

**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**

**MOTION RECORD  
(RECOGNITION OF CLAIMS BAR DATE ORDER)  
(Motion returnable: June 21, 2013)**

June 17, 2013

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# TAB 1

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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**APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF  
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS  
AMENDED**

**NOTICE OF MOTION  
(Recognition of Claims Bar Order)  
(Returnable June 21, 2013)**

Allied Systems Holdings, Inc. ("**Allied US**", the "**Applicant**" or the "**Foreign Representative**"), in its capacity as foreign representative of Allied US, Allied Systems (Canada) Company ("**Allied Canada**"), Axis Canada Company ("**Axis Canada**") and those other entities listed on Schedule "A" hereto (the "**Chapter 11 Debtors**") will make a motion to Justice Morawetz on June 21, 2013, at 10:00am at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR AN ORDER:**

1. recognizing an order issued by the United States Bankruptcy Court for the District of Delaware (the "**US Court**") on May 29, 2013 establishing the deadline for filing proofs of claim and approving the form and manner of notice thereof (the "**US Claims Bar Date Order**");

2. authorizing Duff & Phelps Canada Restructuring Inc., as Information Officer, to publish a Notice of the Claims Bar Dates (as defined below), substantially in the form attached to the Sixth Report, on one occasion in the *Globe and Mail* (National Edition) on a date that is at least twenty-one (21) days before the Claims Bar Dates; and
3. such further relief as may be required in the circumstances and this Honourable Court deems just and equitable.

**THE GROUNDS FOR THE MOTION ARE:**

**BACKGROUND INFORMATION**

4. On June 10, 2012, the Chapter 11 Debtors filed involuntary and voluntary petitions with the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) pursuant to Chapter 11 of title 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”);
5. The Chapter 11 Debtors commenced proceedings pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), pursuant to the Initial Recognition Order dated June 12, 2012 granted by this Court;
6. In the orders granted by this court thereafter (the “**Orders**”), *inter alia*: (a) the Chapter 11 Cases were recognized as a “foreign main proceeding” pursuant to Part IV of the CCAA; (b) Allied US was appointed as the foreign representative of the Chapter 11 Debtors; (c) certain orders made in the US Court dated June 12, 2012 were recognized; and (d) Duff & Phelps Canada Restructuring Inc. was appointed as the information officer (the “**Information Officer**”);
7. The Chapter 11 Debtors continue to work with their financial advisor, Rothchilds Inc., in respect of restructuring efforts. At this time, the Chapter 11 Debtors are in negotiations with their prepetition secured and unsecured creditors with a view to reaching a workable agreement in order to permit the Chapter 11 Debtors to sell all or substantially all of their assets;

## THE US ORDER

8. On May 28, 2013, the Chapter 11 Debtors filed a certification of counsel for an order: (a) establishing bar dates for filing proofs of claim; (b) approving the form and manner for filing proofs of claim; and (c) approving notice thereof;
9. The US Court granted the US Claims Bar Date Order, which establishes that:
  - (a) the general bar date to file proofs of claim for prepetition claims is August 2, 2013; and
  - (b) the bar date for governmental units to file proofs of claim for prepetition claims is November 30, 2013.(collectively, the “**Claims Bar Dates**”);
10. If an entity that is required to file a Proof of Claim fails to do so on or before the applicable Bar Date, they shall be precluded from voting on any plan filed in these Chapter 11 Cases and/or receiving distributions from the Chapter 11 Debtors on account of such claims in these Chapter 11 Cases;

## NOTICE OF CLAIMS BAR DATE

11. In accordance with Part V of the US Claims Bar Date Order, Bar Date Notices were mailed by Chapter 11 Debtors to their known creditors on June 3, 2013. Part V of the US Claims Bar Date Order also requires the Chapter 11 Debtors to publish the Claims Bar Dates on one (1) occasion in the *New York Times* on a date at least twenty-one (21) days before the Claims Bar Dates;
12. The Information Officer also intends to publish a notice of the Claims Bar Dates in the form attached as an Exhibit to the Sixth Report in the Globe and Mail (National Edition) at least twenty-one (21) days before the Claims Bar Dates and upon approval of such publication by this court;

## GENERAL

13. The provisions of the CCAA;

14. Such further and other grounds as counsel may advise and this Honourable Court may permit;

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the application:

1. The affidavit of Scott Macaulay sworn June 17, 2013;
2. The Sixth report of the Information Officer to be filed; and
3. Such further and other materials as counsel may advise and this Honourable Court may permit.

June 17, 2013

**GOWLING LAFLEUR HENDERSON LLP**

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Lawyers for the Applicant

**TO: THE ATTACHED SERVICE LIST**



**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

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APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF THE  
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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(as at June 17, 2013)**

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC. 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

Court File No.: 12- CV-9757-00CL

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

Proceeding commenced at Toronto, Ontario Canada

**NOTICE OF MOTION**  
**(Recognition of Claims Bar Order)**  
**(Returnable June 21, 2013)**

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## **TAB 2**

Court File No.: 12- CV-9757-00CL

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
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**APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF  
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AMENDED**

**AFFIDAVIT OF SCOTT MACAULAY  
(Recognition of Claims Bar Date)  
(Sworn June 17, 2013)**

**I, Scott Macaulay, of the City of Snellville in the State of Georgia, MAKE OATH  
AND SAY:**

1. I am the senior vice president and chief financial officer of Allied Systems Holdings, Inc. ("**Allied US**") and the vice president and treasurer of Allied Systems (Canada) Company ("**Allied Canada**") and the treasurer of Axis Canada Company ("**Axis Canada**", together with Allied Canada, the "**Canadian Debtors**"). Overall, I have been an employee of Allied for the last fifteen (15) years. As such, I have personal knowledge of the matters to which I hereinafter depose in this Affidavit. Where I do not possess personal knowledge, I have stated the source of my information and, in all such cases, believe it to be true.
2. This Affidavit is sworn in support of a motion by Allied US in its capacity as foreign representative (the "**Applicant**") of Allied US, Allied Canada, Axis Canada and those other companies listed on Schedule "A" hereto (collectively, "**Allied**", the "**Allied Group**" or the "**Chapter 11 Debtors**") for an Order:

- (i) recognizing an order issued by the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) on May 29, 2013 establishing the deadline for filing proofs of claim and approving the form and manner of notice thereof (the “**US Claims Bar Date Order**”), a copy of which is attached hereto as Exhibit “A”; and
  - (ii) seeking authorization for Duff & Phelps Canada Restructuring Inc., as Information Officer, to publish a Notice of the Bar Dates, substantially in the form attached to the Sixth Report, on one occasion in the Globe and Mail (National Edition) on a date that is at least twenty-one (21) days before the Bar Dates.
3. All capitalized terms used herein and not otherwise defined shall have the meanings given to them in the US Claims Bar Date Order (unless otherwise indicated).

## BACKGROUND

4. On June 10, 2012 (the “**Petition Date**”), 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 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 Bankruptcy Code with the US Court. The cases commenced or consented to by the Chapter 11 Debtors in the US Court shall be referred to herein as the “**Chapter 11 Cases**”.
5. The Chapter 11 Debtors commenced proceedings pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (“**CCAA**”), as amended pursuant to the Initial Recognition Order dated June 12, 2012 granted by this Court, which among other things: (i) recognized Allied US as the “foreign representative” of the Chapter 11 Debtors; (ii) declared the Chapter 11 Cases to be a “foreign main proceeding” pursuant to Part IV of the CCAA; and (iii) stayed all proceedings against the Chapter 11 Debtors. Thereafter, this Court granted a Supplemental Order dated June 13, 2012 (as amended

and restated, the **"Supplemental Order"**) which, amongst other things, recognized certain orders made in the US Court immediately after the Petitions.

