

INFORMATION OFFICER'S CERTIFICATE

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

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

INFORMATION OFFICER'S CERTIFICATE (JACK COOPER HOLDINGS CORP. OR ITS DESIGNEES)

RECITALS

- A. Pursuant to an Order of the Honourable Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated June 13, 2012, as amended and supplemented from time to time, Duff & Phelps Canada Restructuring Inc. was appointed as the Information Officer in these proceedings (the "**Information Officer**").
- B. Pursuant to an Order of the Court dated October 10, 2013 (the "**Sale Approval Recognition and Vesting Order**"), the Court approved the Asset Purchase Agreement, dated as of September 12, 2013, by and among Jack Cooper Holdings Corp., as purchaser, Allied US and the subsidiaries of Allied US set forth on the signature pages thereto, as sellers (the "**Sale Agreement**") and provided for the vesting in the Jack Cooper Purchaser of the Chapter 11 Debtors' right, title and interest in and to, inter alia, the Jack Cooper Canadian Purchased Assets, effective upon the delivery by the Information Officer to the Jack Cooper Purchaser of a certificate confirming: (i) that the conditions to Closing as set out in sections 9.1 and 9.2 of the Sale Agreement have been satisfied or waived by the Chapter 11 Debtors and the Jack Cooper Purchaser; and (ii) the transactions contemplated by the Sale Agreement have been completed to the satisfaction of the Information Officer.
- C. Pursuant to Section 12.8 of the Sale Agreement, Jack Cooper Holdings Corp. has assigned certain of its rights and obligations under the Sale Agreement (including the right to acquire certain specified Jack Cooper Canadian Purchased Assets) to two Designated Purchasers, as more particularly described in Recitals D and E below.

D. Jack Cooper Holdings Corp. has assigned to Jack Cooper Canada 1 Limited Partnership ("**JCC1 Purchaser**") the right to receive or otherwise acquire the Jack Cooper Canadian Purchased Assets set forth in a Bill of Sale dated as of December 27, 2013 between Allied Systems (Canada) Company and Axis Canada Company, as sellers, and JCC1 Purchaser, as buyer (the "**JCC1 Acquired Assets**").

E. Jack Cooper Holdings Corp. has assigned to Jack Cooper Canada 2 Limited Partnership ("**JCC2 Purchaser**") the right to receive or otherwise acquire the Jack Cooper Canadian Purchased Assets set forth in a Bill of Sale dated as of December 27, 2013 between Allied Systems (Canada) Company and Axis Canada Company, as sellers, and JCC2 Purchaser, as buyer (the "**JCC2 Acquired Assets**").

F. Pursuant to the assignment referred to in Recital D above, title to the JCC1 Acquired Assets is to be held by Jack Cooper Canada GP 1 Inc., for the benefit of the JCC1 Purchaser.

G. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement or the Sale Approval Recognition and Vesting Order. The JCC1 Purchaser and JCC2 Purchaser are collectively referred to in the Sale Approval and Recognition Order and herein as the "**Jack Cooper Purchaser**".

THE INFORMATION OFFICER CERTIFIES that it has been advised by Allied US (or its counsel) and the Jack Cooper Purchaser (or its counsel) that:

1. the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Sellers and the Jack Cooper Purchaser, as applicable; and
2. subject only to the delivery of this Certificate, the transactions contemplated by the Sale Agreement have been completed to the satisfaction of the Sellers and the Jack Cooper Purchaser effective as of December 27, 2013 such that the JCC1 Acquired Assets have been acquired by the JCC1 Purchaser and the JCC2 Acquired Assets have been acquired by the JCC2 Purchaser.

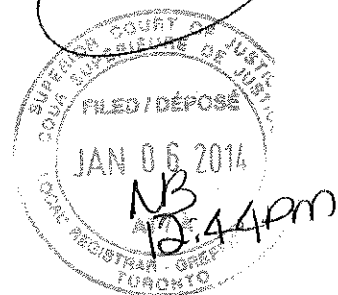
This Certificate was delivered by the Information Officer on December 27, 2013.

DUFF & PHELPS CANADA RESTRUCTURING
INC., SOLELY IN ITS CAPACITY AS
INFORMATION OFFICER AND NOT IN ITS
PERSONAL CAPACITY

Per: 

Name: Mitch Vininsky

Title: Director



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

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Proceeding commenced at Toronto

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(JACK COOPER HOLDINGS CORP.
OR ITS DESIGNEES)**

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