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";
- (1) 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 ______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

TOR LAW\ 7934277\6

This is Exhibit 11 A 11 affidavit of Chin stophe	referred to in the
sworn before me, this	1244
day of June	20 12
4	
A COMMISSIONER	R FOR TAKING AFFIDAVITS

12-11564

B \$ (Official Form 5) (12/07)			
UNITED STATES BANKRUPTCY COURT District of Delaware		INVOLUNTARY PETITION	
IN RE (Name of Deblor - If Individuo): Last, First, M	liddle)		ES used by debtor in the last 8 years siden, and trade numes.)
Allied Systems Holdings, Inc.		Allied Holdings	
Last four digits of Social-Security or other individual's (if more than one, state all.):	s Tax-I.D, No Complete EIN		
58-0360550 STREET ADDRESS OF DEBTOR (No. and street, cit	ly, state, and zip code)	MAILING ADDRE	SS OF DEBTOR (If different from street address)
2711 Centerville Road, Suite 400 Wilmington, Delaware 19808			Drive, Building 15 mta, GA 30345
COUNTY OF RESIDENCE OR PRINCIPAL PLACE New Castle	of Business		
New Casue	ZIP COI	DE	ZIP CODE
	19808		30345
LOCATION OF PRINCIPAL ASSETS OF BUSINES	IS DEBTOR (If different from	n previously listed address	es)
CHAPTER OF BANKRUPTCY CODE UNDER WH ☐ Chapter 1			
INFOR	MATION REGARDING DI	EDI OR (Check applicab	le boxes)
Nature of Debti	Type of		Nature of Business
(Check one box.) Petitioners believe:	(Form of Organization) Individual (Includes Joint Debtor) C Corporation (Includes LLC and LLP) Partnership		(Check one box.) O Houlth Care Business D Single Arset Real Estate as defined in It U.S.C. § 101(51XB)
□ Debts are primarily consumer debts ✓ Debts are primarily business debts	Pertnership Other (if debter is not one of the above emittes, check this box and state type of entity below.) Railroad Stocktroker Commodity Broker Clearing Bank Other		
VENUE			FILING PEE (Check and box)
Debtor has been domiciled or has had a residence, place of business, or principal assets in the District	for 180	Full Filing Fee attache	
days immediately proceeding the date of this pelition a longer part of such 180 days than in any other Di-		specified in § 304(g) of	upport creditor or its representative, and the form of the Bankruptcy Reform Act of 1994 is attached.
[[[a child support credit A bankruptcy case concerning debtor's affiliate, general petitioner files the form s			or or its representative is a petitioner, and if the pecified in § 104(g) of the Bankruptcy Reform Act of
PENDING BANKRU OR APPILIATE OF THIS DE	UPTCY CASE FILED BY O		
Name of Debtor	Case Number		Date
Relationship	District		IngRa
ALLEGAT (Check applica			COURT USE ONLY
g'Petkioner(s) are eligible to file this pelition pi g'The dabtor is a person against whom an order States Code.	prevent to 11 U.S.C. § 303 (b)		COOK OSBONE
3.a. of The debtor is generally not paying such debtor the subject of a bona fide dispute as to fishility		unless such debts are	
b. Ulthin 120 days preceding the filing of this pe agent appointed or authoriz 任何可知知 debtor for the purpose of emporing a lien as AS A I RU	etition, a custodian, other than Phiese than substantially all of Inst such property, was appoin ECOPY:	a trustee receiver, or f the property of the need or took possession.	
•	ATTEST		

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

Deputy Clerk 6 11/12

Name of Debtor	Allied	Systems	Holdings,	Inc.

	Case No.		
TRANSFER OF W Check this box if there has been a transfer of any claim against the evidence the transfer and any statements that are required under B REQUEST FOR Petitioner(s) request that an order for relief be entered against the debtor and petition. If any petitioner is a foreign representative appointed in a foreign recognition is attached.	e debtor by or to any petitioner lankruptcy Rule (003(a). R RELIEF ler the chapter of title 11, United S	itales Code, specified in this	
Pelitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief. Signature of Pelitioner or Representative (State thie) BDCM Opportunity Fund II, LP Name of Pelitioner Stephan H, Deckoff, Managing Principal Stephan H, Deckoff, Managing Principal	Signature of Attorney Landls Rath & Cobb LLP Name of Attorney Firm (If any) 919 Market St., Sutie 18D Address (302) 467-4400 Telephone No. * Signature of Attorney Landls Reth & Cobb LLP Name of Attorney Firm (If any) 919 Market St., Sutie 180 Address (302) 467-4400 Telephone No.	Date By Kern K. Mumford (DE 4186 D Wilmington, DE 19801 Aul 51717 Date	
Copacity Suite 200 Greenwich, CT 06830 x Signiture of Publicioner or Representative (State title)	×	Date	
Spectrum Investment Partners LP Name of Petitioner Name of Petitioner Name of Malling Address of Individual Signing in Representative Capacity Date Signord Jeffrey A. Schaffer, Managing Member Spectrum Investment Partners LP By: Spectrom Group Management LLC 1250 Broadway, 19th Floor New York, NY 10001	Landis Rath & Cobb LLP Name of Attorney Firm (If my) 919 Market St., Sutie 180 Address (302) 467-4400 Telephone No.	0 Wilmington, DE 19801	
Name and Address of Petitioner BDCM Opportunity Fund II, LP	REDITORS Nature of Claim Bus, debt - loan default	Amount of Claim At Least \$26.8 million	
Name and Address of Petitioner	Nature of Claim	Amount of Claim	
Black Dlamond CLO 2005-1 Ltd.	Bus, debt - loan default	At Least \$4.5 million	
Name and Address of Petitioner	Nature of Claim	Amount of Claim	
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. U continuation sheets attached At Least \$21.5 million			

Name of Debtor_	Allied	Systems	Holdings,	Inc

		Case No.
evidence the transfer and any sta	tements that are required under I REQUEST FO lief be entered against the deblor un	e debtor by or to any petitioner. Attach all documents that Bankruptoy Rule 1003(a).
Name & Mailing BDCM Opport	owiedge, information, and belief.	X Signature of Attorney. Landis Rath & Cobb LLP By Kern K. Mumford (DE 4186) Name of Attorney Firm (If pay) 919 Market St., Suile 1800 Wilmington, DE 19801 Address (302) 467-4400 Telephone No.
Name & Mailing Black Diamor	d (State title) 1. Date Signed eckoff, Maraging Principal ad CLO 2005-1 Ltd. amond CLO 2005-1 Adviser, L.L.C. One Sound Shore Drive Suite 200 Greenwich, CT 06830	Signature of Attorney Date Landis Rath & Cobb LLP Name of Attorney Firm (If any) 919 Market St., Sutie 1800 Wilmington, DE 19801 Address (302) 467-4400 Telephone No.
Name & Malling Spec		x Signature of Aitorney Date Landis Reth & Cobb LLP Name of Attorney Firm (If any) 919 Market St., Sulle 1800 Wilmington, DE 19801 Address (302) 467-4400 Telephone No.

New York, NY	10001	
PE	FITIONING 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
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Black Diamond CLO 2005-1 Ltd.	Bus, debt - loan default	At Least \$4.5 million
Name and Address of Petitionor	Nature of Claim	Amount of Claim
Spectrum Investment Partners LP	Bus, debt - loan default	At Least \$21.5 million
Note: If there are more than three petitioners, attach add penalty of perjury, each petitioner's signature and and petitioning creditor information in the format	er the statement and the name of attorney	Total Amount of Petitioners' Claims. At Least \$52.8 million

u continuation sheets attached

This is Exhibit	referred to in the			
affidavit of LIME	MINNOL II. VALIULU			
sworn before me,	this 124			
day of MILE	20 12			
				سسر رسرو ۱۱ م
СОМИ	MISSIONER FOR TAKING AFFIDAVITS B 5 (Official Form 5) (12/07)			12-11565
- 0	UNITED STATES BA	NKRUPTCY C	OURT	
	District of I			INVOLUNTARY PETITION
	IN RE (Name of Debtor - If Individual: Last, First, M	liddle)		ES used by debtor in the last 8 years
	Allied Systems, Ltd. (L.P.)		(Include married, ma	elden, and trade names.)
	Last four digits of Social-Security or other Individual's (If more than one, state all.): 58-1710028	Tax-I.D. No/Complete El	N .	
0	STREET ADDRESS OF DEBTOR (No. and street, cli	ly, state, and zip code)	MAILING ADDRE	SS OF DEBTOR (If different from street address)
	2302 Parklake Drive, Building 15 Sulte 600, Atlanta, GA 30345			
	COUNTY OF RESIDENCE OR PRINCIPAL PLACE DeKalb County	OF BUSINESS	DDE	ZIP CODE
		30345		III 6052
	LOCATION OF PRINCIPAL ASSETS OF BUSINES	S DEBTOR (If different fla	om previously listed address	es)
	CHAPTER OF BANKRUPTCY CODE UNDER WH	ICH PETITION IS FILED	, , , , , , , , , , , , , , , , , , , ,	
	☐ Chapter 7			
	INFOR	MATION REGARDING D	EBTOR (Check applicab	le boxes)
	Nature of Debts		Debior	Nature of Business
	(Check one box.)	(Form of O St cabulant) laubividus I	rganization) pint Debtor)	(Check one box.) D. Health Care Business
	Petitioners believe:	O Corporation (Includes Parmership	LLC and LLP)	O Single Asset Real Estate as defined in 11 U.S.C. § 101(51XB) C Railroad
	Debts are primarily consumer debts Debts are primarily business debts	Other (If debtor is not	one of the above entities, to type of entity below.)	o Stockbroker Commodity Broker Clearing Bank Of Other
	VENUE			FILING FEE (Check one box)
	Debtor has been domicited or has had a residence, place of business, or principal assets in the District days immediately preceding the date of this petition a fonger part of such 180 days than in any other Dis	for 180		
	A bankruptcy case concerning debtor's affiliate, gen partner or partnership is pending in this District.	neral .		or or its representative is a patitioner, and if the secified in § 304(g) of the Bankruptcy Reform Act of
	PENDING BANKRU ÖR AFFILIATE OF THIS DEB		OR AGAINST ANY PART or any additional cases on a	
	Name of Debtor Allied Systems Holdings, Inc.	Case Number Pending		Date
	Relationship Affiliate	District District of Delaware		Judge Pending
	ALLEGAT	ION8		COURT USE ONLY
; 	Peillioner (s) are eligible to file this petition put The debtor is a person against whom an order f	rsuant to 11 U.S.C. § 303 (b		AAANI GOD AIIU)
	States Code, 3.a. to The debtor is generally not paying such debtor the subject of a bone fide dispute as to liability.		unléss such debts are	
	b. 13 Within 120 days preceding the filing of this per agent appointed or authorized (1964) 1964 of debtor for the purpose of enforcing a search	Des than substantially all o	f the property of the	
	····	ATTEST:	· · · · · · · · · · · · · · · · · · ·	1

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

Deputy Clerk Q | 11 | 12

Nome of 1) they was a constant of the fort	Name of Debtor	Allied Systems,	Ltd.	(L,F	١,
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	C436 1401	
TRANSFER O Check this box if there has been a transfer of any claim against the evidence the transfer and any statements that are required under.	e debior by or to any petitioner. Bankruptcy Rule 1003(a).	Attach all documents that
REQUEST FOR Patitionor(s) request that an order for relief be entered against the debter use petition. If any petitioner is a foreign representative appointed in a foreign recognition is attached.	der the chapter of title 11, United S	
Petitioner(s) declere under pensity of perjury that the foregoing is true and correct according to the best of their knowledge, information, and bellef. Signature of Pelitioner or Representative (State title) BDCM Opportunity Fund II, LP Name of Petitioner Stephen H. Deckoff, Managing Principal DDM Opportunity Fund II, LP Name & Mailing DDM Opportunity Fund II, LP By: BDCM Opportunity Fund II, Adviser, L.L.C. Signing in Representative Capacity One Sound Shore Drive Suite 200 Greenwich, CT 06830	Signature of Attorney Landis Rath & Gobb LLP Name of Attorney Firm (If nny) 919 Market St., Suffe 1800 Address (302) 487-4400 Telephone No.	By Kerri K. Mumford (DE 4186) O Wilmington, DE 19801
Signature of Partitioner or Representative (State title) Black Diagnord CLO 2005-1 Ltd. Nume of Petitioner Stephen H. Deckoff, Managing Principal Black Diagnord CLO 2005-1 Ltd. By: Black Diagnord CLO 2005-1 Ltd. By: Black Diagnord CLO 2005-1 Adviser, L.E.C One Sound Shore Drive Suite 200 Greenwich, CT 06830	Signature of Arturney Landls Rath & Cobb LLP Name of Attorney Firm (Fany) 919 Market St., Suite 1800 Anddruss. (302) 467-4400 Telephone No.	Date Date Diff Diff
x Signalus of Pelitipaer or Representative (State title) Speciform Investment Partners LP	xSignature of Attorney Landia Rath & Cobb LLP	Date
Name of Petitioner Name & Mailing Address of Individual Signing in Representative Capacity Date Signed Jeffrey A. Schaffer, Managing Member Spectrum Investment Partners LP By: Spectrum Group Management LLC 1250 Broadway, 19th Floor New York, NY 1000]	Name of Attorney Firm (Ifany) 919 Market St., Sutle 180 Address (302) 467-4400 Telephone No.	D Wilmington, DE 19801
PETITIONING (Name and Address of Petitioner	CREDITORS Nature of Claim	Amount of Claim
BDCM Opportunity Fund II, LP	Bus, debt - loan default	At Least \$26.8 million
Name and Address of Pelitioner	Nature of Claim	Amount of Claim
Black Diamond CLO 2005-1 Ltd.	Bus, debt - loan default	At Least \$4.5 million
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Spectrum Investment Partners LP	Bus. debt - loan default	At Least \$21.5 million
Note: If there are more than three petitioners, atlach additional sheets of perimy, each petitioner's signature under the statement and petitioning creditor information in the format above.	nt and the name of attorney	Total Amount of Parilloness' Claims At Least \$52.8 million
continuation at	ices algrited	

Name of Datton Allies Cystolis, Etc. L.	Name of Debtor	Allied	Systems,	Ltd.	(L.P.
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Case No.

TRANSFER C	A CI TIM		
of Check this box if there has been a transfer of any claim against the evidence the transfer and any statements that are required under	he debtor by or to any petitioner	r. Attach all documents that	
REQUEST FO			
Politioner(s) request that an order for relief be entered against the debtor un petition. If any petitioner is a foreign representative appointed in a foreign recognition is attached.	der the chapter of title 11, United !		
Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		·	
×	x		
Signature of Petitioner or Representative (State title) BDCM Opportunity Fund II, LP		Date By Kerri K. Mumford (DE 4186)	
Name of Petitioner Date Signed	Name of Attorney Firm (If any) 919 Market St., Suffe 180	O Milesiacion DE 10001	
Stephen H. Deckoff, Managing Principal Name & Mailing BDCM Opportunity Fund II, LP	Address	o salitalidadi' DE 1840 I	
Address of Individual By: BDCM Opportunity Fund II, Adviser, L.L.C.	(302) 467-4400		
Signing in Representative One Sound Shore Drive	Telephone No.	·	
Capacity Suite 200	,, ,		
Greenwich, CT 06830"			
×	x		
Signsture of Petitioner or Representative (State title)	Signature of Attorney	Date	
Black Diamond CLO 2005-1 Ltd,	Landis Rath & Cobb LLP		
Name of Petitioner Date Signed Stephen H. Deckoff, Managing Principal	Name of Attorney Firm (If any) 919 Market St., Sutie 180	0 Wilmington DE 19801	
Name & Mailing Black Diamond CLO 2005-1 Ltd.	Address	o vintington, DE 19001	
Address of Individual By: Black Diamond CLO 2005-1 Advisor, L.L.C. (302) 467-4400			
Signing in Representative One Sound Shore Drive	Telephone No.		
Capacity Suite 200			
Greenwich, CT 06830			
11/1/1/	To A	7. 0 -11.	
×	X KOLA III	Mb of SW7/12	
Signature of Partitions for Representative (State title) Spectrum invastment Partners LP	Signature of Attorney Landis Rath & Cobb LLP	Date	
Name of Petitioner Date Signed Julitey A. Schaffer, Managing Member	Name of Attomey Firm (If any) 919 Market St., Sulie 180	0 Wilmington DE 19901	
Name & Mailing Spectrum Investment Partners LP	Address	o willington, DE 19001	
Address of Individual By: Spectrum Group Management LLC	(302) 487-4400		
Signing In Representative 1250 Broadway, 19th Floor	Telaphone No.		
New York, NY 10001			
PETITIONING (Name and Address of Petitioner	CREDITORS Nature of Claim	Amount of Cielm	
BDCM Opportunity Fund II, LP	Bus. debt - loan default	-At Least \$26.8 million	
Name and Address of Petitioner	Nature of Claim	Amount of Cisim	
Black Diamond CLO 2005-1 Ltd.	Bus, debi - loan default	At Least \$4.5 million	
Name and Address of Patitioner	Nature of Cloim	Amount of Chilm	
Spectrum investment Partners LP	Bus, debt - loan default	At Least \$21.5 million	
Note: If there are more than three petitioners, attach additional shoets v		Total Ambunt of Positionare'	
penalty of perjury, each petitioner's signature under the statemen and petitioning creditor information in the format above.	it and the name of attorney	At Least \$52,8 million	
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	United States Bankruptcy Court A COMMISSIONER FOR TAIDING TATION TO THE TOTAL TO THE TAIDING THE TOTAL TH							1. 表情			
_ (Name of Debtor (if individual, enter Last, Pirst, Middle): Allied Automotive Group, Inc.					Name of Joi	int Debtor (Spo	uso) (Last, First, I	Middle):	2至11的执注 2018年6月	
	All Other Na	ames used by	the Debtor in it, and trade name	the last 8 years			All Other N (include ma	ames used by the	ne Joint Debtor in and trade names):	the last 8 years	3.
	Last four dig	gits of Soc. S n one, state a	ec. or Indvidua II): 58-2201	l-Tuxpayer I.C DB1	D. (ITIN) No./	Complete BIN		gits of Soc. Sec n one, state all)		xpayer I.D. (IT	(N) No./Complete EIN
	Street Address 2302 Pal	Street Address of Debtor (No. and Street, City, and State): 2302 Parklake Drive, Suite 600 Atlanta, GA 30345					Street Addr	ess of Joint Del	otor (No. and Stre	et, City, and St	CLER (de
	County of R	esidence or o	of the Principal	Place of Busin	1665:	ODE 30345	County of R	Lesidence or of	the Principal Plac		IP CODB M
			or (if different t		DeKall	b County			ebtor (if different		iress); G III G
					ZIP C	ODE				E	RED: ATT
	Location of	Location of Principal Assets of Business Debtor (if different from street address above):									IP CODE
		(Form of	of Debtor Organization)		(Check on	Nature of Busi box.)	riess	T -	Chapter of Bank the Petition is		nder Which
	(Check one box.) Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (if debtor is not one of the above entities, check this box and state tope of entity below.)				Health Care Business Single Asset Real Estate 11 U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Citaring Bank Volter			Chap Chap Chap	oter 11	Main Proce Chapter 15	of a Foreign eding Pedition for of a Foreign
		check this box and state type of entity below.)								ture of Debts eck one box.)	<u> </u>
	·.				Tax-Exempt Ent (Check box, if spiplio Debtor is a tax-exempt of under Title 26 of the Ut Code (the Internal Rever		phicable.) Debts are primarily consumer of the debts, defined in 11 U.S.C. Spill(8) as "incurred by an individual primarily for a individual primarily for			ebts are primarily asiness debts.	
	☑ Fu)l Fi	iling Fee atta	-	(Check one b	ox.)		Check one		Chapter 11 I		.C, § 101(51D),
						only). Must attac	h 🖸 Debto	r is not a small	business debtor a	ıs defined in 11	U.S.C. § 101(51D).
	unable	to pay fee c		nents. Rule 10	006(b). See O	fficial Form 3A.	Debtor's aggregate noncontingent liquidated debts (excluding debts owed to				
	Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.						insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solidited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
	StatisticaVA	dministrati	ye Information	1	<u> </u>		or cre	ATTO(S* III SECTO		S.C. 9 1120(b).	THIS SPACE IS FOR COURT USE ONLY
	Debtor estimates that funds will be available for distribution to unsecured creating the Debtor estimates that, after any exempt property is excluded and administrative distribution to unsecured creditors.							id, there will be	e no funda availat	ble för	COOKY BOD DIVIDE
	Estimated N	umber of Cre 50-99		200-999	1,000- 5,000	5,001- 10,000	10,001~ 25,000	25,001- 50,000	50,001- 100,000	Over 100,000	
	\$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	2 \$10,000,001 to \$50 million	550,000,001 to \$100 million	100,000,001 \$100,000 to \$500 million	\$500,000,001 to \$1 billion	More than	
		sbilldes 550,001 to \$100,000	□ \$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10	\$10,000,001 to \$50	\$50,000,001 to \$100	\$100,000,001 to \$500	\$500,000,001 to \$1 billion	More than	

B 1 (Official Form 1) (1/08)		Page 2
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Allied Autom	otive Group, inc.
All Prior Bankruptcy Cases Filed Within Last	8 Years (If more than two, attach additional a	
Location Where Filed: See Attachment B	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or A	affiliate of this Debtor (if more than one, atta	ach additional sheet.)
Name of Debtor: See Attachment A	Case Number:	Date Filed:
District of Delaware	Relationship:	Judge;
Exhibit A		bit B
(To be completed if debtor is required to file periodic reports (e.g., forms 10K a 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15 of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)	(d) I, the attorney for the petitioner named have informed the petitioner that [he of 12, or 13 of title 11, United States	lebtor is an individual arily consumer debts.) In the foregoing petition, declare that I r she] may proceed under chapter 7, 11, Code, and have explained the relief of the certify that I have delivered to the § 342(b).
Exhibit A is attached and made a part of this petition.	X	(5.1)
	Signature of Attorney for Debtor(s)	(Date)
Exh	ibit C	
Does the debtor own or have possession of any property that poses or is alleged to p	ose a threat of imminent and identifiable harm	n to miblic health or safety?
_	And a resident Av where the state in ordinary and in	i to paono nonim or smory i
Yes, and Exhibit C is attached and made a part of this petition.		
☑ No.		
Exh (To be completed by every individual debtor. If a joint petition is f	ibit D	attach a senarate Exhibit D.)
	-	and a sopular Dispose Dispose
☐ Exhibit D completed and signed by the debtor is attached a	nd made a part of this petition,	
If this is a joint petition:		
Exhibit D also completed and signed by the joint debtor is	attached and made a part of this petit	ion.
	ng the Debtor - Venue	
Debtor has been domiciled or has had a residence, principal plac preceding the date of this petition or for a longer part of such 180		ict for 180 days immediately
There is a bankruptcy case concerning debtor's affiliate, general	partner, or partnership pending in this Distric	L
Debtor is a debtor in a foreign proceeding and has its principal phas no principal place of business or assets in the United States this District, or the interests of the parties will be served in regard	out is a defendant in an action or proceeding	iled States in this District, or [in a federal or state court] in
	es as a Tenant of Residential Property picable boxes.)	
Landlord has a judgment against the debtor for possession of	debtor's residence. (If box checked, complete	the following.)
	(Name of landlord that obtained judgme	ent)
	(Address of landlord)	
Debtor claims that under applicable nonbankruptcy law, there entire monetary default that gave rise to the judgment for post		
Debtor has included with this patition the deposit with the coufiling of the petition.	nt of any rent that would become due during	the 30-day period after the
Debtor certifies that he/she has served the Landlord with this	certification, (11 U.S.C. 8 3620)).	