6. On April 22, 2013, Justice Morawetz granted an Order, which amongst other things: (i) authorized Allied Canada to indemnify its current and future directors (**"Allied Canada's Directors"**) for certain liabilities that may arise as a result of their obligations under the Canada Labour Code (R.S.C., 1985, c. L-2) (**"CLC Liabilities"**); (ii) granted a charge in favour of Allied Canada's Directors up to a maximum amount of \$1.4 million for potential CLC Liabilities owing to the National Automobile, Aerospace, Transportation and General Workers Union of Canada; and (iii) granted a charge in favour of Allied Canada's Directors up to a maximum amount of \$570,000 for potential CLC Liabilities owing to non-unionized workers.

#### **CURRENT STATUS**

7. The Chapter 11 Debtors continue to work with their financial advisor, Rothchild Inc., in respect of Allied's restructuring efforts. At this time, the Chapter 11 Debtors are in negotiations with their prepetition secured and unsecured creditors to reach a consensual agreement in order to permit the Chapter 11 Debtors to proceed with a process to sell all or substantially all of their assets.
8. On account of the intention of the Chapter 11 Debtors to conduct a sale of their assets, the Chapter 11 Debtors obtained the US Claims Bar Date Order for the purpose of (i) setting a bar date requiring any person or entity having claims against any of the Chapter 11 Debtors in order to file proofs of claim in the Chapter 11 Cases and (ii) in order to provide a basis on which to commence a formal claims reconciliation process in the Chapter 11 Cases as may be required.

#### **ORDER UNDER CERTIFICATION OF COUNSEL UNDER THE BANKRUPTCY CODE**

9. On May 28, 2013, the Chapter 11 Debtors filed with the US Court a certification of counsel (**"Certification of Counsel"**) for an order: (i) establishing bar dates for filing proofs of claim; (ii) approving the form and manner for filing proofs of claim; and (iii)

approving notice thereof. A copy of the Certification of Counsel is attached hereto as Exhibit "B".

10. The certification of counsel was filed pursuant to Section 502(b)(9) of the Bankruptcy Code, Bankruptcy Rules 2002(a)(7), (f), (l) and 3003(c)(3) and Local Rule 2002-1(e) Establishing the Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof.
11. Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the US Court required the following to be met in order to grant the request for a claims bar date without notice and a hearing:
  - (a) The request gives 14 days notice to the United States Trustee and the Official Committee of Unsecured Creditors;
  - (b) The request is filed after the Schedules and Statement of Financial Affairs have been filed and the 11U.S.C. 341(a) meeting of creditors has been held; and
  - (c) The request provides that the bar date shall not be less than 60 days from the date that notice of the bar date is served (and not less than 180 days from the order for relief for governmental units).
12. The Chapter 11 Debtors satisfied the criteria provided above and accordingly, the US Claims Bar Date Order was granted on May 29, 2013 without further notice or a hearing.

**US ORDER ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

13. The US Claims Bar Date Order establishes, *inter alia*, the following:
  - (a) The bar date to file proofs of claim for prepetition claims is August 2, 2013 (the "**Claims Bar Date**"); and
  - (b) The bar date for governmental units to file proofs of claim for prepetition claims is November 30, 2013 (together with the Claims Bar Date, the "**Bar Dates**").

14. In addition, any entity asserting a claim (whether secured or unsecured) against the Chapter 11 Debtors that arose (a) with respect to Allied Systems Holdings, Inc. and Allied Systems Ltd. (L.P.) before May 17, 2012 and (b) with respect to the remaining Chapter 11 Debtors before the Petition Date, will be required to file an original, written proof of claim substantially in the forms attached as Exhibits to the US Claims Bar Date Order, with the exception of the parties listed under Paragraph 4 of the US Claims Bar Date Order. Certain of the schedules of parties described in Paragraph 4 may be amended from time to time to add or remove parties.
15. If an entity that is required to file a Proof of Claim fails to do so on or before the applicable Bar Dates, they will be precluded from voting on any plan filed in the Chapter 11 Cases and/or receiving distributions from the Chapter 11 Debtors on account of such claims in the Chapter 11 Cases.

#### **NOTICE OF BAR DATES**

16. In accordance with Part V of the US Claims Bar Date Order, Bar Date Notices were mailed by the Chapter 11 Debtors to its known creditors on June 3, 2013. Part V of the US Claims Bar Date Order also requires the Chapter 11 Debtors to publish notice of the Bar Dates on one (1) occasion in the New York Times on a date at least twenty-one (21) days before the Bar Dates.
17. The Information Officer also intends to publish a notice of the Bar Dates in the form attached as an Appendix to the Sixth Report, in the Globe and Mail (National Edition) at least twenty-one (21) days before the Bar Dates and upon approval of such publication by this Court.

#### **CONCLUSION**

18. I believe that recognition of the US Claims Bar Date Order by this Honourable Court is necessary for the protection of the Chapter 11 Debtors' property and the interests of the Chapter 11 Debtors' creditors in Canada.

- 6 -

SWORN before me at the City of Atlanta )  
in the State of Georgia )  
this 17<sup>th</sup> day of June, 2013 )

Dianna S. Capps  
Commissioner for Taking Affidavits or Notary

Scott Macaulay  
SCOTT MACAULAY

**Dianna S Capps**  
**NOTARY PUBLIC**  
**DeKalb County, GEORGIA**  
**My Commission Expires**  
**3/7/2017**

**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



# TAB A

u A11  
 This is Exhibit ..... referred to in the  
 affidavit of Scott Macaulay  
 sworn before me, this 17<sup>th</sup>  
 day of June 2012

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF DELAWARE

In re:

ALLIED SYSTEMS HOLDINGS, INC., et al.,<sup>1</sup>  
 Debtors.

Chapter 11

Case No. 12-11564 (CSS)

Jointly Administered

Re: Docket No. \_\_\_\_\_

William S. Papp  
 A COMMISSIONER FOR TAKING AFFIDAVITS

**ORDER PURSUANT TO SECTION 502(b)(9) OF THE BANKRUPTCY CODE,  
 BANKRUPTCY RULES 2002(a)(7), (f), (i) AND 3003(c)(3), AND LOCAL RULE 2002-1(e)  
 ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the request of the above-captioned debtors and debtors-in-possession (the "Debtors") under certification of counsel for an order (this "Order") establishing a bar date (the "Bar Date") for filing proofs of claim under Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of United States Bankruptcy Court for the District of Delaware (the "Court"); the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the estate, its creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Bar Date to the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and the Official Committee of Unsecured Creditors

<sup>1</sup> 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); Cordia 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.

(the "Committee"); and after due deliberation and sufficient cause appearing therefor, it is  
HEREBY ORDERED THAT:

**I. The Bar Dates and Procedures for Filing Proofs of Claim.**

1. Each entity<sup>2</sup> that asserts against the Debtors a claim that arose (a) with respect to Allied Systems Holdings, Inc. and Allied Systems Ltd. (L.P.) before May 17, 2012 and (b) with respect to the remaining Debtors, June 10, 2012 (collectively, the "Petition Date," as applicable to each respective Debtor) shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as Exhibit 1 (the "Proof of Claim Form") or Official Form No. B 10.<sup>3</sup> Except in the cases of governmental units and certain other exceptions explicitly set forth herein, all Proofs of Claim must be filed so that they are actually received on or before August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time (the "Claims Bar Date"), at the addresses and in the form set forth herein.

