

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

THIRD 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, 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 for relief filed against each of them pursuant to chapter 11 of title 11 of the United


States Code with the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) (the “**Chapter 11 Proceeding**”).

3. On June 12, 2012, the US Court for the District of Delaware in the Chapter 11 Proceeding made an Order authorizing Allied Systems US to act as the foreign representative of the Chapter 11 Debtors pursuant to section 1505 of the Bankruptcy Code (the “**Foreign Representative Order**”). A copy of the Foreign Representative Order is attached hereto as Exhibit “A”.

4. A certified copy of the Foreign Representative Order will be filed with the Court.

5. 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
12th day of June, 2012.



Commissioner for Taking Affidavits



CHRISTOPHER J. EUSTACE

SCHEDULE A – APPLICANTS

Allied Systems Holdings, Inc.

Allied Automotive Group, Inc.

Allied Freight Broker LLC

Allied Systems (Canada) Company

Allied Systems, Ltd. (L.P.)

Axis Areta, LLC

Axis Canada Company

Axis Group, Inc.

Commercial Carriers, Inc.

CT Services, Inc.

Cordin Transport LLC

F.J. Boutell Driveway LLC

GACS Incorporated

Logistic Systems, LLC

Logistic Technology, LLC

QAT, Inc.

RMX LLC

Transport Support LLC

Terminal Services LLC

This is Exhibit "A" referred to in the
affidavit of CHRISTOPHER F. STALE
sworn before me, this 12th
day of June 20 12

ORIGINAL

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

In re:

**ALLIED SYSTEMS HOLDINGS, INC., et al.,¹
Debtors.**

Chapter 11

Case No. 12-11564 (CSS)

(Jointly Administered)

Re: Docket No. 71

**ORDER AUTHORIZING ALLIED SYSTEMS HOLDINGS, INC.
TO ACT AS FOREIGN REPRESENTATIVE OF THE DEBTORS**

Upon the motion (the "Motion") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), pursuant to Section 1505 of Title 11 of the United States Code (the "Bankruptcy Code"), for authorization for Allied Systems Holdings, Inc. to act as the foreign representative of the Debtors in Canada in order to seek recognition of the Chapter 11 Cases² on behalf of the Debtors, and to request that the Ontario Superior Court of Justice (Commercial List) (the "Ontario Court") lend assistance to this Court in protecting the Debtors' property, and to seek any other appropriate relief from the Ontario Court that the Ontario Court deems just and proper, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to

¹ The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: Allied Systems Holdings, Inc. (58-0360550); Allied Automotive Group, Inc. (58-2201081); Allied Freight Broker LLC (59-2876864); Allied Systems (Canada) Company (90-0169283); Allied Systems, Ltd. (L.P.) (58-1710028); Axis Areta, LLC (45-5215545); Axis Canada Company (87568828); Axis Group, Inc. (58-2204628); Commercial Carriers, Inc. (38-0436930); CT Services, Inc. (38-2918187); Cordin Transport LLC (38-1985795); F.J. Boutell Driveaway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). The location of the Debtors' corporate headquarters and the Debtors' address for service of process is 2302 Parklake Drive, Bldg. 15, Ste. 600, Atlanta, Georgia 30345.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

28 U.S.C. §§ 1408 and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Allied Systems Holdings, Inc. is hereby authorized (a) to act as the foreign representative of the Debtors, (b) to seek recognition by the Ontario Court of the Chapter 11 Cases and of certain orders made by the Court in the Chapter 11 Cases from time to time, (c) to request that the Ontario Court lend assistance to this Court, and (d) to seek any other appropriate relief from the Ontario Court that the Debtors deem just and proper.
3. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the Motion or otherwise deemed waived.
4. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Local Rule 6004(a) and the Local Rules are satisfied by such notice.
5. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. This Court shall retain jurisdiction to interpret and enforce this Order.

Dated: June 12, 2012
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

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**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto, Ontario, Canada

**THIRD 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