

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

AFFIDAVIT OF JUAN ANTONIO REYES  
(sworn January 5, 2016)

I, **JUAN ANTONIO REYES**, of the City of Toronto, in the Province of Ontario, **MAKE  
OATH AND SAY:**

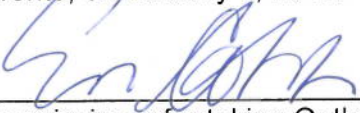
1. I am a partner with the law firm of Norton Rose Fulbright Canada LLP ("**Norton Rose**"), solicitors for KSV Kofman Inc. (formerly Duff & Phelps Canada Restructuring Inc.), in its capacity as Information Officer of Allied Systems Holdings, Inc., Allied Systems (Canada) Company, Axis Canada Company and those other companies listed on Schedule "A" hereto, and as such, have knowledge of the matters herein deposed to.

2. I hereby confirm that attached as Exhibit "A" hereto is a list of the accounts of Norton Rose for the periods indicated.

3. Attached hereto as Exhibit "B" to this my affidavit is a summary of additional information with respect to our accounts, indicating all members of Norton Rose who worked on this matter for the period indicated, their year of call to the Bar (where applicable), their rates, and the aggregate blended rate. I confirm that the list represents an accurate summary of such information.

4. Attached as Exhibit "C" to this my affidavit are true copies of the accounts of Norton Rose for the above-noted periods. I confirm that these accounts accurately reflect the services provided by Norton Rose in this matter for these periods and the fees and disbursements claimed by it for these periods. These accounts also an additional amount of \$6,000, which represents an estimate of fees to be incurred by Norton Rose to the completion of these proceedings.

**SWORN BEFORE ME** at the City of  
Toronto, on January 5, 2016.

  
\_\_\_\_\_  
Commissioner for taking Oaths

  
\_\_\_\_\_  
**Juan Antonio Reyes**

**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

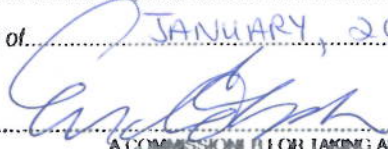
Transport Support LLC

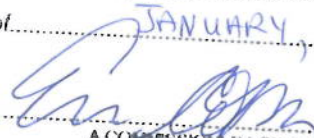
Terminal Services LLC

# EXHIBIT "A"

## List of Accounts of Norton Rose

<u>Date of Account</u>	<u>Fees</u>	<u>Costs</u>	<u>HST/GST</u>	<u>Total</u>
December 31, 2015	7,692.00	94.25	1,012.21	\$8,798.46
May 7, 2015	1,400.00	30.00	185.90	\$1,615.90
November 6, 2014	1,200	35.25	160.58	\$1,395.83
August 8, 2014	1,280	30.50	170.37	\$1,480.87
July 10, 2014	2,020	4.00	263.12	\$2,287.12
May 8, 2014	800.00	0.25	104.03	\$904.28
March 10, 2014	900.00	105.50	130.72	\$1,136.22
January 20, 2014	2570.00	16.68	336.27	\$2,922.95
November 7, 2013	14,932.50	428.27	1,996.90	\$17,357.67
October 11, 2013	10,131.00	29.00	1,320.80	\$11,480.80
September 9, 2013	6,708.00	0	872.04	\$7,580.04
August 9, 2013	4,708.00	132.01	629.20	\$5,469.21
July 9, 2013	8,248.50	151.28	1,091.97	\$9,491.75
June 10, 2013	9,668.00	0	1,256.84	\$10,924.84
May 17, 2013	12,990.00	219.81	1,717.28	\$14,927.09
April 30, 2013	18,434.00	1,088.41	2,521.40	\$22,043.81
Total	<b><u>\$103,682.00</u></b>	<b><u>\$2,365.21</u></b>	<b><u>\$13,769.63</u></b>	<b><u>\$119,816.84</u></b>

This is Exhibit "A" referred to in the  
 affidavit of JUAN ANTONIO REYES  
 sworn before me, this 5<sup>th</sup>  
 day of JANUARY, 2016  
  
 A COMMISSIONER FOR TAKING AFFIDAVITS

This is Exhibit "B" referred to in the  
 affidavit of JUAN ANTONIO REYES  
 sworn before me, this 5<sup>th</sup>  
 day of JANUARY, 2016  
  
 A COMMISSIONER FOR TAKING AFFIDAVITS

# EXHIBIT "B"

## Blended Rate Table for Norton Rose

Name	Year of Call	Billing Rate 2013	Billing Rate 2014	Billing Rate 2015	Number of Hours worked
Mario Forte	1987	\$960.00			0.4
Tony Reyes	1988	\$960.00	\$1000.00	\$1000.00	73.3
John Mastoras		590.00	480.00	495.00	0.5
Evan Cobb	2008	440.00	480.00	495.00	72.9
Rika Sawatsky	N/A			200.00	1.0
Robyn McLaren	N/A		200.00		2.0
Kaitlind De Jong	N/A		200.00		1.0
Sarah Bertrand	N/A	185.00	200.00		1.3
Andrew Nicholl	N/A	185.00			1.3
Alex Schmitt	N/A	185.00			0.8
Catherine Ma	N/A	200.00			1.7

### **Summary of Aggregate Fees and Disbursements (excluding unbilled additional fees and costs):**

Fees:	\$103,682.00
Disbursements:	2,365.21
GST/HST:	13,769.63
<b>Total: (including GST/HST)</b>	<b><u>\$119,816.84</u></b>
<b>Blended Rate:</b> (excluding Disbursements, GST and estimate to completion)	
<b>\$97,682.00 ÷ 148.2 hours =</b>	<b>\$659.12</b>



## INVOICE

Invoice Number: 1558435  
Date: December 31, 2015

KSV ADVISORY INC.  
Box 42  
Suite 2308  
150 King Street West  
Toronto Ontario M5H 1J9  
Attention: Bobby Kofman  
Managing Director

Barristers & Solicitors / Patent & Trade-mark Agents  
Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

T : +1 416.216.4000  
F : +1 416.216.3930  
nortonrosefulbright.com

Client: KSV ADVISORY INC.  
Matter No: 01029922-0001

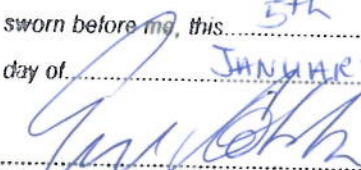
GST: R111340006

RE: Allied Systems Holdings, Inc.