B 1 (Official Form) 1 (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	Allied Automotive Group, Inc.
	atures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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	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 debter in a foreign proceeding, and that I am authorized to file this petition.
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	(Check only one box.)
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 chapter 15 of title 11, United States Code, Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 spealfied in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
Signature of Debtor	X (Signature of Foreign Representative)
X Signature of Joint Debtor	(Printed Name of Foreign Representative)
Telephone Number (if not represented by attorney)	Dato
Date	
x Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer
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	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(b), 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 filling for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.
302-651-7531 Telephone Number 06/10/2012	Printed Name and title, if any, of Bankruptey Petition Preparer
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.	Social-Security number (If the bankruptey polition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy polition preparer.) (Required by I & U.S.C. § 110.)
	Address
Signature of Debtor (Corporation/Partnersbip) I declare under penalty of perjory that the information provided in this petition is true and correct, and that J have been authorized to file this petition on behalf of the debtor.	x
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Date Signature of backruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Signature of Authorized Individual John F. Blount Printed Name of Authorized Individual Senior Vice President Title of Authorized Individual	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.
06/10/2012 Date	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 11 115 C 5 110, 19 115 C 5 154

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.
- 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

12.0000175.011				
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-cm	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-cm	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-стп	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-crm	7/31/2005	Closed
Logistic Systems, LLC	NDGA	05-12531-сги	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 re:	Chapter 11
ALLIED AUTOMOTIVE GROUP, INC.,	Case No. 12 (CSS)
Debtor.	
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TAX I.D. No. 58-2201081

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

	1000
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	DALTYCHAD	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
ī	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				35,840,389.84
2	PBGC-JANESVILLE PERSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL (200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: PRANK 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			х	83,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: CHARLES LANGONE I 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 ATTIN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTH: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656 TEL: 212-770-7000 RAX: 212-458-7083	Insurance expense				\$1,679,193.31

Allicd	Automo	tive	Group.	Inc.
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12-	(CSS)

Debtor

Care No. (If known)

	Name of creditor and complete moiling address, including zip code.	Name, telephone number and tomplete 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.)	CONTENGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
s	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY FO BOX 674061 DETROIT, MI 48267-4061 TEL; 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATLI16628 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 SIE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 220 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 BAST TORONTO, ON MSR ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTA: NELIA LABARDA 10 WELLINGTON ST EAST TORONDO, ON MSE 1L5 CANADA TEL: 416-366-7511 PAX: 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 LIH8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIB WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHBP7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,399.71

Allied Automotive Group, Inc.	12(CSS)
Debtor	 Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including tip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (tråde debt, bank loan, government contract, etc.)	CONTINGENT	CHINDUDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A.JATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 10384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOOMAN 103 ADELAIDE SREET WEST; 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTRY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL, TORONTO, ON M5HIP9 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 JUSE 19001 S. WESTERN AVE. PSI 1 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19901 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722 TEL: 310-462-7236	CARGO CLAIMS				\$216,324.96

Allied Automotive Group, Inc.	12(CSS)
Debtor	Case No. (If known)

Name of creditor and complete mailing address, Including 21p 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	GELYCLODYING	CELUASIU	AMOUNT OF CLAIM (If secored also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 1003B	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 LINB RD. SUITE 1500 JENKINTOWN, PA 19046 TRL: 215-690-3000	REVI EXPENSE				\$171,885,61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 138 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 118 CANADA TEL: 416-365-7161 PAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP - IBACH ENTBRPRISES, 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)

Name of creditor and complete maling 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	DELYCINGERIA	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MC 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		×	x	\$0.00

In re:	Chapter 11
ALLIED AUTOMOTIVE GROUP, INC.,	Case No. 12(CSS
Debtor.	

TAX I.D. No. 58-2201081

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

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Chapter 11

ALLIED AUTOMOTIVE GROUP, INC.,

Case No. 12-____ (CSS)

Debtor.

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

In re:	Chapter 11
ALLIED AUTOMOTIVE GROUP, INC.,	Case No. 12(CSS
Debtor.	
TAX I.D. No. 58-2201081	

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

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In re:	Chapter 11
ALLIED AUTOMOTIVE GROUP, INC.,	Case No. 12(CSS)
Debtor.	
TAX LD. 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

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ALLIED AUTOMOTIVE GROUP, INC.,

Chapter 11

Case No. 12-____(CSS)

Debtor.

TAX I.D. No. 58-2201081

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 re:	Chapter 11
ALLIED AUTOMOTIVE GROUP, INC.,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 58-2201081	

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 4th, 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.

230776001

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

Dated as of the day of June 2012.

Robert Ferrell, Dire

Keith Rentzel

of	dine.	nis L	20	12/		•			→		
(3 1 (Official	l Form 1) (1/0	8)	4.			•		1211	169		
	A COMMIS	SIONER POR			ourt				lorge vitalis		
Name of Debtor (if individual, enter Last, First, Middle): Allied Freight Broker LLC						Name of I	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 Indvidual-Taxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all): 59-2876864							Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Complete (if more than one, state all);				
Street Add	ress of Debtor	(No. and Streetive, Suite 6	t, City, and St	atc);		Street Add	iress of Joint De	btor (No. and Stre	et, City, and St	atc):	
Decatur		•		710	CODE 30345				F	ZIP CODE	
County of Residence or of the Principal Place of Business: DeKalb County					County of	0.00					
Mailing Address of Debtor (if different from street address):					Mailing A	County of Residence or of the Principal Place of Business: Mailing Address of Joint Debtor (if different from street address):					
										 .: ::	
Location o	f Principal As	sets of Business	s Debtor (if di		CODE	<u></u>				ZIP CODES III	
	- :	of Debtor		 	Nature of Bus	·		Chapter of Bank		IP CPORTI Index Which	
	(Form of	Organization) k one box.)	-	(Check of			·	the Petition i	s Filed (Check	one be	
See E Corp Partn Other	lividual (includes Joint Debtors) s Exhibit D on page 2 of this form. sporation (includes LLC and LLP) thership her (if debtor is not one of the above entitles, eck this box and state type of entity below.)			Sin 11 Ra Co	alth Care Business igle Asset Real Es U.S.C. § 101(51B ilroad sekbroker minodity Broker saring Bank	tate as defined i	n ☐ Cha ☑ Cha ☐ Cha	pter 13	Main Proce Chapter 15 Recognition Norumain Pro	of a Horeign eding Petition for of a Poreign	
•			<u> </u>	Tax-Exempt F	Intity:	•		ture of Debta teck one box.)			
				De und	(Check box, if app btor is a tax-exem ler Title 26 of the le (the Internal Re	licable.) pt organization United States	debis, § 101(individence person	are primarily cont defined in 11 U.S 8) as "incurred by dual primarily for hal, family, or hou urpose."	i.C. bu yan :	ebts are primarily usiness debts.	
		Filing Fee	(Check one b	ox.)		Check on	· · · · · · · · · · · · · · · · · · ·	Chapter 11	Debtors	1	
	Filing Fee atta	_		 .	4.4.4.4			iness debtor as de			
signe	d application	for the court's o	consideration o	ertifying tha	s only). Must attac the debtor is Official Form 3A.	Check if:				U.S.C. § 101(51E	
Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Check all	insiders or effiliates) are less than \$2,190,000. Chack all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more class.					
Statistical	Administrati	ve Informatio	<u></u>		<u> </u>			rdance with 11 U.		THIS SPACE IS	
Ø	Debtor estima Debtor estima	tes that funds w	vill be availabl ny exempt pro		tion to unsecured of ded and administr		paid, there will b	e no funds availa	ble for	Court use on	
Estimated 1-49	Number of Cri 50-99	editors 100-199	□ 200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000		
Estimated A \$0 to \$50,000	Assets \$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10	\$10,000,001 to \$50	\$50,000,001 to \$100	\$100,000,001 to \$500	\$500,000,001 to \$1 billion	More than	, .	
\$ 0 to	\$50,001 to \$100,000	\$100,001 to	\$500,001	\$1,000,001	\$10,000,001	\$50,000,001	\$100,000,001	\$500,000,001	More than		



B I (Official Form 1) (1/08)		Page 2								
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Alled Freight Broker LLC									
All Prior Bankruptcy Cases Filed Within Last 8 Ye	•									
Location Where Filed: See Attachment B	Case Number:	Date Filed;								
Location	Case Number:	Date Filed:								
Whexe Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affil	nto of this Bubbas /If more than one ottoch ad	ditional chart \								
Name of Debroy	Case Number:	Date Filed:								
See Attachment A	Relationship;	Judge;								
District of Delaware	Kontonalijo,	Jungo,								
Exhibit A (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.)	Exhibit 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).									
Exhibit A is attached and made a part of this polition.	х									
	Signature of Attorney for Debtor(s) (Date)									
Exhibit C										
Does the debter 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?										
Yes, and Exhibit C is attached and made a part of this polition.										
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.)										
Exhibit D completed and signed by the debtor is attached and made a part of this petition.										
If this is a joint petition:										
Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.									
Information Regarding the Debtor - Venue (Check any applicable box.) 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.										
There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.										
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 a (Check all applica										
Landford has a judgment against the debtor for possession of debt	Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)									
	(Name of landlard that obtained Judgment)	······································								
	(Address of landlord)									
	Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to ours the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and									
Debtor has included with this petition the deposit with the court of filing of the petition.	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.									
Debtor certifies that he/she has served the Landlord with this certi-	Debtor certifies that he/sha has served the Landlord with this certification, (11 LLS C. 8 3620))									

B I (Official Form) I (1/08) Page 3					
Voluntary Petition	Name of Debtor(s):				
(This page must be completed and filed in every case.)	Allied Freight Broker LLC				
Signs	itures				
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative				
I declare under penalty of perjury that the information provided in this polition is true and correct. [If pelitioner 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, I-1, 12.	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 debter in a foreign proceeding, and that I am authorized to file this petition;				
or 13 of title 11. United States Code, understand the relief available under each such	(Check only one box.)				
chapter, and choose to proceed under chapter 7.	[7] Language collingia appropriational solution Confession Confession				
[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 chapter 15 of title 13, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.				
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Pursuant to 11 U.S.C. § 1511 ₃ .1 request relief in accordance with this chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.				
х	x				
Signature of Dehtor	(Signature of Foreign Representative)				
Signature of Joint Debtor	(Printed Name of Pareign Representative)				
Telephone Number (if not represented by attorney)	Date				
Date	17416				
"" of Attorney"	Signature of Non-Attorney Bankruptcy Petition Preparer				
x Zaballis	I declare under pedalty of perjucy that: (1) I am a bankruptcy petition preparer as				
Signature of Attorney for Debtor(s) Mark D. Collins DE No. 2981	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				
Printed Name of Attorney for Debtor(s) Richards, Layton & Finger, P.A.	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				
Firm Name One Rodney Square	fee for services chargeable by hankruptcy petition preparers, I have given the debtor				
Address 920 North King Street	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				
	allached.				
302-651-7531	•				
	Printed Name and title, if any, of Bankruptcy Petition Preparer				
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.	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				
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.	X				
	Date				
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Signature of bankruptcy petition preparet or officer, principal, responsible person, or				
x detag	partner whose Social-Security number is provided above.				
Signature of Authorized Individual	Names and Social-Security numbers of all other individuals who prepared or assisted				
John F. Blount Printed Name of Authorized Individual Senior Vice President	in preparing this document unless the bankruptcy petition preparer is not an individual.				
Title of Authorized Individual 06/10/2012 Date	if more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.				
Ditto	the state of the s				
	A bankruptcy petition pruparer's fathure to comply with the provisions of title [1] and like Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or hope [1] [2] [2] [3] [4] [4] [5] [6] [6] [6] [6] [6] [6] [6] [6] [6] [6				

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. OAT, Inc.
- 17. RMX LLC
- 18. Transport Support LLC
- 19. Terminal Services, LLC

. ATTACHMENT B

PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS

Operate a National Control of the Co				
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-cm	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-сгт	7/31/2005	Closed

Tn.	rat

ALLIED FREIGHT BROKER LLC,

Chapter 11
Case No. 12- (CSS)

Debtor.

TAX LD. 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
--------	---------	--------	-----

12~	(CSS)
***	(COO

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 ereditor 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 PUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 69656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2	PBGC - JANESVILLE PENSIONS ATTH: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N. W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: PRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STRBET 'N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			х	\$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 ATTH: CHARLES LANGONE I 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 ATTH: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OP PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	Insurance expense				\$1,679 ₁ 193.21

Allied Freight Broker LLC	12(CSS)
	Case No. (If known)
Deptor	Case 140. (II knowd)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bunk loan, government contract, etc.)	CONTINGENT	CHIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY ASSEMBLY ATTIN: SHARON ZIOLKÖWSKI PO BOX 674061 DETROIT, MI 49267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS	1			\$633,078.56
6	CSX TRANSPORTATION - ATLI16628 ATTN: RESECCA SNYDER PQ BOX 116628 ATLANTA, GA 10368-6628	CSX TRANSPORTATION - ATL116628 ATTM: REBECCA SNYDER PO BOX 116628 ATLANTA, OA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE		. na		\$480,769.11
7	ALASKAN PENSION FUND ATTN: BLAINE LEWIS 520 EAST 34TH AVENUE STE, 107 ANCHORAGE, AK 99503	ALASKAN PENSION PUND AT'DN: ELAINELEWIS 520 EAST JATER AVENUB STE: 107 ANCHORAGIL AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTM: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE 11.5 CANADA	ROYAL & SUNALLIANCH INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS 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 LIH8P7 CANADA	GM OF CAMADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1998 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA TEL: 905:644-6701 PAX: 905-644-1543	CAÑĢO CLAIMS				\$366,499,71

Allied Freight Broker LLC	12(CSS)
Debtor	Case No. (If known)

Name of ereditor and complete mailing address, including zip code.	Name, telephone number and complote 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	DALYCIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHBLIN TIRE N.A./ATLANTA ATTN; VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANB PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE		i		\$323,656,34
II TOXIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONYO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO PIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, JRD FL. TORONTO, ON MSHIPS CANADA TEL: 626-568-7732 PAX: 626-796-5232	CARGO CLAIMS				\$313,325,20
12 IBM ATTN: LBGAL DEPARTMENT PO BOX 534131 ATLANTA, QA 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 ANGELRS, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE .				\$250,052,15
14 TOYOTA MOTOR SALES INC. (CLAJMS) 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. PS 11 TORRANCE. CA 90509-2722 TEL; 310-468-7224 PAX: 310-463-2736	CARGO CLAIMS				5216,J24,96

Allied Freight Broker LLC	12(CSS)
Debtor	Case No. (If knowe)

Name of creditor and complete mailing address, including zip code.	Name, tolephone number and complete mailing address, including zip cade, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTENGENT	CHARTOCHER	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
JS 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 TPL: 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	PFI NORTHLAKB LLC 165 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPBNSE				\$171,585,61
18 THE NORTHERN TRUST COMPANY OF CANADA ATIN: 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 4811 I	DRP - 1BACH ENTERPRISES, LLC 12900 HAGOERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-125-7167	PAYABLB				\$168,205.43

Form B4	Official	Form A	- 1	112/071

Allied Freight Broker LLC	12(CSS)
Debfor	Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling 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	DALYCINDTING	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 ULC ATTH: 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 re:	Chapter 11
ALLIED FREIGHT BROKER LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 59-2876864	

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 re:	Chapter 11
ALLIED FREIGHT BROKER LLC,	Case No. 12(CSS)
Debtor.	·
TAX I D. No. 59.2876864	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
ALLIED FREIGHT BROKER LLC,	Case No. 12(CSS)
Debtor.	·
TAX I.D. No. 59-2876864	

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 re:	Chapter 11
ALLIED FREIGHT BROKER LLC,	Case No. 12 (CSS)
Debtor.	•
TAX I.D. No. 59-2876864	

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 re:	Chapter 11
ALLIED FREIGHT BROKER LLC,	Case No. 12 (CSS
Debtor	

TAX I.D. No. 59-2876864

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 re:	Chapter 11
ALLIED FREIGHT BROKER LLC,	Case No. 12 (CSS)
Debtor.	·
TAX LD. 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 24, 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

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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 othersecurity 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

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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 Hay of June 2012.

Robert Ferrell, Ma

Keith Rentzel Menage

before r	NO.		en 20.12		. <u>.</u>				12	-117	73	
Name of De	btor (if indiv	idus), enter Las	s. First Middle	Elaware	urt	Name of I	nint)	Debtor (Spor	use) (Last, First,	Middle)		
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Estimated N	umber of Cre 50-99	editors 	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000		,001- ,000	□ 50,001- 100,000	Over 100,000		
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Estimated L	inbilities 550,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10	\$10,000,001 to \$50	\$50,000,001 to \$100	₩		\$500,000,001 to \$1 billion	More than		

B] (Official Form 1) (1/08)	<u> </u>	Page 2			
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Allied Systems (Canada) Company			
All Prior Bankruptcy Cases Filed Within Last 8 Y		Junual Company			
Location Where Filed: See Attachment B	Case Number:	Date Filed;			
Location Where Filed:	Case Number:	Date Filed;			
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affil					
Neme of Debtor. See Attachment A	Case Number:	Date Filed:			
District: District of Delaware	Relationship:	Judge:			
Exhibit A.	Exhibit B	do no de desdas e d			
(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.) I, the attorney for the petitioner named in the foregoing petition, declarate informed the petitioner that [he or she] may proceed under chapter 12, or 13 of title 11, United States Code, and have explained available under each such chapter. I further certify that I have delivered debtor the notice required by 11 U.S.C. § 342(b).					
Bahibit A is attached and made a part of this polition.	X Signature of Attornation Delta de	(D-63)			
-	Signature of Attorney for Debtor(a)	(Date)			
Exhibit Does the debtor own or have possession of any property that poses or is alleged to pose Yes, and Exhibit C is attached and made a part of this petition. No.	~	ublic health or safety?			
Exhibit	· n				
13/14/4/					
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)					
☐ Exhibit D completed and signed by the debtor is attached and	made a part of this petition.				
If this is a joint petition:					
Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.				
Information Regarding	the Debtor - Venue				
(Check any appli	cable box.)				
Debtor has been domiciled or has had a residence, principal place of preceding the date of this petition or for a longer part of such 180 day		r 180 days immediat e ly			
There is a bankruptcy case concerning debtor's affiliate, general part	ner, or partnership pending in this District.				
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but it this District, or the interests of the parties will be served in regard to	is a defendant în an action or proceeding [in a f				
Certification by a Debtor Who Resides a (Check all applies					
Landlord has a judgment against the debter for possession of debt	lor's residence. (If box checked, complete the	(,gniwollo			
(Name of landlord that obtained judgment)					
	frame or minkeyn war commen languatir)				
	(Address of landlord)				
Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possessi	circumstances under which the debtor would be				
Debtor has included with this petition the deposit with the court offling of the petition.	•				
Only and that he cannot the Landland with this earth	ification (11119.C 3.262(1))				

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B I (Official Form) 1 (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	Allied Systems (Canada) Company
	afures
Signature(1) of Debtor(1) (Individual/Joint)	Signature of a Foreign Representative
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)	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)
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 promotgated 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, printipal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)
Signature of Debtor (Corporation/Partnership)	Address
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. Blound Printed Name of Authorized Individual Vice President Title of Authorized Individual 06/10/2012 Date	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 bonkruptcy 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

(manieja a projektiva a projekt			Description (1)	
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-cm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-crm	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-cm	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-cm	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 re:	Chapter 11
ALLIED SYSTEMS (CANADA) COMPANY,	Case No. 12 (CSS)
Debter	

TAX I.D. No. 90-0169283

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.

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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	UNILQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1	CENTRAL STATES PENSION FUND ATIN: L'ILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60566 TEL: 800-323-2152 X3634 FAX: 847-518-9773	Fension				\$5,840,389,84
2	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20003-4026	PBCC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K. STRRET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON FRANK@PBGC.GOV	PENSJON			х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTM: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: CHARLES LANGONE I 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 OP PITTSBURGH, PA ATTIN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07191-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.3(

Allled Systems (Canada) Company	12(CSS)
Debtor	Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling 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	UNILIQUIDATED	CHITO SEE	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: 319-390-9633 FAX: 502-570-4420	CARGO CEAIMS				\$633,078,56
6 CSX TRANSPORTATION - ATL 16628 ATTN: REBECCA ENYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL: 16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRAUEPAYABLE				\$480,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS \$20 EAST 14TH AVENUE STE, 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99303 TBL: 800-478-4450 FAX: 907-565-8338	PENSION				5459,865,00
8 ROYAL & SUNALLIANCE INSURANCE CANADA ATIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, OM MSE ILS CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9 GM OF CANADA LTD - ALZS ATTN: LAWRIG WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON 1.1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, DN L1H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS			·	\$366,599.71

Allied System	ns (Canada)	Compa	وطه
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Debtor

Case No. (II known)

Name of creditor and complete mailing address, including zip code.	Name, felephone number and complete milling 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	GELYCINDÒFINA	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHBLIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30184-0860	MICHBLN TIRE N.A./ATLANTA ATTN: VJOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADEPAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRB INSURANCE ATTN: TIMOTHY I. DODNAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON M5HI P9 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 334151 ATLANTA, OA 30353-4151	TRADEPAYABLE				\$275,013.00
13 - LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATRAM & WATKINS LLP TO BOX 89425 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE .				\$250,052,15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKENELSON 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. FS11 TORRANCE, CA 90309-2722 TEL: 310-463-7224 EAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

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Debtor

Case No. (If known)

Name of creditor and complete maling address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employes, agent, or department of creditor familiar with claim who may be contacted.	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	CHINCUINING	DISPOTED	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 135 WATER ST, 28TH FLOOR NEW YORK, NY 18018 TEL: 212-458-5000	INSURANCE				3189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1300 JENKUNTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 IENKINTOWN, 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 MSH 1J8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TOKONTO, ON MSM 138 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: 734-250-8786 PAX: 734-325-7167	PAYABLE				\$168,205.43

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Allied Systems (Canada) Comp	• 🔻		12(CS\$)
Debtor	•		Case No. (If known)

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	UNITAGIODATIED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 OENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATIN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MC 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MC 482-416-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		x	х	\$0.00

In re:	Chapter 11
ALLIED SYSTEMS (CANADA) COMPANY,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 90-0169283	

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 re; ´	Chapter 11
ALLIED SYSTEMS (CANADA) COMPANY,	Case No. 12(CSS)
Debtor.	
TAX LD. No. 90-0169283	

LIST OF EQUITY SECURITY HOLDERS

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

<u>Holder</u>	Address of Owner(s)	<u>Description of Equity</u> Interest Owned
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 re:	Chapter 11
ALLIED SYSTEMS (CANADA) COMPANY,	Case No. 12 (CSS)
Debtor.	
TAVID No. 00 0160293	

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 re:	Chapter 11
ALLIED SYSTEMS (CANADA) COMPANY,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 90-0169283	

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.

- Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied Systems Holdings, Inc.
- 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 re:

Chapter 11

ALLIED SYSTEMS (CANADA) COMPANY,

Case No. 12-____(CSS)

Debtor.

TAX I.D. No. 90-0169283

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 re:	Chapter 11
ALLIED SYSTEMS (CANADA) COMPANY,	Case No. 12 (CSS)
Debtor.	
TAY I D. No. 00.0160283	

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: June10, 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 4th, 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

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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 of anothe counted which together shall boustinuterone and the exist instrument

Dated agof the Page of June 2012.



Keith Rentzel, Director

TOR LAW 1932 HE

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

Dated as of the day of June 2012.

Robert Ferrell, Director

Reith Rentzel, D

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3 1 (0)	A COMMISSIO	Lin	Hed States Bar	***	urt				indicate of	
Name	of Debter (if indiv					Name of Io	nt Debtor (Sn	ouse) (Last, First,)	1. T. A. S. K. C.	
ĶΑ	dis Areta, LLC				 	•		the Joint Debtor in	<u></u>	
All Other Names used by the Debtor in the last 8 years (Include married, maiden, and trade names):								and trade names):		
Last I	four digits of Soc. S ore then one, state a	ec, or Indvidua	I-Taxpayer I.D	1.0N (NITI)	Complete BIN		gits of Soc. So n one, state at		xpayer I.D. (1TI	N) No/Complete
Street 230	t Address of Debtor 2 Parklake Dri catur, GA	(No. and Stree	t, City, and Sta	te);		Street Addr	ess of Joint D	btor (No. and Stre	ot, City, and Sta	ito):
Calle	ty of Residence or o	Catho Dolonia	Dl • CD		ODE 30345	- Clause en		f the Principal Plac		IP CODE. (7)
				DeKal	b County					ŏ E <u>£</u>
Maili	ing Address of Debi	or (if different i	from street add	z <u>1</u> P C	ODE	Mailing Ad	dress of Joint	Debtor (if different		A TRUE
Local	ilon of Principal As	sets of Business	Debtor (if diff			K		· · · · · · · · · · · · · · · · · · ·		OK
		of Debtor Organization)	··	(Check one	Nature of Busine box.)	less	T	Chapter of Banks		
	Individual (include See Exhibit D on po Corporation (include Partnership Other (If debtor is a check this box and	nge 2 of this for les LLC and Ll not one of the a	m. LP) bove entities,	Sing 11 1 Rail Stoo	Ith Care Business tle Asset Real Esta J.S.C. § 101(51B) road kbroker amodity Broker ating Bank	te as defined in	Ch	Main Proces Chapter 15 1 Recognition Nonmain Pr	of a Foreign eding Petition for of a Foreign	
				(C) Deb	Tax-Exempt Er Check box, if appli for is a fax-exempt or Title 26 of the U o (the Internal Rev	cable.) organization nited States	debts § 101 indiv perso	(Ch are primarily cons defined in 11 U.S (8) as "incurred by dual primarily for nal, family, or how	.C. bu	bts are primarily sinoss debts.
		Filing Fee	(Check one bo	x.)	······································	T	hold	Chapter 11 I	Debtors	
M	Full Filing Fec atta	ched.				Check one Debto		siness debtor as de	fined in 11 U.S.	.C. § 101(51D).
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. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. Check If: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: A plan is being filed with this petition.										
Sinth	stical/Administrati	ve Information						rdance with II U.		THIS SPACE IS FO
<u> </u>	Debtor estima Debtor estima	les that funds w	rill be available ny exempt prop		on to unsecured cr led and administra		id, there will	be no funds availat	ole for	COURT USE ONLY
Estim	distribution to lated Number of Cro 50-99	unsecured cree editors 100-199	ditors.	[] 1,000-			□ 25,001-	50,001-	□ Over	
1-47	30-99	1110-199	244-333	5,000		25,000	50,000	100,000	100,000	
Estim \$0 to \$50,0		\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50	\$50,000,001	\$100,000,000 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
Estim 50 to \$50,0		\$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10	\$10,000,001 to \$50		\$100,000,001 to \$500	\$500,000,001 to \$1 billion	More than	

B I (Official Form 1) (1/08)		Page 2				
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Axis Areta, LLC					
All Prior Bankruptcy Cases Filed Within Last 8 Y						
Location Where Filed: See Attachment B	Case Number:	Date Filed;				
Location Where Filed:	Case Number:	Date Filed:				
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affil Name of Debtor:	iate of this Debtor (If more than one, attach ad Case Number:					
See Attachment A	Case ryumper:	Date Filed:				
District of Delaware	Relationship;	Judge:				
Exhibit A	Exhibit B (To be completed if debtor	ie an individual				
(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.) L, the attorney for the petitioner named in the foregoing petition, declars that have informed the petitioner that [he or she] may proceed under chapter 7, 11, or 13 of title 11, United States Code, and have explained the relie 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).				
Exhibit A is attached and made a part of this petition.	Signature of Attorney for Debtor(s)	Date)				
Rxhlbit	C					
		til baddaaa oo o				
Does the debtor own or have possession of any property that poses or is alleged to pose	s intest of imminent and identifiable harm to pi	iblic ficallii or salety?				
Yes, and Exhibit C is attached and made a part of this petition.						
☑ No.						
	_					
Exhibit	: D					
(To be completed by every individual debtor. If a joint petition is filed	l, each spouse must complete and attac	ch a separate Exhibit D.)				
☐ Exhibit D completed and signed by the debtor is attached and	made a part of this petition.					
If this is a joint petition:						
☐ Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.					
Information Regarding	the Debtor - Venue					
(Check any application of the preceding the date of this petition or for a longer part of such 180 day	f business, or principal assets in this District for	180 days immediately				
There is a bankruptcy case concerning debtor's affiliate, general part	ner, or partnership pending in this District.					
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but this District, or the interests of the parties will be served in regard to	is a defendant in an action or proceeding (in a f					
Certification by a Debtor Who Resides a (Check all applica		****				
Landlord has a judgment against the debtor for possession of debt	1.andlord 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)					
Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possess.						
Debtor has included with this petition the deposit with the court of filing of the petition.	f any reat that would become due during the 30	-day period after the				
Debtor certifies that be/she has served the Landlord with this cert	ification (11 II S.C. 8 362/III)					

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B (Official Porth) ((1/08)	rages
Valuntary Petition	Name of Debter(s):
(This page must be completed and filed in every case.)	Axis Areta, LLC
Signs	fares
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
2) Buguttie (8) of region (2) (numaignapamit)	arguators of a notesta webiesentening
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 bankrupter petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request rollef in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor Telephone Number (if not represented by atterney)	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)
	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 Pelition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 13 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 14 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) acting 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.)
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. Rigunt Printed Name of Authorized Individual: Vice President of AX Inll, which is sole member of debtor Title of Authorized Individual O6/10/2012 Date	Date Signature of bankruptcy, polition 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 próvisions 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

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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

Talian in the				
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-cm	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

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In re:	Chapter
AXIS ARETA, LLC,	Case No

Debtor.

