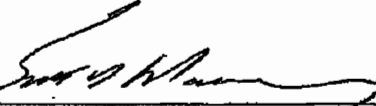
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Axis Areta, LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Axis Areta, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
AX International Limited (Bermuda)	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**

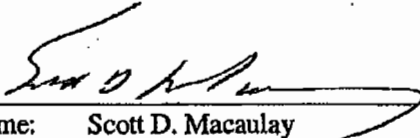
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Axis Areta, LLC declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President of AX International Limited (Bermuda), which is the sole member and manager of Axis Areta, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**

**Chapter 11**

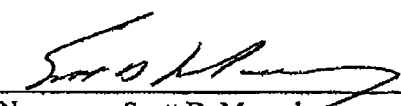
**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of AX International Limited (Bermuda).
5. AX International Limited (Bermuda) owns 100% of Axis Areta, LLC.
6. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Axis Areta, LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President of AX International Limited (Bermuda), which is the sole member and manager of Axis Areta, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS ARETA, LLC,**

**Debtor.**

**TAX I.D. No. 45-5215545**


**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Axis Areta, LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Axis Areta,  
LLC

**AXIS ARETA, LLC**

**Written Consent of the Sole Member**

The undersigned, being the sole member of **AXIS ARETA, LLC**, a Georgia limited liability company (the "Company"), does hereby, pursuant to Section 14-11-309 of the Georgia Limited Liability Company Act, give its written consent (this "Consent") to the taking of the following actions, which actions could have been taken by it had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, AX International Limited, the sole member of the Company (the "Member"), has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the sole member of the Company, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and



**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Member or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Member or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Member or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Member of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Member and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Member or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

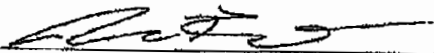
other documents, and to take such other actions, as in the judgment of such officer of the Member or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Member and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Member or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers of the Member or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the 9<sup>th</sup> day of June 2012.

AX INTERNATIONAL LIMITED,  
Sole Member

  
\_\_\_\_\_  
John F. Blount  
Vice President

This is Exhibit "G" referred to in the affidavit of CHRISTOPHER J. BUSTACE sworn before me, this 12th day of June, 2012

12-11783


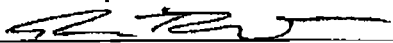
B 1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Delaware A COMMISSIONER FOR TAKING AFFIDAVITS		
Name of Debtor (if individual, enter Last, First, Middle): <b>Axis Canada Company</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>87568828 (Canadian Business Number)</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE:</b>	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>	
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>		
<b>Type of Debtor (Form of Organization) (Check one box.)</b> <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business (Check one box.)</b> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity (Check box, if applicable.)</b> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts (Check one box.)</b> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee (Check one box.)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

ATTEST:  
DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT  
BY: [Signature]  
Deputy Clerk 6/11/12

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Axis Canada Company</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3	
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <u>Axis Canada Company</u>	
<b>Signatures</b>			
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (if not represented by attorney)</p> <p>_____          Date</p>		<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u></u>          Signature of Attorney for Debtor(s)  <u>Mark D. Collins DE No. 2981</u>          Printed Name of Attorney for Debtor(s)  <u>Richards, Layton &amp; Finger, P.A.</u>          Firm Name  <u>One Rodney Sqaure</u>          Address <u>920 North King Street</u>  <u>Wilmington, DE 19801</u>  <u>302-651-7531</u>          Telephone Number  <u>06/10/2012</u>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>		<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          _____          Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u></u>          Signature of Authorized Individual  <u>John F. Blount</u>          Printed Name of Authorized Individual  <u>Vice President</u>          Title of Authorized Individual  <u>06/10/2012</u>          Date</p>			

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Bontell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC



## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS CANADA COMPANY,**

**Debtor.**

**CANADIAN BUSINESS No. 87568828**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Axis Canada Company

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Axis Canada Company

Debtor

12- (CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Axis Canada Company

12- (CSS)

Debtor

Case No. (If known)

## Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$311,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-483-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Axis Canada Company

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PFI NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046	PFI NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Axis Canada Company

12- (CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00



**BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS CANADA COMPANY,**

**Debtor.**

**CANADIAN BUSINESS No. 87568828**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Axis Canada Company, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware



Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**AXIS CANADA COMPANY,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**CANADIAN BUSINESS No. 87568828**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Axis Group, Inc.	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS CANADA COMPANY,**

**Debtor.**

**CANADIAN BUSINESS No. 87568828**

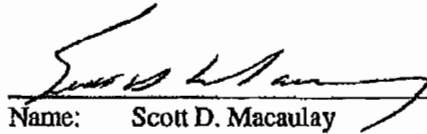
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Axis Canada Company, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS CANADA COMPANY,**

**Debtor.**

**CANADIAN BUSINESS No. 87568828**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of Axis Canada Company.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Axis Canada Company's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS CANADA COMPANY,**

**Debtor.**

**CANADIAN BUSINESS No. 87568828**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS CANADA COMPANY,**

**Debtor.**

**CANADIAN BUSINESS No. 87568828**


**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Axis Canada Company, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

## **AXIS CANADA COMPANY**

### **Unanimous Written Consent of the Board of Directors**

Pursuant to the *Companies Act*, the undersigned, being all of the directors of **AXIS CANADA COMPANY**, a Nova Scotia corporation (the "Company"), by signing the foot hereof, adopt the following resolutions and by so doing render the same as valid and effectual as if they had been passed at a meeting of directors duly called and constituted.

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc. ("Allied"), a Delaware corporation and ultimate parent of the Company, consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases").

**RESOLVED**, that each of Jorge Lopez, President of the Company, Scott Macaulay, Treasurer of the Company and John Blount, Vice President and Secretary of the Company and Mark Gendregske, President and Chief Executive Officer of Allied (each, an

"Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code to commence the Ancillary Case, and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Bankruptcy Code; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case.

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and



assist in the Cases on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing

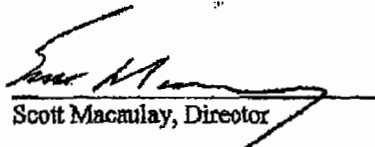
resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety, as actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Scott Macaulay, Director

\_\_\_\_\_  
John Blount, Director

TOR\_LAW 79326572

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

\_\_\_\_\_  
Scott Macaulay, Director

\_\_\_\_\_  
John Blount, Director

TOR\_LAW\79326372

This is Exhibit "H" referred to in the  
affidavit of Christopher J. Eustace  
sworn before me, this 12<sup>th</sup>  
day of June 20 12

(2-11770)

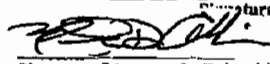

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court A COMMISSIONER FOR THE DISTRICT OF DELAWARE			
Name of Debtor (if individual, enter Last, First, Middle): <b>Axis Group, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>58-2204628</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b> <b>ZIP CODE 30345</b>		Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>		Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>	
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>			
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	
<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Chapter 11 Debtors</b>  Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000  Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		<b>THIS SPACE IS FOR COURT USE ONLY</b>	

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

BY: [Signature] Deputy Clerk 6/11/12

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <b>Axis Group, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
<b>Location Where Filed:</b> <b>See Attachment B</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
<b>Name of Debtor:</b> <b>See Attachment A</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b> <b>District of Delaware</b>	<b>Relationship:</b>	<b>Judge:</b>	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Axis Group, Inc.</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X  Signature of Attorney*</p> <p>_____ Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b></p> <p>_____ Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>_____ Firm Name <b>One Rodney Square</b></p> <p>_____ Address <b>920 North King Street</b> <b>Wilmington, DE 19801</b></p> <p>_____ <b>302-651-7531</b></p> <p>_____ Telephone Number <b>06/10/2012</b></p> <p>_____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual <b>John F. Blount</b></p> <p>_____ Printed Name of Authorized Individual <b>Senior Vice President</b></p> <p>_____ Title of Authorized Individual <b>06/10/2012</b></p> <p>_____ Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC



## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS GROUP, INC.,**

**Debtor.**

**TAX ID. No. 58-2204628**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries, (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Axis Group, Inc.

Debtor

12- (CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Axis Group, Inc.

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNADJUDICATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9633 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-563-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Axis Group, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNADJUSTED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H 1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H 1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Axis Group, Inc.

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PFI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PFI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Axis Group, Inc.