For professional services rendered and disbursements incurred for the period ending December 31, 2015.

FEES	7,692.00
DISBURSEMENTS (Taxable)	94.25
DISBURSEMENTS (Non Taxable)	0.00
NET	7,786.25
HST	1,012.21
<b>TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS</b>	<b>\$8,798.46</b>

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

This is Exhibit "C" referred to in the  
affidavit of JUAN ANTONIO REYES  
sworn before me, this 5th  
day of JANUARY, 2016  
  
A COMMISSIONER FOR TAKING AFFIDAVITS

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

KSV ADVISORY INC.

01029922-0001

RE: **Allied Systems Holdings, Inc.**

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**FEE DETAIL**

Date	Timekeeper	Description
15/7/15	Evan Cobb	Reviewing and commenting on Information Officer's Report. Calls and emails on same.
16/7/15	Evan Cobb	Finalizing Information Officer's Report and serving same.
21/7/15	Tony Reyes	Review of Information Officer's Twelfth Report.
16/9/15	Tony Reyes	Telephone conversation with C. Prophet regarding motion to recognize approval of U.S. Plan.
14/10/15	Tony Reyes	E-mails regarding Information Officers three month report.
15/10/15	Tony Reyes	Serving October 15, 2015 Report of Information Officer. Review of affidavit of service.
<b>TOTAL FEES</b>		<b>CAD \$7,692.00</b>

**DISBURSEMENTS - TAXABLE**

Copies	94.25
<b>TOTAL</b>	<b>CAD \$94.25</b>

INVOICE: 1558435

## INVOICE

## NORTON ROSE FULBRIGHT

Invoice Number: 1484564  
Date: May 7, 2015

Robert Kofman, Managing Director  
DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

T : +1 416.216.4000  
F : +1 416.216.3930  
nortonrosefulbright.com

Client: DUFF & PHELPS CANADA RESTRUCTURING INC.  
Matter No: 02004267-0059

GST: R111340006

RE: Allied Systems Holdings, Inc.

For professional services rendered and disbursements incurred for the period ending April 30, 2015.

FEES	1,400.00
DISBURSEMENTS (Taxable)	30.00
DISBURSEMENTS (Non Taxable)	0.00
NET	1,430.00
HST	185.90
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$1,615.90

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc No 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order



# NORTON ROSE FULBRIGHT

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

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## FEE DETAIL

Date	Timekeeper	Description
5/12/14	Tony Reyes	Engaging in telephone conversation with M. Vininsky regarding status of matter.
13/1/15	Tony Reyes	Attending to service and filing of Information Officer's Report dated January 15, 2015.
13/4/15	Tony Reyes	Preparing three-month report dated April 14, 2015. Circulating same. Emails regarding same.
14/4/15	Tony Reyes	Revising and serving Information Officer's Report. Email regarding filing, etc.
15/4/15	Rika Sawatsky	Filing Information Officer's Report with Commercial List.
TOTAL FEES		CAD \$1,400.00

## DISBURSEMENTS - TAXABLE

Copies	2.50
Filing fees	27.50
TOTAL	CAD \$30.00



## INVOICE

Invoice Number: 1428958  
 Date: November 6, 2014  
 Client: DUFF & PHELPS CANADA  
 RESTRUCTURING INC.  
 RE: Allied Systems Holdings, Inc.  
 Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84  
 Toronto, Ontario M5J 2Z4 CANADA

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 F : +1 416.216.3930  
 toronto@nortonrosefulbright.com  
 nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
 Suite 1002, P.O. Box 84  
 200 King Street West  
 Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
 Managing Director

For professional services rendered and disbursements incurred for the period ending October 31, 2014.

FEES	1,200.00
DISBURSEMENTS (Taxable)	35.25
DISBURSEMENTS (Non Taxable)	0.00
NET	1,235.25
HST	160.58
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$1,395.83

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank 003, Transit 00002, Acc. No. 105-030-0  
 Swift Code # ROYCCAT2  
 Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

FEE DETAIL

Date	Timekeeper	Description
8/10/14	Tony Reyes	Exchanging emails regarding status.
9/10/14	Tony Reyes	Exchanging emails regarding three-month report. Reviewing draft. Circulating for comment. Exchanging further emails.
10/10/14	Tony Reyes	Assembling Information Officer's Report, service list, etc.
15/10/14	Tony Reyes	Serving Report of Information Officer. Attending to filing of Report of Information Officer dated October 15, 2014. Preparing Affidavit of Service regarding same. Various emails regarding same.
TOTAL FEES		CAD \$1,200.00

DISBURSEMENTS - TAXABLE

Copies	7.75
Filing fees	27.50
TOTAL	CAD \$35.25



# NORTON ROSE FULBRIGHT

## INVOICE

Invoice Number: 1403015  
Date: August 8, 2014  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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toronto@nortonrosefulbright.com  
nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending July 31, 2014.