TAX I.D. No. 45-5215545

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.

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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. Baukr. 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 maling address, including zip code.	Name, telephone number and complete mailing address, including 2ip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loau, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DEFUTED	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 ATTIN: LILI RILBY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60556 TBL: 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 - JANESYILLE 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@FBGC.GOV	PENSION			x	\$3 ,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I 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 OP PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATIN: 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)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling address, including sip cade, 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 accurity)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 67406) DETROIT, MI 48267-406)	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSK! PO BOX 674061 DETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATLI 1662B ATTN: REBECCA SNYDER PO BOX 11662B ATLANTA, GA 30368-662B	CSX TRANSPORTATION - ATL11662B ATTM: REBECCA SNYDER PO BOX 11662B ATLANTA, UA 30368-662B TEL: 904-279-3885	TRADE PAYABLE				\$480,769_11
7	ALASKAN PENSION PUND 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 ATIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE 1LS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA TBL: 416-366-751) FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIB WILLIAMS 1908 CÓLONEL SAM DRIVE ATTN: CASNIER 907-002 OSHAWA, ON LIHSP7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSMAWA, ON LIH8P7 CANADA TBL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

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WYTG	/AACIQ,	L/L	٠.

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Debtor

Case No. (If known)

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.)	CONTENGENT	GELYCHAD THIN	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, QA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TBL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, JRD FL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTIN: TIMOTHY J. DODNAN 105 ADELAIDE SREET WEST, 3RD PL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN; LBGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATIN: LEGAL DEPARTMENT PO BOX 534(5) ATLANTA, GA 30353-4131	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) ATIN: MIKE NELSON ATIN: ANA JOSE 19001 S. WESTBRN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS II 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)

Name of creditor and complete malling 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	CALVOLODINO	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 PLOOR NEW YORK, NY 18038 TEL; 212-458-5000	INSURANCE				\$189,208 <u>.</u> 24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINB 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 TORONIO, ON MSH 138 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	TRADEPAYABLE				\$170,884.00
19 DRP - IBACH ENTERPRISES, LLC 12900 MAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 PAX: 734-325-7167	PAYABLE				\$168,205.43

Axis Areto, LLC	12(CSS)	
Debtor	 Case Na. (If known)	

Name of creditor and complete mailing address, including alp code,	Name, telephone number and complete malling address, including alp code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, govornment contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured filso state value of security)
20 GENERAL MOTORS HOLDINGS ILC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMIELAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LEC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MIC 482-A16-C76 DETROIT, MI 48255 TEL: 586-899-2557	CITIGATION		*	x	. \$0.10

In re:	Chapter 11
AXIS ARETA, LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 45-5215545	
TAX I.D. No. 45-5215545	

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 re:	Chapter 11
AXIS ARETA, LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 45-5215545	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
AXIS ARETA, LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 45-5215545	

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 re:

AXIS ARETA, LLC.

Chapter 11

Case No. 12-____ (CSS)

Debtor.

TAX I.D. No. 45-5215545

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.
- 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: Title: Scott D. Macaulay

Vice President of AX International

Limited (Bermuda), which is the sole member and manager of Axis Areta,

LLC

In re:	Chapter 11
AXIS ARETA, LLC,	Case No. 12 (CSS)

Debtor.

TAX I.D. No. 45-5215545

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 re:

AXIS ARETA, LLC,

Chapter 11

Case No. 12-____ (CSS)

Debtor.

TAX I.D. No. 45-5215545

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, 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 $q^{(4)}$, 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

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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

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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.

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IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the 4 day of June 2012.

AX INTERNATIONAL LIMITED, Sole Member

John F. Blount Vice President

11 U.S.C. § 101(51B) Rathroad Stockbroker	All Other Nat (include marr Last four digi (if more than Street Address County of Re Mailing Addr	It Debtor (Spouse) (Last, Pirst, Middle): mes used by the Joint Debtor in the last 8 years nied, maiden, and trade names): its of Soc. Sec. or Individual-Taxpayer I.D. (JTIN) No./Cone, state all): ss of Joint Debtor (No. and Street, City, and State): ZIP CODI stidence or of the Principal Place of Business: resa of Joint Debtor (if different from street address). ZIP CODI Chapter of Bankruptcy Code Under Wathe Petition is Filed (Check one box.) Chapter 7		
TIN) No./Complete EIN Business Number) ZIP CODE 30345 DeKalb County a): ZIP CODB mat from street address above Nature of Business Single Asset Real Esta 11 U.S.C. § 101(51B) Railroad Stockbroker	All Other Nat (include marr Last four digi (if more than Street Address County of Re Mailing Addr	mes used by the Joint Debtor in the last 8 years ried, maiden, and trade names): its of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Conc, state all): its of Joint Debtor (No. and Street, City, and State): ZIP CODI ZIP CODI ZIP CODI Chapter of Bankruptey Code Under Wathe Petition is Filed (Check one box.)		
TIN) No./Complete EIN Business Number) ZIP CODE 30345 DeKalb County a): ZIP CODE Trom street address above Nature of Busin (Check one box.) Health Care Business Single Asset Real Esta 11 U.S.C. § 101(51B) Railroad Stockbroker	All Other Nat (include marr Last four digi (if more than Street Address County of Re Mailing Addr	mes used by the Joint Debtor in the last 8 years ried, maiden, and trade names): its of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Conc, state all): its of Joint Debtor (No. and Street, City, and State): ZIP CODI ZIP CODI ZIP CODI Chapter of Bankruptey Code Under Wathe Petition is Filed (Check one box.)		
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11 U.S.C. § 101(51B) Rathroad Stockbroker	te as defined in	Chapter 7 Chapter 15 Petition 6 Chapter 9 Recognition of a Form Chapter 11 Main Proceeding		
Single Asset Real Estato as de 11 U.S.C. § 101(51B) Railroad		Chapter 12 Chapter 15 Petition for Recognition of a Form Nonmain Proceeding Nature of Debts		
Tex-Exempt Er		(Check one box.)		
Debtor is a tax-exempt under Title 26 of the L	organization nited States	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."		
	Check one he	Chapter 11 Debtors		
		is a small business debtor as defined in 11 U.S.C. § 101		
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. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Debtor is not a small business debtor as defined in 11 U.S.C. § 101(2) Check if: Debtor's aggregate noncontingent liquidated debts (excluding debts		
		or affiliates) are loss than \$2,190,000. plicable boxes: Is being filed with this petition. ances of the plan were solicited prepetition from one or		
	OI CIEU	litors, in accordance with 11 U.S.C. § 1126(b). THIS SI		
		d, there will be no funds available for		
000- 5,001-	(0,00)- 2:	5,001- 50,001- Over 10,000 100,000 100,000		
,000,001 \$10,000,001 \$10 to \$50	\$50,000,001 \$ to \$100 to	100,000,001 \$500,000,001 More than to \$100,000 \$100,000 \$100,000 \$100,000 \$100,000 \$100,000 \$100,000		
	Tax-Exempt En (Check box, if appli (Check box, if appli (Check box, if appli appli (Check box, if appli under Title 26 of the U Code (the Internal Reviolation of the Inte	Tex-Exempt Entity (Check box, if applicable.) Debtor is a tex-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). Circle one b Debtor is b). See Official Form 3A. Individuals only). Must attach from the debtor is b). See Official Form 3B. Check if: Debtor is a tex-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). Circle one b Debtor in Debtor in Sec. Check if: Debtor insidered in Individuals only). Must insidered insidered in Individuals only). Must insidered in Individuals only). Individuals only). Individuals only). Must insidered in Individuals only). Individuals only). Individuals only). Individuals only). Individuals only). Individuals only). Individuals o		

B (Official Form 1) (1/08)		Page 2		
Voluntary Petition (This page must be completed and filed in every case.)	Name of Deblor(s): Axis Canada Cor	npany		
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)				
Location Where Filed: See Attachment B	Case Number:	Date Filed:		
Location Where Filed:	Case Number:	Date Filed:		
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affil				
Name of Debtor: See Attachment A	Case Number:	Date Filed:		
District: District of Delaware	Relationship:	Judgo:		
Exhibit A	Exhibit B	<u> </u>		
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and	(To be completed if debtor whose debts are primarily c			
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 [1].)	I, the attorney for the petitioner named in the	e foregoing petition, declare that I		
or my manufactures musically to the river and the conference of th	have informed the petitioner that [he or she]	may proceed under chapter 7, 11,		
·	12, or 13 of title 11, United States Code 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).		
Exhibit A is attached and made a part of this petition.	X Signature of Attorney for Debtor(s)	(Date)		
		,Date)		
Bxhibit C				
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminont and identifiable hum to public health or safety?				
Yes, and Exhibit C is attached and made a part of this petition.				
₩ No.				

Exhibit	: D			
(To be secondated by eveny individual debtor. If a joint natition in file)	t each annuar must committee and atten	-4 - warrante Arbibie D		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)				
Exhibit D completed and signed by the debtor is attached and made a part of this petition.				
If this is a joint petition:				
Exhibit D also completed and signed by the joint debtor is attached.	ched and made a part of this petition.			
laformation Regarding t	he Debtor - Venue			
(Check any applicable box.) 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 pelition or for a longer part of such 180 days than in any other District.				
There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.				
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 expect in the United States but is a defendant in an action or supposed in a federal or state court! In				
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 ralief sought in this District.				
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all analicable by re.)				
•	(Check all applicable boxes.)			
Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
(Name of lendlord that obtained judgment)				
	• • •			
	(Address of landlord)			
	•	to to a		
Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possessi				
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 filling of the petition.				
Debtor certifies that he/she has served the Landlord with this certi-	Debtor certifies that he/she has served the Landlord with this certification, (11 U.S.C. § 362(1)).			

en de la composition La composition de la

B 1 (Official Form) 1 (1/08)			
Voluntary Patition	Name of Debtor(s):		
(This page must be completed and filed in every case.)	Axis Canada Company		
Signatures			
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative		
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 anch chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankraptcy petition preparer signs the potition] 1 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)	l 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)		
Date	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 Sqaure 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	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(b), 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 Portit 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.)		
in the schedules is incorrect.			
	Address		
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.	Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.		
Signature of Authorized Individual John F. Blount Printed Name of Authorized Individual Vice President	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.		
Title of Authorized Individual 06/10/2012 Date	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each passon.		
	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 11315 C 5 100-18 115 C 5 156		

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
- 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

Thursday Bank St.				
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-стт	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-crm	7/31/2005	Closed
RMXLLC	NDGA	05-12520-crm	7/31/2005	Closed
Transport Support LLC	NDGA	05-12521-cm	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-cm	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-сгш	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 re:

AXIS CANADA COMPANY,

Chapter 11

Case No. 12-____ (CSS)

Debtor.

CANADIAN BUSINESS No. 87568828

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	12(CSS	š)
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 malling 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 5303 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CRICAGO, IL 60556 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389,84
2	YEGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIBS COUNSEL 1200 K. STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIPF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@FBGC.GOV	PENSION			х	\$3,919,631.29
3	NEW ENGLAND TRAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREBT BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I 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 33636 NEWARK, NI 07193-3636	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 33655 NEWARK, NJ 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	Insurance expense				\$1,679,193.31

Axis	Canada	Com	an
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12- (CSS
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Debtor

Case No. (If known)

	Name of creditor and complete mailing address, including xip 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 Ioan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTIN: SHARON 2)OLKOWSKO 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 - ATL 116628 ATTM: REBECCA SNYDBR PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				7480 ,769.13
7	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 341H AVENUE STE. 107 ANCHORAGE, AK 99509	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 ATTIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELLA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA TEL: 416-366-7511 FAX: 416-367-9869	Insurance expense				\$435,816.56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIB WILLIAMS 1908 COLONEL SAM DRIVB ATTN: CASHER 007-002 OSHAWA, ON LIHSP7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 CSHAWA, ON L1H8P7 CANADA TEL: 905-644-6701 PAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Axis C	anada	Company
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12-	(CSS)

Debtor

Case No. (If known)

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 Ioan, government confract, etc.)	CONTINGENT	CEL POLICE CONTROL	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 30184-0860	MICHELIN TIRE N.A.JATLANTA ATTIN: VIOLA LANE PO BOX 10086 ATT.ANTA, GA 10384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.14
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMUTHY J. DOONAN 103 ADELAIDE SREET WEST, 3RD FL. TURONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTIN: TIMOTHY J. DOONAN 105 ADRIAIDE SREET WEST, 3RD FL. YDRONTO, ON MSHIP9 CANADA TBL: 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		ļ		\$275,013.00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS ILP FO BOX 894256 IOS ANGELES, CA 90189-4256 TSL: 213-483-1214 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATIN: MIKE NELSON ATIN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2122	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORKANCE, CA 90509-2722 TEL: 310-468-7224 PAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

Axis Canada Company	12(CSS)	
Debtor	Case No. (If known)	-

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 lose, government contract, etc.)	CONTINGENT	CELYCLODITION	DISPUTED	AMOUNT OF CLAIM (If socured 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 ATTH: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 2)2-669-2243 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 NORTHILAKE 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 118 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 PAX: 416-365-9484	TRADEPAYABLE				\$170,884.00
19 DRF - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12909 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)

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	CHINDIPOLINI	CHITTE	AMOUNT OF CLAIM (if secared also state value of security)
20 CENERAL 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	OBNERAL 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	х	\$0.00

BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
AXIS CANADA COMPANY,	Case No. 12 (CSS
Debtor.	
CANADIAN BUSINESS No. 87568828	

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 re:	Chapter 11
AXIS CANADA COMPANY,	Case No. 12 (CSS)
Debtor.	
CANADIAN BUSINESS No. 87568828	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
AXIS CANADA COMPANY,	Chapter 11 Case No. 12(CSS
Debtor.	
CANADIAN BUSINESS No. 87568828	

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 re:	Chapter 11
AXIS CANADA COMPANY,	Case No. 12(CSS)
Debtor.	
CANADIAN RUSINESS No. 87568828	

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 re:	Chapter 11
AXIS CANADA COMPANY,	Case No. 12 (CSS
Dehtor.	

CANADIAN BUSINESS No. 87568828

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 re:	Chapter 11
AXIS CANADA COMPANY,	Case No. 12 (CSS)
Debtor.	
CANADIAN BUSINESS No. 87568828	

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: So

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 2, 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

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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

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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 ast 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 day of June 2012.

Scott Macaulay, Director

John Blount, Director

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

Dated as of the 4th day of June 2012.

Scott Macaulay, Director

John Blount, Director

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AXIS CANADA COMPANY BOARD OF DIRECTORS SIGNATURE PAGE

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B 1 (Official Form		oited States Ro	anticuptcy Co	nrt	<u> </u>	18/25/27				
A COM	IISSIONER FOR TA	5355-5	·							
	findividual, enter La	st, First, Midd	le):		Name of Jo	int Debtor (Spo	uso) (Last, First,	Middle):		<u>u</u>
	sed by the Debtor in		\$	-			ne Joint Debtor in			
(include married	nalden, and trade nar	nes);			(include m	ırried, maiden, e	nd trade names):	1		
Last four digits o	Soc. Sec. or Indvidu	al-Taxpayer I.I	D. (ITIN) No./	Complete EIN	Last four d	gits of Soc. Sec	or indvidual-Ta	xpayer I.D. (ITI	N) No/Complet	e I
	state all): 58-2204			· .	(if more thi	an one, state all)	; 			
	Debtor (No. and Stree e Drive, Suite 4		ato):		Street Add	ress of Joint Del	otor (No. and Stre	et, City, and Sta	ite):	
Decatur, GA	•							_		<u>. </u>
County of Reside	ce or of the Principal	Place of Busi	ness:	ODE 30345	County of 1	Residence or of	the Principal Plac		TP CODE	_
	f Debtor (if different		DeKal	b County			ebtor (if differen		M (2(883µ)	
	(THECT	
			ZIP (ODE				5	F F	_
Location of Princ	pal Assets of Busines	s Debtor (if di			e):				IP CODE S	_
/*	Type of Debtor		(0) 1	Nature of Bus	mess	 	hapter of Bank	rupicy Code U	ader Which	_
Ų	orm of Organization) (Check one box.)		(Check on					s Miled (Check o	-	
	ncludes Joint Debton		Sing	Ith Care Business gle Asset Real Es	ate as defined in	∟ 🔲 Cha	pter 9		of a Foreign	
Corporation	on page 2 of this for (includes LLC and L		Rail	U.S.C. § 101(51B Iroad	,	Char		Main Proces Chapter 15 I	Petition for	
Other (1f de	otor is not one of the		I □ Con	ekbroker modity Broker		L Chaj	oter 13	Nonmais Pr	of a Foreign occeding	
одорк ция	ox and state type of e	inty polow.)	☐ Clea	aring Bank er				ture of Debts eck one box.)		
				Tax-Exempt E		☐ Delete	re primarily cons	,	inemity states	
			1_ `	tor is a tax-exem	•	debis,	defined in 11 U.S B) as "Incurred by	i.C, bu	isiness debis.	,
			unde	r Title 26 of the (the Internal Re	United States	individ	ual primerity for al, family, or hou	8		
	Riling Res	: (Check one b					Chapter 11			_
✓ Fall Filing	_				Check one		iness debtor as de		C & MIGIN	
<u> </u>	be paid in installmen	nts (applicable	alauhivibni s	only). Must attar			business debtor s			
signed appl	cation for the court's	consideration (certifying that	the debtor is	Check if:	w wash				-,
•	siver requested (appl				☐ Debti		oncontingent liquero less than \$2,1		cluding debts or	иę
	application for the c				V	applicable boxe				
					A pla	a is being filed	with this petition. an were solicited		n one or more c	85
Statistical/Arlmi	Istrative Informatio	<u> </u>			of cr	editors, in accor	dance with 11 U.	Ś.С. § 1126(b).	THIS SPACE II	_
_	estimates that funds		le for distribut	ion to unsecured a	reditors.				COURT USE O	
☐ Debto	estimates that, after a	ny exempt pro				aid, there will be	no funds availa	ble for		
Estimated Numb					o o	0			1	
1-49 50-9		200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000		
Estimated Assets			3,000			-01000	,,,	120,000	1	
	01 to \$100,001 to	\$50 0,0 01	[00,000,1 2	\$10,000,001	5 50,000,001	\$100,000,001	\$500,000,001	☐ More than		
\$50,000 \$100		to \$1	to \$10 million	to \$50 million	ta \$100 million	to \$500 million	to \$1 billion	\$1 billion		
Estimated Liabili	ės \square		IJ ′							
	D1 to \$100,001 to	\$500,001	\$1,000,001	\$10,000,001	\$50,000,001	\$100,000,001	\$300,000,001	More than		

B 1 (Official Form 1) (1/08)		Page 2
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debior(s): Axis Group, Inc.	
All Prior Bankruptey Cases Filed Within Last 8 1		<u></u>
Location Where Filed: See Attachment B	Case Number:	Date Filed:
Location Where Filed;	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affi		ditional sheet.)
Name of Debtor: See Attachment A	Case Number:	Date Flied;
District of Delaware	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (a.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.) Exhibit A is attached and made a part of this polition.	Exhibit B (To be completed if debtor whose debts are primarily of i, the attorney for the petitioner named in the lawe informed the petitioner that the or she) 12, or 13 of title 11, United States Code available under each such chapter. I further debtor the notice required by 11 U.S.C. § 342	is an individual consumer debts.) c foregoing polition, declare that I may proceed under chapter 7, 11, 5, and have explained the relief centify that I have delivered to the (b).
	Signature of Attorney for Debtor(a)	(Date)
Exhibit Does the debtor own or have possession of any property that poses or is alleged to post Yes, and Exhibit C is attached and made a part of this petition. No.		ablic bealth or sufety?
Exhibi	+ D	
(To be completed by every individual debtor. If a joint petition is file		ch a separate Exhibit D.)
☐ Exhibit D completed and signed by the debtor is attached and	made a part of this petition.	
If this is a joint petition:		
☐ Exhibit D also completed and signed by the joint debtor is atta	sched and made a part of this petition.	
Infermation Regarding	the Delitor - Venue	
Debtor has been dominited or has had a residence, principal place of proceeding the date of this petition or for a longer part of such 180 de	f business, or principal assets in this District for	180 days immediately
☑ There is a bankruptcy case concerning debtor's affiliate, general par	tner, or partnership pending in this District.	
Debtur is a debtor in a foreign proceeding and has its principal place of business or assets in the United States but this District, or the interests of the parties will be served in regard to	is a defendant in an action or proceeding [in a f	tales in this District, or ederal or state court] in
Certification by a Debtor Who Resides (Check all applic		
Landlord has a judgment against the debtor for possession of del	tor's residence. (If hox checked, complete the f	ollowing.)
,	(Name of landlord that obtained judgment)	
	(Address of landlord)	
Debtor claims that under applicable nonbankroptcy law, there are entire monetary default that gave rise to the judgment for possess.		
Debtor has included with this petition the deposit with the court of filing of the petition.	of any real that would become due during the 30	l-day period after the
Debtor certifies that he/she has served the Landlord with this cer	tification. (11 U.S.C. § 362(i)).	

B I (Official Form) 1 (1/08)	Page 3			
Voluntary Petition	Name of Debtor(s):			
(This page must be completed and filed in every case.)	Axis Group, Inc.			
	atures			
	The state of the s			
· · · · · · · · Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative			
I declare under penalty of perjury that the information provided in this petition is true and correct. [If potitioner is an Individual whose debts are primarily consomer 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 potition 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 Telephone Number (if not represented by attorney)	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)			
	Date			
Date				
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 Sqaure 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 altorney has no knowledge after an inquiry that the information in the schedules is incorrect.	Signalure 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 debter with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(b), 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.)			
Signature of Debter (Corporation/Partnership)	Address			
I declare under pensity 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.	Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or			
77 0	pertner whose Social-Security number is provided above.			
Signature of Authorized Individual John F. Blount Printed Name of Authorized Individual Sentor Vice President Title of Authorized Individual O6/10/2012 Date	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 little 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.
- 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-cm	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 re:		
AXIS	GROUP.	INC.

Chapter 11
Case No. 12- (CSS)

Debtor.