The Claims Bar Date applies to all types of claims (whether secured, unsecured priority, or unsecured non-priority) against the Debtors that arose (or are deemed to have arisen) before the Petition Date.

2. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any one or more of the

---

<sup>2</sup> Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein, (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code, and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

<sup>3</sup> Copies of Official Form No. B 10 may be obtained by: (a) visiting the Debtors' restructuring website at <http://www.omnimgt.com/alliedsystems>; (b) writing to the Debtors' Claims Agent (as defined below) at Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite # 100, Woodland Hills, CA 91367; and/or (c) visiting the website maintained by the Court at <http://www.deb.uscourts.gov/>.

Debtors was a party, must file such Proofs of Claim so they are actually received on or before November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time (the "Governmental Bar Date" and together with the Claims Bar Date, the "Bar Date" or "Bar Dates" as may be applicable), at the addresses and in the form set forth herein.

3. All Proofs of Claim must be filed so as to be actually received by the Debtors' claims agent, Rust Consulting/Omni Bankruptcy (the "**Claims Agent**"), the notice and claims agent retained in these chapter 11 cases on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein). If Proofs of Claim are not received by the Claims Agent on or before the Claims Bar Date, or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases, as more fully discussed herein.

## **II. Parties Exempted from the Bar Date.**

4. The following categories of claimants shall not be required to file a Proof of Claim by the Bar Date:

- any entity that already has filed a signed Proof of Claim against the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B 10;
- any entity whose claim is listed on the Schedules of Assets and Liabilities (the "**Schedules**") if (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;
- a holder of a claim that has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

- any wholly-owned affiliate having a claim against the Debtors;
- a current employee or director of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit and such ordinary course claim has been paid; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any present or former employee of one of the Debtors (and, with respect to benefits claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries and benefits authorized to be paid by order of this Court, including but not limited to the *Interim Order Authorizing Payment of Pre-petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees and Independent Contractors* [Docket No.110] and the *Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to Commencement of Chapter 11 Cases, and Other Compensation to Employees, Owner-Operators, and Independent Operators, and Other Compensation to Employees and Independent Contractors* [Docket No. 213] unless the Debtors have provided written notice to an employee that it does not intend to exercise authority to pay such claim, in which case the employee or labor union representing such employee shall have until the later of (i) the General Bar Date or (ii) thirty (30) days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must submit claims for grievances to the extent the grounds for such grievances arose on or before the Petition Date, provided, however, that labor unions may submit a claim itemizing such grievances on behalf of their members;
- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration; provided, however, that any person or entity asserting a claim under section 503(b)(9) of the Bankruptcy Code must submit such section 503(b)(9) claim on or before the Claim Bar Date.

### III. Substantive Requirements of Proofs of Claim.

5. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10;

and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.

- **Original Signatures Required.** Only original Proofs of Claim will be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

- **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than ten (10) days from the date of such request.

- **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Claims Agent on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 DeSoto Avenue, Suite #100  
Woodland Hills, CA 91367

- **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claim Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to Claims Agent).

**IV. Identification of Known Creditors.**

6. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to its known creditors, and such mailing shall be made to the last known mailing address for each such creditor.

**V. Procedures for Providing Notice of the Bar Date.**

**A. Mailing of Bar Date Notices.**

7. No later than ten (10) business days after the Court enters this Order, the Debtors shall serve a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 2** (the “**Bar Date Notice**”) and a Proof of Claim Form (together, the “**Bar Date Package**”) to the following entities:

- the U.S. Trustee;
- all creditors and other known holders of claims against the Debtors as of the date of this Order, including all entities listed in the Schedules as holding claims against the Debtors;
- all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of this Order;
- all entities that have filed proofs of claim in these chapter 11 cases as of the date of this Order;
- all known equity and interest holders of the Debtors as of the date this Order is entered;
- all entities who are party to executory contracts and unexpired leases with the Debtors;
- all entities who are party to litigation with the Debtors;
- the District Director of the Internal Revenue Service for the District of Delaware;
- all other taxing authorities for the jurisdictions in which the Debtors maintains or conducts business;
- the Pension Benefit Guaranty Corporation; and
- the Securities and Exchange Commission.

8. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that (a) notices are returned by the post office with forwarding addresses, (b) certain parties acting on

behalf of parties in interest (e.g., banks and brokers with respect to bondholders and equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to twenty-one (21) days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

9. The Debtors are not required to mail Bar Date Packages to any wholly-owned affiliate having a claim against the Debtors.

B. Publication of Bar Date Notice.

10. The Debtors shall give notice of the Claims Bar Date and the Governmental Bar Date by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall publish the Bar Date Notice, modified for publication in substantially the form attached hereto as Exhibit 3 (the "Publication Notice") on one occasion in the New York Times on a date at least twenty-one (21) days before the Claims Bar Date.

**VI. Consequences of Failure to File a Proof of Claim.**

11. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required, but fails, to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.



**VII. Amendment to Schedules.**

12. If the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in its Schedules, to change the nature or classification of a claim against the Debtors reflected in its Schedules, or to add a new claim to its Schedules, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file a Proof of Claim or amend any previously filed Proof of Claim, if necessary, shall be set as the later of (a) the Claims Bar Date or, as applicable, the Governmental Bar Date or (b) twenty-one (21) days from the date the notice of the Schedule amendment or supplement is given (or another time period as may be fixed by the Court).

13. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

14. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

Dated: May 29 2013  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

B 10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT - DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor:	Case Number:	
NOTE: Do not use this to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		
Name and address where notices should be sent:		<b>COURT USE ONLY</b> <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Telephone Number: _____ email: _____		
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Telephone Number: _____ email: _____		
<b>1. Amount of Claim as of Date Case Filed: \$ _____</b> If all or part of your claim is secured, complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
<b>2. Basis for Claim:</b> (See instruction #2).		
<b>3. Last four digits of any number by which creditor identifies debtor:</b> _____	<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)
<b>4. Secured Claim (See instruction #4)</b> Check the appropriate box if your claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		
Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.</b>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).         </div> <div style="width: 30%;"> <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier— 11 U.S.C. § 507(a)(4).         </div> <div style="width: 30%;"> <input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507(a)(5).         </div> </div> <div style="text-align: right; padding-top: 10px;">Amount entitled to priority: \$ _____</div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).         </div> <div style="width: 30%;"> <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).         </div> <div style="width: 30%;"> <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a)(____).         </div> </div>		
<small>*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>		
<b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

B 10 (Official Form 10) (04/13)

**7. Documents:** Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements, or in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING  
If the documents are not available, please explain:

**8. Signature:** (See instruction #8)

Check the appropriate box.