FEES	1,280.00
DISBURSEMENTS (Taxable)	30.50
DISBURSEMENTS (Non Taxable)	0.00
NET	1,310.50
HST	170.37
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$1,480.87

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00032, Acc No 105-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

# NORTON ROSE FULBRIGHT

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

## FEE DETAIL

Date	Timekeeper	Description	
15/7/14	Tony Reyes	Preparing Information Officer's Certificate. Sending to M. Vininsky. Follow-up e-mails and revisions.	
16/7/14	Robyn McLaren	Filing documents at the Commercial List Office.	
16/7/14	Tony Reyes	E-mails re additional information. Finalizing and serving Information Officer's Notice. Arranging for Court filing.	
17/7/14	Robyn McLaren	Delivering documents to the Commercial List Office.	
TOTAL FEES			CAD \$1,280.00

## DISBURSEMENTS - TAXABLE

Copies		30.50
TOTAL		CAD \$30.50

INVOICE: 1403015





**INVOICE**

Invoice Number: 1394328  
Date: July 10, 2014  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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toronto@nortonrosefulbright.com  
nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340005

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending June 30, 2014.

FEES	2,020.00
DISBURSEMENTS (Taxable)	4.00
DISBURSEMENTS (Non Taxable)	0.00
NET	2,024.00
HST	263.12
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$2,287.12

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt.

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 100-030-0  
Swift Code # ROYCCAT2  
Include Invoice number on transfer order

# NORTON ROSE FULBRIGHT

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

## FEE DETAIL

Date	Timekeeper	Description
15/5/14	Tony Reyes	Review of draft Information Officer's Certificate. Review of Sale Approval Recognition and Vesting Order re same. E-mails to M. Vininsky re same.
20/5/14	Tony Reyes	E-mails re closing.
23/5/14	Tony Reyes	E-mails re closing and delivery of Information Officer's Certificate.
27/5/14	Tony Reyes	Follow-up re timing of closing.
28/5/14	Tony Reyes	Follow-up re closing.
2/6/14	Tony Reyes	E-mails to M. Vininsky re revised Information Officer's Certificate.
5/6/14	Tony Reyes	E-mails re status.
6/6/14	Tony Reyes	E-mails re closing.
12/6/14	Tony Reyes	Numerous e-mails re closing and delivery of Information Officer's Certificate.
13/6/14	Robyn McLaren	Filing court documents.
13/6/14	Tony Reyes	Having Information Officer's Certificate filed. Sending copy of filed Certificate to all.
		TOTAL FEES
		CAD \$2,020.00

## DISBURSEMENTS - TAXABLE

Copies	4.00
TOTAL	CAD \$4.00

INVOICE: 1394328



# **NORTON ROSE FULBRIGHT**

## INVOICE

Invoice Number: 1375055  
 Date: May 8, 2014  
 Client: DUFF & PHELPS CANADA  
 RESTRUCTURING INC.  
 RE: Allied Systems Holdings, Inc.  
 Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84  
 Toronto, Ontario M5J 2Z4 CANADA

T: +1 416.216.4000  
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 toronto@nortonrosefulbright.com  
 nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
 Suite 1002, P.O. Box 84  
 200 King Street West  
 Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
 Managing Director

For professional services rendered and disbursements incurred for the period ending April 30, 2014.

FEES	800.00
DISBURSEMENTS (Taxable)	0.25
DISBURSEMENTS (Non Taxable)	0.00
NET	800.25
HST	104.03
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$904.28

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking Information for wire transfer  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank 003, Transit 00002, Acc. No. 106-030-0  
 Swift Code # ROYCCAT2  
 Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

**FEE DETAIL**

Date	Timekeeper	Description	
7/4/14	Tony Reyes	E-mails re three-month reporting obligation. Preparing Notice to Service List re: same, and providing to M. Vininsky.	
8/4/14	Tony Reyes	Sending revised Notice to Service List to C. Prophet (counsel for Allied). E-mails re same.	
10/4/14	Tony Reyes	Follow-up re Information Officer's Certificate to be filed.	
TOTAL FEES			CAD \$800.00

**DISBURSEMENTS - TAXABLE**

Copies		0.25
TOTAL		CAD \$0.25







# NORTON ROSE FULBRIGHT

## INVOICE

Invoice Number: 1356114  
Date: March 10, 2014  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3600  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending February 28, 2014.

FEES	900.00
DISBURSEMENTS (Taxable)	105.50
DISBURSEMENTS (Non Taxable)	0.00
NET	1,005.50
HST	130.72
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$1,136.22

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking Information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

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**FEE DETAIL**

Date	Timekeeper	Description	
13/1/14	Tony Reyes	Checking date of last report. Telephone conversation with M. Vininsky.	
14/1/14	Tony Reyes	Review of draft Ninth Report, and e-mail to M. Vininsky re same.	
16/1/14	Katliind De Jong	Filing Ninth Report at the Commercial List Office.	
TOTAL FEES			CAD \$900.00

**DISBURSEMENTS - TAXABLE**

Copies		105.50
	TOTAL	CAD \$105.50



# **NORTON ROSE FULBRIGHT**

## INVOICE

Invoice Number: 1341067  
 Date: January 20, 2014  
 Client: DUFF & PHELPS CANADA  
 RESTRUCTURING INC.  
 RE: Allied Systems Holdings, Inc.  
 Matter No: 02004267-0059

Baristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84  
 Toronto, Ontario M5J 2Z4 CANADA

T : +1 416.216.4000  
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 toronto@nortonrosefulbright.com  
 nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
 Suite 1002, P.O. Box 84  
 200 King Street West  
 Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
 Managing Director

For professional services rendered and disbursements incurred for the period ending December 31, 2013.