TAX I.D. No. 58-2204628

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.
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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 II 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 loun, government contract, etc.)	CONTINGENT	DALINGUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1	CENTRAL STATES PENSION FUND ATTN: LILI RULEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION PUND ATTIN: LILI RILBY 5303 NORTH CUMBERLAND ROAD CHICAGO, IL 60556 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2	PBGC - JANESVILLE PENSIONS ATTM: FRANK A. ANDERSON OFFICE OF CHEPE COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CRIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4036 TEL: 202-326-4020, 202-326-4112 FAX: 202-336-4112 EMAIL: ANDERSON FRANK@PBGCGOV	PENSION			x	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WAIL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION PUND ATTH: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4401	PENSION				\$2,076,181.00
4	NATIONAL UNION PIRE INSURANCE COMPANY OF PIT TYBURCH, PA ATTIN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OP PITTSBURGH, PA ATTH: LEGAL DEPT. PO BOX 35656 NEWARK, NI 071 91-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Axis Group, Inc.	12(CSS)
Debtor	Case No. (If known)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, sgent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	DATAGIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON 210LKOWSK1 PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTIN: SHARON ZIOLKOWSKI PO BUX 674061 DBTROIT, MI 48267-4061 TBL: 313-309-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATL116628 ATTN: REBECCIA 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	PENZION .				\$459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTIN: MELIA LABARDA 10 WELLINGTON STEAST TORONTO, ON MSE 1LS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA TEL: 416-366-7511 PAX: 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 LIHSP7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS JOSE 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)
Debior	-	Case No. (If known)

Name of creditor and complete mailing address, including alp 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 laza, government contract, etc.)	CONTINGENT	CELACIDALIND	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELINTIRE 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 103 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTIN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RO FL. TORONTO, ON MSRIP9 CANADA TBL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,225,20
12 1BM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534351 ATLANTA, GA 30353-4151	TRADBPAYABLE				\$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 TRI.: 213-485-1214 FAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 1900: 9. WESTERN AVE. PSI I TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTH: MIKE NELSON ATTH: 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.	12(CSS)
The state of the s	
Debtor	Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employec, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	GALYGIODFIND	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 IOHN 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 10031	CHARTIS 175 WATER ST, 28TH FLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				\$189,208.24
17 FPI NORTHLAKE ILC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PFI NORTHLAKE ILC 165 TOWNSHIP LINE RD. SUITE 1500 IENKINTOWN, PA 19046 TEL: 215-690-3000	rent expense		•		3171,885,61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT [45 KING STREET WEST, SUITE 1910 TORONTO, ON M5H [18 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTIV: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 118 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADS PAYABLE				\$170,884.00
19 DRP-IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48) I I	DRP - IHACH ENTERPRISES, LLC 12900 HAGOSRTY ROAD BELLEVILLE, MT 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205,43

Axis Group, Inc.	12(C\$\$)
Debtor	Case No. (If known)

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 slaim (trade deht, hank loan, government contract, etc.)	CONTINGENT	CELYCLODITM	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 ATIN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MC 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		ж	x	\$0.00

In re:	Chapter 11
AXIS GROUP, INC.,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 58-2204628	

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 re:	Chapter 11
AXIS GROUP, INC.,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 58-2204628	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:

AXIS GROUP, INC.,

Chapter 11

Debtor.

TAX I.D. No. 58-2204628

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 re:

AXIS GROUP, INC.,

Chapter 11

Case No. 12-___(CSS)

Debtor.

TAX L.D. No. 58-2204628

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

Vice President

In re:	•	Chapter 11	
AXIS GROUP, INC.,		Case No. 12	(CSS)

Debtor.

TAX I.D. No. 58-2204628

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 re:	Chapter 11
AXIS GROUP, INC.,	Chapter 11 Case No. 12(CSS)
Debtor.	
TAX I.D. No. 58-2204628	

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 $\frac{C}{C}$, 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 day of June 2012.

Scott Macaulay, Director

John F. Blount, Director

A\	Ire	Ne/ J.	20	_					12.	-117
B 1 (Officia	al Form 1) (1/0		ited States B	ankruptcy Co	wet		W. C. F. C.	ALIGNATURE		
A	COMMISSION	VER POR TAKE								
Name of 1	Debtor (if indiversel)	ridual, enter La IETS, INC.	st, First, Midd	le):		Name of Jo	int Debtor (Spo	use) (Last, First,	Middle):	100
All Other	Names used by	y the Debtor in 1, and brade nam	the last 8 year					he Joint Debtor in and trade names):		<u> </u>
	digits of Soc. S han one, state a	iec, or Indvidua il): 38-0436), (ITIN) No./	Complete EIN		gits of Soc. Sec n one, state all)	a or Indvidual-Ta	xpayer I.D. (IT	IN) No./Complet
	arklake Dr	r (No. and Stree ive, Suite 6		alo):		Street Addr	ess of Joint Del	otor (No. and Stre	et, City, and St	ate);
County of	Daridanco or	of the Principal	Dlags of Duel		ODE 30345	County of B	eridmas spof	the Principal Plac		ZIP CODB
		•		DeKal	b County_					ب <u>ي</u>
Mailing A	ddress of Debi	lor (if different	irom street ad		CODE	Mailing Ad	dress of Joint D	ekkor (if differen		dress):
Location	of Principal As	sets of Business	Debtor (if di		reet address above);				= ₹
	Туре	of Debtor		1	Nature of Bust	uers		Chapter of Bank		Inder Which
	(Form of	Organization) k one box.)		(Check on				the Petition is	Filed (Check	one boxill of
See Con Part Othe	Exhibit D on pe poration (inche nership er (If debtor is e	es Joint Debtors age 2 of this for des LLC and Ll not one of the a state type of en	m. LP) bove entities,	Sim 11 1 Rai Stor	ilih Care Busjuess gle Asset Real Est U.S.C. § 101(51B) Iroad ekbroker nmodity Broker aring Bank	ate as defined in	Cha	pter 9 pter 11 pter 12 C pter 13	Main Proce Chapter 15 Recognition Nonmain P	n of a Foreign eding Petition for u of a Foreign
				☑ Oth	cr				ture of Debts eck one box.)	
				Deb unde	Tax-Exempt E Check box, if appl tor is a tax-exemp or Title 26 of the to the Internal Rev	icable.) t organization Jnited States	debts, § 1010 individ person	are primarily considefined in 1.1 U.S 8) as "incurred by last primarily for at, family, or how prose."	.C. b	ebts are primaril usiness debts.
		Filing Fee	(Check one b	ох.)		Check one		Chapter 11 I	Debtors	
☑ Full	Filing Fee atta	ched,						iness debtor as de	fined in 11 U.S	S.C. § (01(51D).
ngia	ed application :	for the court's c	onsideration o	ertifying that	only). Must attack the debtor is fficial Form 3A.	Check if:		business debtor a		
		equested (application for the co			ls only). Must ficial Porm 3B.	Check all a	pplicable boxen is being filed the p	with this petition. Ian were solicited	prepetition fro	
Statistical	l/Administrati	ve Information	i			oi cre	enitors ⁾ IN Recol	dance with 11 U.	<u>σ.∞. γ 1120(D).</u>	THIS SPACE S
<u> </u>	Debtor estima distribution to	ies that, after an unsecured cree	ny exempt pro		ion to unsecured c ded and administra		id, there will b	c no funds availat	ole for	COURT USE O
Estimated 1-49	Number of Cro 50-99	editors 	□ 200-999	□ 1,000- 5,000	5,001- 10,000	10,001- 25,000	□ 25,001- 50,000	□ 50,001 - 100,000	□ Ovér 100,000	
Estimated 50 to 500,000	Assets S50,001 to \$100,000	\$1,00,001 to \$5,00,000	100,002	\$1,000,001 to \$10	\$10,000,001 to \$50	\$50,000,001	5100,000,001 \$500	\$500,000,001 to \$1 billion	More than	,
Escimated	·		million	million	million	million	million			1
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500	5500,000,001 to \$1 billion	More than \$1 billion	,

B I (Official Form I) (1/08)		Page 2				
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Commercial Carri	lers, Inc.				
All Prior Bankruptcy Cases Filed Within Last 8 Y						
Location Where Filed: See Attachment B	Case Number:	Date Filed:				
Location Where Filed:	Case Number:	Date Filed:				
Pending Bankruptcy Case Filed by any Spouse, Partner, or Aftil						
Name of Debtor: See Attachment A	Case Number:	Date Filed:				
District: District of Delaware	Relationship:	Judge:				
Exhibit A	Exhibit 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.)	(To be completed if debtor whose debts are primarily e	onsumer debta.) of foregoing petition, declare that I may proceed under chapter 7, 11, 1, and have explained the relief certify that I have delivered to the				
Exhibit A is attached and made a part of this petition.	x					
	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 pu	iblic health or safety?				
Yes, and Exhibit C is attached and made a part of this petition.	-	•				
☑ 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.)						
Exhibit D completed and signed by the debtor is attached and	•	on a sopulate Daniote D.,				
	» F «2 <u>-22</u> F					
If this is a joint petition:						
☐ Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.					
luformation Regarding t						
(Check any applic Debtor has been domiciled or has had a residence, principal place of		180 days immediately				
preceding the date of this petition or for a longer part of such 180 day		•				
There is a bankruptcy case concerning debtor's affiliate, general part	nor, or partnership pending in this District.					
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but it this District, or the interests of the parties will be served in regard to	s a defendant in an action or proceeding [in a fe					
Certification by a Debtor Who Resides a (Check all applica						
Landlord has a judgment against the debtor for possession of debt	or's residence, (If box checked, complete the fi	bllowing.)				
	(Name of landlord that obtained judgment)					
	(Address of landlord)	· 				
Debtor claims that under applicable nonbankruptoy law, there are entire monetary default that gave rise to the judgment for possessi						
 Debtor has included with this petition the deposit with the court of filing of the petition. 	fany rent that would become due during the 30	-day period after the				
The boson and the short before the same of the first bedien and	5 (11 11 0 C + 262(1))					

B 1 (Official Form) 1 (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	Commercial Carriers, Inc.
	ntures
Signature(s) of Debtor(s) (Individual/Johnt)	Signature of a Foreign Representative
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). 1 request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor Telephone Number (if not represented by attorney)	I declare under penalty of parjury 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)
	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 D6/10/2012 Date Fin a case in which § 707(b)(4)(D) applies, this signature also constitutes a	Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition proparer 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 roles or guidelines have been promulgated pursuant to 11 U.S.C. § 140(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 notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparing any document for filing for a debtor notice of the maximum amount before preparer is not an individual, state the Social-Security number of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)
certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect. Signature of Debtor (Corporation/Partnership)	Address
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.	x
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	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 polition 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.
- 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

		a Beste	So. Armers	
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-cm	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-cm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-cm	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-cm	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 re:		
COMMERCIAL CARRIERS, I	NC	

Case No. 12-___ (CSS)

Chapter 11

Debtor.

TAX I.D. No. 38-0436930

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.

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Debter

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 [ox 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 collaboral 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 tip ende, of employee, agent, or department of creditor furniliar with claim who may be contacted	Nature of claim (Irade debt, bank Joan, government contract, etc.)	CONTINGENT	DALYCHOLTHO	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY SSOI NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2	PBOC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 2000S-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			х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE 1 WALL STREET BURLINGTON, MA 01801-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: 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 ATTH: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OP PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	INSURANCE EXPENSE				\$1,679,193.31

Commercial Carr	HCI 3.	AHU.
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Debtor

Care 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 luan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY FO BOX 674061 BETROIT, MI 48267-4061 TEL: 313-390-9653 FAX: 502-576-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATLI16628 ATIN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, OA 30368-6628 TEL: 904-279-3885	TRADE PAYABLB				\$480,769.11
7	ALASKAN PENSION FUND ATIN: BLAINE LEWIS 520 EAST 34TH AVENUE SIE, 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATIN: ELANE LEWIS \$20 EAST 34TH AVENUB 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 EABT TORONTO, ON MSE 1L3 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA TEL: 416-366-7511 PAX: 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 LIH8P7 CANADA	GM OF CANADA LTD - AL2S ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIH8P7 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 malling 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 Ioan, government centract, etc.)	CONTINCENT	CHINDOLING	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANG 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				\$323,656.14
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY I, DOONAN 105 ADELAIDE SREET WEST, 1RD FL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTH: TIMOTHY J. DOONAN 103 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-3232	CARGO CLAIMS				2313,325.20
12 IBM AITN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	TRADE PAYABLE				\$275,913,00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP FO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 FAX: 213-891-8763	PAYABLE				\$250,032.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TUYUTA 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				32 16,324.96

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 mating address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank lean, government contract, etc.)	CONTINGENT	CATAGUDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT, OF FINANCE ATTH: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 1003B	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 115 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: 215-690-3008	RENT EXPENSE				3171,883.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H IJ8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 1/8 CANADA TEL: 416-365-7161 PAX: 416-365-9484	TRADE PAYABLE				\$170,884.00
19 DRP-IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, ILC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Commercial Carriers, Inc.	12(C\$\$)
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	UNILQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA ILC ATTN: SCOTT MCMICLAN 100 RENAISBANCE CENTER, 16TH FLOOR M/C 492-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LIC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MC 492-A16-C16 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		x	x	\$0.00

In re:	Chapter 11
COMMERCIAL CARRIERS, INC.,	Case No. 12(CSS)
Debtor.	

TAX LD. No. 38-0436930

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 re:	Chapter 11
COMMERCIAL CARRIERS, INC.,	Chapter 11 Case No. 12(CSS)
Debtor.	
TAY I I) No. 38-0436030	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
COMMERCIAL CARRIERS, INC.,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 38-0436930	

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: June10, 2012 Wilmington, Delaware

Name: Scott D. Macaulay
Title: Vice President

In re:	Chapter 11
COMMERCIAL CARRIERS, INC.,	Case No. 12 (CSS
Debtor.	
TAX I.D. No. 38-0436930	

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 re:	Chapter 11	
COMMERCIAL CARRIERS, INC.,	Case No. 12(CS	S)

Debtor.

TAX I.D. No. 38-0436930

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 re:	Chapter 11
COMMERCIAL CARRIERS, INC.,	Case No. 12 (CSS)
Debtor.	
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 4. 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 fillings 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 Bankruptey 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 $Q^{\psi n}$ day of June 2012.

Robert Ferrell, Director

Keith Rentzel, Directo

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rn before of(e me, this		20. [7					12	117	32	
B 1 (Offic	ial Form 1) (1/08		/ w	wkrauston Čo			PERSON	भारतात के किस्सा के कि	en particular		338
	A COMMISSIO		ied States Ba Visit Nove V		M.C.						
Name of	Debtor (if indiv	idual, enter Las	t, First, Middle	o):		Name of Jo	int Debtor (Spo	use) (Last, First, I	Middle):	器 TERF	2
All Other	ervices, Inc. r Names used by married, malden							he Joint Debtor in ind trade names):	the last 8 years		
Last four	digits of Soc. S than one, state a	cc, or Indvidua		. (ITIN) No./	Complete EIN		gits of Soc. Sec n one, state all)	. or Indvidual-Te	kpayer I.D. (IT)	N) No./Complete	s E
2302 F	Idress of Debtor Parklake Dri Ur, GA			te):		Street Addr	ess of Joint Del	otor (No. and Stree	et, City, and Ste	ato):	
<u> </u>					ODE 30345				10.1	AP CODE	_
	of Residence or c			DeKal	b County			the Principal Plac			
Mailing ,	Address of Debt	or (if different t	from street add	ress):		Mailing Ad	dress of Joint D	ebior (if different	from street add	COBY: (seat	
Logstion	of Director Ass	ate of Bitchness	Debtor (if dif	ZIP C	ODE reet address abov	2):	· · · · · · · · · · · · · · · · · · ·			IP GODE:	7
Document			DOOL (II WI			<u> </u>				IP COODS	_
	(Form of	of Debtor Organization) : one box.)		(Check on			1_		Filed (Check o	Out The part	
See	See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership			Health Care Business Single Asset Real Estate 11 U.S.C. § 101(51B) Raitroad Stockbroker Commodity Broker Clearing Bank J Other		ni bəniləb as etsi	Cha	pter 7 pter 9 pter 11 pter 12 pter 13	Recognition Main Proces Chapter 15	of a Foreign eding Petition for of a Foreign	
			,	Oth					ure of Debts eck one box.)	_	
	Tax-Exempt Ent (Check box, if applie Debtor is a tax-exempt of under Title 26 of the Ur Code (the internal Rever				dicable.) ot organization United States	debts, 4 § 101(indlyic person	are primarily considefined in 11 U.S 8) as "incurred by lual primarily for al, family, or hous irpuse."	.С. bı ⁷ ап a	ebts are primarily usiness debts,		
		Filing Fee	(Check one bo	x.)		Check one		Chapter 11 I	Debtors		_
☑ Ful	l Filing Fee atta	ched.									
ьign	ng Pec to be pai ned application i ble to pay fee ex	or the court's c	onsideration c	ertifying that		Check In		buşinesa debtor a		•	•
	Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Inside Check all a	insiders or affiliates) are less than \$2,190,000. Check all applicable boxes:				
		<u> </u>				Accep	tences of the p	with this pelition. lan were solicited dance with 11 U.	prepetition from		
	ıl/Administrati			اد السور الم جراي	on to Iminess 4	omdite-				THIS SPACE IS COURT USE ON	
	Debtor estimated distribution to	es that, after ar unsecured cred	y exempt prop		on to unsecured		dd, there will b	e no funds availat	ole for	_	
Estimated 1-49	d Number of Cre	ditors 100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	□ 25,001- 50,000	50,001- 100,000	Over 100,000	"	
Estimated \$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	550,000,001 to \$100 million	\$100,000,001 to \$300 million	\$500,000,001 to \$1 billion	More than		
Estimated \$0 to \$50,000	d Liabilities 550,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,600,001 to \$50 million	\$50,000,001 to \$100 million	5100,000,001 to \$500 million	5500,000,001 to \$1 billion	More than \$1 billion		

B 1 (Official Fo	om I) (1/08)		Page 2			
Voluntary Pe (This page mu	dition at be completed and filed in every case.)	Name of Debtor(s): CT Services, Inc.				
	All Prior Bankruptcy Cases Filed Within Last 8 Y					
Location Where Filed:	See Attachment B	Case Number:	Date Filed;			
Location Where Filed:		Case Number:	Date Filed:			
	Pending Bankruptey Case Filed by any Spouse, Partner, or Affil	iste of this Debter (If more than one, attach ad	ditional sheet)			
Name of Debt	See Attachment A	Case Number:	Date Filed:			
District:	District of Delaware	Relationship:	Judge:			
	Exhibit A	Exhibit B	<u> </u>			
(0Q) with the	eted if debtor is required to file periodic reports (e.g., forms 10K and securitles and Exchange Commission pursuant to Section 13 or 15(d) as Exchange Act of 1934 and is requesting relief under chapter 11.)	(To be completed if debtor whose debts are primarily of five attorney for the petitioner named in the have informed the petitioner that [he or she] 12, or 13 of title 11, United States Code available under each such chapter. I further debtor the notice required by 11 U.S.C. § 342	onsumer debts.) foregoing polition, declare that I may proceed under chapter 7, 11, and have explained the relief certify that I have delivered to the			
Exhibit	A is attached and made a part of this petition.	x				
	· · · · · · · · · · · · · · · · · · ·	Signature of Attorney for Debtor(s)	(Date)			
	Exhibit	c				
l						
Does the debt	or own or have possession of any property that poses or is alleged to pose	a threat of imminent and identifiable harm to pr	ablic health or safety?			
☐ Yes, an	d Exhibit C is attached and made a part of this petition.	•				
☑ No.						
	Control Contro					
(To be com	Exhibit to the control of the contro	:	ch a separate Exhibit D.)			
	nibit D completed and signed by the debtor is attached and		,			
	1 . det	•				
it this is a j	oint petition:	•				
☐ Ext	nibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.				
Information Regarding the Debtor - Venue (Check any applicable box.) 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 polition or for a longer part of such 180 da					
 						
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 a (Check all applica					
	Landlord has a judgment against the debtor for possession of deb	tor's residence. (If box checked, complete the f	bllowing.)			
		(Name of landlord that obtained judgment)				
		(Address of landlord)				
.	Debtor claims that under applicable nonbankruptcy law, there are antire monetary default that gave rise to the judgment for possess					
	Debtor has included with this petition the deposit with the court of filing of the petition.	f any rent that would become due during the 30	-day period after the			
	Debtor certifies that he/she has served the Landlord with this cert	ification. (11 U.S.C. § 362(l)).				

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B I (Official Form) I (1/08)	Page 3
Voluntary Petition	Name of Debtor(s);
(This page must be completed and filed in every case.)	CT Services, inc.
Signa	
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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 tide [1, 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 bankruptry 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	I declare under penalty of perjusy 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 pedition. (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)
Telephone Number (if not represented by attorney)	
Date	Date
Date Cimature 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(b), and 342(b); and, (3) if rules or guidolines have been promolgated pursuant to 11 U.S.C. § 110(f) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the dobtor 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 Preparet 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.)
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 O6/10/2012	Date Signature of bankruptcy position 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.
Date	to the appropriate official form for each person. A bankruptcy petition preparer's failure to comply with the provisions of title 13 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or

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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-cm	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-cm	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

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CT	ST	RVIC:	ES. I	NC	

Chapter 11
Case No. 12-___ (CSS)

Debtor.

TAX I.D. No. 38-2918187

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	JI Scrvices	, Inc
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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 multing 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	CHILAGIOPITAN	DESTURBED	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 \$503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	РВИЯІОН				35,840,389.84
2	PBOC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CAUEF 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. WABHINOTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC, GOV	PENSION			х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TRAMSTERS PENSION FUND ATTN: CHARLES LANGONE I 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 PITISBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTH: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	insurance expense				\$1,679,193.31

CT Services, Inc.	12(CSS)
Debtor	Case No. (II known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete smalling address, including zip code, of employee, agent, or department of creditor famillar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	CHINDLIND	DISPUTED	AMOUNT OF CLAIM (if secured slso state value of security)
5 PORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTH: 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				\$489,769.11
7 ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: BLAINB LBWIS 220 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 ATIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE 1L5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE 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 COLDONE 8AM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON L1H8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASRIER 007-002 OSHAWA, ON 11H8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

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Case No. (If known)

Name of creditor and complete rashing 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	CHINQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICRELINTIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHBLIN TIRE N.A./A.TLANTA ATTN: VIOLA LANB PO PDX 100840 ATLANTA, GA 30384-0860 TBL: 864-458-5444 FAX: 864-458-5538	TRADEPAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY I. DODNAN 105 ADELAIDE SREBT WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY I. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-588-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12. IBM ATTN: LEGAL DEPARTMENT PO HOX 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 FO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS ILP 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 BALES INC. (CLAIMS) ATTN: MIKENELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PS) 1 TORRANCB, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLADAS				\$216,324.96

CT	Ser	vices,	Inc
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Case No. (If known)

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	DELYCODYING	DESPUTED	AMOUNT OF CLAIM (if secured slso sints value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STRBET, ROOM 104 NEW YORK, NY 19038	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				5189,208.24
17 PPI NORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1506 JENKINTOWN, PA. 19046	PPI NORTHLARE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-2000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 138 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				3170,884.00
19 DRF - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-4956 FAX: 734-325-7167	PAYABLE				\$168,205.43

	Form B4	(Official)	Porm 4	۱ - ۱	(12/07
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CT Services, Inc.	12	(CSS)	
	Case No. (If kne	OWA)	

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 ILC, GENERAL MOTORS ILC & 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 ATTH: SCOTT MCMULTAN 100 RENAISSANCE CENTER, 16TH PLOOR M/C 482-A16-C76 DBTROIT, MJ 48265 TEU: 586-899-2557	LITIGATION		x	х	00.02

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		100

CT SERVICES, INC.,

Chapter 11

Case No. 12-____(CSS)

Debtor.

TAX I.D. No. 38-2918187

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: June10, 2012

Wilmington, Delaware

Name:

Scott D. Macaulay

Title: Vice President

In re:	Chapter 11
CT SERVICES, INC.,	Case No. 12 (CSS)
Debtor.	
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>	Address of Owner(s)	<u>Description of Equity</u> <u>Interest Owned</u>
Axis Group, Inc.	2302 Parklake Drive, Suite 400 Atlanta, GA 30345	100%

In re:	Chapter 11
CT SERVICES, INC.,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 38-2918187	

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 re:

CT SERVICES, INC.,

Chapter 11

Case No. 12-____ (CSS)

Debtor.

TAX I.D. No. 38-2918187

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 re:	Chapter 11
CT SERVICES, INC.,	Case No. 12 (CSS)
Debtor.	
m 1 77 7 7 7 7 00 0010101	

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]

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 4, 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

2397897vI 3:

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 $\frac{9\%}{4}$ day of June 2012.

