



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
(First Lien Agents' Transaction)**

RECITALS

A. Pursuant to an Order of the 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 made as of October 9, 2013 (the "**APA**") between SBDRE LLC (the "**First Lien Purchaser**") and the Chapter 11 Debtors and provided for (i) the vesting in the First Lien Purchaser, First Lien Windsor Purchaser and/or First Lien London Purchaser, as applicable, the Chapter 11 Debtors' right, title and interest in and to, *inter alia*, the Canadian First Lien Purchased Assets, and (ii) the assignment to the First Lien Purchaser, First Lien Windsor Purchaser and First Lien London Purchaser, as applicable, of the Canadian First Lien Assigned Contracts, in each case effective upon the delivery by the Information Officer to the First Lien Purchaser of a certificate

confirming: (a) that the conditions to Closing (as defined in the APA) as set out in Article IX of the APA have been satisfied or waived by the Chapter 11 Debtors and the First Lien Purchaser; and (b) the transactions contemplated by the APA have been completed to the satisfaction of the Chapter 11 Debtors and the First Lien Purchaser.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Approval Recognition and Vesting Order.

THE INFORMATION OFFICER CERTIFIES that it has been advised by the Chapter 11 Debtors (or their counsel) and the First Lien Purchaser (or its counsel) that:

1. the conditions to Closing as set out in the APA have been satisfied or waived by the Chapter 11 Debtors and the First Lien Purchaser, as applicable; and
2. subject only to the delivery of this Certificate, the transactions contemplated by the APA have been completed to the satisfaction of the Chapter 11 Debtors and the First Lien Purchaser.

This Certificate was delivered by the Information Officer at 5:20 pm on June 12, 2014.

**Duff & Phelps Canada Restructuring Inc.,
solely in its capacity as Information Officer
and not in its personal capacity**

Per: _____

Name: Mitch Vininsky

Title: Managing Director

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto, Ontario, Canada

INFORMATION OFFICER'S CERTIFICATE
(First Lien Agents' Transaction)

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