FEES	2,570.00
DISBURSEMENTS (Taxable)	16.68
DISBURSEMENTS (Non Taxable)	0.00
NET	2,586.68
HST	336.27
<b>TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS</b>	<b>\$2,922.95</b>

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank 003, Transit 00002, Acc. No. 106-030-0  
 Swift Code # ROYCCAT2  
 Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

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**FEE DETAIL**

Date	Timekeeper	Description
13/12/13	Tony Reyes	Telephone conversation with B. Boake (acting for purchaser).
14/12/13	Tony Reyes	Review of McCarthy's comments on Information Officer's Certificate. Voicemail message from B. Boake.
16/12/13	Tony Reyes	Telephone conversation with B. Boake. Amending Information Officer's Certificate. E-mail to Duff & Phelps regarding logistics.
17/12/13	Sarah Bertrand	Review of draft documents to be filed with court.
17/12/13	Tony Reyes	Revisions to Information Officer's Certificate. E-mails re same.
18/12/13	Tony Reyes	Review of revised Certificate, and providing same to McCarthy's. Further e-mails and revisions.
20/12/13	Tony Reyes	Arrange for execution of Information Officer's Certificate and prepare notarized copies for delivery in escrow. Various e-mails re same.
27/12/13	Tony Reyes	Various e-mails and confirmations regarding release of the Information Officer's Certificate from escrow. Authorizing release of same.
		<b>TOTAL FEES</b>
		<b>CAD \$2,570.00</b>

**DISBURSEMENTS - TAXABLE**

Copies	7.75
Taxis	8.93
<b>TOTAL</b>	<b>CAD \$16.68</b>





**INVOICE**

Invoice Number: 1317918  
Date: November 7, 2013  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

T : +1 416.216.4000  
F : +1 416.216.3930  
toronto@nortonrosefulbright.com  
nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending October 31, 2013.

FEES	14,932.50
DISBURSEMENTS (Taxable)	428.27
DISBURSEMENTS (Non Taxable)	0.00
NET	15,360.77
HST	1,996.90
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$17,357.67

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

RE: **Allied Systems Holdings, Inc.**

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**FEE DETAIL**

Date	Timekeeper	Description
1/10/13	Tony Reyes	Reviewing the draft affidavit of S. Macaulay. Sending e-mail to Duff & Phelps regarding comments. Engaging in office discussion with E. Cobb. Engaging in telephone conversation with B. Wadsworth. Sending e-mail to Gowlings, with comments.
4/10/13	Tony Reyes	Exchanging e-mails regarding Allied materials. Reviewing the Notice of Motion and Affidavits, as well as draft orders from Allied's motion record.
7/10/13	Tony Reyes	Providing comments on draft Eighth Report. Engaging in telephone conversation with N. Goldstein. Exchanging e-mails with B. Wadsworth. Reviewing the material filed by the Canadian Auto Workers. Exchanging e-mails regarding endorsement to deal with Union issues. Exchanging additional e-mails regarding Thursday's motion. Exchanging additional e-mails and engaging in numerous conversations regarding Eighth Report.
8/10/13	Tony Reyes	Attending to service(s) of Eighth Report of Duff & Phelps. Reviewing and swearing Affidavit of Service. Reviewing materials for motion.
9/10/13	Tony Reyes	Reviewing Gowlings' Factum and preparing for hearing tomorrow.
9/10/13	Sarah Bertrand	Delivery to the Commercial List Office at the Superior Court of Justice of the Eighth Report of Duff & Phelps Canada Restructuring Inc., as Information Officer of Allied Systems Holdings Inc. et al and a sworn Affidavit of Service.
10/10/13	Tony Reyes	Preparing for and attending at Court.
11/10/13	Tony Reyes	Exchanging various e-mails regarding letter to Mazda.
15/10/13	Evan Cobb	Finalizing and sending Mazda letter.
15/10/13	Tony Reyes	Receiving e-mails regarding Mazda letter.
22/10/13	Evan Cobb	Participating in call with counsel to the Foreign Representatives regarding Mazda.
29/10/13	Evan Cobb	Reviewing letter from Mazda Canada. E-mails regarding same.
29/10/13	Tony Reyes	Reviewing Mazda letter.
30/10/13	Tony Reyes	E-mails about potential bankruptcies. Responding to inquiry from Government of Nunavut.

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

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TOTAL FEES CAD \$14,932.50

**DISBURSEMENTS - TAXABLE**

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Copies	269.50
Facsimile	6.00
Overtime - Secretarial	146.25
Overtime- meals	6.52
<b>TOTAL</b>	<b>CAD \$428.27</b>



# NORTON ROSE FULBRIGHT

## INVOICE

Invoice Number: 1309087  
Date: October 11, 2013  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents  
Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA  
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toronto@nortonrosefulbright.com  
nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

Attention: Robert Kofman  
Managing Director

GST: R111340006

For professional services rendered and disbursements incurred for the period ending September 30, 2013.

FEES	10,131.00
DISBURSEMENTS (Taxable)	29.00
DISBURSEMENTS (Non Taxable)	0.00
NET	10,160.00
HST	1,320.80
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$11,480.80

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 108-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