John F. Blount, Director

Scott Macaulay, Director

's Exhibit referred to in to	he·				
nvit of Chinatopha J. 32851	<u> </u>		er e		Innermorae distinaces *
n before me, this 1245	~		,	12	-11781
B I (Official Form I) (1/08)	Januari Count			21 N 100 1 100 100 100 100 100 100 100 10	
A COMMISSIONER PORTENING AFFIDA					
Name of Debtor (if individual cuter Last, First, Middle Cordin Transport, LLC):	Name of Join	Debtor (Spouse) (Last, First,	Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			nes used by the Joint Debtor in ied, maiden, and trade names);		
Last four digits of Soc. Sec. or Indvidual-Texpayer 1.D. (if more than one, state all): 38-1985795	(ITIN) No./Complete EIN		ts of Soc. Sec. or Indvidual-Ta one, state all):	xpayer I.D. (ITI)	N) No./Complete EIN
Street Address of Debtor (No. and Street, City, and Stat 2302 Parklake Drive, Sulte 400 Decatur, GA	(0):	Street Addres	s of Joint Debtor (No. and Stre	ct, City, and Sta	ю):
	ZIP CODE 30345				P CODE
County of Residence or of the Principal Place of Busine	DeKalb County		sidence or of the Principal Plac		<u>_</u>
Mailing Address of Debtor (if different from street addr	re6S):	Meiling Addr	ess of Joint Debtor (if different	l from st ree t add	SIRD, C
Location of Principal Assets of Business Debtor (if diff	ZIP CODB			2	P CODE
	<u> </u>				P CODES E
Type of Debtor (Form of Organization) (Check one box.)	Nature of Busine (Check one box.)	1 8	Chapter of Bank the Petition is	rupicy Code Ui Filed (Check o	Je p. H. Jue p.
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entities,	Health Care Business Single Asset Real Ester 11 U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other	as defined in	Chapter 9 Chapter 11	Chapter 15 F Recognition Main Proces Chapter 15 F Recognition Nonmain Pro	of a Foreign cuition for of a Foreign
check this box and state type of entity below.) .				ture of Debts cok one box.)	
	Tax-Exempt Ent (Check box, if applie Debtor is a tax-exempt of under Title 26 of the Un Code (the Internal Rever	able.) organization illed States	Debts are primarily cone debts, defined in 11 U.S § 101(8) as "incurred by individual primacily for personal, family, or hou hold purpose."	.C. bu /am a	bis are primarily siness debis,
Filing Fee (Check one box	x.)	Check one b	Chapter 11.1	Debfors	
Full Filing Fee attached.			is a small business debtor as de	ofined in 11 U.S.	C. § 101(51D).
Filing Fee to be paid in installments (applicable to signed application for the court's consideration co			is not a small business debtor a	is defined in [] i	J.S.C. § 101(51D).
unable to pay fee except in installments. Rule 100 Filing Fee waiver requested (applicable to chapter attach signed application for the court's considera	06(b). See Official Form 3A. r 7 individuals only). Must		s aggregate noncontingent liqu or affiliates) are less than \$2,1		ctuding debts awed to
	Control of the day	A plan	plicable boxes: is being filed with this petition, nices of the plan were solicited itors, in accordance with 11 U.	prepetition from	n one or more classes
Statistical/Administrative Information					TIUS SPACE IS FOR COURT USE ONLY
Debtor estimates that funds will be available Debtor estimates that, after any exempt prop- distribution to unsecured creditors.			l, there will be no funds availa	ble for	SOUR OOM MIDI
	1,000- 5,001- 1		5,001- 50,001- 0,000 100,000	Over 100,000	
	\$1,000,001 \$10,000,001 \$ tn \$10 to \$50	of 00(2 c		More than	
Estimated Liabilities 50 to \$50,000 to \$100,000 to \$1 \$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 \$1 to \$10 to \$50	50,000,001 \$		More than \$1 billion	,

ľ. B B 1 (Official Form 1) (1/08) Page 2 Voluntary Petition Name of Debter(s): Cordin Transport LLC (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet. Location Case Number: Date Filed: Where Filed: See Attachment B Location Case Number: Date Filed; Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debter (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: See Attachment A District: Relationship: Judge: District of Delaware Exhibit A Exhibit B (To be completed if debtor is an individual (To be completed if debtor is required to file periodic reports (e.g., forms 10K and whose debts are primarily consumer debts.) 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.) I, the attemey for the petitioner named in the foregoing petition, declare that I have informed the politioner that the or shell 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). Exhibit A is attached and made a part of this potition. 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? Yes, and Exhibit C is attached and made a part of this petition. Z 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.) Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. Information Regarding the Debtor - Yenue (Check any applicable box.) Debtor has been dominiled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately Z preceding the date of this petition or for a longer part of such 180 days than in any other District. Z There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) 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) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)),

B 1 (Official Form) 1 (1/08)	Page 3			
Voluntary Petition	Name of Debtor(s):			
(This page must be completed and filed in every case.)	Cordin Transport LLC			
Signatures Signatures				
Signature(s) of Debtor(t) (Individual/Joint)	Signature of a Foreign Representative			
I declare under penalty of parjury 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 Telephone Number (if not represented by attorney) Date	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) Date			
DATC	Signatute of Non-Attorney Bankruptcy Petition Preparer			
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.	I declare under penalty of perjury that: (i) I am a bankruptcy petition preparer as defined in It 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.)			
Signature of Debtor (Corporation/Partnership)				
I declare under pensity 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, Blourit Prioted Name of Authorized Individual Senior Vice President Title of Authorized Individual 06/10/2012 Date	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 bankrupicy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankrupicy Procedure may result in fines or imprisonment or both. 11 U.S.C. 6 110: 18 U.S.C. 6 156			

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

		in the fact of the	20-50	
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-cm	7/31/2005	Closed
F.J. Boutell Driveaway LLC	NDGA	05-12522-crm	7/31/2005	Closed
Allied Freight Broker LLC	NDGA	05-12523-cm	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-cm	7/31/2005	Closed
Axis Areta, LLC	NDGA	05-12529-cm	7/31/2005	Closed
Logistic Technology, LLC	NDGA	05-12530-стп	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-стт	7/31/2005	Closed

In re:

CORDIN TRANSPORT LLC.

Chapter 11
Case No. 12- (CSS)

Debtor.

TAX I.D. No. 38-1985795

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	Trans	port	LLC
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12-	(CSS)
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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 2ip 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	CHINCOLONIC	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1	CENTRAL STATES PENSION FUND ATIN: 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	PEGC - 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 OPPICE 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 ATTIN: CHARLES LANGONE 1 WALL STREET HURLINGTON, 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 ATIN; LIGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OP PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35656 NEWARK, NI 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	insurance rxpense				\$1,679,193.31

Cordin Transport

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Case No. (If known)

	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	DALYCED	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 ASSEMBLY ATTIN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 THL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
6	CSX TRANSPORTATION - ATLI 16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATLI 16628 ATTH: REBBCCA 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 ATTH: BLAINE LEWIS 520 BAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION		•		\$459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTH: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTH: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M3E 1L3 CANADA TEL: 416-366-751 1 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 LIHBP7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599,71

Cordin	Transport	LLC
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Case No. (If known)

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 dubt, bank loan, government contract, etc.)	CONTINGENT	DALIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANB PO BOX 100860 ATLANTA, GA 30384-0860	MICHBLIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, QA 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 SREET WEST, 3RD FL. TORONTO, ON M5HIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADBLAIDE SREET WEST, 3RD FL. TORONTO, ON MSHIP9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LBGAL 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 TBL: 213-485-1234 PAX: 213-891-8763	PAYABLE				\$250,052,15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 1900; S. WESTERN AVE. FS11 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				\$2 16,324.96

Cordin Transport I.I.C	(CSS)
Debtor	Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling 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	GELYCIAD TEN	DISPUTED	AMOUNT OF CLAIM (If secored slso state value of security)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 66 JOHN STREET, ROOM 104 NEW YORK, NY 10038	MEW YORK CITY DEPT. OF FINANCE ATIN: 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 PLOOR 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 MSH 118 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTIN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 1/8 CANADA TEL: 416-365-7161 PAX: 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)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employec, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	GELYCED OF THE	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 483-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS ILC & 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	

Chapter 11
Case No. 12 (CSS)
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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 re:	Chapter 11
CORDIN TRANSPORT LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 38-1985795	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
CORDIN TRANSPORT LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 38-1985795	

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 re:	Chapter 11
CORDIN TRANSPORT LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 38-1985795	

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.

- Yucaipa American Allegiance Fund I, LP, owns approximately 37% of Allied 1. Systems Holdings, Inc.
- Yucaipa American Allegiance Parallel Fund I, LP, owns approximately 26% of 2. Allied Systems Holdings, Inc.
- 3. Allied Systems Holdings, Inc. owns 100% of Axis Group, Inc.
- Axis Group, Inc. owns 100% of CT Services, Inc. 4.
- CT Services, Inc. owns 100% of Cordin Transport LLC. 5.
- 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

re:

CORDIN TRANSPORT LLC.

Chapter 11
Case No. 12-____(CS

Debtor.

TAX LD. No. 38-1985795

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 re:	Chapter 11
CORDIN TRANSPORT LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 38-1985795	

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 $\mathcal{G}^{\mu\nu}$, 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

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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

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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.

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

Dated as of the day of June 2012,

John F. Blount, Manager

Scott Macaulay, Manager

his is Exhibit						
worn before me, this 24 ay of 340 20 1	2			12	2-11	26
United States Bar District of D						
Namo of Double (MANIGRIGALIER LIE PROBLETTING, ANTIONS F.J. Boutell Driveaway, LLC		Name of Join	t Debtor (Spouse) (Last, First, Mi	ddle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Na	nes used by the Joint Debtor in th	•		-
			,			<u> </u>
Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (If more than one, state all): 38-0365100	(ITIN) No./Complete BIN	Last four digi	ts of Soc. Sec. or Indvidual-Taxps one, state all):	ayer I.D. (ITIN)	No./Complet	
Street Address of Dobtor (No. and Street, City, and State 2302 Parklake Drive, Suite 600 Decatur, GA	ю):	Street Addres	s of Joint Debtor (No. and Street,	City, and State)	: (18 to
<u> </u>	ZIP CODE 30345			ZÍP		
County of Residence or of the Principal Place of Busine	DeKalb County	County of Re	sidence or of the Principal Place o	of Business:	이번 :	2条/
Mailing Address of Debtor (If different from street addr	(eas):	Mailing Addr	sidence or of the Principal Place o	om street addres	IFIER TRUE	DAV J.S. B
Location of Principal Assets of Business Debtor (if diffi	ZIP CODB			ZIP	00 DB	ゴ
			,		CODE	
Type of Debter (Form of Organization) (Check one box.)	Nature of Busine (Check one box.)	528·	Chapter of Bankrup the Petition is Fi			
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Health Care Business Single Asset Real Estate 11 U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other	e as defined in	Chapter 9 Chapter 11	Chapter 15 Peti Recognition of Main Proceedle Chapter 15 Peti Recognition of Nonmain Proce	a Foreign ig ition for a Poroign	
				e of Debts k one box.)		_
·	Tax-Exempt Ent (Check box, if applie Debtor is a tax-exempt ander Title 26 of the United the Code (the Internal Reverse)	able.) organization nited States	Debts are primarily consum debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-	busin	s are primarily ess debts,	
Filing Fee (Check one box	к.)	<u> </u>	hold purpose." Chapter 11 Del:	tors		
☑ Full Filing Fee attached.		Check one be	ox: is a small business débtor as defin	ed in 11 U.S.C.	§ 101(51D).	
Filing Fee to be paid in installments (applicable to signed application for the court's consideration ce unable to pay fee except in installments. Rule 100	rtifying that the debtor is X(b). See Official Form 3A.	Check if:	is not a small business debtor us d s aggregate noncontingent liquids or affiliates) are less than \$2,190,	ited debts (exclu		
attach signed application for the court's considera		Check all app	plicable boxes: is being filed with this petition, moes of the plan were solicited pn itors, in accordance with 11 U.S.C	epetition from o	ne or more clas	i 36 8
Statistical/Administrative Information	······································	01,0100	itula, ili accordance with 11 U.S.C	1	THIS SPACE IS F	
Debtor estimates that funds will be available Debtor estimates that, after any exempt proper distribution to unsecured creditors.			l, there will be no funds available		COURT USE ON	.Y
1-49 50-99 100-199 200-999	1,000- 5,001- 1		5,001- 50,001-	Over 100,000		
\$50,001 to \$100,001 to \$500,001 \$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 1 to \$10 to \$50	o \$100 to	100,000,001 \$500,000,001	More than SI billion		
Estimated Liabilities	51,000,001 \$10,000,001 to \$10 to \$50	550,000,001 \$ 6 \$100 to	100,000,001 \$500,000,001	More than \$1 billion		

B 1 (Official Form 1) (1/08)			Page 2		
Voluntary Petition (This page must be completed and filed in a	every case.)	Name of Debtor(s): F.J. Boutell Drive	away, LLC		
All Prio	r Bankruptcy Cases Filed Within Last 8 Yo	ears (If more than two, attach additional sheet.)			
Location Whore Filed: See Attachment E	3	Case Number:	Date Filed:		
Location Where Filed:		Case Number;	Date Filed:		
Pending Bankruptcy	Case Filed by any Spouse, Partner, or Affil	ate of this Debtor (If more than one, attach ad	ditional sheet.)		
Name of Debtor: See Attachment A		Case Number:	Date Filed:		
District: District of Dela	wate	Relationship:	Judge:		
Exh	iblt A	Exhibit B			
	file periodic reports (e.g., forms 10K and ommission pursuant to Section 13 or 15(d) d is requesting relief under chapter 11.)	(To be completed if debtor whose debts are primarily of I, the attorney for the politioner named in the have informed the peritioner that [he or she] 12, or 13 of tills 11. United States Code available under each such chapter. I further debtor the notice required by 11 U.S.C. § 342	consumer debts.) to foregoing petition, declare that I may proceed under chapter 7, 11, 5, and have explained the relief certify that I have defivered to the		
Bxhibit A is attached and made a pa	rt of this petition.	x			
		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 p	ublic health or safety?		
Yes, and Bxhibit C is attached and r	nado a part of this polition.				
No.					
B∑ 140:					
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.)					
☐ Exhibit D completed and a	signed by the debtor is attached and	made a part of this petition.			
If this is a joint petition:					
☐ Exhibit D also completed	and signed by the joint debtor is atta	ched and made a part of this petition.			
	Information Regarding ((Check any appli				
Debtor has been domic precoding the date of the	itled or has had a residence, principal place of its petition or for a longer part of such 180 da	f business, or principal assets in this District fo	r 180 days immediately		
There is a bankruptcy of	case concerning debtor's affiliate, general part	tner, or partnership pending in this District.			
lus no principal place o	foreign proceeding and has its principal place of business or assets in the United States but trests of the parties will be served in regard to	e of business or principal assets in the United Sis a defendant in an action or proceeding [in a the relief sought in this District.	States in this District, or federal or state court) in		
	Certification by a Debtor Who Resides a (Check all applications)				
Landlord has a judg	ment against the dobtor for possession of deb	tor's residence. (If box checked, complete the	following.)		
		(Name of landlord that obtained Judgment)			
		(Address of landlord)			
Debtor claims that a entire monetary defi	nder applicable nonbankruptcy law, there are sult that gave rise to the judgment for possess	e circumstances under which the debtor would be tion, after the judgment for possession was ente	pe permitted to cure the ered, and		
Debtor has included filling of the petition		of any rent that would become due during the 3	0-day period after the		
Debtor certifies that	he/she has served the Landlord with this core	tification, (11 U.S.C. § 362(I)).			

B 1 (Official Form) 1 (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	F.J. Boutell Driveaway LLC
Signature(a) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
I declare under penalty of perjury that the information provided in this potition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I arm 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 Telephone Number (if not represented by attorney)	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 enthorized 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)
resobuting terrupter (it not represented by attorney)	Date
Date	
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 O6/10/2012 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 Pelition 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(b), 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 preparer. I have given the debtor notice of the maximum amount before preparing sny 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.)
Signature of Debtor (Corporation/Partnership)	
I declare under penalty of petjury 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 II, 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	Date Signature of bankruptcy pedition 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 Bankryto Content and result in fines or imprisonment or

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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
- 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

The total street of the street	Library Spiller	i (lag chiniric)	ng Page 15 Avil 1	
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-стт	7/31/2005	Closed
Axis Group, Inc.	NDGA	05-12526-стп	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-стп	7/31/2005	Closed

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۰	In	re:

F.J. BOUTELL DRIVEAWAY LLC.

Chapter 11
Case No. 12-____ (CSS)

Debtor.

TAX I.D. No. 38-0365100

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	Driveaway	LL	c

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Debter

Case No. (II 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 Ped. 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, ar department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	TELYCEUDITINU	DISPUTED	AMOUNT OF CLAIM (If secured alto state value of security)
1	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CBNTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, JL 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 STREBT N.W. WASHINGTON, DC 20005-4026	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CRIEF COUNSBL 1200 K STREET N.W. WASHINGTON, DC 20005-4026 TBL: 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 I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PENSION .				\$2,976,181.00
4	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTH: LEGAL DEPT. PO BOX 35656 NEWARK, NI 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 LL	F.J.	F	'.J. B	outell	Driveaway	LLC
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Debtor

Case No. (If known)

	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	CELYCLOPINO	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, OA 30368-6628	CSX TRANSPORTATION - ATL 16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7	ALASKAN PENSION FUND ATTN: ELANE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTH: ELAINE LEWIS 520 EAST: 34TH AVENUE STH. 107 ANCHORAGE, AK 99503 TBL: 800-478-4450 FAX: 907-565-8338	PENSION				£459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATIN: NELIA LABARDA 10 WELLINGTON ST BAST TORONTO, ON M5B ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANDA ATTIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E ILS 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 LIH8P7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHSP7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

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Debtor

Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including tip 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	DAITAGINDATED	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 ATTIN: 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 ADBLAIDE SREET WEST, 3RD FL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET 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, QA 30353-4151	IBM ATTN: LEGAL DEPARTMUNT PO BOX 534151 ATLANTA, GA 10353-4151	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 TBL: 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 AVB. PS11 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,32496

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Case No. (If known)

Name of creditor and complete mailing address, including zip cutle.	Name, telephone number and complete maling address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank Ioan, government contract, etc.)	CONTINGENT	DALPOINDVIND	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 163 TOWNSHIP LINE RD, SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LING 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 138 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 118 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 HAGORRTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

F.J. Boutell Driveaway LLC	12(CSS)
Debtor	Case No. (If known)

Name of creditor and complete mailing address, including 2lp code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with elaim who may be contacted	Nature of claim (trade debt, bank loun, government contract, etc.)	CONTINGENT	CELYCEN DETAND	DISPUTED	AMOUNT OF CLAIM (Vaccured 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-AIG-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDYINGS LLC. OBNERAL 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 re:	Chapter 11
F.J. BOUTELL DRIVEAWAY LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 38-0365100	· ·

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 re:	Chapter 11
F.J. BOUTELL DRIVEAWAY LLC,	Case No. 12(CSS)
Debtor.	-
TAVID No. 28 0262100	

LIST OF EQUITY SECURITY HOLDERS

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

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

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In	PA

F.J. BOUTELL DRIVEAWAY LLC,

Chapter 11

Case No. 12-____ (CSS)

Debtor.

TAX I.D. No. 38-0365100

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 re:	Chapter 11
F.J. BOUTELL DRIVEAWAY LLC,	Case No. 12 (CSS
Debtor.	

TAX I.D. No. 38-0365100

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

ln re:	

F.J. BOUTELL DRIVEAWAY LLC.

Chapter 11
Case No. 12-____(CSS

Debtor.

TAX I.D. No. 38-0365100

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 "Dehtors") 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 re:	Chapter 11
F.J. BOUTELL DRIVEAWAY LLC,	Case No. 12 (CSS)
Debtor.	
TAX LD. No. 38-0365100	

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 2, 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 ginday of June 2012.

Robert Ferrell,

Keith Rentzel Manager

referred to in the control of Market 10 in the control of	70 ·				
before me, this 12th	···			12	- 11777
B (Official Form)) (1708) United States Bar District of D					
GACS INCOMOTHER HOLD TAKING AFFIDAVI	is	Name of Join	t Debtor (Spouse) (Last, First,	Middle):	The second secon
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			mes used by the Joint Debtor i ied, maiden, and trade names)		-
Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Complete BIN (If more than one, state all): 58-1944786			ts of Soc. Sec. or indvidual-To one, state all):	axpayer İ.D. (ITI	N) No./Complete EIN
Street Address of Debtor (No. and Street, City, and Stat 2302 Parklake Drive, Suite 600 Decatur, GA	e):	Street Addres	s of Joint Debtor (No. and Str	cet, City, and Sta	to);
	ZIP CODE 30345				IP CODE
County of Residence or of the Principal Place of Busine	DeKalb County	,	sidence or of the Principal Pla		
Mailing Address of Debtor (if different from street addr	ess of Debtor (if different from street address): Mailing Addre			t from street add	OPY:
ZIP CODE					IP CODE
ocation of Principal Assets of Business Debtor (if diffe					Pr Conter D
Type of Debtor (Form of Organization) (Check one box.)	Nature of Busine (Check one box.)	263	Chapter of Bank the Petition i	s Filed (Check o	ne barrows
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (if debtor is not one of the above entities, check this box and state type of entity below.)	Health Care Business Single Asset Real Estate as defin 11 U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other		Chapter 9 Chapter 11 Chapter 12 Chapter 13	Main Proceed Chapter 15 I Recognition Nonmain Pr	of a Foreign eding Potition for of a Foreign
	Tax-Exempt Entity (Check box, if applicable.) Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Debts are primarily condebts, defined in 11 U.5 § 101(8) as "incurred in individual primarily for personal, family, or hold purpose."	S.C. bu yan ra use-	bts are primerily siness debts.
Filing Ree (Check one box.) Check one Full Filing Fee attached,			Chapter 11 ox: is a small business debtor as d		.C. § 101(51D).
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. Filing Fee waiver requested (applicable to chapter 7 individuals only), Must attach signed application for the court's consideration. See Official Form 3B.		Debtor Check if: Debtor' insiders	is not a small business deblor a s aggregate noncontingent liqu or affiliates) are less than \$2,	as defined in 111 uidated debts (ex	U.S.C. § 101(51D).
			plicable boxes: is being filed with this petition unces of the plan were solicited itors, in accordance with 11 U	d prepetition from	n one or more classes
Statistical/Administrative Information THIS SPACE COURT USE Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for			THIS SPACE IS FOR COURT USE ONLY		
1-49 50-99 100-199 200-999	1,000- 5,001- 1		50,001- 50,000 100,000	Over 100,000	
\$0 to . \$50,001 to \$100,001 to \$500,001 \$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 5 to \$10 to \$50 t	o \$100 to	100,000,001 \$500,000,001 \$500 to \$1 billion	More than	
Estimated Liabilities	51,000,001 \$10,000,001 \$10 \$10 to \$50 to] [50,000,001		More than \$1 billion	

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I (Official Form 1) (1/08)		Page 2
Yaluutary Petition This page must be completed and filed in every case.)	Name of Debtor(s): GACS Incorporat	ed
All Prior Bankruptcy Cases Filed Within Last 8 Ye		
Location Where Filed: See Attachment B	Case Number:	Dats Filed:
Location	Case Number:	Date Filed:
Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affilia	ote of this Parkton (If more than one oftenhad	distant sheet
Name of Debtor	Case Number:	Date Filed:
See Attachment A	Relationship;	Judge:
District of Delaware	Relationship;	Thurse.
Exhibit A (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.)	(To be completed if debtor whose debts are primarily of whose debts are primarily of the attorney for the petitioner named in the have informed the petitioner that [ho or she] 12, or 13 of title 11, United States Code available under each such chapter. I further debtor the notice required by 11 U.S.C. § 342	onsumer debts.) r foregoing petition, declare that I may proceed under chapter 7, 11, r, and have explained the relief certify that I have delivered to the
Exhibit A is attached and made a part of this petition.	х	
· · · · · · · · · · · · · · · · · · ·	Signature of Attorney for Debtor(s)	Date)
Exhibit (.	
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 o	iblic health or safety?
_		
No.	•	
 □ Exhibit D completed and signed by the debtor is attached and n f this is a joint petition: □ Exhibit D also completed and signed by the joint debtor is attached. 		
Information Regarding the (Check any application Regarding the Check any application Regarding the R		
Debtor has been domiciled or has had a residence, principal place of	business, or principal essets in this District for	180 days immediately
preceding the date of this petition or for a longer part of such 180 day		
There is a bankruptey case concerning debtor's affiliate, general particles.	ner, or partnership pending in this District.	
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but is this District, or the interests of the parties will be served in regard to it	a defendant in an action or proceeding [in a f	tates in this District, or ederal or state court] in
Certification by a Debtor Who Resides as (Check all applicat		
Landlord has a judgment against the debtor for possession of debtor	or's residence. (If box checked, complete the f	ollowing.)
	(Name of landlord that obtained judgment)	
	(Address of landlord)	
Debtor claims that under applicable nonbackruptcy law, there are centire monetary default that gave rise to the judgment for possession		
Debtor has included with this petition the deposit with the court of filing of the petition.	any rent that would become due during the 30	-day period after the

B I (Official Form) I (I/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	GACS Incorporated
	tures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Forcign Representative
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.	I declare under penalty of perjury that the information provided in this polition 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 polition. (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.
Signature of Debtor	X (Signature of Foreign Representative)
Signature of Joint Debtor	(Printed Name of Poreign Representative)
Telephone Number (if not represented by attorney) Date	Date
Date Of Attorney* X	Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as
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	defined in 11 U.S.C. § 110; (2) I prepared this document for componention 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(b), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 1)0(b) setting a maximum for 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
06/10/2012 Date	Social-Security number (If the bankruptoy position preparer is not an individual,
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.	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.)
Signature of Debtor (Corporation/Partnership)	Address
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.	x
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this perition.	Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
X Signature of Authorized Individual John F. Blount Printed Name of Authorized Individual Senior Vice President	Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy polition preparer is not an individual.
Title of Authorized Individual 06/10/2012 Date	If more than one person prepared this document, strach additional sheets comforming to the appropriate official form for each person.
	A bankrupley petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankrupley Procedure may result in fines or imprisonment or both. 11 U.S.C. 5 110: 18 U.S.C. 5 156.