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2204628**


**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Axis Group, Inc., declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

**Dated: June 10, 2012  
Wilmington, Delaware**

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**AXIS GROUP, INC.,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX ID. No. 58-2204628**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Allied Systems Holdings, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2204628**

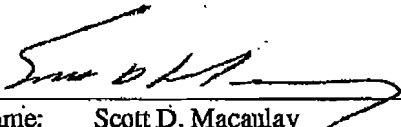
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Axis Group, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS GROUP, INC.,**

**Debtor.**

**TAX ID. No. 58-2204628**

**Chapter 11**


**Case No. 12-\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Axis Group, Inc.'s equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2204628**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**AXIS GROUP, INC.,**

**Debtor.**

**TAX I.D. No. 58-2204628**

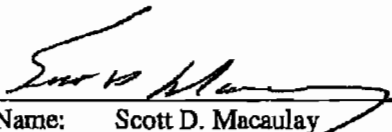
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Axis Group, Inc., declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**AXIS GROUP, INC.**

**Unanimous Written Consent  
of the Board of Directors**

The undersigned, being all of the members of the Board of Directors of **AXIS GROUP, INC.**, a Georgia corporation (the "Company"), do hereby, pursuant to Section 14-2-821 of the Georgia Business Corporation Code, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company (each, an "Authorized Person" and together, the "Authorized Persons"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and



**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the

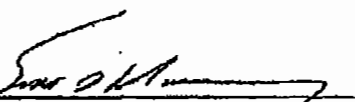
Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Scott Macaulay, Director

  
John F. Blount, Director

AXIS GROUP, INC.  
BOARD OF DIRECTORS SIGNATURE PAGE

This is Exhibit "I" referred to in the affidavit of Christopher J. Bustale sworn before me, this 12th day of June, 2012

12-11775

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court

COMMISSIONER FOR TAKING UP FEES

Name of Debtor (if individual, enter Last, First, Middle): <b>Commercial Carriers, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (Include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (Include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>38-0436930</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Decatur, GA</b>		Street Address of Joint Debtor (No. and Street, City, and State):	
ZIP CODE <b>30345</b>		ZIP CODE	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
ZIP CODE		ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above):			
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	
		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000			
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT  
BY: [Signature] Deputy Clerk 6/11/12

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Commercial Carriers, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(h).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

## Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Commercial Carriers, Inc.

## Signatures

## Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

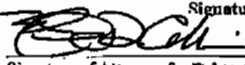
X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of Attorney\*

X 

Signature of Attorney for Debtor(s)  
Mark D. Collins DE No. 2981

Printed Name of Attorney for Debtor(s)  
Richards, Layton & Finger, P.A.

Firm Name  
One Rodney Square

Address  
920 North King Street  
Wilmington, DE 19801

302-651-7531

Telephone Number  
06/10/2012

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

## Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 

Signature of Authorized Individual  
John F. Blount

Printed Name of Authorized Individual  
Senior Vice President

Title of Authorized Individual  
06/10/2012

Date

## Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (if the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**ATTACHMENT A**

**PENDING BANKRUPTCY CASES FILED BY AND AGAINST  
THE DEBTOR AND ITS AFFILIATES IN THE  
UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**COMMERCIAL CARRIERS, INC.,**

**Debtor.**

**TAX I.D. No. 38-0436930**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "**Petition Date**" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "**Chapter 11 Cases**."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "**Top 20 List**") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Commercial Carriers, Inc.

Debtor

12- (CSS)

Case No. (If known)

## Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

## UNITED STATES BANKRUPTCY COURT

## DISTRICT OF DELAWARE

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Commercial Carriers, Inc.

Debtor

12-\_\_\_\_(CSS)

Case No. (if known)

## Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 302-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: BLAINE LEWIS 520 EAST 34TH AVENUE STE 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: BLAINE LEWIS 520 EAST 34TH AVENUE STE 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 OM OF CANADA LTD - AL2S ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	OM OF CANADA LTD - AL2S ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Commercial Carriers, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Commercial Carriers, Inc.

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Commercial Carriers, Inc.

12-\_\_\_\_ (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**COMMERCIAL CARRIERS, INC.,**

**Debtor.**

**TAX I.D. No. 38-0436930**

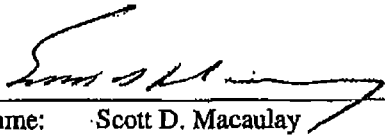
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Commercial Carriers, Inc., declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**COMMERCIAL CARRIERS, INC.,**

**Debtor.**

**TAX ID. No. 38-0436930**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
GACS Incorporated	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**COMMERCIAL CARRIERS, INC.,**

**Debtor.**

**TAX I.D. No. 38-0436930**

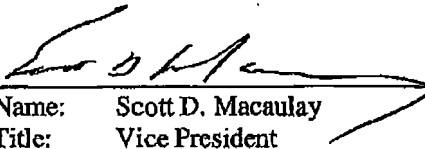
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Commercial Carriers, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

**Dated: June 10, 2012.  
Wilmington, Delaware**

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:  
COMMERCIAL CARRIERS, INC.,**

**Debtor.**

**TAX I.D. No. 38-0436930**

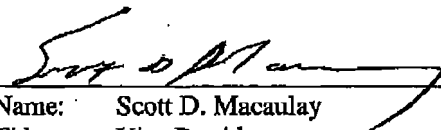
**Chapter 11  
Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 100% of GACS Incorporated.
5. GACS Incorporated owns 100% of Commercial Carriers, Inc.
6. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Commercial Carriers, Inc.'s equity interests.

**Dated: June 10, 2012  
Wilmington, Delaware**

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**COMMERCIAL CARRIERS, INC.,**

**Debtor.**

**TAX I.D. No. 38-0436930**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**COMMERCIAL CARRIERS, INC.,**  
**Debtor.**

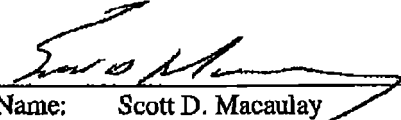
**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 38-0436930**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Commercial Carriers, Inc., declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**COMMERCIAL CARRIERS, INC.**

**Unanimous Written Consent  
of the Board of Directors**

The undersigned, being all of the members of the Board of Directors of **COMMERCIAL CARRIERS, INC.**, a Michigan corporation (the "Company"), do hereby, pursuant to Section 450.1525 of the Michigan Business Corporation Act, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup> 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company (each, an "Authorized Person" and together, the "Authorized Persons"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the



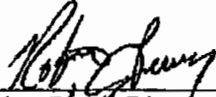
Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

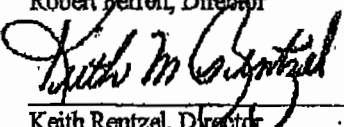
**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Robert Ferrell, Director

  
Keith Rentzel, Director

COMMERCIAL CARRIERS, INC.  
BOARD OF DIRECTORS SIGNATURE PAGE

This is Exhibit "J" referred to in the affidavit of Christopher J. Bustalo sworn before me, this 12th day of June 2012

12 117 82

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court A COMMISSIONER FOR THE DISTRICT OF SOUTHEAST ARIZONA		
Name of Debtor (if individual, enter Last, First, Middle): <b>CT Services, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>38-2918187</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b>	Street Address of Joint Debtor (No. and Street, City, and State):	
ZIP CODE <b>30345</b>	ZIP CODE	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):	
ZIP CODE	ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500,000,001 <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

BY: *[Signature]*  
Deputy Clerk 6/11/12

# 1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>CT Services, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<div style="text-align: right;">_____ (Name of landlord that obtained judgment)</div>			
<div style="text-align: right;">_____ (Address of landlord)</div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

## Name of Debtor(s):

**CT Services, Inc.**

**Signature of a Foreign Representative**

(Check only one box.)

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**x**

Signature of Debtor

(Signature of Foreign Representative)

**Signature of Joint Debtor**

(Printed Name of Foreign Representative)

Telephone Number (if not represented by attorney)

Date \_\_\_\_\_

Date \_\_\_\_\_

**Signature of Attorney\***

Signature of Attorney for Debtor(s)  
Mark D. Collins DE No. 2981  
Printed Name of Attorney for Debtor(s)  
Richards, Layton & Finger, P.A.

Firm Name

**One Rodney Square**

Address 920 North King Street

Wilmington, DE 19801

**302-651-7531**

**Telephone Number**

06/10/2012

Date \_\_\_\_\_

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) If rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

**Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)**

**Address**

**x**

Date \_\_\_\_\_

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

# X

**Signature of Authorized Individual**

John E. Blount

Printed Name of Authorized Individual

**Senior Vice President**

Title of Authorized Individual

**06/10/2012**

Date \_\_\_\_\_

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CT SERVICES, INC.,**

**Debtor.**

**TAX I.D. No. 38-2918187**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The



information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

CT Services, Inc.