**FEE DETAIL**

Date	Timekeeper	Description
3/9/13	Tony Reyes	Exchanging e-mails regarding scheduling. Exchanging e-mails regarding objections.
5/9/13	Tony Reyes	Reviewing the U.S. Notice received. Reviewing the Objections filed by Canadian Auto Workers and Jack Cooper Holdings.
6/9/13	Tony Reyes	Receiving several e-mails regarding status of matters and regarding telephone call on weekend. Doing brief review of materials from Jack Cooper Holdings. Doing review of materials regarding Objections and responses.
8/9/13	Evan Cobb	Reviewing final Asset Sale Agreement, and objections.
9/9/13	Tony Reyes	Exchanging further e-mails regarding status and re-opening of auction. Reviewing the Jack Cooper Purchase Agreement as revised.
10/9/13	Tony Reyes	Receiving further e-mails. Engaging in discussion with E. Cobb regarding U.S. hearing and regarding re-opening of auction process.
12/9/13	John Mastoras	Engaging in various office conferences with E. Cobb and T. Reyes. Engaging in a telephone conference with Gowlings and advising accordingly.
12/9/13	Tony Reyes	Reviewing e-mail regarding Labour Issue. Engaging in office consultation with J. Mastoras. Participating in conference call with J. Mastoras and C. Eustace of Gowlings.
13/9/13	Tony Reyes	Receiving various e-mails.
16/9/13	Tony Reyes	Exchanging e-mails regarding documents and timing issues.
17/9/13	Tony Reyes	Reviewing the Jack Cooper Asset Purchase Agreement and disclosure schedules. Reviewing the proposed Canadian and U.S. Sale Approval and Vesting Orders. Engaging in telephone discussion with J. Stam. Exchanging e-mails with J. Stam, M. Vininsky and N. Goldstein.
18/9/13	Tony Reyes	Exchanging e-mails regarding discussion with M. Vininsky and N. Goldstein. Engaging in telephone conversation with M. Vininsky.
20/9/13	Tony Reyes	Exchanging e-mails regarding filing of report. Drafting notice to Service List regarding timing of the filing of Information Officer's Report. Engaging in telephone conversation with J. Stam.

# NORTON ROSE FULBRIGHT

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

Date	Timekeeper	Description	
23/9/13	Tony Reyes	Exchanging e-mails regarding notice to service list. Attending to service of notice.	
TOTAL FEES			CAD \$10,131.00

## DISBURSEMENTS - TAXABLE

Copies		29.00
TOTAL		CAD \$29.00

INVOICE: 1309087





# **NORTON ROSE FULBRIGHT**

## INVOICE

**Invoice Number:** 1298524  
**Date:** September 9, 2013  
**Client:** DUFF & PHELPS CANADA  
 RESTRUCTURING INC.  
**RE:** Allied Systems Holdings, Inc.  
**Matter No:** 02004267-0059

**Barristers & Solicitors / Patent & Trade-mark Agents**

Norton Rose Fulbright Canada LLP  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84  
 Toronto, Ontario M5J 2Z4 CANADA

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**F:** +1 416.216.3930  
 toronto@nortonrosefulbright.com  
 nortonrosefulbright.com

**DUFF & PHELPS CANADA RESTRUCTURING INC.**  
 Suite 1002, P.O. Box 84  
 200 King Street West  
 Toronto, Ontario M5H 3T4

**GST: R111340006**

**Attention:** Robert Kofman  
 Managing Director

For professional services rendered and disbursements incurred for the period ending August 31, 2013.

FEES	6,708.00
DISBURSEMENTS (Taxable)	0.00
DISBURSEMENTS (Non Taxable)	0.00
<b>NET</b>	<b>6,708.00</b>
HST	872.04
<b>TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS</b>	<b>\$7,580.04</b>

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

**Payable upon receipt**

**Banking information for wire transfer**  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank 003, Transit 00002, Acc. No. 108-030-0  
 Swift Code # ROYCCAT2  
 Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

FEE DETAIL

Date	Timekeeper	Description
2/8/13	Evan Cobb	Exchanging emails and calls with N. Goldstein.
7/8/13	Tony Reyes	Engaging in discussion with E. Cobb regarding recent events and regarding sales process.
8/8/13	Evan Cobb	Meetings with T. Reyes. Engaging in telephone conversations with N. Goldstein and M. Vininsky.
8/8/13	Tony Reyes	Receiving emails regarding bids. Engaging in discussion with E. Cobb regarding potential auction. Engaging in telephone conversation with J. Stam regarding same. Reviewing five offers for assets of Allied U.S. and Allied Canada.
9/8/13	Tony Reyes	Engaging in further review of offers. Participating in office consultation with E. Cobb.
13/8/13	Tony Reyes	Engaging in discussion with E. Cobb regarding status of file.
16/8/13	Tony Reyes	Exchanging emails regarding status. Consulting with E. Cobb.
19/8/13	Evan Cobb	Reviewing required steps in connection with sale approval hearing and notice to contract counterparties. Exchanging emails regarding same.
19/8/13	Tony Reyes	Exchanging emails regarding auction and asset purchase agreement.
20/8/13	Tony Reyes	Reviewing the Allied asset purchase agreement. Discussing same with E. Cobb.
27/8/13	Tony Reyes	Exchanging emails regarding closing documents and court schedule. Engaging in discussion with E. Cobb regarding same.
28/8/13	Tony Reyes	Reviewing the closing documents. Exchanging emails regarding court scheduling.

TOTAL FEES

CAD \$6,708.00



# **NORTON ROSE FULBRIGHT**

## INVOICE

Invoice Number: 1288395  
 Date: August 9, 2013  
 Client: DUFF & PHELPS CANADA  
 RESTRUCTURING INC.  
 RE: Allied Systems Holdings, Inc.  
 Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84  
 Toronto, Ontario M5J 2Z4 CANADA

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 toronto@nortonrosefulbright.com  
 nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
 Suite 1002, P.O. Box 84  
 200 King Street West  
 Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
 Managing Director

For professional services rendered and disbursements incurred for the period ending July 31, 2013.