☐ I am the creditor    ☐ I am the creditor's authorized agent.    ☐ I am the trustee, or the debtor, or their authorized agent.    ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)  
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Company: \_\_\_\_\_  
Address and telephone number (if different from notice address above): \_\_\_\_\_  
\_\_\_\_\_  
Telephone number: \_\_\_\_\_ email: \_\_\_\_\_

(Signature)

(Date)

*Penalty for presenting fraudulent claim:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

### INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

#### Items to be completed in Proof of Claim form

#### Court, Name of Debtor and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

#### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

#### 1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

#### 2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

#### 3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

#### 3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

#### 3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

#### 4. Secured Claim:

Check where the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

#### 5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a)

If any portion of your claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

#### 6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

#### 7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You may also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

#### 8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

B 10 (Official Form 10) (04/13)

DEFINITIONS	INFORMATION
<p><b>Debtor</b> A debtor is the person, corporation, or other entity that has filed a bankruptcy case.</p>	<p>A claim also may be secured if the creditor owes the debtor money (has a right to setoff).</p>
<p><b>Creditor</b> A creditor is the person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101 (10).</p>	<p><b>Unsecured Claim</b> An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.</p>
<p><b>Claim</b> A claim is the creditor's right to receive payment on a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.</p>	<p><b>Acknowledgement of Filing a Claim</b> To receive acknowledgement of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (<a href="http://www.pacer.psc.uscourts.gov">www.pacer.psc.uscourts.gov</a>) for a small fee to view your filed proof of claim.</p>
<p><b>Proof of Claim</b> A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.</p>	<p><b>Offers to Purchase a Claim</b> Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 <i>et seq.</i>), and any applicable orders of the bankruptcy court.</p>
<p><b>Secured Claim Under 11 U.S.C. § 506(a)</b> A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.</p>	<p><b>Claim Entitled to Priority Under 11 U.S.C. § 507(a)</b> Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.</p> <p><b>Redacted</b> A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.</p> <p><b>Evidence of Perfection</b> Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.</p>

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

**In re:**

**ALLIED SYSTEMS HOLDINGS, INC., et al.,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 12-11564 (CSS)**

**Jointly Administered**

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST THE  
ABOVE-CAPTIONED DEBTORS:**

**PLEASE TAKE NOTICE THAT:**

On May 17, 2012, involuntary petitions (the “**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 the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On June 10, 2012, the remaining above-captioned debtors and debtors in possession (together with Allied Holdings and Allied System, the “**Debtors**”) filed voluntary petitions (the “**Voluntary Petitions**”) in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. On June 11, 2012, the Court entered its Order for Relief in Involuntary Cases [Docket No. 88] (the “**Order for Relief**”). 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**.”

On May \_\_, 2013 the Court entered an order [Docket No. [ ]] the (“**Bar Date Order**”) establishing certain dates by which parties holding prepetition claims against any one or more of the Debtors must file proofs of claim (“**Proofs of Claim**”).

For your convenience, enclosed with this notice (this “**Notice**”) is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “**Schedules**”).

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms “persons” and

<sup>1</sup> 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.

"governmental units" are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

## **I. THE BAR DATES.**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these Chapter 11 Cases (the "**Bar Dates**").

The Claims Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against any one or more of the Debtors that arose or are deemed to have arisen prior to such Debtor's respective Petition Date are required to file Proofs of Claim by the Claims Bar Date of August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time. The Claims Bar Date applies to all types of claims against the Debtors that arose prior to such Debtor's respective Petition Date, including secured claims, unsecured priority claims (including claims asserting priority under section 503(b)(9) of the Bankruptcy Code), unsecured non-priority claims, and rejection damage claims for executory contracts and unexpired leases that have already been rejected by order of the Court in these Chapter 11 Cases.

The Governmental Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against any one or more of the Debtors that arose or are deemed to have arisen prior to such Debtor's respective Petition Date are required to file proofs of claim by the Governmental Bar Date of November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time. The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which one or more of the Debtors was a party.

## **II. WHO MUST FILE A PROOF OF CLAIM.**

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to each Debtor's respective Petition Date must file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- any entity whose claim against the Debtors is not listed in the Debtors' Schedules or is listed as contingent, unliquidated, or disputed;

- any entity who desires to participate in these Chapter 11 Cases or share in any distribution in these Chapter 11 Cases; and
- any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount.

### III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need not file Proofs of Claims:

- any entity that already has filed a signed Proof of Claim against the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B 10;
- any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;
- a holder of a claim that has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- any wholly-owned affiliate having a claim against the Debtors;
- a current employee or director of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit and such ordinary course claim has been paid; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the applicable Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any present or former employee of one of the Debtors (and, with respect to benefits claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries and benefits authorized to be paid by order of this Court, including but not limited to the *Interim Order Authorizing Payment of Pre-petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees and Independent Contractors* [Docket No. 110] and the *Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to Commencement of Chapter 11 Cases, and Other Compensation to Employees, Owner-*

*Operators, and Independent Operators, and Other Compensation to Employees and Independent Contractors* [Docket No. 213] unless the Debtors have provided written notice to an employee that it does not intend to exercise authority to pay such claim, in which case the employee or labor union representing such employee shall have until the later of (i) the General Bar Date or (ii) thirty (30) days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must submit claims for grievances to the extent the grounds for such grievances arose on or before the Petition Date, provided, however, that labor unions may submit a claim itemizing such grievances on behalf of their members;

- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration; provided, however, that any person or entity asserting a claim under section 503(b)(9) of the Bankruptcy Code must submit such section 503(b)(9) claim on or before the Claims Bar Date.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than ten (10) days from the date of such request.
- Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be actually received by the Debtors' claims and noticing agent, Rust Consulting/Omni Bankruptcy (the "Claims Agent"), on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:



**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 De Soto Avenue, Suite # 100  
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL  
WILL NOT BE ACCEPTED.**

- Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claims Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to the Claims Agent).

**V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- YOU WILL BE PRECLUDED FROM RECEIVING ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN FOR THE DEBTORS ON ACCOUNT OF THESE CLAIMS.

**VI. AMENDMENTS TO THE DEBTORS' SCHEDULES.**

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against any Debtor reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, to such claim and (b) twenty-one (21) days after the date that on which the Debtors provides notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding claims affected by the amendment must file Proofs of Claim with respect to such claim (the "**Amended Schedules Bar Date**").

**VII. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

### VIII. THE DEBTORS' SCHEDULES.

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

### IX. ADDITIONAL INFORMATION.

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these Chapter 11 Cases are available for inspection free of charge on the Claim Agent's website at <http://www.omnimgt.com/alliedsystems>. The Schedules and other filings in these Chapter 11 Cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in this case also may be examined between the hours of 8:00 a.m. and 4:00 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 8234 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Claims Agent, directly by writing to: Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite #100, Woodland Hills, CA 91367.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Respectfully submitted,

\_\_\_\_\_  
Mark D. Collins (No. 2981)  
Christopher M. Samis (No. 4909)  
Marisa A. Terranova (No. 5396)  
RICHARDS, LAYTON & FINGER, P.A.  
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Wilmington, Delaware 19801  
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E-mail: [collins@rlf.com](mailto:collins@rlf.com)  
E-mail: [samis@rlf.com](mailto:samis@rlf.com)  
E-mail: [terranova@rlf.com](mailto:terranova@rlf.com)

-and-

Jeffrey W. Kelley (GA Bar No. 412296)  
Ezra H. Cohen (GA Bar No. 173800)  
TROUTMAN SANDERS LLP  
Bank of America Plaza  
600 Peachtree Street, Suite 5200  
Atlanta, Georgia 30308-2216  
Telephone No.: (404) 885-3000  
Facsimile No.: (404) 885-3900  
E-Mail: jeffrey.kelley@troutmansanders.com  
E-Mail: ezra.cohen@troutmansanders.com

*Counsel for the Debtors*

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

In re:

ALLIED SYSTEMS HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 12-11564 (CSS)

Jointly Administered

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**THE GENERAL CLAIMS BAR DATE IS AUGUST 2, 2013 AT 12:00 A.M. (MIDNIGHT)  
EASTERN DAYLIGHT TIME**

**THE GOVERNMENTAL CLAIMS BAR DATE IS NOVEMBER 30, 2013 AT 12:00 A.M.  
(MIDNIGHT) EASTERN STANDARD TIME**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**Deadlines for Filing Proofs of Claim.** On May \_\_, 2013, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [ ]] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors-in-possession (the "Debtors"):

DEBTOR	CASE NO.
Allied Systems Holdings, Inc.	12-11564 (CSS)
Allied Systems, Ltd. (L.P.)	12-11565 (CSS)
F.J. Boutell Driveaway LLC	12-11767 (CSS)
Allied Freight Broker LLC	12-11769 (CSS)
Axis Group, Inc.	12-11770 (CSS)
Logistic Technology, LLC	12-11771 (CSS)
Logistic Systems, LLC	12-11772 (CSS)
Allied Systems (Canada) Company	12-11773 (CSS)
Axis Areta, LLC	12-11774 (CSS)
Commercial Carriers, Inc.	12-11775 (CSS)
Transport Support LLC	12-11776 (CSS)
GACS Incorporated	12-11777 (CSS)
RMX LLC	12-11778 (CSS)
QAT, Inc.	12-11779 (CSS)

<sup>1</sup> 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.