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

CT Services, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,399.71

CT Services, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

CT Services, Inc.

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

CT Services, Inc.

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CT SERVICES, INC.,**

**Debtor.**

**TAX I.D. No. 38-2918187**

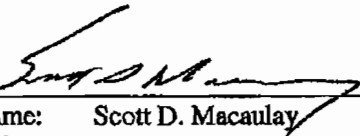
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of CT Services, Inc., declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**CT SERVICES, INC.,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 38-2918187**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Axis Group, Inc.	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CT SERVICES, INC.,**

**Debtor.**

**TAX I.D. No. 38-2918187**

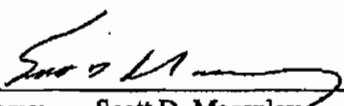
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of CT Services, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CT SERVICES, INC.,**

**Debtor.**

**TAX I.D. No. 38-2918187**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of CT Services, Inc.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of CT Services, Inc.'s equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CT SERVICES, INC.,**

**Debtor.**

**TAX I.D. No. 38-2918187**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CT SERVICES, INC.,**

**Debtor.**

**TAX I.D. No. 38-2918187**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of CT Services, Inc., declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**CT SERVICES, INC.**

**Unanimous Written Consent  
of the Board of Directors**

The undersigned, being all of the members of the Board of Directors of **CT SERVICES, INC.**, a Michigan corporation (the "Company"), do hereby, pursuant to Section 450.1525 of the Michigan Business Corporation Act, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company (each, an "Authorized Person" and together, the "Authorized Persons"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the

Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

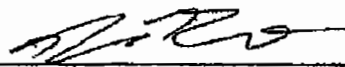
**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

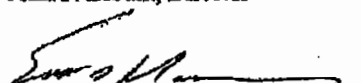
**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.



This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
John F. Blount, Director

  
Scott Macaulay, Director

CT SERVICES, INC.  
BOARD OF DIRECTORS SIGNATURE PAGE

This is Exhibit "K" referred to in the  
affidavit of Christopher J. Bustar  
sworn before me, this 12th  
day of June, 2012

12-11781

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court A COMMISSIONER FOR TAKING AFFIDAVITS		
Name of Debtor (if individual, enter Last, First, Middle): <b>Cordin Transport, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>38-1985795</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>	
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee (Check one box.)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000 <b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>	

ATTEST:  
DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

BY:

Deputy Clerk

6/11/12

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <div style="text-align: center; font-weight: bold; font-size: 1.2em;">Cordin Transport, LLC</div>	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
<b>Location Where Filed:</b> <b>See Attachment B</b>		<b>Case Number:</b>	
<b>Location Where Filed:</b>		<b>Date Filed:</b>	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
<b>Name of Debtor:</b> <div style="text-align: center; font-weight: bold; font-size: 1.2em;">See Attachment A</div>		<b>Case Number:</b>	
<b>District:</b> <div style="text-align: center; font-weight: bold; font-size: 1.2em;">District of Delaware</div>		<b>Date Filed:</b>	
<b>Relationship:</b>		<b>Judge:</b>	
<div style="text-align: center; font-weight: bold; font-size: 0.8em;">Exhibit A</div> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<div style="text-align: center; font-weight: bold; font-size: 0.8em;">Exhibit B</div> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input checked="" type="checkbox"/> <b>X</b> _____ Signature of Attorney for Debtor(s)     (Date)			
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <p style="text-align: center; margin: 0;"><b>Cordin Transport LLC</b></p>
<b>Signatures</b>		
<p style="text-align: center; margin: 0;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center; margin: 0;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X  Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b> Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b> Firm Name <b>One Rodney Square</b> Address <b>920 North King Street</b> <b>Wilmington, DE 19801</b> <b>302-651-7531</b> Telephone Number <b>06/10/2012</b> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center; margin: 0;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center; margin: 0;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual <b>John F. Blount</b> Printed Name of Authorized Individual <b>Senior Vice President</b> Title of Authorized Individual <b>06/10/2012</b> Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-1985795**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors. The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.



Cordin Transport LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-3656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-3656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Cordin Transport LLC

12- (CSS)

Debtor

Case No. (If known)

## Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNPAID/UPDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL 116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL 116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Cordin Transport, LLC

12- (CSS)

Debtor

Case No. (if known)

## Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Cordin Transport LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Cordin Transport LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

## Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	50.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-1985795**

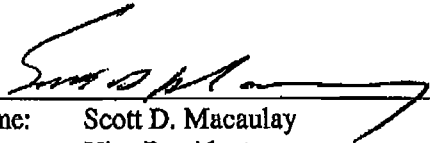
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Cordin Transport LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-1985795**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
CT Services, Inc.	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:  
CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX ID. No. 38-1985795**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Cordin Transport LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-1985795**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of CT Services, Inc.
5. CT Services, Inc. owns 100% of Cordin Transport LLC.
6. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of CT Services, Inc.'s equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-1985795**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**CORDIN TRANSPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-1985795**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Cordin Transport LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

## **CORDIN TRANSPORT LLC**

### **Unanimous Written Consent of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of **CORDIN TRANSPORT LLC**, a Delaware limited liability company (the "Company"), do hereby, pursuant to Section 18-404 of the Limited Liability Company Act of the State of Delaware and the Company's limited liability company agreement, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Managers has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with; and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Managers of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

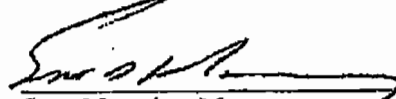
**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
John F. Blount, Manager

  
Scott Macaulay, Manager

CORDIN TRANSPORT LLC  
BOARD OF MANAGERS SIGNATURE PAGE



This is Exhibit 12 referred to in the  
affidavit of Christopher J. Bustale

sworn before me, this 12th

day of June 20 12

B 1 (Official Form 1) (1/08)

12-11267

United States Bankruptcy Court District of Delaware	
Name of Debtor (Last, First, Middle): <u>F.J. Boutell Driveaway, LLC</u>	
Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	
All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <u>38-0385100</u>	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <u>2302 Parklake Drive, Suite 600</u> <u>Decatur, GA</u> ZIP CODE <u>30345</u>	
Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE	
County of Residence or of the Principal Place of Business: <u>DeKalb County</u>	
County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): ZIP CODE	
Mailing Address of Joint Debtor (if different from street address): ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE	
ZIP CODE	
ZIP CODE	
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)	
Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	
Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$30,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$30,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

BY: DAVID D. BIRD, CLERK  
Deputy Clerk  
U.S. BANKRUPTCY COURT  
06/11/12

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <b>F.J. Boutell Driveway, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
<b>Location Where Filed:</b> <b>See Attachment B</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
<b>Name of Debtor:</b> <b>See Attachment A</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b> <b>District of Delaware</b>	<b>Relationship:</b>	<b>Judge:</b>	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____  Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>  (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>  (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____  (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____  (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).</p>			

## Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

F.J. Boutell Driveaway, LLC

## Signatures

## Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

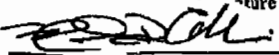
☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Attorney\*

X  \_\_\_\_\_

Signature of Attorney for Debtor(s)

Mark D. Collins DE No. 2981

Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A.

