

**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 (collectively, the "Debtors")

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

TO THE SERVICE LIST

We act for Duff & Phelps Canada Restructuring Inc., in its capacity as the Court-appointed Information Officer in this proceeding (the "Information Officer").

Pursuant to the Order of the Ontario Superior Court of Justice (the "Court") dated June 13, 2012 and made in these proceedings, the Information Officer is required to report to the Court at least once every three months.

In its Ninth Report to Court dated January 16, 2014 (the "Ninth Report"), the Information Officer reported that most of the Debtors' assets, including those of the Canadian Debtors (being Allied Systems (Canada) Company and Axis Canada Company), had been sold to Jack Cooper Holdings Corp. in a transaction ("JC Transaction") that was completed on December 27, 2013.

Certain assets were excluded from the JC Transaction, including two parcels of real estate in Canada. These assets were subject to a second sale agreement, referred to in the Ninth Report as the BD/Spectrum Transaction.

In a notice to the service list dated April 16, 2014, the Information Officer advised that, as of that date, no date had been set for completion of the BD/Spectrum Transaction.

The Information Officer can now report that the BD/Spectrum Transaction was completed on June 12, 2014. A copy of the Certificate filed by the Information Officer with respect to this transaction is attached as Schedule B hereto.

The Canadian Debtors are no longer carrying on business and have few, if any, remaining assets. The Information Officer is awaiting direction from the Debtors as to the next steps in their proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* and their plans with respect to the Canadian Debtors.

Should you have any questions or concerns with respect to this or any other matter, please feel free to contact Clifton Prophet of Gowling Lafleur Henderson LLP (Canadian counsel to the Debtors) at 416-862-3509, the undersigned, or Mitch Vininsky of Duff & Phelps Canada Restructuring Inc. at 416-932-6013.

July 16, 2014

Norton Rose Canada LLP

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Lawyers for the Information Officer,
Duff & Phelps Canada Restructuring Inc.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**INFORMATION OFFICER'S NOTICE
dated July 16, 2014**

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