DEBTOR	CASE NO.
Terminal Services LLC	12-11780 (CSS)
Cordin Transport LLC	12-11781 (CSS)
CT Services, Inc.	12-11782 (CSS)
Axis Canada Company	12-11783 (CSS)
Allied Automotive Group, Inc.	12-11786 (CSS)

**The Bar Dates.** Subject and pursuant to the Bar Date Order, all entities (except governmental units), including individuals, partnerships, estates, and trusts who have a claim or potential claim against (a) Allied Systems Holdings, Inc. and Allied Systems, Ltd. (L.P.) that arose prior to May 17, 2012 or (b) any one or more of the other Debtors that arose prior to June 10, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time** (the "**General Claims Bar Date**"). Governmental entities who have a claim or potential claim against (a) Allied Systems Holdings, Inc. and Allied Systems, Ltd. (L.P.) that arose prior to May 17, 2012 or (b) any one or more of the other Debtors that arose prior to June 10, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time** (the "**Governmental Bar Date**").

**ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE GENERAL CLAIMS BAR DATE OR GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION.**

**Filing a Proof of Claim.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Debtors' notice and claims agent, Rust Consulting/Omni Bankruptcy (the "**Claims Agent**") on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 De Soto Avenue, Suite #100,  
Woodland Hills, CA 91367

**Contents of Proofs of Claim.** Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (v) include as attachments any and all supporting documentation on which the claim is based.

**Additional Information.** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) visiting the Debtors' restructuring website at: <http://www.omnimgt.com/alliedsystems>; and/or (ii) writing to the Claims Agent at Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite #100, Woodland Hills, CA 91367. **Please note that the Claims Agent cannot offer legal advice or advise whether you should file a proof of claim.**

Respectfully submitted,

---

Mark D. Collins (No. 2981)  
Christopher M. Samis (No. 4909)  
Marisa A. Terranova (No. 5396)  
RICHARDS, LAYTON & FINGER, P.A.  
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E-mail: samis@rlf.com  
E-mail: terranova@rlf.com

-and-

Jeffrey W. Kelley (GA Bar No. 412296)  
Ezra H. Cohen (GA Bar No. 173800)  
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Facsimile No.: (404) 885-3900  
E-Mail: jeffrey.kelley@troutmansanders.com  
E-Mail: ezra.cohen@troutmansanders.com

*Counsel for the Debtors*

# TAB B

41  
This is Exhibit 48<sup>11</sup> referred to in the  
affidavit of Scott Macaulay  
sworn before me, this 17<sup>th</sup>  
day of June 20 13

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

James S. Capps  
A COMMISSIONER FOR TAKING AFFIDAVITS

In re:

ALLIED SYSTEMS HOLDINGS, INC., et al.,<sup>1</sup>  
Debtors.

Chapter 11

Case No. 12-11564 (CSS)

Jointly Administered

**CERTIFICATION OF COUNSEL REGARDING ORDER PURSUANT TO  
SECTION 502(b)(9) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES  
2002(a)(7), (f), (l) AND 3003(c)(3), AND LOCAL RULE 2002-1(e) ESTABLISHING  
THE DEADLINE FOR FILING PROOFS OF CLAIM AND APPROVING THE  
FORM AND MANNER OF NOTICE THEREOF**

The undersigned hereby certifies as follows:

1. On May 28 2013, the above-captioned debtors and debtors in possession (the "Debtors") filed a proposed Order Pursuant to Section 502(b)(9) of the Bankruptcy Code, Bankruptcy Rules 2002(a)(7), (f), (l) and 3003(c)(3), And Local Rule 2002-1(e) Establishing the Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the "Proposed Order") with the United States Bankruptcy Court for the District of Delaware (the "Court"). Prior to the filing of the Proposed Order, the Debtors provided a copy thereof to the United States Trustee (the "U.S. Trustee") and counsel to the official committee of unsecured creditors appointed in this case (the "Committee"). The U.S. Trustee and the Committee have consented to the entry of the Proposed Order, a copy of which is attached hereto as Exhibit 1.

<sup>1</sup> 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. Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”) provides that a debtor’s request for a bar date “may be granted without notice and hearing if (i) the request gives fourteen (14) days’ notice to the United States Trustee and creditors’ committee . . . (ii) the request is filed after the Schedules and Statement of Financial Affairs have been filed and the 11 U.S.C. § 341(a) meeting of creditors has been held and (iii) the request provides that the bar date shall be not less than sixty (60) days from the date that notice of the bar date is served (and not less than 180 days from the order for relief for governmental units).” Del. L. Bankr. R. 2002-1(e). These criteria have been satisfied in this case as (i) the U.S. Trustee and Committee have consented to the entry of the Proposed Order, (ii) the Debtors’ Schedules and Statements were filed on July 24, 2012, (iii) the 341 Meeting was conducted on July 26, 2012, and (iv) the proposed bar date is not less than sixty (60) days from the date the bar date notice will be served (or, in the case of governmental units, no later than 180 days after the order for relief). Accordingly, pursuant to Local Rule 2002-1(e), no other or further notice of the Debtors’ request is required and the Court may approve the relief requested therein without a hearing.

3. Based on the foregoing, the Debtors respectfully requests that the Court enter the Proposed Order at the Court’s earliest convenience.

Dated: May 28, 2013  
Wilmington, Delaware

Respectfully submitted,

/s/ Marisa A. Terranova

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*Counsel for the Debtors*

**EXHIBIT 1**

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

**In re:**

**ALLIED SYSTEMS HOLDINGS, INC., *et al.*,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 12-11564 (CSS)**

**Jointly Administered**

**Re: Docket No. \_\_\_\_\_**

**ORDER PURSUANT TO SECTION 502(b)(9) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 2002(a)(7), (f), (l) AND 3003(c)(3), AND LOCAL RULE 2002-1(e)  
ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the request of the above-captioned debtors and debtors-in-possession (the “**Debtors**”) under certification of counsel for an order (this “**Order**”) establishing a bar date (the “**Bar Date**”) for filing proofs of claim under Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of United States Bankruptcy Court for the District of Delaware (the “**Court**”); the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the estate, its creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Bar Date to the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) and the Official Committee of Unsecured Creditors

<sup>1</sup> 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 Driveway 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.

(the “Committee”); and after due deliberation and sufficient cause appearing therefor, it is  
HEREBY ORDERED THAT:

**I. The Bar Dates and Procedures for Filing Proofs of Claim.**

1. Each entity<sup>2</sup> that asserts against the Debtors a claim that arose (a) with respect to Allied Systems Holdings, Inc. and Allied Systems Ltd. (L.P.) before May 17, 2012 and (b) with respect to the remaining Debtors, June 10, 2012 (collectively, the “Petition Date,” as applicable to each respective Debtor) shall be required to file an original, written proof of claim (a “Proof of Claim”), substantially in the form attached hereto as **Exhibit 1** (the “Proof of Claim Form”) or Official Form No. B 10.<sup>3</sup> Except in the cases of governmental units and certain other exceptions explicitly set forth herein, **all Proofs of Claim must be filed so that they are actually received on or before August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time (the “Claims Bar Date”), at the addresses and in the form set forth herein.**

The Claims Bar Date applies to all types of claims (whether secured, unsecured priority, or unsecured non-priority) against the Debtors that arose (or are deemed to have arisen) before the Petition Date.

2. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any one or more of the

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<sup>2</sup> Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein, (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code, and (d) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

<sup>3</sup> Copies of Official Form No. B 10 may be obtained by: (a) visiting the Debtors’ restructuring website at: <http://www.omningt.com/alliedsystems>; (b) writing to the Debtors’ Claims Agent (as defined below) at Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite # 100, Woodland Hills, CA 91367; and/or (c) visiting the website maintained by the Court at <http://www.deb.uscourts.gov/>.

Debtors was a party, must file such Proofs of Claim so they are actually received on or before November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time (the “Governmental Bar Date” and together with the Claims Bar Date, the “Bar Date” or “Bar Dates” as may be applicable), at the addresses and in the form set forth herein.

3. All Proofs of Claim must be filed so as to be actually received by the Debtors’ claims agent, Rust Consulting/Omni Bankruptcy (the “**Claims Agent**”), the notice and claims agent retained in these chapter 11 cases on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein). If Proofs of Claim are not received by the Claims Agent on or before the Claims Bar Date, or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases, as more fully discussed herein.

## **II. Parties Exempted from the Bar Date.**

4. The following categories of claimants shall not be required to file a Proof of Claim by the Bar Date:

- any entity that already has filed a signed Proof of Claim against the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B 10;
- any entity whose claim is listed on the Schedules of Assets and Liabilities (the “**Schedules**”) if (i) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;
- a holder of a claim that has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

- any wholly-owned affiliate having a claim against the Debtors;
- a current employee or director of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit and such ordinary course claim has been paid; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any present or former employee of one of the Debtors (and, with respect to benefits claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries and benefits authorized to be paid by order of this Court, including but not limited to the *Interim Order Authorizing Payment of Pre-petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees and Independent Contractors* [Docket No.110] and the *Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to Commencement of Chapter 11 Cases, and Other Compensation to Employees, Owner-Operators, and Independent Operators, and Other Compensation to Employees and Independent Contractors* [Docket No. 213] unless the Debtors have provided written notice to an employee that it does not intend to exercise authority to pay such claim, in which case the employee or labor union representing such employee shall have until the later of (i) the General Bar Date or (ii) thirty (30) days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must submit claims for grievances to the extent the grounds for such grievances arose on or before the Petition Date, provided, however, that labor unions may submit a claim itemizing such grievances on behalf of their members;
- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration; provided, however, that any person or entity asserting a claim under section 503(b)(9) of the Bankruptcy Code must submit such section 503(b)(9) claim on or before the Claim Bar Date.

### **III. Substantive Requirements of Proofs of Claim.**

5. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10;

and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.

- **Original Signatures Required.** Only original Proofs of Claim will be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

- **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than ten (10) days from the date of such request.

- **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Claims Agent on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 DeSoto Avenue, Suite #100  
Woodland Hills, CA 91367

- **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claim Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to Claims Agent).

#### **IV. Identification of Known Creditors.**

6. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to its known creditors, and such mailing shall be made to the last known mailing address for each such creditor.



**V. Procedures for Providing Notice of the Bar Date.**

**A. Mailing of Bar Date Notices.**

7. No later than ten (10) business days after the Court enters this Order, the Debtors shall serve a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 2** (the “**Bar Date Notice**”) and a Proof of Claim Form (together, the “**Bar Date Package**”) to the following entities:

- the U.S. Trustee;
- all creditors and other known holders of claims against the Debtors as of the date of this Order, including all entities listed in the Schedules as holding claims against the Debtors;
- all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of this Order;
- all entities that have filed proofs of claim in these chapter 11 cases as of the date of this Order;
- all known equity and interest holders of the Debtors as of the date this Order is entered;
- all entities who are party to executory contracts and unexpired leases with the Debtors;
- all entities who are party to litigation with the Debtors;
- the District Director of the Internal Revenue Service for the District of Delaware;
- all other taxing authorities for the jurisdictions in which the Debtors maintains or conducts business;
- the Pension Benefit Guaranty Corporation; and
- the Securities and Exchange Commission.

8. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that (a) notices are returned by the post office with forwarding addresses, (b) certain parties acting on

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behalf of parties in interest (e.g., banks and brokers with respect to bondholders and equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to twenty-one (21) days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

9. The Debtors are not required to mail Bar Date Packages to any wholly-owned affiliate having a claim against the Debtors.

B. Publication of Bar Date Notice.

10. The Debtors shall give notice of the Claims Bar Date and the Governmental Bar Date by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall publish the Bar Date Notice, modified for publication in substantially the form attached hereto as Exhibit 3 (the “**Publication Notice**”) on one occasion in the New York Times on a date at least twenty-one (21) days before the Claims Bar Date.

**VI. Consequences of Failure to File a Proof of Claim.**

11. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required, but fails, to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

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**VII. Amendment to Schedules.**

12. If the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in its Schedules, to change the nature or classification of a claim against the Debtors reflected in its Schedules, or to add a new claim to its Schedules, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file a Proof of Claim or amend any previously filed Proof of Claim, if necessary, shall be set as the later of (a) the Claims Bar Date or, as applicable, the Governmental Bar Date or (b) twenty-one (21) days from the date the notice of the Schedule amendment or supplement is given (or another time period as may be fixed by the Court).

13. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

14. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

Dated: May \_\_, 2013  
Wilmington, Delaware

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THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1****Proof of Claim Form**

RLF1 8491411v.2

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**7. Documents:** Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements, or in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING

If the documents are not available, please explain:

**8. Signature:** (See instruction #8)

Check the appropriate box.

- ☐ I am the creditor      ☐ I am the creditor's authorized agent.      ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.)      ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Company: \_\_\_\_\_

Address and telephone number (if different from notice address above): \_\_\_\_\_

(Signature)

(Date)

Telephone number: \_\_\_\_\_

email: \_\_\_\_\_

*Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.*

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim.**

Check where the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a)**

If any portion of your claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You may also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS		INFORMATION
<b>Debtor</b> A debtor is the person, corporation, or other entity that has filed a bankruptcy case.	A claim also may be secured if the creditor owes the debtor money (has a right to setoff).	<b>Acknowledgement of Filing a Claim</b> To receive acknowledgement of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system ( <a href="http://www.pacer.psc.uscourts.gov">www.pacer.psc.uscourts.gov</a> ) for a small fee to view your filed proof of claim.
<b>Creditor</b> A creditor is the person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101 (10).	<b>Unsecured Claim</b> An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.	<b>Offers to Purchase a Claim</b> Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 <i>et seq.</i> ), and any applicable orders of the bankruptcy court.
<b>Claim</b> A claim is the creditor's right to receive payment on a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.	<b>Claim Entitled to Priority Under 11 U.S.C. § 507(a)</b> Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.	
<b>Proof of Claim</b> A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.	<b>Redacted</b> A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.	
<b>Secured Claim Under 11 U.S.C. § 506(a)</b> A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.	<b>Evidence of Perfection</b> Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.	