Firm Name

One Rodney Square

Address 920 North King Street

Wilmington, DE 19801

302-651-7531

Telephone Number

06/10/2012

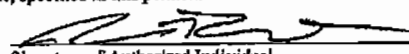
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

## Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  \_\_\_\_\_

Signature of Authorized Individual

John F. Blount

Printed Name of Authorized Individual

Senior Vice President

Title of Authorized Individual

06/10/2012

Date

## Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

# ATTACHMENT B

## **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Case Number	Filing Date	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA 05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA 05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA 05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA 05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA 05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA 05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA 05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA 05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA 05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA 05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA 05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA 05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA 05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA 05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA 05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA 05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA 05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA 05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA 05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

F.J. Boutell Driveway LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBOC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31



F.J. Boutell Driveaway LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

F.J. Boutell Driveway LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE, PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

**F.J. Boutell Driveway LLC**

Debtor

12-\_\_\_\_ (CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGOERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGOERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

F.J. Boutell Driveway LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

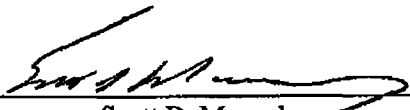
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of F.J. Boutell Driveaway LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
Allied Automotive Group, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

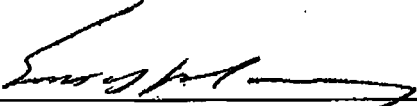
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of F.J. Boutell Driveaway LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 100% of F.J. Boutell Driveaway, LLC.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of F.J. Boutell Driveaway LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**F.J. BOUTELL DRIVEAWAY LLC,**

**Debtor.**

**TAX I.D. No. 38-0365100**

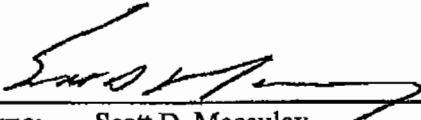
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of F.J. Boutell Driveaway LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**F.J. BOUTELL DRIVEAWAY LLC**

**Unanimous Written Consent  
of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of **F.J. BOUTELL DRIVEAWAY LLC**, a Delaware limited liability company (the "Company"), do hereby, pursuant to Section 18-404 of the Limited Liability Company Act of the State of Delaware and the Company's limited liability company agreement, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Managers has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregsko, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Managers of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

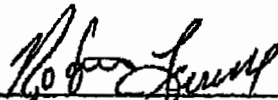
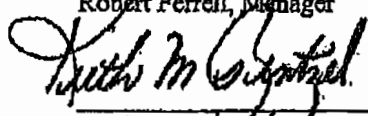
other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Robert Ferrell, Manager  
  
Keith Rentzel, Manager

This is Exhibit "M" referred to in the affidavit of Christopher J. Bustalo sworn before me, this 12th day of June 2012

12-11777

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court  
District of Delaware

Name of Debtor (if individual, last, first, middle): <b>GACS Incorporated</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>58-1944786</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>	

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

U.S. BANKRUPTCY COURT

BY: David D. Bird Deputy Clerk 6/11/12

#1



<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <b>GACS Incorporated</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
<b>Location Where Filed:</b> <b>See Attachment B</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
<b>Name of Debtor:</b> <b>See Attachment A</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b> <b>District of Delaware</b>	<b>Relationship:</b>	<b>Judge:</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div> <div style="text-align: center;">           _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>GACS Incorporated</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X _____ Signature of Attorney</p> <p>Mark D. Collins DE No. 2981</p> <p>Printed Name of Attorney for Debtor(s) Richards, Layton &amp; Finger, P.A.</p> <p>Firm Name One Rodney Square</p> <p>Address 920 North King Street</p> <p>Wilmington, DE 19801</p> <p>302-651-7531</p> <p>Telephone Number 06/10/2012</p> <p>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(h); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>John F. Blount</p> <p>Printed Name of Authorized Individual Senior Vice President</p> <p>Title of Authorized Individual 06/10/2012</p> <p>Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**GACS INCORPORATED,**

**Debtor.**

**TAX I.D. No. 58-1944786**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

GACS Incorporated

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

GACS Incorporated

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNADJUSTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$439,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71



GACS Incorporated

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. P811 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. P811 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

GACS Incorporated

Debtor

12-\_\_\_\_ (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

GACS Incorporated

Debtor

12- (CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**GACS INCORPORATED,**

**Debtor.**

**TAX I.D. No. 58-1944786**

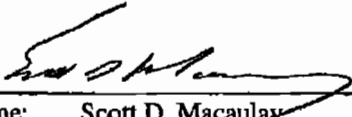
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of GACS Incorporated, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**GACS INCORPORATED,**

**Debtor.**

**TAX ID. No. 58-1944786**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Allied Automotive Group, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**GACS INCORPORATED,**

**Debtor.**

**TAX I.D. No. 58-1944786**

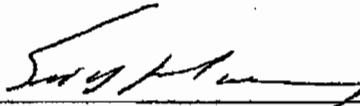
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of GACS Incorporated, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**GACS INCORPORATED,**

**Debtor.**

**TAX I.D. No. 58-1944786**

**Chapter 11**

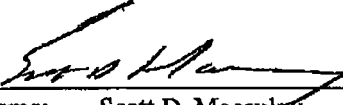
**Case No. 12-\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 100% of GACS Incorporated.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of GACS Incorporated's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**GACS INCORPORATED,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 58-1944786**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**GACS INCORPORATED,**

**Debtor.**

**TAX ID. No. 58-1944786**

**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of GACS Incorporated, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**GACS INCORPORATED**

**Unanimous Written Consent  
of the Board of Directors**

The undersigned, being all of the members of the Board of Directors of **GACS INCORPORATED**, a Georgia corporation (the "Company"), do hereby, pursuant to Section 14-2-821 of the Georgia Business Corporation Code, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the


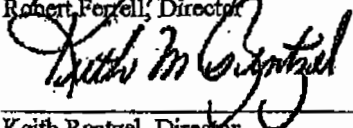
Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9th day of June 2012.

  
Robert Ferrell, Director  
  
Keith Rentzel, Director

GACS INCORPORATED  
BOARD OF DIRECTORS SIGNATURE PAGE

This is Exhibit "N" referred to in the affidavit of Christopher V. Bustace sworn before me, this 12th day of June 2012

12-11772


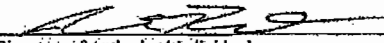
B 1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Delaware A COMMISSIONER FOR TAKING AFFIDAVITS		Case No. 12-11772
Name of Debtor (if individual, enter Last, First, Middle): Logistic Systems, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 45-4241751		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 2302 Parklake Drive, Suite 400 Decatur, GA ZIP CODE 30345		Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: DeKalb County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE		Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE		Location of Principal Assets of Joint Debtor (if different from street address above): ZIP CODE
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT  
BY: Deputy Clerk

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Logistic Systems, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<div style="text-align: center;">_____</div> (Name of landlord that obtained judgment)			
<div style="text-align: center;">_____</div> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			



B-1 (Official Form) 1 (1/08)		Page 3
Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): <b>Logistic Systems, LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X. _____ Signature of Debtor</p> <p>X. _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X. _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X.  Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b> Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b> Firm Name <b>One Rodney Square</b> Address <b>920 North King Street</b> <b>Wilmington, DE 19801</b> <b>302-651-7531</b> Telephone Number <b>06/10/2012</b> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(h), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X. _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X.  Signature of Authorized Individual <b>John F. Blount</b> Printed Name of Authorized Individual <b>Vice President of AX Inc, which is the sole member of debtor</b> Title of Authorized Individual <b>06/10/2012</b> Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Case Number	Case Name	Case Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA 05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA 05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA 05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA 05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA 05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA 05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA 05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA 05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA 05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA 05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA 05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA 05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA 05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA 05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA 05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA 05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA 05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA 05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA 05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  
**LOGISTIC SYSTEMS, LLC,**

**Debtor.**

**TAX I.D. No. 45-4241751**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors. The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Logistic Systems, LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Logistic Systems, LLC

Debtor

12-\_\_\_\_ (CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLES				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Logistic Systems, LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96



Logistic Systems, LLC

Debtor

12-\_\_\_\_(CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Logistic Systems, LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	30.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:  
LOGISTIC SYSTEMS, LLC,**

**Debtor.**

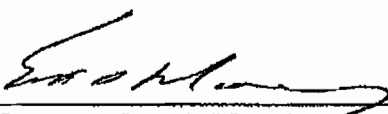
**TAX I.D. No. 45-4241751**

**Chapter 11  
Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Systems, LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Logistic  
Systems, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC SYSTEMS, LLC,**

**Debtor.**

**TAX I.D. No. 45-4241751**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
AX International Limited (Bermuda)	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC SYSTEMS, LLC,**

**Debtor.**

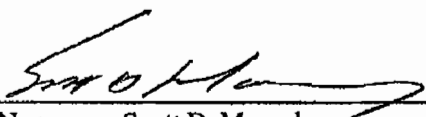
**TAX I.D. No. 45-4241751**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Systems, LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Logistic  
Systems, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:  
LOGISTIC SYSTEMS, LLC,**

**Debtor.**

**TAX I.D. No. 45-4241751**

**Chapter 11**


**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of AX International Limited (Bermuda).
5. AX International Limited (Bermuda) owns 100% of Logistic Systems, LLC.
6. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Logistic Systems, LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Systems, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC SYSTEMS, LLC,**

**Debtor.**

**TAX I.D. No. 45-4241751**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**LOGISTIC SYSTEMS, LLC,**

**Debtor.**

**TAX I.D. No. 45-4241751**

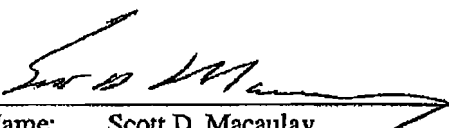
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Systems, LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Systems, LLC



**LOGISTIC SYSTEMS, LLC**

**Written Consent of the Sole Member**

The undersigned, being the sole member of **LOGISTIC SYSTEMS, LLC**, a Georgia limited liability company (the "Company"), does hereby, pursuant to Section 14-11-309 of the Georgia Limited Liability Company Act, give its written consent (this "Consent") to the taking of the following actions, which actions could have been taken by it had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, AX International Limited, the sole member of the Company (the "Member"), has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the sole member of the Company, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Member or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Member or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Member or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, the sole member of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Member and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Member or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

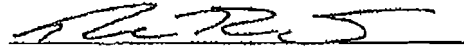
other documents, and to take such other actions, as in the judgment of such officer of the Member or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Member and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Member or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers of the Member or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the 9<sup>th</sup> day of June 2012.