FEES	4,708.00
DISBURSEMENTS (Taxable)	132.01
DISBURSEMENTS (Non Taxable)	0.00
NET	4,840.01
HST	629.20
<b>TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS</b>	<b>\$5,469.21</b>

Please note that interest at the rate of 1.3% per annum may be charged on any invoice  
 that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank 003, Transit 00002, Acc. No 106-030-0  
 Swift Code # ROYCCAT2  
 Include invoice number on transfer order

# NORTON ROSE FULBRIGHT

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

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## FEE DETAIL

Date	Timekeeper	Description
2/7/13	Evan Cobb	Reviewing transcripts from Chapter 11 proceedings.
3/7/13	Evan Cobb	Reviewing template Asset Purchase Agreement and Schedules.
5/7/13	Evan Cobb	Finalizing review of template Asset Purchase Agreement and Schedules. Reviewing e-mail correspondence.
9/7/13	Evan Cobb	Considering issues related to the draft Wind-Down Budget.
17/7/13	Evan Cobb	Reviewing matters related to sale process.
22/7/13	Evan Cobb	Reviewing revised Asset Purchase Agreement.
25/7/13	Evan Cobb	Reviewing and commenting on drafts of Canadian and US sale Order.
28/7/13	Evan Cobb	Completing detailed review and summary of revised Asset Purchase Agreement.
29/7/13	Evan Cobb	Reviewing most recent changes to Asset Purchase Agreement. Reviewing Yucaipa/UCC settlement motion.
TOTAL FEES		CAD \$4,708.00

## DISBURSEMENTS - TAXABLE

Courier service	132.01
TOTAL	CAD \$132.01

INVOICE: 1288395



**INVOICE**

Invoice Number: 1278694  
 Date: July 9, 2013  
 Client: DUFF & PHELPS CANADA  
 RESTRUCTURING INC.  
 RE: Allied Systems Holdings, Inc.  
 Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84  
 Toronto, Ontario M5J 2Z4 CANADA

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 nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
 Suite 1002, P.O. Box 84  
 200 King Street West  
 Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
 Managing Director

For professional services rendered and disbursements incurred for the period ending June 30, 2013.	
FEES	8,248.50
DISBURSEMENTS (Taxable)	151.28
DISBURSEMENTS (Non Taxable)	0.00
NET	8,399.78
HST	1,091.97
<b>TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS</b>	<b>\$9,491.75</b>

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking Information for wire transfer  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank 003, Transit 00002, Acc. No. 106-030-0  
 Swift Code # RQYCCAT2  
 Include invoice number on transfer order



DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: **Allied Systems Holdings, Inc.**

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**FEE DETAIL**

Date	Timekeeper	Description
7/6/13	Evan Cobb	Reviewing revised Bid Procedures and DIP documents. Reviewing correspondence on auction process. Considering issues in respect of Sixth Report.
10/6/13	Evan Cobb	Various correspondence regarding Claims Bar Order and Sixth Report. Participating in conference call with counsel to Allied.
11/6/13	Evan Cobb	Calls with N. Goldstein regarding bidding procedures. Various emails regarding recognition of Claims Bar Order.
13/6/13	Evan Cobb	Various calls and emails.
14/6/13	Evan Cobb	Commenting on draft order and affidavit regarding US Claims Bar recognition.
17/6/13	Evan Cobb	Emails regarding Sixth Report. Commenting on same.
18/6/13	Evan Cobb	Finalizing Sixth Report. Various emails on same. Attending to service matters. Discussions with Information Officer regarding Bar Date Notice.
19/6/13	Evan Cobb	Reviewing objections served in US proceedings.
20/6/13	Evan Cobb	Reviewing and commenting on draft of Affidavit and Seventh Report.
21/6/13	Evan Cobb	Attending at Court for recognition of Claims Bar Order. Reviewing matters related to Seventh Report. Reviewing revised Affidavit. Reviewing Replacement DIP Order and Bid Procedures Order granted in US proceedings.
23/6/13	Evan Cobb	Various email correspondence regarding Seventh Report.
24/6/13	Evan Cobb	Finalizing Seventh Report and attending to service matters.
25/6/13	Andrew Nicholl	Delivering documents to the Ontario Superior Court of Justice in preparation for a motion on June 26th, 2013.
25/6/13	Evan Cobb	Reviewing revised orders for June 26th motion.
26/6/13	Evan Cobb	Preparing for and attending at Court on motion to recognize Bidding Procedures Order and Replacement DIP Order.
<b>TOTAL FEES</b>		<b>CAD \$8,248.50</b>

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

**DISBURSEMENTS - TAXABLE**

Copies		79.50
Courier service		71.78
	<b>TOTAL</b>	<b>CAD \$151.28</b>



# NORTON ROSE FULBRIGHT

## INVOICE

Invoice Number: 1270033  
Date: June 10, 2013  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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nortonrosefulbright.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending May 31, 2013.

FEES	9,668.00
DISBURSEMENTS (Taxable)	0.00
DISBURSEMENTS (Non Taxable)	0.00
NET	9,668.00
HST	1,256.84
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$10,924.84

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: **Allied Systems Holdings, Inc.**