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.
- 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

Telepio Alvana) di				
Allied Holdings, Inc. (now Allied Systems Holdings, Inc.)	NDGA	05-12515-crm	7/31/2005	Closed
Allied Automotive Group, Inc.	NDGA	05-12516-спп	7/31/2005	Closed
Allied Systems, Ltd. (L.P.)	NDGA	05-12517-crm	7/31/2005	Closed
Allied Systems (Canada) Company	NDGA	05-12518-cm	7/31/2005	Closed
QAT, Inc.	NDGA	05-12519-стм	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	re:				
\mathbf{G}^{\prime}	ACS	INCO	RPOF	LATE	D.

Chapter 11
Case No. 12-____ (CSS

Debtor.

TAX I.D. No. 58-1944786

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	Incorp	orated
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12-	(CSS)
***	_(000)

Debter

Case No. (If known)

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

American entre de la companya de la

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 employes, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNIAQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
3	CENTRAL STATES PENSION FUND ATTN: LICI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60666	CENTRAL STATES PENSION FUND ATTN: LIL, RILEY SSD3 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 803-32-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389,84
2	PBGC - JANESYILLE FENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PRGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N. W. WASHINGTON, DC 20005-4826 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON FRANK@FBGC.GOV	PENSION			x	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 PAX: 781-345-4402	PENSION				\$2,976,183.00
A	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX 35636 NEWARK, NI 07193-3656	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		12(CSS)
Debtor		 Case No. (If known)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, iocluding atp code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank load, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTH: 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 TRI: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				3633,078 . 26
6	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, OA 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: BLAINE LEWIS 520 BART 34TH AVENUE STH. 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$439,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTH: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTIN: NELIA LABARDA 16 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 1998 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHBP? 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 PAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

GACS	Incorpora	ted
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12	(CSS)
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Debtor

Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including alp code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trude debt, bank loan, government contract, etc.)	CONTINGENT	CALLYCIND	DISPUIED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRENAJATIANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 38184-0368	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
(1 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY I. DODNAN 105 ADELATIOE SREET WEST, JRD FL. TORONTO, ON MSHIP9 CANADA	TOKJO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADBLAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TBL: 626-568-7732 PAX: 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	TRADEPAYABLE				\$275,013.00
L3 LATHAM & WATKINS LLP FO 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 1900! S. WESTERN AVE. PS11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTH: MIKE NELSON ATTH: ANA JOSE 19001 S. WESTERN AVE, PS J1 TORRANCE, CA 90509-2722 TEL; 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

GACS Incorporated	12(CSS)
Debtor	Case No. (If known)

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	CELYCIADITMO	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 NORTHLAKB LLC 165 YOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046 TEL: 215-690-3000	RENT EXPENSE				\$171,885.61
18 THE NORTHERN TRUST COMPANY OF CANADA AITH: 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 M511 1)8 CANADA TEL: 416-365-7161 PAX: 416-365-9484	TRADEPAYABLE				\$170,894.00
19 DRF - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 134-260-8986 PAX: 734-325-7167	PAYABLE				\$168,205,43

Form B4	(Official Form 4) - (12/07
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GACS Incorporated	12(CSS)
Debtor	Case No. (If known)

Name of creditor and complete malling address, including alp 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, bonk loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OR 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 482-436-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MC 482-A16-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		x	x	. 20.09

In re:	1	Chapter 11
GACS INCORPORATED,	(Case No. 12 (CSS)
Debtor.	1	

TAX I.D. No. 58-1944786

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 re:	Chapter 11
GACS INCORPORATED,	Chapter 11 Case No. 12 (CSS)
Debtor.	

LIST OF EQUITY SECURITY HOLDERS

TAX LD. No. 58-1944786

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

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

In re:	Chapter 11
GACS INCORPORATED,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 58-1944786	

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 re:	Chapter 11
GACS INCORPORATED,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 58-1944786	

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. Macaulary
Title: Vice President

In re:	Chapter 11
GACS INCORPORATED,	Case No. 12(CSS)

Debtor.

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 re:	Chapter 11
GACS INCORPORATED,	Case No. 12 (CSS)
Debtor.	
TAX LD. No. 58-1944786	

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, 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 Bankruptey 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 fillings 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

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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

2397823v1 3_.

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 day of June 2012.

Keith Rentzel, Director

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vit of	yh						١.	l. —	
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B 1 (Official Form 1) (1/08)	nited States Ba	inkruptcy Cou	ırt	** · · · ·					1
A COMMISSIONER FOR T		VITS.							認認
Name of Deblor (If individual, enter L Logistic Systems, LLC	<u> </u>	"			· · ·	use) (Last, First, I			
All Other Names used by the Debtor i (include married, maiden, and trade n		8				he Joint Debtor in und trade names):		s	
Last four digits of Soc. Sec, or Indvid (if more than one, state all): 45-424	nal-Taxpayer I,I). (ITIN) No./C	Complete EIN		igits of Soc. Sec an one, state all)		xpayer I.D. (IT	IN) No./Complete B	
Street Address of Debtor (No. and Str 2302 Parklake Drive, Suite Decatur, GA	ect, City, and St	ato):		Street Add	ress of Joint Det	otor (No. and Stre	ot, City, and St		C. CLIEK
County of Residence or of the Princip	I Di CDrest		ODB 30345	Chinin at	n aut danier als ac	the Principal Plac			E C
Mailing Address of Debtor (if differen		DeKalb	County			ebtor (if different		ED: (seep) UFF CC PY ATTEST	AVIDD
t and a straight to the straight	D-1 (16 di	ZIP C		3.	 			ZIP CODE	2
Location of Principal Assets of Busine	ss Deptor (if di	Helefit Bott str						IP CODE	L
Type of Debtor (Form of Organization))	(Check one	Nature of Busi box.)	nėss	1	Chapter of Bank the Petition is	ruptcy Code U Filed (Check	Inder White, one box.)	
(Check one box.) Individual (includes Joint Debto See Exhibit D on page 2 of this f. Corporation (includes LLC and Partnership Other (If debtor is not one of the check this box and state type of	orm. LLP) above entities,	Sing	th Care Business le Asset Real Est S.C. § 101(51B) oad kbroker modity Broker ring Bank	ate as defined in	Chap	pter 7 pter 9 pter 11 pter 12 pter 13	Recognition Main Proce Chapter 15	Petition for n of a Poreign	
, , , , , , , , , , , , , , , , , , ,	,	☑ Othe		_			ture of Debts eck one box.)		
Dillog E.	e (Check one b	Dehte under Code	Tax-Exempt E. heck box, if appl or is a lax-exemp Title 26 of the l (the Internal Rev	icable.) Lorganization United States	debts, o § 101(s individ person	tre primarily considefined in 11 U.S. 3) as "incurred by load primarily for al, family, or housingose," Chapter 11 I	sumer 🗹 D .C. b v an s se-	ebis are primarily usiness debis.	
Full Filing Fee attached.	e (Cheor one o	va.,		Check one		iness debtor as do		C # 101/SID	
Filing Fee to be paid in installme signed application for the court's unable to pay fee except in install Filing Fee walver requested (appartach signed application for the	consideration of Iments. Rule I licable to chapt	ertifying that ti 006(b), See Of er 7 individuals	ne debtor is ficial Form 3A. only). Must	Check If: Debte inside	or is not a small or's aggregate m ers or affiliates) applicable boxe in is being filed	business debtor a oncontingent liqu are less than \$2,1	s defined in 11 Idated debts (e: 90,000.	U.S.C. § 101(51D). Keluding debts owed	
Statistica/Administrative Informati	nn					dance with 11 U.			
Debtor estimates that funds Debtor estimates that, after distribution to unsecured or	will be availabl any exempt pro				aid, there will be	e no funds availat	ola for	COURT USE ONLY	
Estimated Number of Creditors	200-999	□ 1,000- 5,000	5,001- 10,000	□ 10,001- 25,000	□ 25,001- 50,000	50,001- 100,000	Over 100,000		
Estimated Assets	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	5500,000,001 to \$1 billion	More than	1	
Estimated Liabilities		\$1,000,001 to \$10 million	510,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than		

J S≾

B 1 (Official Form 1) (1/08)	-	Page 2
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Logistic Systems	, LLC
Ali Prior Bankruptcy Cases Filed Within Last 8 Y	cars (If more than two, attach additional shoot,)	· · · · · · · · · · · · · · · · · · ·
Location Where Filed: See Attachment B	Case Number:	Date Filed:
Location	Case Number:	Date Filed:
Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affil	iste of this Debtor (If more than one, attach ad	ditional sheet.)
Name of Debtor: See Attachment A	Case Number:	Date Filed:
District of Delaware	Relationship:	Judge;
Exhibit A (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.)	(To be completed if debtor whose debts are primarily continuously for the petitioner named in the have informed the petitioner that [he or she] 12, or 13 of title 11, United States Code available under each such chapter. I further debtor the notice required by 11 U.S.C. § 342	consumer debts.) s foregoing petition, declare that I may proceed under chapter 7, 11, 1, and have explained the relief certify that I have delivered to the
Exhibit A is attached and made a part of this petition.	X 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 pu	iblic health or safety?
Yes, and Exhibit C is attached and made a part of this polition.	•	
☑ No.		
Exhibi	ı D	
(To be completed by every individual debtor. If a joint petition is filed	d, each spouse must complete and atta	ch a separate Exhibit D.)
☐ Exhibit D completed and signed by the debtor is attached and	made a part of this petition.	
If this is a joint petition:		
Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.	
Information Regarding: (Check any appli		
Debtor has been domiciled or has had a residence, principal place o preceding the date of this pelltion or for a longer part of such 180 da	f business, or principal assets in this District for	180 days immediately
There is a bankruptcy case concerning debtor's affiliate, general par	tner, or partnership pending in this District.	
Debtor is a debtor in a foreign proceeding and has its principal place of business or assets in the United States but this District, or the interests of the parties will be served in regard to	is a defendant in an action or proceeding [in a f	tates in this District, or or other or state court; in
Certification by a Debtor Who Resides (Check all applic		
Landlord has a judgment against the debtor for possession of deb	tor's residence. (If box checked, complete the f	ollowing.)
	(Name of landlord that obtained judgment)	
	(Address of landlord)	
Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possess		
Debtor has included with this pelition the deposit with the court of filing of the petition.	f any rent that would become due during the 30	-day period after the
Debtor certifies that he/she has served the Landford with this cert	ification. (11 U.S.C. § 362(I)).	

B (Official Form) (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	Logistic Systems, LLC
Signature(s) of Debior(s) (Individual/Joint)	
Pilluttate(r) of Dentot(r) (TuthAttensionous)	Signature of a Foreign Representative
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	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.
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	(Check only ane box.)
chapter, and choose to proceed under chapter 7.	Frequest relief in accordance with chapter 15 of title 11, United States Code,
[If no attorney represents me and no bankruptey petition preparer signs the petition] 1 have obtained and read the notice required by 11 U.S.C. § 342(b).	Certified copies of the documents required by 1# U.S.C. § 1515 are attached,
I request relief in accordance with the chapter of title 11, United States Code, specified in this polition.	Pursuant to 11 U.S.C. § 1511, Lrequest 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	X (Signature of Foreign Representative)
X Signature of Joint Debtor	(Printed Name of Poreign Representative)
Telephone Number (if not represented by attorney)	
Dato	Date
Signature of Afforney*	Signature of Non-Attorney Bunkraptcy Pelition Preparer
x Feed Collins	I doclare under penalty of periory that: (1) I am a bankunder petition preparer as
Signature of Automey for Debtor(s) Mark D. Collins DE No. 2981	dofined in 11 U.S.C. § 1.10; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information
Printed Name of Attorney for Debtor(s) Richards, Layton & Finger, P.A.	required under 11 U.S.C. 55 110(h), 110(h), and 342(h); and, (3) if rules or
Firm Name	guidelines have been promulgated pursuant to 11 U.S.C. § 10(h) setting a maximum fee for services chargeable by bankruptcy petition properers, I have given the debtor.
Firm Name One Rodney Square Address 920 North King Street	notice of the maximum amount before preparing any document for filing for a debtar or accepting any fee from the debtor, as required in that scotion. Official Porm 19 is
Wilmington, DE 19801	attached.
302-651-7531	The state of the s
Telephone Number 06/10/2012	Printed Name and title, if any, of Bankruptcy Petition Preparer
Dute	Social-Security number (If the bankruptoy petition preparer is not an individual,
*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.	state the Social-Security number of the officer, principal, responsible person or partner of the bank uptcy petition preparer.) (Required by 11 U.S.C. § 110.)
	Address
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.	x
	Date
The debtor requests the relief in secondance with the chapter of title 11; United States Code, specified in this petition.	Signature of bankruptcy polition preparer or officer, principal, responsible porson, or partner whose Social-Security number is provided above.
X Comments	harmer whose goerat-seemed utmitter is braining tribons.
Signature of Authorized IndividualJohn F, Blount Printed Name of Authorized Individual	Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptoy petition preparer is not an
Vice President of AX Inil, which is the sole member of debtor	Individual.
This of Authorized Individual 06/10/2012 Date	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
	A bankrupicy petition preparer's failure to comply with the provisions of title II and the Federal Rules of Bankrupicy Procedure may result in flints or imprisonment or hads. 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

(Brain of Below	da colore de la co		adia alimat	
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 re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12 (CSS
Debtor.	
TAX I.D. No. 45-4241751	

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
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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

Pollowing 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 21p code,	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contucted	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: LULI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LICI RILBY 55 th NORTH CUMBERLAND ROAD CHICAGO, IL 60556 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 20003-4026 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 TBL: 212-770-7000 FAX: 212-458-7083	insurance expense				\$1,679,193.31

Logistic Systems, LLC	Log	gistic	Sys	tems,	LL	Ċ
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12-	(CSS)

Debtor

Case No. (If known)

	Name of creditor and complete matling 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 risim (trade debt, bank loan, government contract, etc.)	CONTINGENT	CHILDUDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ASSEMBLY ATTH: SHARON ZIOLKOWSKI PO BOX 674061 DBTROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TBL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.36
6	CSX TRANSPORTATION - ATLI 16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANYA, 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 A'I'IN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STE. 107 ANCHORAGE, AR 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$ 459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA IO WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELJA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-367-9869	insurance expense				\$435,816,56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLJAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHBP7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIB WILLIAMS 1998 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHBP7 CANADA TEL; 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Logistic Systems, LLC	12(CSS)
Debtor	Case No. (If known)

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 creditox familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	DALYGIADYING	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 TIRB N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 PAX: 864-458-5538	TRADE PAYABLE				\$323,656.34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATIN: TIMOTHY J. DOONAN 105 ADSLAIDS SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE MICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, OH MSHIP9 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 FO BOX:894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 PAX: 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: MIRE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PSI 1 TORRANCE, CA 90509-2722 TEL: 310-468-7224 PAX: 310-463-2736	CARGO CLAIMS				\$216,324,96

Lo	gistic	Systems,	LLC

Debtor

Case No. (If known)

Name of creditor and complete mailing address, including alp 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 Ioan, government contract, etc.)	CONTINGENT	UNILIQUIDATED	DISTUTED	AMOUNT OF CLAIM (If secured also state value of security)
15 NÉW YORK CITY DEPT. OF FINANCE ATTIN: 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 PLOOR NEW YORK, NY 19038	CHARTIS 175 WATER ST, 28TH FLOOR NBW YORK, NY 10038 TEL: 212-458-5000	INSURANCE				5189,208.24
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 DEPARIMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 118 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTM: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 1J8 CANADA TEL: 416-365-7161 FAX: 416-365-9484	TRADE PAYABLE	i i			\$170,884.00
19 DRI - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111	DRF - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 48111 TBL: 734-260-8986 PAX: 734-325-7167	PAYABLE				\$168,205,43

Logistic Systems, LLC	12(CSS)
Debtor	Case No. (Il known)

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.)	CONTENGENT	CHINCUING	CETTOREIG	AMOUNT OF CLAIM (If secured also state value of security)
20 GENERAL MOTORS HOLDINGS LLC, OENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 161H 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-AIS-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		x	х	20.00

In re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12 (CSS)
Debtor.	
TAY I D No. 45.4241751	

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 re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12 (CSS)
Debtor.	·
TANCT TA NIA <i>45 494175</i> 1	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12 (CSS)
Debtor.	·
TAX I.D. No. 45-4241751	

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 re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12 (CSS)
Debtor.	·
TAY ID No. 45-4241751	

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.
- 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: June10, 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 re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12(CSS)
Debtor.	
TAY (D. No. 45 4241751	

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 re:	Chapter 11
LOGISTIC SYSTEMS, LLC,	Case No. 12(CSS
Debtor.	
TAX I.D. No. 45-4241751	

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, 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 \mathcal{G}^{ψ} , 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 I1 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

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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

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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.

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IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the Quantum day of June 2012.

AX INTERNATIONAL LIMITED, Sole Member

John F. Blount Vice President

is Exhibit "D" referred to in the avit of Cunstoful J. Bustof	ne. O							-
n before me, this 20	2							
of drune 20 1	<				17.	-117	7/	
B I (Official Form I) (1/98)					1 -	, , ,	' '	
A COMMISSIONER FOR TAKING AFFIDE District of	lankruptey Cour Wis Delaware	1						
Name of Debtor (if Individual, enter Last, First, Mid Logistic Technology, LLC	dle):		Name of Joi	nt Debtor (Spo	use) (Last, First, I	Middle):		
	All Other Names used by the Debtor in the last 8 years				no Joint Debtor in and trade names):	the last 8 years		******
Last four digits of Soc. Sec. or Indvidual-Taxpayer) (if more than one, state all): 45-4242057	.D. (ITIN) No./Co	mplete BIN		gits of Soc. Sec n one, state all):	or Indvidual-Ta	xpayer I.D. (ITI	N) No./Complete	지 면 BIMT
Street Address of Debtor (No. and Street, City, and S 2302 Parklake Drive, Suite 400	State):		Street Addre	ess of Joint Deb	for (No. and Stree	et, City, and Sta	ate):	E G
Decatur, GA							<u></u> .), C
County of Residence or of the Principal Place of Bus	iness:	DB 30345	County of R	esidence or of	he Principal Plac		IP CODE	data Tari
Malling Address of Debtor (if different from street a	DeKalb	County	·		ebtor (if different		hress): O U	
					•		A M Q	ZIV.
	ZIP CO					.i 2	II D	4
Location of Principal Assets of Business Debtor (if c	lifferent from stree	et address above):				IP CODE	
Type of Debtor (Form of Organization)	(Check one b	Nature of Businex.)	iest	T	hapter of Bankı the Petition is	ruptcy Code U Filed (Check o	nder Whigh me box.)	
(Check one box.) Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entities aheck this box and state type of entity below.)	Single 11 U.S Railros Stockt	11 U.S.C. § 101(51B) Railroad Stockbroker		Chap Chap Chap	oter 7 pter 9 pter 11 pter 12 pter 13	Main Proceed Chapter 15 I	of a Foreign eding Petition for of a Foreign	
	Other					ure of Debts eck one box.)		
	(Ch	Tax-Exempt En teck box, if applic t is a tax-exempt Title 26 of the U the Internal Rev	Debts are primarily consumer Debts are primarily consumer business debts to reganization \$10(8) as "incurred by an individual primarily for a					
Filing Fee (Check one	box.)		Check one		Chapter 11 D	Pebtors	 = -i- -	
Full Filing Fee attached.					ness debtor as de	fined in 11 U.S.	.C. § 101(51D),	
Filing Fee to be paid in installments (applicable signed application for the court's consideration			Debto:	r is not a-small	business debtor a	s defined in 11	U.S.C. § 101(511	O).
unable to pay fee except in installments. Rule	, ,				ncontingent liqui		cluding debts ow	ed to
Filing Pes waiver requested (applicable to chap attach signed application for the court's consid			Check all B	pplicable boxe is being filed t tances of the pl	with this petition. an were solicited	prepetition from	n one or more ale	135 6 8
Statistical/Administrative Information			of cre	ditors, in accor	dance with 11 U.S	s.C. § 1126(b).	THIS SPACE IS	
Debtor estimates that funds will be available Debtor estimates that, after any exempt pudistribution to unsecured creditors.				id, there will be	no funds availab	le for	COURT USE OF	ily
Estimated Number of Creditors	1,000- 5,000	5,001- 10,000	10,001-	口 25,001- 50,000	50,001- 100,000	Over 100,000		
Estimated Assets	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
Estimated Liabilities		\$10,000,001 to \$50 million	\$50,000,001 to \$100	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than		

#1

B I (Official Form 1) (1/08)		Page 2					
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debtor(s): Logistic Technology, LLC						
All Prior Bankruptcy Cases Filed Within Last 8 \							
Location Where Filed: See Attachment B	Case Number:	Date Filed:					
Location Where Filed;	Case Number;	Date Filed:					
Pending Bankruptcy Case Filed by any Spoute, Pariner, or Affi							
Name of Debtor: See Attachment A	Case Number:	Date Filed:					
District: District of Delaware	Relationship:	Judge:					
Exhibit A	Exhibit 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 telief under chapter II.) I, the attorney for the petitioner named in the foregoing petition, decla have informed the potitioner that [he or she] may proceed under chapter 12, or 13 of title 11, United States Code, and have explained the available under each such chapter. I further certify that I have delivered debtor the notice required by 11 U.S.C. § 342(b).							
		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? Yes, and Exhibit C is attached and made a part of this petition.							
Exhibit D							
(To be completed by every individual debtor. If a joint petition is file	d, each spouse must complete and attac	ch a separate Exhibit D.)					
☐ Exhibit D completed and signed by the debtor is attached and	made a part of this petition.						
If this is a joint petition:							
☐ Exhibit D also completed and signed by the joint debtor is attr	ached and made a part of this petition.						
information Regarding							
Check any appl Debtor has been domiciled or has had a residence, principal place of proceeding the date of this petition or for a longer part of such 180 do	f business, or principal assets in this District for	180 days immediately					
There is a bankruptcy case concerning debtor's affiliate, general par	tner, or partnership pending in this District.						
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 (Check all applic							
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)						
	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						
Debtor has included with this petition the deposit with the court of fling of the petition.							
Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).							

B 1 (Official Form) I (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	Logistic Technology, LLC
	stures
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true	Signature of a Foreign Representative I declare under penalty of pertury that the information provided in this petition is true
and correct. [If pelltioner is an individual whose debts are primarily consumer debts and has	and correct, that I am the foreign representative of a debter in a foreign proceeding, and that I am authorized to file this petition.
choson 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	(Check only one box.)
chapter, and choose to proceed under chapter 7. [If no atterney represents me and no bankruptey polition 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 chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Pursuant to 11 U.S.C. § 1511, 1 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	X (Signature of Poreign Representative)
X Signature of Joint Debtor	(Printed Name of Foreign Representative)
Telephone Number (if not represented by attorney)	
Dato	Date
Cimainre of Afturney*	Signature of Non-Attorney Bankruptcy Petition Preparer
Signature of Attorney for Debtor(s) Mark D, Collins DE No. 2981	I declare under penalty of perjury that: (1) I am a bankruptcy polition 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
Printed Name of Attorney for Debtor(s) Richards, Layton & Finger, P.A. Firm Name One Rodney Square	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 debter, as required in that section. Official Form 19 is attached.
302-651-7531 Telephone Number 06/10/2012	Printed Name and title, if any, of Banknupley Petition Preparer
<u>U0/10/2012</u> Date	Social-Security number (If the bankruptcy petition preparer is not an individual,
*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.	state the Social-Security number of the officer, principal, responsible person or parties of the bankruptey position preparer.) (Required by 11 U.S.C. § 110.)
Signature of Debtor (Corporation/Partnership)	Address
I declare under penalty of parjury 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	х
debtor. The debtor requests the relief in accordance with the chapter of title 11, United States.	Date
Code, specified in this petition.	Signature of bankruptey petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Signature of Authorized Individual John F. Bloutt Printed Name of Authorized Individual Vice President of AX Infl., which is the sole member of debtor	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.
Titlo of Authorizzd Individual 06/10/2012 Date	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each posson.
	A bankrupicy petition preparer's fallure to comply with the provisions of title 11 and the Federal Rules of Bonkrupicy 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

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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 re:	Chapter 11
LOGISTIC TECHNOLOGY, LLC,	Case No. 12(CSS)

Debtor.