AX INTERNATIONAL LIMITED,  
Sole Member



John F. Blount  
Vice President

This is Exhibit "D" referred to in the  
affidavit of Christopher J. Bustaco  
sworn before me, this 24  
day of June 2012

12-11771

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court  
A COMMISSIONER FOR TAKING AFFIDAVITS  
District of Delaware

Name of Debtor (if individual, enter Last, First, Middle): <b>Logistic Technology, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all): <b>45-4242057</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>

Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

BY: David D. Bird Clerk  
Deputy Clerk 6/11/12

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Logistic Technology, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/>		X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Logistic Technology, LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X _____ <i>Signature of Attorney*</i></p> <p>Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b></p> <p>Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>Firm Name <b>One Rodney Square</b></p> <p>Address <b>920 North King Street</b> <b>Wilmington, DE 19801</b></p> <p><b>302-651-7531</b></p> <p>Telephone Number <b>06/10/2012</b></p> <p>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>John F. Blount</b></p> <p>Printed Name of Authorized Individual Vice President of AX Intl, which is the sole member of debtor</p> <p>Title of Authorized Individual <b>06/10/2012</b></p> <p>Date</p>		



ATTACHMENT A

**PENDING BANKRUPTCY CASES FILED BY AND AGAINST  
THE DEBTOR AND ITS AFFILIATES IN THE  
UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

# ATTACHMENT B

## **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor	Debtor's Filing	Case Number	Date Filed	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC TECHNOLOGY, LLC,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 45-4242057**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Logistic Technology, LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 (or chapter 9) case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNADJUSTED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Logistic Technology, LLC

Debtor

12-\_\_\_\_ (CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5B 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5B 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Logistic Technology, LLC

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Logistic Technology, LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43



Logistic Technology, LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2337	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC TECHNOLOGY, LLC,**  
  
**Debtor.**

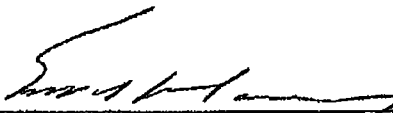
**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 45-4242057**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Technology, LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Logistic  
Technology, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC TECHNOLOGY, LLC,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 45-4242057**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
AX International Limited (Bermuda)	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**LOGISTIC TECHNOLOGY, LLC,**

**Debtor.**

**TAX I.D. No. 45-4242057**

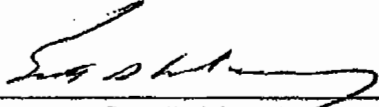
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Technology, LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Logistic  
Technology, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:  
LOGISTIC TECHNOLOGY, LLC,**

**Debtor.**

**TAX I.D. No. 45-4242057**

**Chapter 11**

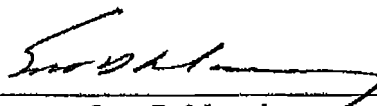
**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of AX International Limited (Bermuda).
5. AX International Limited (Bermuda) owns 100% of Logistic Technology, LLC.
6. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Logistic Technology, LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Technology, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**LOGISTIC TECHNOLOGY, LLC,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 45-4242057**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

LOGISTIC TECHNOLOGY, LLC,

Debtor.

TAX I.D. No. 45-4242057

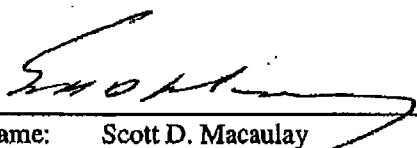
Chapter 11

Case No. 12-\_\_\_\_ (CSS)

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of AX International Limited (Bermuda), which is the sole member and manager of Logistic Technology, LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware



Name: Scott D. Macaulay  
Title: Vice President of AX International  
Limited (Bermuda), which is the sole  
member and manager of Logistic  
Technology, LLC

## **LOGISTIC TECHNOLOGY, LLC**

### **Written Consent of the Sole Member**

The undersigned, being the sole member of **LOGISTIC TECHNOLOGY, LLC**, a Georgia limited liability company (the "Company"), does hereby, pursuant to Section 14-11-309 of the Georgia Limited Liability Company Act, gives its written consent (this "Consent") to the taking of the following actions, which actions could have been taken by it had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, AX International Limited, the sole member of the Company (the "Member"), has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the sole member of the Company, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and



**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Member or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Member or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Member or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, the sole member of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Member and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Member and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Member or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

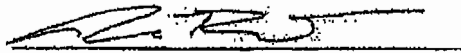
other documents, and to take such other actions, as in the judgment of such officer of the Member or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion of the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Member or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Member and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Member or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers of the Member or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the 9<sup>th</sup> day of June 2012.

AX INTERNATIONAL LIMITED  
Sole Member



John F. Blount  
Vice President

This is Exhibit 121 referred to in the  
affidavit of Christopher J. Eastaco  
sworn before me, this 12th  
day of June 20 12

12-11779

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court

District of Delaware

A COMMISSIONER FOR TAKING AFFIDAVITS

Name of Debtor (if individual, enter Last, First, Middle): <b>GAT, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>59-2876863</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>	

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee (Check one box.)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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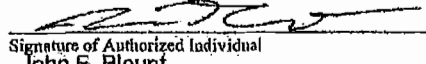
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000	
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

BY:

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

Deputy Clerk 6/11/12

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>QAT, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>QAT, Inc.</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X </p> <p>Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b></p> <p>Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>Firm Name <b>One Rodney Square</b></p> <p>Address <b>920 North King Street</b> <b>Wilmington, DE 19801</b></p> <p><b>302-651-7531</b></p> <p>Telephone Number <b>06/10/2012</b></p> <p>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person, or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X </p> <p>Signature of Authorized Individual <b>John F. Blount</b></p> <p>Printed Name of Authorized Individual <b>Senior Vice President</b></p> <p>Title of Authorized Individual <b>06/10/2012</b></p> <p>Date</p>		

## ATTACHMENT A

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC



## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Case Number	Filing Date	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA 05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA 05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA 05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA 05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA 05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA 05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA 05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA 05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA 05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA 05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA 05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA 05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA 05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA 05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA 05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA 05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA 05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA 05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA 05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**QAT, INC.,**

**Debtor.**

**TAX I.D. No. 59-2876863**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors. The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

QAT, Inc.

Debtor

12- (CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNQUOTED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

QAT, Inc.

Debtor

12-\_\_\_\_(CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 302-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-563-8338	PENSION				\$459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

QAT, Inc.

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5231	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.13
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-1722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-1722 TEL: 310-448-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

QAT, Inc.

12- (CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-3000	INSURANCE				\$189,208.24
17 PPT NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046	PPT NORTHLAKE LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

QAT, Inc.

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**QAT, INC.,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 59-2876863**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of QAT, Inc., declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**QAT, INC.,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX ID. No. 59-2876863**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
Allied Automotive Group, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  
QAT, INC.,

Debtor.

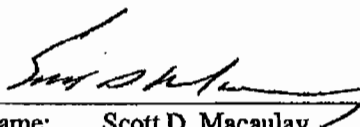
TAX I.D. No. 59-2876863

Chapter 11  
Case No. 12-\_\_\_\_\_ (CSS)

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of QAT, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:  
QAT, INC.,**

**Debtor.**

**TAX I.D. No. 59-2876863**

**Chapter 11  
Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 100% of QAT, Inc.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of QAT, Inc.'s equity interests.