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**FEE DETAIL**

Date	Timekeeper	Description
18/5/13	Evan Cobb	Reviewing changes to Stalking Horse Asset Purchase Agreement. Reviewing replacement Debtor-In-Possession Loan Agreement. Reviewing bidding procedures.
23/5/13	Evan Cobb	Reviewing draft motion materials and orders. Commenting on same. Participating in conference call with J. Stam. Reviewing Final Debtor-In-Possession Order regarding enforceability of First Lien security. Considering security issues.
24/5/13	Evan Cobb	Engaging in telephone conversation with J. Stam and representatives of Duff & Phelps. Exchanging various e-mails.
26/5/13	Evan Cobb	Drafting portions of Information Officer's report. Reviewing and commenting on revised Bid Procedures affidavit. Exchanging various e-mails.
27/5/13	Evan Cobb	Exchanging various e-mail correspondence with the Information Officer and counsel to Foreign Representative. Reviewing Sellers' Disclosure Schedules for Stalking Horse Agreement. Drafting language for Information Officer's report.
28/5/13	Evan Cobb	Summarizing relevant aspects of disclosure schedules. Reviewing wind down budget. Discussing issues with M. Forte.
29/5/13	Evan Cobb	Reviewing motion records. Reviewing objections. Engaging in several discussions with M. Vininsky regarding Sixth Report. Exchanging various e-mails.
30/5/13	Evan Cobb	Finalizing draft of Sixth Report. Exchanging correspondence regarding same.
30/5/13	Mario Forte	Participating in discussions and providing advice regarding process issues.
31/5/13	Evan Cobb	Considering issues in respect of Sixth Report.
31/5/13	Mario Forte	Participating in discussion of strategic options.
		<b>TOTAL FEES</b>
		<b>CAD \$9,668.00</b>



# NORTON ROSE

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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toronto@nortonrose.com  
nortonrose.com

## INVOICE

Invoice Number: 1264852  
Date: May 17, 2013  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending May 17, 2013.

FEES	12,990.00
DISBURSEMENTS (Taxable)	219.81
DISBURSEMENTS (Non Taxable)	0.00
NET	13,209.81
HST	1,717.28
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$14,927.09

Please note that interest at the rate of 1.3% per annum may be charged on any invoice that is not paid in full within 30 days from the date on which it was issued.

INVOICES: 219981112

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order



DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

FEE DETAIL

Date	Timekeeper	Description
18/4/13	Alexander J. Schmitt	Filing electronic copies of materials with court for hearing on April 22, 2013.
6/5/13	Evan Cobb	Communicating with counsel to the Foreign Representative and with the Information Officer regarding Debtor-in-Possession financing and Stalking Horse arrangements.
6/5/13	Tony Reyes	Exchanging e-mails and engaging in discussion regarding Stalking Horse offer. Participating on conference call regarding same, with J. Stam. Reviewing the draft Stalking Horse agreement.
7/5/13	Tony Reyes	Exchanging e-mails regarding Stalking Horse offer and regarding opinions on security.
8/5/13	Evan Cobb	Reviewing Stalking Horse Purchase Agreement.
9/5/13	Tony Reyes	Participating in conference call with B. Kofman and M. Vininsky. Exchanging e-mails regarding discussion with J. Stam. Participating in conference call with J. Stam and E. Cobb regarding comments on Stalking Horse agreement. Following up conversation with J. Stam regarding security opinion.
9/5/13	Evan Cobb	Communicating with J. Stam regarding Stalking Horse process.
10/5/13	Tony Reyes	Participating in conference call with M. Vininsky and J. Stam regarding Stalking Horse process. Discussing same with E. Cobb.
12/5/13	Tony Reyes	Exchanging several e-mails regarding Stalking Horse Asset Purchase Agreement, regarding bidding procedures, etc.
13/5/13	Tony Reyes	Exchanging several e-mails regarding Debtor-in-Possession loan, Stalking Horse agreements and bidding procedures. Speaking with J. Stam. Reviewing Gowling comments on Asset Purchase Agreement and blackline of bidding procedures.
13/5/13	Evan Cobb	Reviewing changes to Asset Purchase Agreement.
14/5/13	Evan Cobb	Engaging in discussion with J. Stam regarding revised Asset Purchase Agreement and process matters.





DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: Allied Systems Holdings, Inc.

Date	Timekeeper	Description
14/5/13	Tony Reyes	Reviewing e-mails regarding various agreements and documents. Discussing matters with E. Cobb. Reviewing the documents further. Participating in conference call with J. Stam. Discussing matters with M. Vininsky and E. Cobb.
15/5/13	Tony Reyes	Reviewing various e-mails and updated documents.
16/5/13	Evan Cobb	Reviewing and commenting on draft orders. Speaking with J. Stam and Information Officer.
16/5/13	Tony Reyes	Engaging in discussion with E. Cobb regarding agreements and regarding form of Canadian Sale and Approval Order. Receiving Asset Purchase Agreement regarding timing of issuance of this order. Participating in conference call with B. Kofman, M. Vininsky, N. Goldstein and E. Cobb regarding status and issues. Following up regarding discussions and e-mails.
17/5/13	Tony Reyes	Receiving additional e-mails and documents. Speaking with C. Prophet regarding 9:30 appointment on Monday. Receiving additional correspondence.
TOTAL FEES		CAD \$12,990.00

**DISBURSEMENTS - TAXABLE**

Overtime - Secretarial	195.00
Stamps/Postage	24.81
TOTAL	CAD \$219.81

**INVOICE**

Invoice Number: 1259558  
Date: April 30, 2013  
Client: DUFF & PHELPS CANADA  
RESTRUCTURING INC.  
RE: Allied Systems Holdings, Inc.  
Matter No: 02004267-0059

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Canada LLP  
Royal Bank Plaza, South Tower, Suite 3800  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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toronto@nortonrose.com  
nortonrose.com

DUFF & PHELPS CANADA RESTRUCTURING INC.  
Suite 1002, P.O. Box 84  
200 King Street West  
Toronto, Ontario M5H 3T4

GST: R111340006

Attention: Robert Kofman  
Managing Director

For professional services rendered and disbursements incurred for the period ending April 22, 2013.