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

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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" sot 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 tip 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	CNLIQUIDATED	CELLASIA	AMOUNT OF CLAIM (If secured also state value-of security)
1	CENTRAL STATES PENSION PUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	C'ENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PIENSION				\$5,840,3,89.84
2	PBGC - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20005-4026	PAGC - 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			х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTHI CHARLES LANGONE 1 WALL STRUET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 FAX: 781-345-4402	PBNSION				. \$2,076,181.00
4	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT. PO BOX'33636 NEWARK, NJ 07193-3636	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	ÍNSURANCE EXPENSIS				\$(,679,193.31

Logistic	Technology,	LLC
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Debtor

Case No. (If known)

	Name of creditor 2nd complete mailing address, including zip code.	Name, telephone number and complete malling 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.)	CONTENGENT	DNIJQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSK) PO BOX 674061 DETROIT, MI 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTIN: 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 - ATLI16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATL 116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TBL: 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				3 459,865.00
8	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WEILINGTON ST EAST TORONTO, ON M5B ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA TEL: 416-366-7511 PAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1998 COLONEL SAM DRIVE ATTN: CASHIER 007-902 OSHAWA, ON LIHBP7 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	12(CSS)
Debtor	Case No. (If known)

Name of crediter 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.)	CONTENGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLALANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, OA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE		İ		\$323,656,34
11 TOXIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY I. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTIN: TIMOTHY J. DOONAN 105 ADBLAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$313,525.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IBM ATTN: LEGAL DBPARTMENT PO BOX 534151 ATLANYA, GA 30353-4151	TRADÉ PAYABLE			,	\$275,011.00
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 PAX: 213-891-8763	PAYABLE				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 1900) S. WESTERN AVE. PS 11 TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTH: MIKE NELSON ATTH: ANA JOSE 19901 S. WESTERN AVE. PS 1 1 TORRANCE, CA 90509-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324,96

Logistic	Technology,	LLC
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12	(C\$S)
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Debtor

Case No. (If known)

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.)	CONTENGENT	DALLAGIUDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of socurity)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 64 JOHN STREET, ROOM 104 NEW YORK, NY 10038	NEW YORK CITY DEPT, OF FINANCE ATTN; LEGAL DEPARTMENT 66 JOHN STRBET, 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 PLOOR NEW YORK, NY 10038 TEL: 212-458-5000	INSURANCE			1	\$189,208.24
17 PPINORTHLAKE LLC 165 TOWNSHIP LINE RD. SUITE 1500 JENKINTOWN, PA 19046	PPI NORTHLAKE LLC 165 TOWNSHIP LINB RD. SUITE 1500 IENKINTOWN, PÅ 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 118 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON M5H 118 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 HAGDERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 PAX: 734-325-7167	PAYABLE				\$168,205.43

Logistic Technology, LLC	12(CSS)
Debtor	Case No. (If known)

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	DMITGUIDALED	DISPUTED	AMOUNT OF CLAIM (if secured she state value of security)
20 GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATIN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 492-A16-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH PLOOR M/C 482-A16-C76 DBTROIT, MI 48265 TEL: 586-899-2557	LITIGATION		x	x	\$0,00

In re:	Chapter 11
LOGISTIC TECHNOLOGY, LLC,	Case No. 12 (CSS
Debtor.	

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

TAX I.D. No. 45-4242057

Name: Scott D. Macaulay

Title: Vice President of AX International
Limited (Bermuda), which is the sole
member and manager of Logistic

Technology, LLC

In re:	Chapter 11
LOGISTIC TECHNOLOGY, LLC,	Case No. 12(CSS)
Debtor.	
TAY ID No. 45-4242057	

LIST OF EQUITY SECURITY HOLDERS

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

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

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LOGISTIC TECHNOLOGY, LLC,

Chapter 11
Case No. 12-____(CSS)

Debtor.

TAX I.D. No. 45-4242057

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 re:	Chapter 11
LOGISTIC TECHNOLOGY, LLC,	Case No. 12 (CSS)
Debtor.	·
TAX I.D. No. 45-4242057	

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

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LOGISTIC TECHNOLOGY, LLC,

Chapter 11
Case No. 12-____(CSS)

Debtor.

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]

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In	re
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LOGISTIC TECHNOLOGY, LLC,

Chapter 11

Case No. 12-____(CSS)

Debtor.

TAX I.D. No. 45-4242057

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 $2^{(4)}$, 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 ourrently 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

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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

2397893v2 3

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.

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IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the $q^{4/3}$ day of June 2012.

AX INTERNATIONAL LIMITED Sole Member

John F. Blount Vice President

s Exhibit "Y" referred to in the vit of Christopha J. Bust 70	10. (0				
before me, this 24	···				
f June 20 12	····			12-	11779
				1	1 1 1 1 7
3 1 (Official Form 1) (108) United States Bau					
A COMMISSIONER OF TAKING AFFIDAY	elaware			mir is yrothi	
Name of Debtor (if individual, enter Last, First, Middle) QAT, Inc.):	Name of Join	Debtor (Spouse) (Last, First,	Middle);	AND AND SEASON OF THE PARTY OF
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			nes used by the Joint Debtor ir ied, maiden, and trade names):		
Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (if more than one, state sil): 59-2876863	(ITIN) No./Complete BIN		ts of Soc. Sec. or Indvidual-Ta	храует I.D. (ГТП	No./Complete BIN
Street Address of Debtor (No. and Street, City, and State 2302 Parklake Drive, Suite 600 Decatur, GA	e):	Street Addres	s of Joint Debtor (No. and Stre	et, City, and Sta	CLERK
	ZIP CODE 30345				IP CODE
County of Residence or of the Principal Place of Busine	DeKalb County	County of Re	sidence or of the Principal Plac	e of Business:	: i ii ii
Mailing Address of Dobtor (if different from street addr	ess):	Mailing Addr	ess of Joint Déblor (if differen	from street add	ED: (STEEN ATTES
Location of Principal Assets of Business Debtor (if diffe	ZIP CODE	<u> </u>		Z	P C D
		,			P CODDS
Type of Debtor (Form of Organization)	Nature of Busine (Check one box.)	255	Chapter of Bank the Petition is	ruptcy Code Uz Filed (Check o	ne box.) K
(Check one box.) Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above catities, check this box and state type of entity below.)	Health Care Business Single Asset Real Estat 11 U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other	e as defined in	Chapter 13	Chapter 15 P Recognition Main Proces Chapter 15 P Recognition Nonmain Pro	of a Foreign ding elition for of a Foreign
,	Tax-Exempt En (Check box, if applie Debtor is a tax-exempt under Title 26 of the Un Code (the Internal Reve	eable.) organization nited States		.C, եմ։ ran a.	bis are primatily siness debts.
Filing Fee (Check one box	r)	Check one be			
Full Filling Fee attached.			ls a small business debtor as de	fined in 11 U.S.	C. § 101(51D).
 Piling Fee to be paid in installments (applicable to signed application for the court's consideration ce unable to pay fee except in installments. Rule 100 Filing Fee waiver requested (applicable to chapter 	rtifying that the debtor is 06(b). See Official Form 3A.	Check if:	is not a small business debtor a s aggregate noncontingent liqu or affiliates) are less than \$2, 1	idated debts (ex	
attach signed application for the court's considerat		Check all ap	plicable boxes; is being filed with this patition, unces of the plan were solicited	propetition from	one or more classes
Statistical/Administrative information		or exec	itors, in accordance with 11 U.	5.C. 9 1120(D).	THIS SPACE IS FOR
Debtor estimates that funds will be available Debtor estimates that, after any exempt proper distribution to unsecured creditors.			I, there will be no funds availab	ole for	COURT USE ONLY
1-49 50-99 100-199 200-999	1,000- 5,001-		5,001- 50,001- 0,000 100,000	Over 100,000	
\$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 5 to \$10 to \$50	to \$100 to	100,000,001 \$500,000,001 5500 to \$1 billion	More than \$1 billion	
Bstimated Liabilities	\$1,000,001 \$10,000,001 : to \$10 to \$50	550,000,001 \$		More than \$1 billion	

B 1 (Official Form 1) (1/08)		Page 2				
Voluntary Petition (This page must be completed and filed in every case.) Name of Debtor(s): QAT, Inc.						
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)						
Location Where Filed: See Attachment B	Case Number:	Date Filed:				
Location Where Filed;	Case Number:	Date Filed;				
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affil	into of this Debtor (If more than one, attach ad	ditional sheet.)				
Name of Debtor: See Attachment A	Case Number:	Date Filed:				
District: District of Dolaware	Relationship:	Judge;				
Exhibit A	. Exhibit 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.) I, the attorney for the petitioner named in the foregoing petition, declare that have informed the petitioner that [he or she] may proceed under chapter 7, 11, 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).						
Exhibit A is attached and made a part of this patition.	x					
	Signature of Attorney for Debtor(a) (Date)				
· · · · · · · · · · · · · · · · · · ·	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 pu	ablic health or safety?				
Yes, and Exhibit C is attached and made a part of this petition.	·					
☑ No.		,				
3 2						
. Exhibit						
(To be completed by every individual debtor. If a joint petition is filed	d, each spouse must complete and attac	ch a separate Exhibit D.)				
Exhibit D completed and signed by the debtor is attached and	made a part of this petition.					
If this is a joint petition:						
☐ Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.					
Information Regarding						
(Check any app)i Debtor has been domiciled or has had a residence, principal place of		180 days immediately				
preceding the date of this petition or for a longer part of such 180 day	ys than in any other District.					
There is a bankruptcy case concerning debtor's affiliate, general part	mer, or partnership pending in this District,					
Debtor is a debtor in a foreign proceeding and has its principal place of business or assets in the United States but it this District, or the interests of the parties will be served in regard to	is a defendant in an action or proceeding [in a fi	tates in this District, or ederal or state court] in				
Certification by a Debtor Who Resides a (Check all applica						
Landlord has a judgment against the debter for possession of debt	tor's residence. (If box checked, complete the f	ollowing.)				
(Name of landlord that obtained judgment)						
	(Address of landlord)					
Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possess						
Debtor has included with this pelition the deposit with the court of filing of the petition.	of any rent that would become due during the 30	-day period after the				
Debtor certifies that be/she has served the Landlord with this cert	ification (11 U.S.C. 8 3620))					

B I (Otticia(Form) i (DDA)	rages
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	QAT, Inc.
Signa	
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
1. 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 line chosen to file under chapter 7] I am sware 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	I declare under penalty of penjury that the information provided in this polition 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 oncies of the documents required by 11 U.S.C. § 1515 are attached. Pursuant to 11 U.S.C. § 1514, 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)
No.	Date
Date	
Signature of Attorney for Debtor(s) Mark D. Collins DE No. 2981 Printed Name of Attorney for Debtor(s) Richards, Layton & Fingler, 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 dual the information in the schedules is incorrect.	Signature of Non-Attorney Bankruptcy Pelition Praparar 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), I10(b), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b) 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 parmer of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)
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	Date.
Code, specified in this petition,	Signature of bankruptey petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Signature of Authorized Individual John F. Blount Printed Name of Authorized Individual Senior Vice President Title of Authorized Individual 06/10/2012 Date	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 fallure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or impresonment or

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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
- 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. OAT, Inc.
- 17. RMX LLC
- 18. Transport Support LLC
- 19. Terminal Services, LLC

ATTACHMENT B

PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS

Maritim as a fi				
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-cm	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

(CSS)

In re:	Chapter 11
QAT, INC.,	Case No. 12

Debtor.

TAX I.D. No. 59-2876863

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.
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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 (frade dobt, bank loan, government contract, etc.)	CONTINGENT	DALYGIDÒLIND	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: LIGI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TBL: 800-323-2152 X3634 FAX: 847-318-9775	PENSION				5 5,840,389.84
2	PBGC - JANESVILLB 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: 202-326-4111 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, NI 07193-5656 TEL: 212-770-7000 FAX: 212-458-7083	Insurance expense				\$1,679,193.31

QAT, Inc.	12(CSS)
Debtor	 Case No. (If known)

	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.)	CONTENGENT	DNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured plso state value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061	PORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTH: 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 - ATLI 16628 ATN: RBBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628	CSX TRANSPORTATION - ATLI 16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, GA 30368-6628 TEL: 904-279-3885	TRADE PAYABLB	 			\$480,769,11
7	ALASKAN PENSION FUND ATTN: ELARIE LEWIS 520 BAST 34TH AVENUE STE. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTH: BLAINB 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 ATTIN: NELJA LABARDA IO WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTH: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE		[\$435,816.56
9	GM OF CANADA LTD - ALZS ATIN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATIN: CASHIER 007-002 OSHAWA, ON LIHBP7 CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIBEPT CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

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v	WT.	, Inc.

12	(CSS)
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Debtor

Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including alp 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	CELDANG	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, OA 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 103 ADELAIDE SEBET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTRI: TIMOTHY I. DOONAN 105 ADELAIDE SREET WEST, 3RD PL. TORONTO, ON MIHIP9 CANADA TBL: 626-568-7132 FAX: 626-796-5231	CARGO CLAIMS				\$313,225,20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANTA, GA 30353-4151	IDM ATTN: LEGAL DEPARTMENT PO BOX 534151 ATLANYA, OA 30353-4151	TRADE PAYABLE				\$275,013.00
13 LATHAM & WATKINS LLP FO 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 AVR. 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

QAT, Inc.	12(CSS)

Debtor	Case No. (If known)

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 cisim (fråde debt, bank lann, government contract, etc.)	CONTINGENT	CATACHUDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
15 NEW YORK CITY DEPT. OF PINANCE 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 PLOOR NEW YORK, NY 10038 TEL: 212-458-3000	INSURANCE:				\$189,208.24
17 PPT NORTÁLAKE LLO 165 TÓWNSHÍP LINE RD, SUFFE 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 STRBBT WEST, SUITE 1910 TORONTO, ON MSH 118 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STRUST; WEST, SUFE 1910 TORONTO, ON MSH 1/8 CANADA. TEL: 416-365-7161 FAX: 416-365-9484	TRADEPAYABLE				\$170,884.00
19 DRP - JBACH: ENTERPRISES, LLC 12900 HAGGERTY ROAD DELLEVILLE, MI 48111	DRP - IBACH ENTERPRISES, LEC 12900 HAGGERTY ROAD. BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				¥168,205.43

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QAT, Inc.	12(CSS)
Debtor	Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling 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	UNILIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
20 GENERAL MOTORS HOLDINGS I.C., GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-416-C76 DETROIT, MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TBL: 586-899-2557	LITIGATION		x	x	\$0.00

In re:	Chapter 11
QAT, INC.,	Case No. 12 (CSS)
Debtor.	
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 re:	Chapter 11
QAT, INC.,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 59-2876863	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
QAT, INC.,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 59-2876863	

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 re:	Chapter 11
QAT, INC.,	Case No. 12 (CSS)
Debtor.	
TAY I D No 50 2876863	

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.
- 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 re:	Chapter 11
QAT, INC.,	Chapter 11 Case No. 12 (CSS
Debtor.	
TAY I D No 50.2276263	

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 re:	Chapter 11	
QAT, INC.,	Case No. 12	(CSS)
Debtor.		
TAX LD. No. 59-2876863		

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:

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 2^{16} , 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 Bankruptey 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

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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 Aday of June 2012.

John F. Blount, Director

Robert Ferrell, Director

Kelth Rentzel, Director

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

Dated as of the 9% day of June 2012.

John F. Blount, Director

Robert Ferrell, Director

Keith Rentzel.

his is Exhibit	referred to in	the. (0						
fidavit of	this 17th							
ay of	20	12					12-	11778
B 1 (Official Form 1)	United States B			-	Section 1	Control of the Case of the Case		THE CONTRACT MANAGEMENT
	MISSIONER FOR TAKING AFFI	Delaware						
Name of Debiter (if RMX LLC	ndividual, enter Last, First, Midd	le):		Name of Jo	nt Debtor (Spo	iso) (Last, Pirst, I	Middle):	
	ed by the Debtor in the last 8 year iden, and trade names):	19				ne Joint Debtor in nd trade names):	the last 8 years	-
Last four digits of S (if more than one, st	oc. Sec. or Indvidual-Taxpayer I.) ate all): 31-0961359	D. (ITIN) No./C	Complete EIN		gits of Soc. Sec one, state all):		xpayor I.D. (ITI	N) No./Complete EIN
Street Address of D	blor (No. and Street, City, and St Drive, Suite 600			Street Addr	Street Address of Joint Debtor (No. and Street, City, and State):			
County of Residence	or of the Principal Place of Busi		ODE 30345	County of B	esidence or of	ho Principal Plac		TP CODE LC O
	Debtor (if different from street ad	DeKalb	County					<u>e</u> & C
Walling Address of	Send (u mitelett timi mee an	21P C				•	ATT BAND	
Location of Principa	Assets of Business Debtor (if di							~ <
(For	ype of Debtor o of Organization)	(Check one	Nature of Busin box.)	ess	1 0	Chapter of Banks the Petition is		
individual (inc. See Exhibit Di Corporation (i Partnership Other (if debte	heck one box.) ludes Joint Debtors) in page 2 of this form. icludes LLC and LLP) r is not one of the above entities, and state type of entity below.)	Health Care Business Single Asset Real Estate a 11 U.S.C. § 101(51B) Railroad Stockbroker		te as defined in	Chapter 11		Chapter 15 Petition for Recognition of a Foreign Main Proceeding Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
		☑ Other					ure of Debts eck one box.)	
	Acres and acres acres and acres acres and acres acres and acres acres acres and acres ac	Debte under	Tax-Exempt Entity (Check box, if applicab Debtor is a tax-exempt or under Title 26 of the Unite Code (the Internal Revenu		s individual primarily for a			
	Filing Fee (Check one b	ox.)		Check one	bex:	Chapter 11 D	Peblors	
signed applica unable to pay i Filing Fee wat attach signed a	e paid in installments (applicable jon for the court's consideration be except in installments. Rule I ver requested (applicable to chapt pplication for the court's conside	certifying that the 006(b). See Of er 7 individuals	he debtor is ficial Form 3A, only). Must	Debto Check if: Debto inside: Check atl a	r is a small busing is not a small r's aggregate not sor affiliates) populcable boxes is being filed tances of the pl	oncontingent liqui are less than \$2, 19 are s: with this petition.	s defined in 11 idated debts (ex 90,000,	C. § 101(51D). U.S.C. § 101(51D). cluding debts owed to
Statistical/Adminis	rative Information							This space is for Court use only
Debtor es	timates that funds will be availab timates that, after any exempt pro m to unsecured creditors.				id, there will be	no funds availab	le for	
Estimated Number of Information Informatio	f Creditors	1,000- 5,000	5,001-	□ 10,001- 25,000	□ 25,001- 50,000	50,001- 100,000	Over 100,000	
Estimated Assets		\$1,000,001 to \$10 million	\$10,000,001 to \$50	\$50,000,001	 \$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
Estimated Liabilities 50 to \$50,000 \$100,00	to \$100,001 to \$500,001	\$1,000,001 to \$10 million	\$10,000,001 to \$50	\$50,000,001 to \$100	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than	

B 1 (Official Form 1) (1/08)			Page 2		
Voluntary Petition (This page must be completed	d and filed in every case.)	Name of Debtor(s): RMX LLC			
	All Prior Bankruptcy Cases Filed Within Last 8 Y.				
Location Where Filed: See Att	achment B	Case Number:	Date Filed:		
Location Where Filed;		Caso Number:	Date Filed:		
Pending . Name of Debtor:	Bankruptcy Case Filed by any Spouse, Partner, or Affil	inte of this Debtor (If more than one, attach add	ditional sheet.) Date Filed;		
See Atta	achment A				
District: Distri	ct of Delaware	Relationship:	Judge:		
Exhibit A (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.) (To be completed if debtor is an individual whose debts are primarily consumer debts.) (To be completed if debtor is an individual whose debts are primarily consumer debts.) (In the attempts 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, 21, or 13 of title 11, United States Code, and have explained the relief					
,	•	available under each such chapter. I further of debtor the notice required by 11 U.S.C. § 342			
Exhibit A is attached a	and medic a part of this petition.	x	Date)		
		<u> </u>	Date		
	Exhibit	C			
Does the debter own or have	possession of any property that poses or is alloged to pose	a threat of imminent and identifiable harm to pu	blic health or safety?		
Yes, and Exhibit C is	strached and made a part of this petition.				
☑ No.		·			
	Éxhibit	ı D			
(To be completed by ev	very individual debtor. If a joint petition is filed	i, each spouse must complete and attac	ch a separate Exhibit D.)		
Exhibit D comp	eleted and signed by the debtor is attached and	made a part of this petition.			
If this is a joint petition	:				
☐ Exhibit D also	completed and signed by the joint debtor is atta	ched and made a part of this petition.			
	Information Regarding t (Check any appli				
	s been domiciled or has had a residence, principal place of the date of this petition or for a longer part of such 180 day	business, or principal assets in this District for	180 days immediately		
☑ There is a	bankruptcy case concerning debtor's affiliate, general part	nor, or partnership pending in this District.			
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.					
Cartification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)					
☐ Landlo	· · · · · · · · · · · · · · · · · · ·				
		(Name of landlord that obtained judgment)			
		(Address of landlord)			
	claims that under applicable nonbankruptcy law, there are nonetary default that gave rise to the judgment for possessi				
	has included with this petition the deposit with the court of the petition.	f any rent that would become due during the 30-	day period after the		
☐ Debtor	certifies that he/she has served the Landlord with this certi-	ification, (11 U.S.C. § 362(1)).	`, '		

. .

B I (Otticial Porm) I (1706)	rage 3
Voluntary Petition	Name of Deblor(s):
(This page must be completed and filed in every case.)	RMX LLC
Signa	dures
Signuture(s) of Debtor(s) (Individual/Joint)	Signature of a Porcign Representative
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 rend 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	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 Poreign Representative)
	(1 1111100 Literature of LoiciRit technologius (12)
Telephone Number (if not represented by attorney)	
Date	Date
Signature of Attorney*	Signature of Non-Attorney Bankrupicy Polition Preparer
Signature of Altomey for Debtor(s) Mark D. Collins DE No. 2981 Printed Name of Attemey for Debtor(s) Richards, Layton & Finger, P.A. Firm Name One Rodney Square Address 920 North King Street Wilmington, DE 19801 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.	I declare under penalty of perjury that: (1) 1 am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) 1 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 promalgated 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.)
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 O6/1D/2012 Date	Date Signature of bankruptcy pelition preparer or officer, principal, responsible person, or partner whose Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not arindividual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
	A bankrupicy perition preparer's failure to comply with the provisions of title 11 on the Federal Rules of Bankrupicy Procedure may result in fines or imprisomment of

and the control of th

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
- 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

Lighist State				AlSalius (
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-стт	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

RMXLLC	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 zlp 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	CHIACUDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
1	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5501 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBBRLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX: 847-518-9773	PENSION				\$5,840,389.84
2	PBCC - JANESVILLE PENSIONS ATTH: 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 STRRET N. W. WASHINGTON, DC 20005-4026 TEL: 202-326-4020, 202-326-4112 FAX: 202-326-4112 EMAIL: ANDERSON.FRANK@PBGC.GOV	PENSION			х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: CHARLES LANGONB 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 ATIN: LEGAL DEPT. PO BOX 33656 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	12(CSS)
Debtor	Case No. (If knowa)

	Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete malling address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank Joan, government contract, etc.)	CONTINGENT	CHIAGEOPTING	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, UA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, OA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVENUE STB, 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 ATTIN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE ILS CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON MSE 1LS CANADA TEL: 416-J66-7511 FAX: 416-J67-9869	INSURANCE EXPENSE				\$435,816.56
9	GM OF CANADA LTD - ALZS ATTN: LAWRIB WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHBP7 CANADA	OM OF CANADA LTD - ALZS ATTN: LAWRIB WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIBER 007-002 OSHAWA, ON LIHBP7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

RMX LLC	12(CSS)
Debtor	Case No. (If known)

Name of ereditor 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.)	CONTANGENT	UNLIQUIDATED	DISPUTED	AMOUNT OR CLAIM (if recured also state value of security)
10 MICHELIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHBLIN TIRE N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADE PAYABLE				\$323,656.14
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 626-568-7732 FAX: 626-796-5232	CARGO CLAIMS				\$3}3,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 53415) ATLANTA, GA 30353-4151	IBM ATIN: 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 PAX: 213-891-8763	РАУАВЦЕ				\$250,052.15
14 TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVE. PSI I TORRANCE, CA 90509-2722	TOYOTA MOTOR SALES INC. (CLAIMS) ATTN: MIKE NELSON ATTN: ANA JOSE 19001 S. WESTERN AVB. PS11 TORRANCB. CA 90309-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				\$216,324.96

RMXLLC	12(CSS)
Debtor	Case No. (If known)

Name of creditor and complete mailing address, facinding zip code.	Name, telephone number and complete malling address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank Joan, 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: LBGAL DEPARTMENT 66 IOHN STREET, ROOM 104 NEW YORK, NY 10038 TEL: 212-659-2243 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 163 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 MSH 1)8 CANADA	THE NORTHERN TRUST COMPANY OF CANADA ATTN: LEGAL DEPARTMENT 145 KING STREET WEST; SUITE 1916 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

W	104	MATERIAL I	Form 4)	_	(12,02)
rom	579	CHICAL	ronni 4)	-	(IZ/VI)

RMX LLC	12(CSS)
hala -	
Debtor	Case No. (If known)

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, OENERAL MOTORS LLC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 492-A16-C76 DETROIT, MI 48265	OHNERAL MOTORS HOLDINGS LLC, GENERAL MOTORS ILC & GENERAL MOTORS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT, MI 48265 TEL: 386-899-2357	LITIGATION		x	x	\$0.00

In re:		Chapter 11
RMX LLC,	·	Case No. 12 (CSS)
	Debtor.	