**Dated: June 10, 2012  
Wilmington, Delaware**

  
\_\_\_\_\_  
**Name: Scott D. Macaulay  
Title: Vice President**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**QAT, INC.,**

**Debtor.**

**TAX I.D. No. 59-2876863**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings; the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**QAT, INC.,**

**Debtor.**

**TAX I.D. No. 59-2876863**

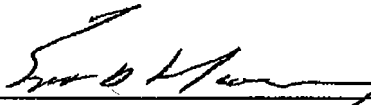
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of QAT, Inc., declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**QAT, INC.**

**Unanimous Written Consent  
of the Board of Directors**

The undersigned, being all of the members of the Board of Directors of QAT, INC., a Florida corporation (the "Company"), do hereby, pursuant to Section 607.0821 of the Florida Business Corporation Act, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, shareholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company (each, an "Authorized Person" and together, the "Authorized Persons"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and



**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Directors of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer of the

Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
John F. Blount, Director

\_\_\_\_\_  
Robert Ferrell, Director

\_\_\_\_\_  
Keith Rentzel, Director

QAT, INC.  
BOARD OF DIRECTORS SIGNATURE PAGE

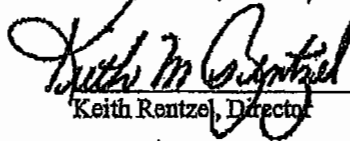
This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

John F. Blount, Director



Robert Ferrell, Director



Keith Rentzel, Director

QAT, INC.  
BOARD OF DIRECTORS SIGNATURE PAGE

This is Exhibit "Q" referred to in the  
affidavit of Christopher J. Bustace  
sworn before me; this: 12th  
day of June 20 12

12-11778

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court

District of Delaware

A COMMISSIONER FOR TAKING AFFIDAVITS

Name of Debtor (if individual, enter Last, First, Middle): <b>RMX LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>31-0961359</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>	


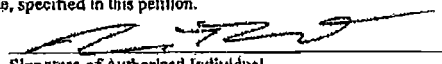
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b>  <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000										
<b>Estimated Assets</b>  <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
<b>Estimated Liabilities</b>  <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

BY: David D. Bled Deputy Clerk 6/11/12  
U.S. BANKRUPTCY COURT

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>RMX LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has [its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div> <div style="text-align: center;">           _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <div style="text-align: center; font-weight: bold;">RMX LLC</div>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X </p> <p>Signature of Attorney for Debtor(s)  <u>Mark D. Collins DE No. 2981</u>          Printed Name of Attorney for Debtor(s)  <u>Richards, Layton &amp; Finger, P.A.</u>          Firm Name  <u>One Rodney Square</u>          Address <u>920 North King Street</u>  <u>Wilmington, DE 19801</u>  <u>302-651-7531</u>          Telephone Number  <u>06/10/2012</u>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X </p> <p>Signature of Authorized Individual  <u>John F. Blount</u>          Printed Name of Authorized Individual  <u>Senior Vice President</u>          Title of Authorized Individual  <u>06/10/2012</u>          Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC



## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Court	Case Number	Date Filed	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

RMX LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****DISTRICT OF DELAWARE**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "Insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code,	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

RMX LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 OM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	OM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

RMX LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

RMX LLC

Debtor

12-\_\_\_\_ (CSS)

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PFI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PFI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

RMX LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (if known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2357	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**TAX ID. No. 31-0961359**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors. The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**TAX I.D. No. 31-0961359**

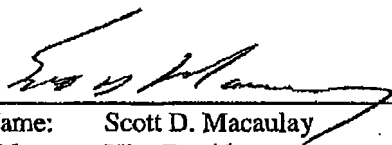
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of RMX LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012 ..  
Wilmington, Delaware .

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 31-0961359**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<u>Holder</u>	<u>Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Allied Systems, Ltd. (L.P.)	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**TAX I.D. No. 31-0961359**

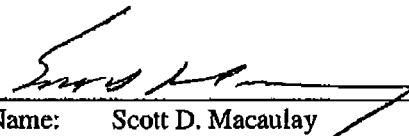
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of RMX LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX ID. No. 31-0961359**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 80% of Allied Systems, Ltd. (L.P.).
5. Allied Automotive Group, Inc. owns 100% of QAT, Inc.
6. QAT, Inc. owns 20% of Allied Systems, Ltd. (L.P.).
7. Allied Systems, Ltd. (L.P.) owns 100% of RMX LLC.
8. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of RMX LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**TAX I.D. No. 31-0961359**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**RMX LLC,**

**Debtor.**

**TAX I.D. No. 31-0961359**


**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of RMX LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
Name: Scott D. Macaulay  
Title: Vice President

**RMX LLC**

**Unanimous Written Consent  
of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of RMX LLC, a Delaware limited liability company (the "Company"), do hereby, pursuant to Section 18-404 of the Limited Liability Company Act of the State of Delaware and the Company's limited liability company agreement, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup> 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Managers has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and



**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Managers of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Robert Ferrell, Manager

  
Keith Rentzel, Manager

RMX LLC  
BOARD OF MANAGERS SIGNATURE PAGE

This is Exhibit "B" referred to in the affidavit of Christopher J. Bustaco sworn before me, this 12<sup>th</sup> day of June, 2012

12-11776

B-1 (Official Form 1) (1/08)

United States Bankruptcy Court

A COMMISSIONER FOR THE DISTRICT OF DELAWARE

Name of Debtor (if individual, enter Last, First, Middle): <b>Transport Support LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all): <b>38-2349563</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 600 Decatur, GA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>30345</b>	ZIP CODE:
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE:	ZIP CODE:
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE:	

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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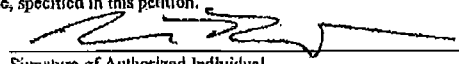
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY										
<b>Estimated Number of Creditors</b> <table border="0"><tr><td><input type="checkbox"/> 1-49</td><td><input type="checkbox"/> 50-99</td><td><input checked="" type="checkbox"/> 100-199</td><td><input type="checkbox"/> 200-999</td><td><input type="checkbox"/> 1,000-5,000</td><td><input type="checkbox"/> 5,001-10,000</td><td><input type="checkbox"/> 10,001-25,000</td><td><input type="checkbox"/> 25,001-50,000</td><td><input type="checkbox"/> 50,001-100,000</td><td><input type="checkbox"/> Over 100,000</td></tr></table>											<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000											
<b>Estimated Assets</b> <table border="0"><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input checked="" type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input type="checkbox"/> More than \$1 billion</td></tr></table>											<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion											
<b>Estimated Liabilities</b> <table border="0"><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input checked="" type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input type="checkbox"/> More than \$1 billion</td></tr></table>										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input checked="" type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input checked="" type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion											

BY: David D. Bird Deputy Clerk 6/11/12

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> <b>Transport Support LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
<b>Location Where Filed:</b> <b>See Attachment B</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
<b>Name of Debtor:</b> <b>See Attachment A</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b> <b>District of Delaware</b>	<b>Relationship:</b>	<b>Judge:</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<input checked="" type="checkbox"/> <b>Signature of Attorney for Debtor(s)</b> _____ <b>(Date)</b> _____	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Transport Support LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X </p> <p>_____ Signature of Attorney for Debtor(s) <b>Mark D. Collins DE No. 2981</b></p> <p>_____ Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>_____ Firm Name <b>One Rodney Square</b></p> <p>_____ Address <b>920 North King Street</b></p> <p>_____ <b>Wilmington, DE 19801</b></p> <p>_____ <b>302-651-7531</b></p> <p>_____ Telephone Number <b>06/10/2012</b></p> <p>_____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X </p> <p>_____ Signature of Authorized Individual <b>John F. Blount</b></p> <p>_____ Printed Name of Authorized Individual <b>Senior Vice President</b></p> <p>_____ Title of Authorized Individual <b>06/10/2012</b></p> <p>_____ Date</p>		

## **ATTACHMENT A**

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services, LLC

## ATTACHMENT B

### **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor	Location of Filing	Case Number	Date Filed	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**TRANSPORT SUPPORT LLC,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 38-2349563**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The

information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Transport Support LLC

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

## Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

## UNITED STATES BANKRUPTCY COURT

## DISTRICT OF DELAWARE

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2 PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			X	\$3,919,631.29
3 NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4 NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Transport Support LLC

Debtor

12-\_\_\_\_ (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 OM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Transport Support LLC

Debtor

12-\_\_\_\_(CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$321,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Transport Support LLC

Debtor

12- (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Transport Support LLC

Debtor

12-\_\_\_\_ (CSS)

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2357	LITIGATION		X	X	\$0.00

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

TRANSPORT SUPPORT LLC,

Debtor.