FEES	18,434.00
DISBURSEMENTS (Taxable)	961.41
DISBURSEMENTS (Non Taxable)	127.00
NET	19,522.41
HST	2,521.40
TOTAL FOR THIS INVOICE IN CANADIAN DOLLARS	\$22,043.81

Payable upon receipt

Banking information for wire transfer  
RBC Financial Group, Main Branch, Royal Bank Plaza  
Toronto, Ontario, CANADA  
Bank 003, Transit 00002, Acc. No. 106-030-0  
Swift Code # ROYCCAT2  
Include invoice number on transfer order

RE: **Allied Systems Holdings, Inc.**

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**FEE DETAIL**

Date	Timekeeper	Description
21/3/13	Tony Reyes	Exchanging e-mails regarding comments on draft materials. Reviewing various other e-mails.
22/3/13	Tony Reyes	Reviewing the revised US and Canadian motion materials.
26/3/13	Tony Reyes	Reviewing the material as served.
27/3/13	Tony Reyes	Exchanging e-mails regarding fees, etc.
1/4/13	Tony Reyes	Reviewing e-mail regarding fee details and breakdown.
1/4/13	Evan Cobb	Considering fee approval issues. Finalizing fee approval information.
2/4/13	Evan Cobb	Providing further information for fee approval motion.
3/4/13	Tony Reyes	Reviewing the draft affidavit of S. Macaulay, and M. Vininsky's comments on same. Discussing same with E. Cobb regarding his comments.
3/4/13	Evan Cobb	Reviewing affidavit materials for directors' charge motion. E-mails, calls and meetings regarding same.
4/4/13	Tony Reyes	Discussing fee affidavit with E. Cobb and notice of motion. Exchanging e-mails regarding Report from Information Officer.
5/4/13	Tony Reyes	Reviewing draft Fifth Report. Exchanging various e-mails. Discussing comments with E. Cobb.
6/4/13	Evan Cobb	Reviewing and commenting on Sixth Information Officer's Report.
7/4/13	Evan Cobb	Drafting motion materials for fee and activity approval. Reviewing draft Fifth Report of the Information Officer.
8/4/13	Tony Reyes	Reviewing draft motion materials for approval of accounts of Information Officer and counsel. Discussing same with M. Vininsky. Discussing same with E. Cobb. Discussing with E. Cobb the additional comments on report. Exchanging further e-mails. Speaking with M. Vininsky. Discussing matters with J. Stam. Sending e-mail regarding Information Officer's motion.
8/4/13	Evan Cobb	Meetings and emails regarding Fifth Report comments.
9/4/13	Alexander J. Schmitt	Conducting checks and proofing of fee affidavit of E. Cobb and T. Reyes.

RE: **Allied Systems Holdings, Inc.**

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Date	Timekeeper	Description
9/4/13	Tony Reyes	Discussing affidavit of fees with E. Cobb. Completing and swearing same. Finalizing motion record. Exchanging e-mails regarding motion and regarding service.
10/4/13	Tony Reyes	Exchanging various e-mails regarding sequence and timing of materials.
11/4/13	Tony Reyes	Reviewing various e-mails regarding materials , return date(s) sequence and service. Speaking with J . Latham. Providing fee information to J. Latham.
11/4/13	Evan Cobb	Reviewing final version of Fifth Report of the Information Officer. E-mails regarding same.
12/4/13	Tony Reyes	Exchanging e-mails regarding service of motion record. Completing final review of Fifth Report. Engaging in various conversations regarding service. Engaging in discussion with E. Cobb regarding attendance at Court on Monday.
12/4/13	Evan Cobb	Updating orders and notice of motion. Attending to service related matters.
15/4/13	Tony Reyes	Exchanging e-mails regarding hearing, adjournment and endorsement.
15/4/13	Evan Cobb	Attending at court for adjournment request. E-mails on same.
16/4/13	Tony Reyes	Exchanging e-mails regarding scheduling. Filing of electronic documents. Communicating with J. Stam regarding waiver of HST requirements. Exchanging e-mails regarding Factum.
16/4/13	Evan Cobb	Reviewing draft factum of the Foreign Representative. E-mails regarding same.
17/4/13	Tony Reyes	Preparing for hearing. Reviewing the Applicant's Factum and the Brief of Authorities.
17/4/13	Evan Cobb	Correspondence regarding factum of Foreign Representative. Providing case law on Directors' and Officers' charges in section 18.6 cases.
17/4/13	Catherine Ma	Preparing electronic copy of Motion Record for Commercial List. Sending e-mail to T. Reyes regarding same.
18/4/13	Catherine Ma	Finalizing electronic Motion Record for Commercial Court. Sending e-mail to T. Reyes regarding same.
18/4/13	Tony Reyes	Engaging in telephone discussions with Goodmans, Oslers and Stikemans regarding relief sought by Information Officer on Monday. Exchanging e-mails with J. Stam regarding same.

DUFF & PHELPS CANADA  
RESTRUCTURING INC.

02004267-0059

RE: **Allied Systems Holdings, Inc.**

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Date	Timekeeper	Description
20/4/13	Tony Reyes	Preparing for tomorrow's Court hearing.
22/4/13	Evan Cobb	Preparing for and attending at court on Directors' and Officers' Charge and fee approval motion.
22/4/13	Tony Reyes	Appearing before Mr. Justice Morawetz for company motion and for Information Officer motion. Following up e-mails and service.
		<b>TOTAL FEES</b>
		<b>CAD \$18,434.00</b>

**DISBURSEMENTS - TAXABLE**

Copies	693.25
Courier service	268.16
<b>TOTAL</b>	<b>CAD \$961.41</b>

**DISBURSEMENTS - NON TAXABLE**

Filing notice of motion	127.00
<b>TOTAL</b>	<b>CAD \$127.00</b>

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC. 1985, C.C-36, AS AMENDED

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

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

AFFIDAVIT OF JUAN ANTONIO REYES  
(sworn January 5, 2016)

Norton Rose Canada LLP  
Royal Bank Plaza, South Tower  
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200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4 CANADA

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KSV Kofman Inc.