**EXHIBIT 2**

**Bar Date Notice**



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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

ALLIED SYSTEMS HOLDINGS, INC., *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No. 12-11564 (CSS)

Jointly Administered

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST THE  
ABOVE-CAPTIONED DEBTORS:**

**PLEASE TAKE NOTICE THAT:**

On May 17, 2012, involuntary petitions (the “**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 the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On June 10, 2012, the remaining above-captioned debtors and debtors in possession (together with Allied Holdings and Allied System, the “**Debtors**”) filed voluntary petitions (the “**Voluntary Petitions**”) in this Court and, in connection therewith, Allied Holdings and Allied Systems consented to the involuntary petitions filed against them. On June 11, 2012, the Court entered its Order for Relief in Involuntary Cases [Docket No. 88] (the “**Order for Relief**”). 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**.”

On May \_\_, 2013 the Court entered an order [Docket No. [ ]] the (“**Bar Date Order**”) establishing certain dates by which parties holding prepetition claims against any one or more of the Debtors must file proofs of claim (“**Proofs of Claim**”).

For your convenience, enclosed with this notice (this “**Notice**”) is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “**Schedules**”).

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms “persons” and

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<sup>1</sup> 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.

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“governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

## **I. THE BAR DATES.**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these Chapter 11 Cases (the “**Bar Dates**”).

The Claims Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against any one or more of the Debtors that arose or are deemed to have arisen prior to such Debtor’s respective Petition Date are required to file Proofs of Claim by the Claims Bar Date of August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time. The Claims Bar Date applies to all types of claims against the Debtors that arose prior to such Debtor’s respective Petition Date, including secured claims, unsecured priority claims (including claims asserting priority under section 503(b)(9) of the Bankruptcy Code), unsecured non-priority claims, and rejection damage claims for executory contracts and unexpired leases that have already been rejected by order of the Court in these Chapter 11 Cases.

The Governmental Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against any one or more of the Debtors that arose or are deemed to have arisen prior to such Debtor’s respective Petition Date are required to file proofs of claim by the Governmental Bar Date of November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time. The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which one or more of the Debtors was a party.

## **II. WHO MUST FILE A PROOF OF CLAIM.**

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to each Debtor’s respective Petition Date must file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- any entity whose claim against the Debtors is not listed in the Debtors’ Schedules or is listed as contingent, unliquidated, or disputed;

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- any entity who desires to participate in these Chapter 11 Cases or share in any distribution in these Chapter 11 Cases; and

- any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount.

### III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need not file Proofs of Claims:

- any entity that already has filed a signed Proof of Claim against the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B 10;

- any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;

- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;

- a holder of a claim that has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

- any wholly-owned affiliate having a claim against the Debtors;

- a current employee or director of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit and such ordinary course claim has been paid; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the applicable Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- any present or former employee of one of the Debtors (and, with respect to benefits claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries and benefits authorized to be paid by order of this Court, including but not limited to the *Interim Order Authorizing Payment of Pre-petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees and Independent Contractors* [Docket No. 110] and the *Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to Commencement of Chapter 11 Cases, and Other Compensation to Employees, Owner-*

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*Operators, and Independent Operators, and Other Compensation to Employees and Independent Contractors* [Docket No. 213] unless the Debtors have provided written notice to an employee that it does not intend to exercise authority to pay such claim, in which case the employee or labor union representing such employee shall have until the later of (i) the General Bar Date or (ii) thirty (30) days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must submit claims for grievances to the extent the grounds for such grievances arose on or before the Petition Date, provided, however, that labor unions may submit a claim itemizing such grievances on behalf of their members;

- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration; provided, however, that any person or entity asserting a claim under section 503(b)(9) of the Bankruptcy Code must submit such section 503(b)(9) claim on or before the Claims Bar Date.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than ten (10) days from the date of such request.
- Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be actually received by the Debtors' claims and noticing agent, Rust Consulting/Omni Bankruptcy (the "**Claims Agent**"), on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 De Soto Avenue, Suite # 100  
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL  
WILL NOT BE ACCEPTED.**

- **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claims Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to the Claims Agent).

**V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- YOU WILL BE PRECLUDED FROM RECEIVING ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN FOR THE DEBTORS ON ACCOUNT OF THESE CLAIMS.

**VI. AMENDMENTS TO THE DEBTORS' SCHEDULES.**

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against any Debtor reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, to such claim and (b) twenty-one (21) days after the date that on which the Debtors provides notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding claims affected by the amendment must file Proofs of Claim with respect to such claim (the "**Amended Schedules Bar Date**").

**VII. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

### **VIII. THE DEBTORS' SCHEDULES.**

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

### **IX. ADDITIONAL INFORMATION.**

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these Chapter 11 Cases are available for inspection free of charge on the Claim Agent's website at <http://www.omnimgt.com/alliedsystems>. The Schedules and other filings in these Chapter 11 Cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in this case also may be examined between the hours of 8:00 a.m. and 4:00 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 8234 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Claims Agent, directly by writing to: Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite #100, Woodland Hills, CA 91367.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Respectfully submitted,

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Mark D. Collins (No. 2981)  
 Christopher M. Samis (No. 4909)  
 Marisa A. Terranova (No. 5396)  
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-and-

Jeffrey W. Kelley (GA Bar No. 412296)

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*Counsel for the Debtors*

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**EXHIBIT 3**

**Publication Notice**



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

**In re:**

**ALLIED SYSTEMS HOLDINGS, INC., et al.,<sup>1</sup>  
Debtors.**

**Chapter 11**

**Case No. 12-11564 (CSS)**

**Jointly Administered**

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**THE GENERAL CLAIMS BAR DATE IS AUGUST 2, 2013 AT 12:00 A.M. (MIDNIGHT)  
EASTERN DAYLIGHT TIME**

**THE GOVERNMENTAL CLAIMS BAR DATE IS NOVEMBER 30, 2013 AT 12:00 A.M.  
(MIDNIGHT) EASTERN STANDARD TIME**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**Deadlines for Filing Proofs of Claim.** On May \_\_, 2013, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. [ ]] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors-in-possession (the “**Debtors**”):

<b>DEBTOR</b>	<b>CASE NO.</b>
Allied Systems Holdings, Inc.	<b>12-11564 (CSS)</b>
Allied Systems, Ltd. (L.P.)	<b>12-11565 (CSS)</b>
F.J. Boutell Driveaway LLC	<b>12-11767 (CSS)</b>
Allied Freight Broker LLC	<b>12-11769 (CSS)</b>
Axis Group, Inc.	<b>12-11770 (CSS)</b>
Logistic Technology, LLC	<b>12-11771 (CSS)</b>
Logistic Systems, LLC	<b>12-11772 (CSS)</b>
Allied Systems (Canada) Company	<b>12-11773 (CSS)</b>
Axis Areta, LLC	<b>12-11774 (CSS)</b>
Commercial Carriers, Inc.	<b>12-11775 (CSS)</b>
Transport Support LLC	<b>12-11776 (CSS)</b>
GACS Incorporated	<b>12-11777 (CSS)</b>
RMX LLC	<b>12-11778 (CSS)</b>
QAT, Inc.	<b>12-11779 (CSS)</b>

<sup>1</sup> 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.