TAX I.D. No. 38-2349563

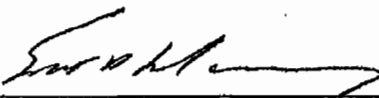
Chapter 11

Case No. 12-\_\_\_\_ (CSS)

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Transport Support LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**  
**TRANSPORT SUPPORT LLC,**  
  
**Debtor.**

**Chapter 11**  
**Case No. 12-\_\_\_\_\_ (CSS)**

**TAX I.D. No. 38-2349563**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
Allied Automotive Group, Inc.	2302 Parklake Drive, Suite 600 Atlanta, GA 30345	100%

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

TRANSPORT SUPPORT LLC,

Debtor.

TAX I.D. No. 38-2349563

Chapter 11

Case No. 12-\_\_\_\_ (CSS)

DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS

I, Scott D. Macaulay, Vice President of Transport Support LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TRANSPORT SUPPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-2349563**

**Chapter 11**


**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Allied Automotive Group, Inc.
4. Allied Automotive Group, Inc. owns 100% of Transport Support LLC.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Transport Support LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TRANSPORT SUPPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-2349563**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in this Bankruptcy Court (the "**Court**"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "**Debtors**") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "**Consolidated Creditor List**"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TRANSPORT SUPPORT LLC,**

**Debtor.**

**TAX I.D. No. 38-2349563**

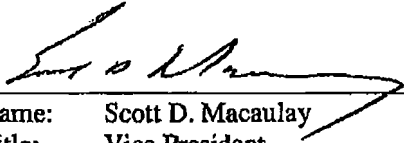
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Transport Support LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

**Dated: June 10, 2012  
Wilmington, Delaware**

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**TRANSPORT SUPPORT LLC**

**Unanimous Written Consent  
of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of **TRANSPORT SUPPORT LLC**, a Delaware limited liability company (the "Company"), do hereby, pursuant to Section 18-404 of the Limited Liability Company Act of the State of Delaware and the Company's limited liability company agreement, give their unanimous written consent (this "Consent") to the taking of the following actions, which actions could have been taken by them had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Managers has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, that the Board of Managers of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and



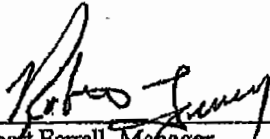
other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.

This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
Robert Ferrell, Manager

  
Keith Rentzel, Manager

This is Exhibit "S" referred to in the  
affidavit of Christopher J. Fustace  
sworn before me, this 12th  
day of June 20 12

11-11780

United States Bankruptcy Court District of Delaware		
Name of Debtor (If jointly owned, list both names): <b>Terminal Services, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>91-0847582</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>2302 Parklake Drive, Suite 400 Decatur, GA</b> <b>ZIP CODE 30345</b>	Street Address of Joint Debtor (No. and Street, City, and State): <b>ZIP CODE</b>	
County of Residence or of the Principal Place of Business: <b>DeKalb County</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <b>ZIP CODE</b>	Mailing Address of Joint Debtor (if different from street address): <b>ZIP CODE</b>	
Location of Principal Assets of Business Debtor (if different from street address above): <b>ZIP CODE</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee (Check one box.)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000 <b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		<b>THIS SPACE IS FOR COURT USE ONLY</b>

BY: David D. Bird Deputy Clerk 6/11/12  
U.S. BANKRUPTCY COURT

#1

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Terminal Services, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>See Attachment B</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attachment A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div> <div style="text-align: center;">           _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

**Name of Debtor(s):**

**Terminal Services, LLC**

**Signature(s) of Debtor(s) (Individual/Joint)**

Date \_\_\_\_\_

## X \_\_\_\_\_

Date \_\_\_\_\_

**Signature of Debtor (Corporation/Partnership)**

Date \_\_\_\_\_

## Date \_\_\_\_\_

## Date \_\_\_\_\_

***A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.***

## ATTACHMENT A

### **PENDING BANKRUPTCY CASES FILED BY AND AGAINST THE DEBTOR AND ITS AFFILIATES IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code in this Bankruptcy Court. On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

The affiliated Debtors are listed below.

1. Allied Systems Holdings, Inc.
2. Allied Automotive Group, Inc.
3. Allied Freight Broker LLC
4. Allied Systems (Canada) Company
5. Allied Systems, Ltd. (L.P.)
6. Axis Areta, LLC
7. Axis Canada Company
8. Axis Group, Inc.
9. Commercial Carriers, Inc.
10. Cordin Transport, LLC
11. CT Services, Inc.
12. F.J. Boutell Driveaway LLC
13. GACS Incorporated
14. Logistic Technology, LLC
15. Logistic Systems, LLC
16. QAT, Inc.
17. RMX LLC
18. Transport Support LLC
19. Terminal Services LLC

# ATTACHMENT B

## **PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS**

Debtor Name	Location	Case Number	Date Filed	Status
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-crm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMX LLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-crm	7/31/2005	Closed
F.J. Boutell Driveway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-crm	7/31/2005	Closed
GACS Incorporated	NDGA	05-12524-crm	7/31/2005	Closed
Commercial Carriers, Inc.	NDGA	05-12525-crm	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-crm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-crm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-crm	7/31/2005	Closed
CT Services, Inc.	NDGA	05-12532-crm	7/31/2005	Closed
Cordin Transport, LLC	NDGA	05-12533-crm	7/31/2005	Closed
Terminal Services, LLC	NDGA	05-12534-crm	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. The "Petition Date" of such Debtor is the date that such involuntary petition or voluntary petition was filed by or against such Debtor. The chapter 11 cases commenced thereby are, collectively, the "Chapter 11 Cases."

The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' Chapter 11 Cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(3); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The



information presented in the Top 20 List is neither an admission by nor binding on the Debtors.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Terminal Services LLC

12- (CSS)

Debtor

Case No. (If known)

## Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

## UNITED STATES BANKRUPTCY COURT

## DISTRICT OF DELAWARE

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2	PBOC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBOC - JAMESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBOC.GOV	PENSION			X	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION				\$2,076,181.00
4	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Terminal Services LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6 CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELJA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELJA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Terminal Services LLC

12- (CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE STREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Terminal Services, LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-669-2243 FAX: 212-406-2088	ACCRUAL				\$209,000.00
16 CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Terminal Services, LLC

12-\_\_\_\_(CSS)

Debtor

Case No. (if known)

## Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		X	X	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

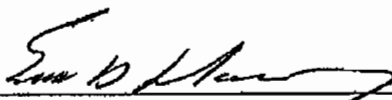
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION CONCERNING THE CONSOLIDATED LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

I, Scott D. Macaulay, Vice President of Terminal Services LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

**Dated: June 10, 2012  
Wilmington, Delaware**

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

<b><u>Holder</u></b>	<b><u>Address of Owner(s)</u></b>	<b><u>Description of Equity Interest Owned</u></b>
Axis Group, Inc.	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

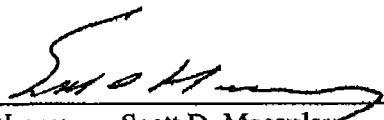
**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**DECLARATION CONCERNING DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS**

I, Scott D. Macaulay, Vice President of Terminal Services LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

1. Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
2. Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of Allied Systems Holdings, Inc.
3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
4. Axis Group, Inc. owns 100% of Terminal Services, LLC.
5. Except as stated above, no corporation directly or indirectly owns 10 percent or more of any class of Terminal Services, LLC's equity interests.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

**Chapter 11**

**Case No. 12-\_\_\_\_\_ (CSS)**

**LIST OF CREDITORS**

On May 17, 2012, involuntary petitions were filed against Allied Systems Holdings, Inc. ("Allied Holdings") and its subsidiary Allied Systems, Ltd. (L.P.) ("Allied Systems") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in this Bankruptcy Court (the "Court"). On June 10, 2012, Allied Holdings' remaining U.S. and Canadian subsidiaries (collectively with Allied Systems and Allied Holdings, the "Debtors") filed voluntary petitions in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. Contemporaneously with the filing of the voluntary petitions and the consent to the involuntary petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**TERMINAL SERVICES LLC,**

**Debtor.**

**TAX I.D. No. 91-0847582**

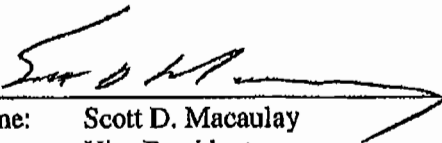
**Chapter 11**

**Case No. 12-\_\_\_\_ (CSS)**

**DECLARATION REGARDING CREDITOR LIST**

I, Scott D. Macaulay, Vice President of Terminal Services LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 10, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
Name: Scott D. Macaulay  
Title: Vice President