TAX I.D. No. 31-0961359

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 re:	Chapter 11
RMX LLC,	Case No. 12 (CSS
Debtor.	·
TAX I.D. No. 31-0961359	,

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 re:	Chapter 11
RMX LLC,	Case No. 12(CSS)
Debtor.	
TAX I D No. 31-0061350	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
RMX LLC,	Case No. 12 (CSS)
Debtor.	
TAX I D No. 31-0961359	

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 re:	Chapter 11
RMX LLC,	Case No. 12 (CSS)
Debtor.	
TAX LD. 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 re:	Chapter 11
RMX LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 31-0961359	

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 re:	Chapter 11
RMX LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 31-0961359	·

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 4. 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 Pinancial 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 (cach, 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

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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

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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 day of June 2012.

Robert Forrell, Manage

Keith Rentzel, Manage

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n before me, this of	20 X	ν					12-1	1776	
A COMMISSION	United States B	de laware	ri	Name of Jo	int Debtor (Spor	use) (Last, First, 1	(libration attract		
Name of Debtor (if individual, enter Last, First, Middle): Transport Support LLC 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. Soc. or Indvidual-Tuxpayer I.D. (ITIN) No./Complete BIN (if more than one, state all): 38-2349563				(if more tha	Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No/Complete (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 2302 Parklake Drive, Sulte 600 Decatur, GA			Street Addr	Street Address of Joint Debtor (No. and Street, City, and State):					
County of Residence or of Mailing Address of Debtor		ness: DeKalb	County			he Principal Plac	e of Business:	P COPE OF THE PROPERTY OF THE	
MATERIAL PROPERTY OF DECISION	for mitterest troup Street 80	ZIP CO	ong 1	маная АО	mess of Joint M	ज्यात हो। स्थायकार	_	ENTERS TRUE A DAV	
Location of Principal Asso	ts of Business Debtor (if di	ffcrent from stre		·	T 0	Chapter of Banks	Z ruptcy Code Ur	IP CODE	
(Check of Check of Check of Check of See Exhibit D on page Corporation (include: Partnership Other (If debtor is no	e 2 of this form. s LLC end LLP) t one of the above entities,	Single 11 U.3 Railro Stock	h Care Business e Asset Roal Est S.C. § 101(51B) ead broker nodity Broker	the Petition is Filed (Check one box.) Chapter 7 Chapter 15 Petition			Petition for of a Foreign ding Petition for of a Foreign		
cneck this box and st	oheck this box and state type of entity below.)			Tax-Exempt Entity (Check box, if applicable.) Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) 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."			
₩ Full Filing Fee attach	Filing Fee (Check one b	ox.j		Check one		Chapter 11 D		C. 8 (01/51D).	
Full Filing Fee attached. 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. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.									
Statistical/Administrative					Transa in account		-, -, -, 1 (20(0).	THIS SPACE IS FOR COURT USE ONLY	
Debtor estimate: Debtor estimate: distribution to u Estimated Number of Cred				aid, there will be	no funds availab	ole for	,		
	100-199 200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000		
Estimated Assets	\$1,000,001 to \$10 million	516,000,001 to \$50 million	\$50,000,001 to \$100 million	5106,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than			
\$0 to \$50,001 to	\$100,001 to \$500,001 \$300,000 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	5500,000,001 to \$1 billion	∐ More than \$1 billion		

#1

B (Official Form 1) (1/08)		Page 2		
Voluntary Patition (This page must be completed and filed in every case.)	Name of Debtor(s): Transport Suppo	ort LLC		
All Prior Baukruptcy Cases Filed Within Last S Years (If more than two, attach additional sheet.)				
Location Where Filed: See Attachment B	Case Number:	Date Filed:		
Location Where Filed:	Case Number:	Date Filed:		
Pending Bankruptcy Case Filed by any Spouse, Partner, or A	· · · · · · · · · · · · · · · · · · ·			
Name of Debtor: See Attachment A	Case Number:	Date Filed:		
District: District of Delaware	Relationship:	Judge;		
Rabibit A (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.) I, the attempt for the petitioner named in the foregoing petition, declare have informed the pstitioner that [he or she] may proceed under chapter 12, or 13 of title 11, United States Code, and have explained the available under each such chapter. I further certify that I have delivered debtor the notice required by I1 U.S.C. § 342(b).				
	Signature of Attorney for Debtor(s)	(Date)		
Exhibit C is attached and made a part of this petition. No.	blt C see a threat of imminent and identifiable harm to p	ublic health or safety?		
	bit D	och o gomenste Festilitä D		
(To be completed by every individual debtor. If a joint petition is f	neo, each spouse must complete and ana	ch a separate Exmost D.)		
☐ Exhibit D completed and signed by the debtor is attached an	nd made a part of this petition,			
If this is a joint petition:				
Exhibit D also completed and signed by the joint debtor is a	attached and made a part of this petition.			
Debtor has been domiciled or has had a residence, principal plac preceding the date of this petition or for a longer part of such 180	plicable box.) e of business, or principal assets in this District fo days than in any other District,	r 180 days immediately		
There is a bankruptcy case concerning debtor's affiliate, general				
Debtor is a debtor in a foreign proceeding and has its principal phas no principal place of business or assets in the United States this District, or the interests of the parties will be served in regard	ut is a defendant in an action or proceeding [in a			
	es as a Tenant of Residential Property licable boxes.)			
Landlord has a judgment against the debtor for possession of o	lebtor's residence. (If box checked, complete the	following.)		
	(Name of landlord that obtained judgment)	, , , , , , , , , , , , , , , , , , ,		
	(Address of landlord)			
Debtor claims that under applicable nonbankruptcy law, there entire monetary default that gave rise to the judgment for poss				
Debtor has included with this petition the deposit with the coufiling of the petition.	rt of any rent that would become due during the 3	I-day period after the		
Debtor certifies that he/she has served the Landlord with this	ertification, (1) U.S.C. § 362(I)).			

B 1 (Official Form) 1 (1/08)	Page 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case.)	Transport Support LLC
Signa	
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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, 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.	I declare under ponalty 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.)
[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.	Certified copies of the documents required by 11 U.S.C. § 151.5 are affached. 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	Х
Signature of Debtor	(Signature of Foreign Representative)
organial of perior	(O)Bruning at Loral Brush contact (A)
X Signature of Joint Debtor Telephone Number (if not represented by attorney)	(Printed Name of Foreign Representative)
Date	DAG
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)	Signature of Non-Attorney Bankruptcy Petitiva 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 cupy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(b), and 342(b); and, (3) if rules or gpidelines have been promulgated pursuant to 11 U.S.C. § 110(f) 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 filling 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.)

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.	Date
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signuture of Authorized Individual John F. Blount Printed Name of Authorized Individual Senior Vice President Title of Authorized Individual 06/10/2012 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 proparer is not an individual. If more than one person prepared this document, attach additional sheets comforming to the appropriate official form for each person.
Date	A bankrupicy polition preparar's failure to comply with the provisions of title 11 and the Federal Rules of Bankrupicy 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. OAT, Inc.
- 17. RMX LLC
- 18. Transport Support LLC
- 19. Terminal Services, LLC

ATTACHMENT B

PRIOR BANKRUPTCY CASES FILED BY DEBTORS WITHIN LAST 8 YEARS

	Avocation of Edin	r Gise n imie		
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-cmn	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-стп	7/31/2005	Closed
Axis Canada Company	NDGA	05-12535-crm	7/31/2005	Closed

In re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12(CSS)
Debtor.	

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 S	apport LLC
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12	_(CSS)
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Debter

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 malling 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	UNIJQUIDATED	DESPUTED	AMOUNT OF CLAIM (if secured also state value of security)
	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CENTRAL STATES PENSION FUND ATTN: ŁILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656 TEL: 800-323-2152 X3634 FAX; 847-518-9773	PENSION				\$5,840,389.84
2	PRICE - JANESVILLE PENSIONS ATTN: FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K STREET N.W. WASHINGTON, DC 20003-4026	PEGC - 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		•	х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTH: 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	12(CSS)
Debter	Care No. ((Cknown)

	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 attit value of security)
5	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MJ 48267-4061	FORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTN: SHARON ZIOLKOWSK] 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, OA 30368-6628	CSX TRANSPORTATION - ATL116628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, OA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST 34TH AVBNUE STB. 107 ANCHORAGE, AK 99503	ALASKAN PENSION FUND ATTN: ELAINE LEWIS 520 EAST JATH AVENUE STU, 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 IL5 CANADA	ROYAL & SUNALLIANCE INSURANCE CANADA ATTN: NELIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5B ILS CANADA TEL: 416-366-7511 PAX: 416-367-9869	Insurance expense				\$435,816.56
9	OM OF CANADA LTD - ALZS ATTN: LA WRIB WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LINEPT CANADA	GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LIHBP7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

Transport S	pport LLC
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12-	(CSS)

Debtor

Case No. (If known)

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	DALLYCOLOGISHD	CHIUASIC	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	MICRELIN TIRB N.A./ATLANTA ATTN: VIOLA LANB 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 SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA	TOKIO MARINE NICHIDO PIRE INSURANCE ATTIN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD FL. TORONTO, ON M5H1P9 CANADA TEL: 526-568-7732 FAX: 626-796-5212	CARGO CLAIMS				\$313,325.20
12 IBM ATTN: LEGAL DEPARTMENT PO BOX 514151 ATLANTA, QA 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 90) 89-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256 TEL: 213-485-1234 PAX: 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 SALBS 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				5216,324.96

Transport Support LLC

12-	(CSS)

Debtor

Case No. (If known)

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, bunk loan, government contract, etc.)	CONTENCENT	DALLAGUDALED	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 19938	NEW YORK CITY DBPT. OF FINANCE ATTN: LEGAL DBPARTMENT 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 18038 TEL: 212-458-5000	INSURANCE		3		\$189,208.24
17 PP) 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 ATJN: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 1J8 CANADA TEL: 416-365-7161 PAX: 416-365-9484	TRADE PAYABLE				\$170,884,00
19 DRP - IBACH ENTERPRISES, LLC 12900 HAGGERTY ROAD BELLEVILLE, MI 4811)	DRP - IBACH ENTERPRISES, LLC 12900 MAGGERTY ROAD BELLEVILLE, MI 48111 TEL: 734-260-8986 FAX: 734-325-7167	PAYABLE				\$168,205.43

Transport Support LLC	12(C\$S)
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Debtor	Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, ickphone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of cloim (trade dobt, bank lean, government contract, etc.)	CONTINGENT	GELYCIDÒFIND	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 ATTH: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR M/C 482-AIG-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION		x	х	\$0.00

In re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12(CSS)
Debtor.	·
TAX I.D. No. 38-2349563	

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 re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12(CSS)
Debtor.	
TAY ID No 38-23/0563	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12(CSS)
Debtor.	·
TAX I.D, No. 38-2349563	

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

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In re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12 (CSS)
Debtor.	
TAX I D No. 38-2340563	

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 re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12(CSS)
Debtor.	

TAX I.D. No. 38-2349563

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 re:	Chapter 11
TRANSPORT SUPPORT LLC,	Case No. 12(CSS)
Debtor.	
TAX I.D. No. 38-2349563	

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 4, 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

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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

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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.

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

Dated as of the day of June 2012.

Robott Ferrell, Mana

Keith Rentzel Mahager

Th eft	nis is Ex fidavit o	thibit US	refe	rred to in	the ·							
SV	vorn be	fore me, t	his 12	#			•					
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_	All Other	Names used by narried, maiden	the Debtor in t	he last 8 years					e Joint Debtor in id trade names):	the last 8 years	· · · · · · · · · · · · · · · · · · ·	,
	Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Complete SIN (if more than one, state all): 91-0847582				its of Soc, Sec, one, state all):	or indvidual-Tax	payer I.D. (ITII	N) No./Complete BIN	2 3			
	Street Address of Debtor (No. and Street, City, and State): 2302 Parklake Drive, Suite 400 Decatur, GA ZIP CODE 30346				Street Addre	ss of Joint Deb	or (No. and Stree		XEOUS FIN			
ľ	County of	Residence or o	f the Principal I	Place of Busin	P66,	County	County of R	esidence or of t	ne Principal Place		P CODE O	Serk Serk
	Mailing A	ddress of Debte	or (if different fi	rom street add	ress):	······	Mailing Add	ress of Joint De	btor (If different	_	COPY TEST D D. I	Deputy Cl
ł	Location	of Principal Ass	ets of Business	Debtor (if dif	ZIP CO	ot address above)	<u> </u>			1	H CODE > C	
ŀ		Type	of Debtor		T	Nature of Busin	iess	7 c	hapter of Bankr		der-Which	
		(Form of (Organization) one box.)		(Check one				the Petition is	Filed (Check o	1003.)	BY:
	See I	vidual (includes Exhibit D on pa poration (includ norship or (If debtor is n ck ihis box and s	s Joint Debtors) ige 2 of this form ies LLC and LL not one of the ab	n. P) pove entities,	Single 11 U. Railre Stock	h Care Business e Asset Real Bata S.C. § 101(51B) oad cbroker nodity Broker ing Bank	te as dofined in	Chap Chap Chap Chap Chap	ler 9 ler 1 1 ler 1 2	Recognition Main Process	of a Foreign ding elition for of a Foreign	M
ı	5.100		,, ,, , , , , , , , , , , , , , ,	-1, 00101117	Clear Clear Cher					re of Debts ok one box.)		
	·				☐ Debte	Tax-Exempf En heek box, if appli or is a tax-exempt Title 26 of the U (the Internal Rev	cable.) Organization Inited States	debts, d § 101(8 individu	re primarily consu- ofined in 11 U.S.() as "incurred by and primarily for a I, family, or bous	amer 🗹 Del C, bus an	bis are primarily siness debts.	
İ			Filing Fee	(Check one bo).x.)		Charlenal		Chapter 11 D	ebtors		
١	☑ Full	Filing Fee attac	ched.				Check one I		ness debtor as def	ined in 11 U.S.	C, § 101(51D).	
	sign	ng Fee to be paid ed application f ple to pay fee ex	or the court's co	onsideration c	ertifying that th	nly). Must attach to debtor is ficial Form 3A.	Check if:				J.S.C, § 101(51D).	
		ig Fee walver re ch signed applic					insider Cheek all ap	s or affiliates) a pplicable boxes is being filed v	ro less than \$2,19 : vith this potition.	0,000.		
Į									lanco with 11 U.S		t one or more classes	
	Statistical	i/Administrativ			a for distribust-	on to unsecured er	adion				THIS SPACE IS FOR COURT USE ONLY	
		Debtor estimated distribution to	tes that, after an unsecured cred	y exempt prop		ed and administra		ld, there will be	no funds availabl	¢ for		
I	Estimated 1-49	Number of Cre	100-199	□ 200-999	1,000- 5,000	5,001-	10,001~	25,001- 50,000	50,001- 100,000	Over 100,000		
	Estimated \$ 50 to \$ 50,000	Assots \$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100	\$100,000,001 to \$500 million	5500,000,001 to \$1 billion	More than		
	Estimated \$0 to \$50,000	Linbilities \$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		

#1

B 1 (Official Form 1) (1/08)		Page 2				
Voluntary Petition (This page must be completed and filed in every case.)	Name of Debter(s): Terminal Services	s LLC				
All Prior Bankruptcy Cases Filed Within Last 8 Years (if more than two, attach additional sheet.)						
Location Where Filed: See Attachment B	Case Number:	Date Filed;				
Location Whore Filed:	Case Number:	Date Filed:				
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affili						
Name of Debtor: See Attachment A	Case Number:	Date Filed:				
District of Delaware	Relationship:	Judge:				
Exhibit A (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.)	is an individual onsumer debts.) of foregoing petition, dectare that I may proceed under chapter 7, 11, and have explained the relief certify that I have delivered to the (b).					
Exhibit A is attached and made a part of this petition.	x					
	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 pu	iblic health or safety?				
Yes, and Exhibit C is attached and made a part of this petition.		.				
☑ No.						
Exhibit	D C					
(To be completed by every individual debtor. If a joint petition is filed	l, each spouse must complete and attac	ch a separate Exhibit D.)				
☐ Exhibit D completed and signed by the debtor is attached and	made a part of this petition.					
If this is a joint petition:						
Exhibit D also completed and signed by the joint debtor is atta	ched and made a part of this petition.					
Information Regarding t (Check any appli						
Debtor has been domiciled or has had a residence, principal place of precoding the date of this petition or for a longer part of such 180 da	business, or principal assets in this District for	180 days immediately				
There is a bankruptcy osse concerning debtor's affiliate, general part	mer, or partnership pending in this District.					
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.)						
Landlord has a judgment against the debtor for possession of debt	tor's residence. (If box checked, complete the f	bilowing.)				
	(Name of landlord that obtained judgment)					
	(Address of landlord)					
Debtor claims that under applicable nonbankruptcy law, there are cutire monetary default that gave rise to the judgment for possess						
Debtor has included with this petition the deposit with the court of filing of the petition.	of any rent that would become due during the 30	O-day period after the				
Debtor certifies that he/she has served the Landlord with this cert	tification. (11 U.S.C. § 362(1)).					

Neme of Debtor(s): Terminal Services, LLC atures Signature of a Poreign 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)
Signature of a Poreign 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.
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.
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.
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 potition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
(Printed Name of Foreign Representative)
Date
DAN
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 preparer. 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 bankruptoy 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 13 U.S.C. § 110.) Address
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

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.
- Allied Freight Broker LLC
- 4. Allied Systems (Canada) Company
- 5. Allied Systems, Ltd. (L.P.)
- 6. Axis Areta, LLC
- 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

Indianour de la la la la la la la la la la la la la	Lateration of the form	Tark Renadiation	Ding Talled	Staniqf (1)
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-сгт	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 re:	Chapter 11
TERMINAL SERVICES LLC,	Case No. 12 (CSS)
Debtor.	-

TAX I.D. No. 91-0847582

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.

Termin	ıal Ser	vices	1.1.6

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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 guardlan, 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.)	CONTENGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
ı	CENTRAL STATES PENSION FUND ATTN: LILI RILEY 5503 NORTH CUMBERLAND ROAD CHICAGO, IL 60656	CBNTRAL 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	PEGC - JANESVILLE PENSIONS ATTN; FRANK A. ANDERSON OFFICE OF CHIEF COUNSEL 1200 K, STREBT 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			х	\$3,919,631.29
3	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE I WALL STREET BURLINGTON, MA 01803-4768	NEW ENGLAND TEAMSTERS PENSION FUND ATTN: CHARLES LANGONE J WALL STREET BURLINGTON, MA 01803-4768 TEL: 781-345-4400 PAX: 781-345-4402	PENSION				\$2,076,181.00
4	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATIN: LEGAL DEPT. PO BOX 35656 NEWARK, NJ 07193-5656	NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA ATTN: LEGAL DEPT, PO BOX 35656 HBWARK, NJ 07193-5656 TEL: 212-770-7000 PAX: 212-458-7083	Insurance expense				\$1,679,193.31

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Debtor

Care No. (If known)

comple	ne of creditor and ete malling address, cluding 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	UNIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
ASSEMBLY		PORD MOTOR COMPANY/CLAIMS BODY & ASSEMBLY ATTH: SHARON ZIOLKOWSKI PO BOX 674061 DETROIT, MI 48267-4061 TBL: 313-390-9653 FAX: 502-570-4420	CARGO CLAIMS				\$633,078.56
ATTN: REBE PO BOX 1166	PORTATION - ATL116628 CCA SNYDER 128 IA 30368-6628	CSX TRANSPORTATION - ATL/16628 ATTN: REBECCA SNYDER PO BOX 116628 ATLANTA, QA 30368-6628 TEL: 904-279-3885	TRADE PAYABLE				\$480,769.11
7 ALASKAN PI ATTN; ELAD 520 EAST 34 ANCHORAG	VE LEWIS TH AVENUE STE, 107	ALASKAN PENSION FUND ATTH: ELAINE LEWIS 520 EAST 34TH AVENUE STE, 107 ANCHORAGE, AK 99503 TEL: 800-478-4450 FAX: 907-565-8338	PENSION				\$459,865.00
CANADA ATTN; NELJA	TON ST BAST	ROYAL & SUNALLIANCE INSURANCE CANDA ATTIN: NEUIA LABARDA 10 WELLINGTON ST EAST TORONTO, ON M5E 1L5 CANADA TEL: 416-366-7511 FAX: 416-367-9869	INSURANCE EXPENSE				\$435,816.56
ATTN: LAW		GM OF CANADA LTD - ALZS ATTN: LAWRIE WILLIAMS 1908 COLONEL SAM DRIVE ATTN: CASHIER 007-002 OSHAWA, ON LJH8P7 CANADA TEL: 905-644-6701 FAX: 905-644-1543	CARGO CLAIMS				\$366,599.71

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Terminal	Dervices	

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14-	(しつじ

Debtor

Case No. (If known)

Name of creditor and complete mailing address, including zip code.	Name, telophone number and complete mailing address, including zip code, of employee, agent, or department of ereditor familiar with claim who may be contacted	Nature of elaim (trade debt, bank loan, government contract, etc.)	CONTINGENT	CHARGEDOLIND	DISPUTED	AMOUNT OF CLAIM (If secured also state value of security)
10 MICHELIN TIRB N.A./ATLANTA ATTN: YIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860	MICHBLIN TIRB N.A./ATLANTA ATTN: VIOLA LANE PO BOX 100860 ATLANTA, GA 30384-0860 TEL: 864-458-6444 FAX: 864-458-5538	TRADEPAYABLE				\$323,656,34
11 TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET WEST, 3RD PL. TORONTO, ON MSHIP9 CANADA	TOKIO MARINE NICHIDO FIRE INSURANCE ATTN: TIMOTHY J. DOONAN 105 ADELAIDE SREET 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				5275,013,00
13 LATHAM & WATKINS LLP PO BOX 894256 LOS ANGELES, CA 90189-4256	LATHAM & WATKINS LLP PO BOX 894256 LOS ANQELES, 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 90309-2722 TEL: 310-468-7224 FAX: 310-463-2736	CARGO CLAIMS				5216,324.96

Terminal Services, LLC	12(CSS)
Debtor	Case No. (II known)

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 dobt, bank loan, government contract, etc.)	CONTINGENT	CETACUDATED	DISPUTED	AMOUNT OF CLAIM (if socured also state value of sceurity)
15 NEW YORK CITY DEPT. OF FINANCE ATTN: LEGAL DEPARTMENT 65 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 PLOOR 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	REMT EXPENSE				\$171,485.6}
18 THE NORTHERN TRUST COMPANY OF CANADA ATTH: LEGAL DEPARTMENT 145 KING STREET WEST, SUITE 1910 TORONTO, ON MSH 1JB 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 PAX: 734-325-7167	PAYABLE				\$168,205.43

Terminal Services. LLC	12(CSS)
Debtor	Case No. (If known)

Name of creditor und complete mailing address, including zip code.	Name, telephone number and complete malling address, including zip code, of employee, agent, or department of creditor familiar with claim who may be confacted	Nature of claim (trade debt, bank loan, government cantract, 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 ATTH: SCOTT MCMILLAN 100 RENAISSANCH CENTER, 16TH FLOOR M/C 482-A16-C76 DETROIT; MI 48265	GENERAL MOTORS HOLDINGS LLC, GENERAL MOTORS LLC & GENERAL MOTONS OF CANADA LLC ATTN: SCOTT MCMILLAN 100 RENAISSANCE CENTER, 16TH FLOOR MIC 482-AI6-C76 DETROIT, MI 48265 TEL: 586-899-2557	LITIGATION .		х	х	\$0.00

In re:	Chapter 11
TERMINAL SERVICES LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 91-0847582	

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 re:	Chapter 11
TERMINAL SERVICES LLC,	Case No. 12 (CSS)
Debtor.	
TAY ID No 01,0847582	

LIST OF EQUITY SECURITY HOLDERS

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

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

In re:	Chapter 11
TERMINAL SERVICES LLC,	Case No. 12 (CSS)
Debtor.	-
TAX I.D. No. 91-0847582	

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 re:	Chapter 11
TERMINAL SERVICES LLC,	Case No. 12 (CSS)
Debtor.	
TAX I.D. No. 91-0847582	

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

TERMINAL SERVICES LLC,

Chapter 11

Case No. 12-____ (CSS)

Debtor.

TAX I.D. No. 91-0847582

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 re:	Chapter 11
TERMINAL SERVICES LLC,	Case No. 12(CSS)
Debtor.	,
TAX I.D. No. 91-0847582	

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 2. 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

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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 (iy) 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

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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.

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

Dated as of the day of June 2012.

John F. Blount, Manager

Scott Macaulay, Manager

referred to in the sworn before me. this ...

ORIGINAL

STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

ALLIED SYSTEMS HOLDINGS, INC.,

Alleged Debtor.

In re:

ALLIED SYSTEMS, LTD. (L.P.),

Alleged Debtor.

Chapter 11

Case No. 12-11564 (CSS)

Re: Docket Nos. 1 & 🔑

Chapter 11

Case No. 12-11565 (CSS)

Re: Docket Nos. 1 & 🛵

DAVID D. BIRD, CLERI

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 //, 2012

Wilmington, Delaware

BLE CHRISTOPHER S. SONTCHI UNITED STATES BANKRUPTCY JUDGE

	Court File No.: 12-CV-
IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED	GEMENT ACT,
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	., ALLIED SYSTEMS (CANADA) COMPANY, JISTED 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	R SECTION 46 OF THE COMPANIES' CREDITORS
	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