DEBTOR	CASE NO.
Terminal Services LLC	12-11780 (CSS)
Cordin Transport LLC	12-11781 (CSS)
CT Services, Inc.	12-11782 (CSS)
Axis Canada Company	12-11783 (CSS)
Allied Automotive Group, Inc.	12-11786 (CSS)

**The Bar Dates.** Subject and pursuant to the Bar Date Order, all entities (except governmental units), including individuals, partnerships, estates, and trusts who have a claim or potential claim against (a) Allied Systems Holdings, Inc. and Allied Systems, Ltd. (L.P.) that arose prior to May 17, 2012 or (b) any one or more of the other Debtors that arose prior to June 10, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time** (the “**General Claims Bar Date**”). Governmental entities who have a claim or potential claim against (a) Allied Systems Holdings, Inc. and Allied Systems, Ltd. (L.P.) that arose prior to May 17, 2012 or (b) any one or more of the other Debtors that arose prior to June 10, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time** (the “**Governmental Bar Date**”).

**ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE GENERAL CLAIMS BAR DATE OR GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION.**

**Filing a Proof of Claim.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Debtors’ notice and claims agent, Rust Consulting/Omni Bankruptcy (the “**Claims Agent**”) on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 De Soto Avenue, Suite #100,  
Woodland Hills, CA 91367

**Contents of Proofs of Claim.** Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (v) include as attachments any and all supporting documentation on which the claim is based.

**Additional Information.** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) visiting the Debtors' restructuring website at: <http://www.omnimgt.com/alliedsystems>; and/or (ii) writing to the Claims Agent at Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite #100, Woodland Hills, CA 91367. **Please note that the Claims Agent cannot offer legal advice or advise whether you should file a proof of claim.**

Respectfully submitted,

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 Christopher M. Samis (No. 4909)  
 Marisa A. Terranova (No. 5396)  
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-and-

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 E-Mail: ezra.cohen@troutmansanders.com

*Counsel for the Debtors*

<p><b>Court File No.: 12-CV-9757-00CL</b></p> <p><b>IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,</b> <b>R.S.C. 1985, c. C-36, AS AMENDED</b></p> <p><b>AND IN THE MATTER OF ALLIED SYSTEMS HOLDINGS, INC., ALLIED SYSTEMS (CANADA) COMPANY,</b> <b>AXIS CANADA COMPANY AND THOSE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO</b></p> <p><b>APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS</b> <b>ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED</b></p>	
	<p><b>ONTARIO</b></p> <p><b>SUPERIOR COURT OF JUSTICE</b></p> <p>Proceeding commenced at Toronto, Ontario, Canada</p>
	<p><b>AFFIDAVIT OF SCOTT MACAULAY</b> <b>(Recognition of Claims Bar Date Order)</b></p>
	<p><b>GOWLINGS LAFLEUR HENDERSON LLP</b> Barristers and Solicitors One First Canadian Place 100 King Street West, Suite 1600 TORONTO, Ontario M5X 1G5</p> <p>Jennifer Stam (LSUC#46735J) Telephone: (416) 862-5697 Facsimile: (416) 862-7661</p> <p>Lawyers for the Applicant</p>

# **TAB 3**

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE )  
MR. JUSTICE MORAWETZ )  
 ) ■, THE ■ DAY  
 ) OF JUNE, 2013

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF ALLIED SYSTEMS HOLDINGS, INC., ALLIED SYSTEMS  
(CANADA) COMPANY,  
AXIS CANADA COMPANY AND THOSE OTHER COMPANIES LISTED ON  
SCHEDULE "A" HERETO  
APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF  
THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS  
AMENDED

ORDER

THIS MOTION, made by Allied Systems Holdings, Inc. ("**Allied US**") in its capacity as the foreign representative (the "**Foreign Representative**") of Allied US, Allied Systems (Canada) Company ("**Allied Canada**"), Axis Canada Company and those other companies listed on Schedule "A" hereto (the "**Chapter 11 Debtors**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Motion Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion dated June 17, 2013, the affidavit of Scott Macaulay sworn June 17, 2013 (the “**Macaulay Affidavit**”), the sixth report of the Information Officer (the “**Sixth Report**”), and on hearing the submissions of counsel for: the Foreign Representative, the Information Officer, Yucaipa American Alliance Fund II, LLC, Yucaipa Leveraged Finance, LLC, CB Investments, LLC, Yucaipa American Alliance Fund I, L.P., Yucaipa American Alliance Fund II, L.P.; Yucaipa American Alliance (Parallel) Fund I, L.P.; Yucaipa American Alliance (Parallel) Fund II, L.P., Black Diamond CLO 2005-1 Ltd., BDCM Opportunity Fund II, LP and Spectrum Investment Partners LP (collectively “**Black Diamond/Spectrum**”), the National Automobile, Aerospace, Transportation and General Workers Union of Canada (the “**CAW**”), and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Tanya Rocca sworn ■, 2013,

## **SERVICE**

1. THIS COURT ORDERS that the time for service of the Motion Record and the Sixth Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined have the meaning given to them in the Macaulay Affidavit.

## **RECOGNITION OF US CLAIMS BAR DATE ORDER AND NOTICE THEREOF**

3. THIS COURT ORDERS that the order of the United States Bankruptcy Court for the District of Delaware dated May 29, 2013 Pursuant to Section 502(b)(9) of the Bankruptcy Code, Bankruptcy Rules 2002(a)(7), (f), (l) and 3003(c)(3), and Local Rule 2022-1(e) Establishing the Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the “**US Claims Bar Date Order**”), a copy of which is attached hereto as Schedule “B”, is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA, and shall be implemented and become effective in all provinces and territories of Canada upon the issuance of this Order in accordance with its terms.

4. THIS COURT ORDERS that the form of notice of Bar Dates (the “**Notice**”) attached as Appendix ■ to the Sixth Report of the Information Officer and the publication of the Notice on one (1) occasion in the Globe and Mail (National Edition) on a date that is at least twenty-one (21) days before the Bar Dates, is hereby authorized and approved.

#### **GENERAL**

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

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

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**SCHEDULE A – CHAPTER 11 DEBTORS**

Allied Systems Holdings, Inc.

Allied Automotive Group, Inc.

Allied Freight Broker LLC

Allied Systems (Canada) Company

Allied Systems, Ltd. (L.P.)

Axis Areta, LLC

Axis Canada Company

Axis Group, Inc.

Commercial Carriers, Inc.

CT Services, Inc.

Cordin Transport LLC

F.J. Boutell Driveway LLC

GACS Incorporated

Logistic Systems, LLC

Logistic Technology, LLC

QAT, Inc.

RMX LLC

Transport Support LLC

Terminal Services LLC

**SCHEDULE B – US CLAIMS BAR DATE ORDER**

**Attached.**

<p>Court File No.: 12- CV-9757-00CL</p> <p><b>IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED</b></p> <p><b>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</b></p> <p><b>APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED</b></p>	
	<p><b>ONTARIO</b></p> <p><b>SUPERIOR COURT OF JUSTICE</b></p> <p>Proceeding commenced at Toronto, Ontario, Canada.</p>
	<p><b>ORDER</b></p> <p><b>(Recognition of Claims Bar Date Order)</b></p>
	<p><b>GOWLING LAFLEUR HENDERSON LLP</b> Barristers and Solicitors One First Canadian Place 100 King Street West, Suite 1600 TORONTO, Ontario M5X 1G5</p> <p>Jennifer Stam (LSUC#46735J) Telephone: (416) 862-5697 Facsimile: (416) 862-7661</p> <p>Lawyers for the Applicant</p>

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

**AND IN THE MATTER OF ALLIED SYSTEMS HOLDINGS, INC., ALLIED SYSTEMS (CANADA) COMPANY,  
AXIS CANADA COMPANY AND THOSE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO**

**APPLICATION OF ALLIED SYSTEMS HOLDINGS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

**Proceeding commenced at Toronto, Ontario, Canada**

**MOTION RECORD**

**(Recognition of Claims Bar Date Order )  
(Returnable: June 21, 2013)**

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