## **TERMINAL SERVICES LLC**

### **Written Consent of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of **TERMINAL SERVICES LLC**, a Delaware limited liability company (the "Company"), does hereby, pursuant to Section 18-404 of the Limited Liability Company Act of the State of Delaware and the Company's limited liability company agreement, give his written consent (this "Consent") to the taking of the following actions, which actions could have been taken by him had a special meeting been held:

**WHEREAS**, by resolutions duly adopted on June 9<sup>th</sup>, 2012, the Board of Directors of Allied Systems Holdings, Inc., a Delaware corporation and ultimate parent of the Company ("Allied"), consented to the involuntary petition filed against it under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, after due consideration and analysis, the Board of Managers has determined that it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company and certain of its affiliates commence Chapter 11 cases by filing voluntary petitions for relief under the Bankruptcy Code; and

**WHEREAS**, in connection with the Cases (as defined below), Allied and certain of its subsidiaries, including, without limitation, the Company, propose to enter into a senior secured super-priority debtor in possession credit and facility (the "DIP Facility"), to be provided to Allied and Allied Systems, Ltd. (L.P.), as borrowers (collectively, the "Borrowers"), pursuant to which the Borrowers shall incur a term loan in an aggregate principal amount of up to \$30,000,000; and

**WHEREAS**, it is proposed that the DIP Facility will be (i) guaranteed by the Company and certain other subsidiaries of the Borrowers (collectively, the "Guarantors" and, together with the Borrowers, the "Loan Parties"), and (ii) secured by liens on and security interests in all or substantially all of the assets of the Loan Parties;

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, members, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code (the "Chapter 11 Case"); and

**RESOLVED**, that in connection with the Chapter 11 Case, the Company is authorized to commence ancillary proceedings in such other jurisdictions that it sees fit, including, without limitation in Canada pursuant to Part IV of the Companies' Creditors Arrangement Act (the "Ancillary Case" and together with the Chapter 11 Case, the "Cases"); and

**RESOLVED**, that each of Mark Gendregske, President and Chief Executive Officer of Allied, John F. Blount, Senior Vice President, Chief Administrative Officer, General Counsel, and Secretary of Allied, and Scott Macaulay, Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Allied and the officers and any individuals serving in a similar capacity for the Company and the sole member and any manager of the Company (each, an "Authorized Person" and together, the "Authorized Person"), be and hereby is authorized and empowered on behalf of, and in the name of, the Company, hereby designated as the Company's true and lawful attorneys-in-fact and agents in connection with the commencement of the Chapter 11 case by the Company and the filing of voluntary petitions for relief under the Bankruptcy Code; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as said officers or Authorized Persons executing the same shall determine and in such form and forms as such officer of the Company or Authorized Person may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions that any officer of the Company or Authorized Person or the Company's legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, to commence the Ancillary Case and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Cases, with a view to the successful prosecution of such Cases, and that the execution, filing and the taking of all actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

**RESOLVED**, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under the Chapter 11 Case; and

**RESOLVED**, that the law firm of Gowling Lafleur Henderson LLP with an office at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the Ancillary Case; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Company's Chapter 11 case on such terms as such officers of the Company or Authorized Persons shall deem necessary, appropriate, proper or desirable; and

**RESOLVED**, the Board of Managers of the Company hereby approves the DIP Facility and the consummation of the transactions contemplated thereby, including, without limitation, the Company's secured guaranty of the obligations of the Loan Parties thereunder, and each of the officers of the Company and Authorized Persons be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Company, to procure, negotiate and enter into (or cause to be entered into) and to cause its subsidiaries to enter into (i) a definitive credit agreement and/or a detailed term sheet reflecting the terms and conditions of the DIP Facility (the "DIP Credit Agreement"); (ii) such security agreements, mortgages, or other security instruments, documents and agreements as may be necessary or appropriate to grant liens on or security interests in all or substantially all of the assets of the Company and certain of its subsidiaries to secure their respective obligations under the DIP Facility (collectively, the "Security Documents"); (iii) all documents evidencing other necessary constitutive action and any material governmental or other third party approvals and consents; and (iv) such promissory notes, guaranties, master agreements for standby letters of credit, intercompany promissory notes, intercompany agreements, powers of attorney, motions, pleadings, papers, filings and other instruments, documents, and agreements as the Bankruptcy Court, the Ontario Superior Court of Justice, or the lenders or agents under the DIP Facility may require (collectively, and together with the DIP Credit Agreement and the Security Documents, the "DIP Documents"), and to cause the Company and its subsidiaries to (x) enter into such DIP Documents, in each case as may be necessary or appropriate to establish, evidence or secure the DIP Facility, containing such terms and conditions and in such form or forms as any such Authorized Officer, in his or her discretion, shall approve (the execution thereof by any such Authorized Officer being conclusive evidence of such approval), (y) enter into from time to time in the future, such amendments, restatements, modifications or supplements to the DIP Credit Agreement and the other DIP Documents, as they, or any of them individually, in their discretion, shall approve, or as Allied shall approve, in order to effect changes to the terms and provisions of the DIP Credit Agreement and the other DIP Documents, and (z) pay the fees and expenses incurred in connection with the DIP Facility; and

**RESOLVED**, that each of the officers of the Company and Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers of the Company or Authorized Persons, be and hereby are authorized, empowered and directed to cause the Company and such of its affiliates as management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and

other documents, and to take such other actions, as in the judgment of such officer of the Company or Authorized Person, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Cases, to evidence, establish, secure or enforce its rights under the DIP Facility, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions, and in connection therewith to solicit and evaluate proposals for the sale of the Company's assets, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the officers of the Company or the Authorized Persons in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

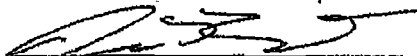
**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the officers of the Company and the Authorized Persons are hereby authorized, empowered and directed to make said payments as such officer or officers may deem necessary, appropriate, advisable or desirable, such payment by any such officer of the Company or Authorized Person to constitute conclusive evidence the determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

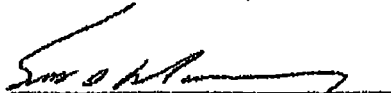
**RESOLVED**, that any and all past actions heretofore taken by any of the officers or directors of the Company or the Authorized Persons in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.



This Consent may be executed in one or more counterparts, which together shall constitute one and the same instrument.

Dated as of the 9<sup>th</sup> day of June 2012.

  
John F. Blount, Manager

  
Scott Macaulay, Manager

This is Exhibit 9711 referred to in the  
affidavit of Christopher J. Bustace  
sworn before me, this 12th  
day of June 20 12

A COMMISSIONER FOR TAKING AFFIDAVITS

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

ORIGINAL

In re:

ALLIED SYSTEMS HOLDINGS, INC.,

Alleged Debtor.

Chapter 11

Case No. 12-11564 (CSS)

Re: Docket Nos. 1 & 66

In re:

ALLIED SYSTEMS, LTD. (L.P.),

Alleged Debtor.

Chapter 11

Case No. 12-11565 (CSS)

Re: Docket Nos. 1 & 66

ORDER FOR RELIEF IN INVOLUNTARY CASES

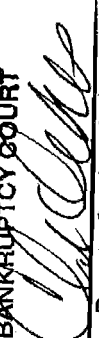
On consideration of the petitions filed on May 17, 2012 against the above-captioned alleged debtors (the "Alleged Debtors"), the Alleged Debtors having not filed a pleading or other defense to the petitions, the Alleged Debtors having consented to the relief requested, and for reasons announced on the record at the hearing on June 11, 2012, an order for relief under chapter 11 of title 11 of the United States Code is granted in the above-captioned cases.

Dated: June 11, 2012  
Wilmington, Delaware

  
THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

CERTIFIED:  
AS A TRUE COPY:  
ATTEST:

DAVID D. BIRD, CLERK  
U.S. BANKRUPTCY COURT

BY:   
Dep. Clerk 6/11/12

#82

**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**

**SECOND SUPPLEMENTAL AFFIDAVIT OF  
CHRISTOPHER J. EUSTACE**

**GOWLINGS LAFLEUR HENDERSON LLP**  
Barristers and Solicitors  
One First Canadian Place  
100 King Street West, Suite 1600  
TORONTO, Ontario  
M5X 1G5

Jennifer Stam (LSUC#46735J)  
Telephone: (416) 862-5697  
Facsimile: (416) 862-7661

Lawyers for the Applicant