

**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 MITCH VININSKY
(sworn January 6, 2016)**

1. I, Mitch Vininsky, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

2. I am a Managing Director and Vice-President of KSV Kofman Inc. ("KSV"), the Court-appointed Information Officer of Allied Systems Holdings, Inc. (now known as ASHINC Corporation), Allied Systems (Canada) Company (now known as ASCCO (Canada) Company), Axis Canada Company (now known as AXCCO Canada Company) and those other companies listed on Schedule "A" hereto (in such capacity, the "Information Officer"), and as such, have knowledge of the matters herein deposed.

3. On June 13, 2012, Duff & Phelps Canada Restructuring Inc. ("D&P") was appointed by the Ontario Superior Court of Justice (Commercial List) ("Court") as Information Officer.

4. On June 30, 2015, D&P was acquired by KSV. Pursuant to an Order of the Court made on July 10, 2015, the name of the firm performing D&P's mandates in progress as of June 30, 2015 was changed to KSV, including acting as Information Officer in these proceedings. The licensed trustees/restructuring professionals overseeing this mandate prior to June 30, 2015 remain unchanged.

5. This Affidavit is sworn in support of a motion to be made in these proceedings seeking, among other things, approval of the fees and disbursements of the Information Officer.

6. The invoices, which are for the period from April 1, 2013 to December 31, 2015 ("Period"), disclose in detail: (i) the dates on which the services were rendered; (ii) the time expended by each person and their hourly rates; (iii) the total charges for the services rendered and disbursements incurred for the relevant time period; and (iv) the activities conducted in each period. The invoice dated January 5, 2016 includes an estimate to complete these proceedings.

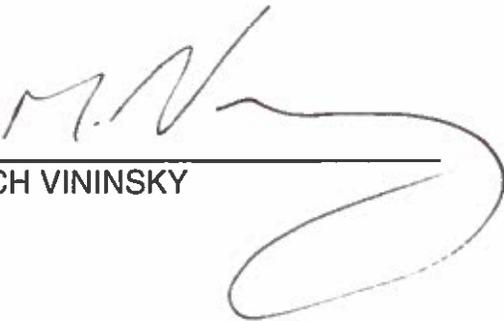
7. Copies of the Information Officer's invoices are attached hereto as Exhibit "A" and the billing summary is attached hereto as Exhibit "B". The Information Officer's activities during the Period are summarized in Section 4 of the Information Officer's Fourteenth Report to Court dated January 6, 2016.

8. I verily believe that the time expended and the fees charged are reasonable in light of the services performed and the prevailing market rates for services of this nature in downtown Toronto.

SWORN BEFORE ME at)
the City of Toronto, in the)
Province of Ontario, this)
6th day of January, 2016)



A Commissioner for taking
Affidavits, etc.



MITCH VININSKY

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Kofman Inc.,
Trustee in Bankruptcy.
Expires April 11, 2018.**

Schedule “A”

Schedule A

AAINC Corporation (f/k/a Allied Automotive Group, Inc.)

AFBLLC LLC (f/k/a Allied Freight Broker LLC)

ASLTD L.P. (f/k/a Allied Systems, Ltd. (L.P.))

AXALLC LLC (f/k/a Axis Areta, LLC)

AXGINC Corporation (f/k/a Axis Group, Inc.)

Commercial Carriers, Inc.

CTSINC Corporation (f/k/a CT Services, Inc.)

CTLLC (f/k/a Cordin Transport LLC)

F.J. Boutell Driveaway LLC

GACS Incorporated

Logistic Systems, LLC

Logistic Technology, LLC

QAT, Inc.

RMX LLC

Transport Support LLC

Terminal Services LLC

This is Exhibit "A" referred to in the Affidavit of Mitch Vininsky,
sworn before me, this 6th day of January, 2016



Commissioner for taking affidavits

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Kofman Inc.,
Trustee in Bankruptcy.
Expires April 11, 2018.**

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

May 14, 2013

Invoice#: TP00126832
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered from April 1, 2013 to April 30, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, Troutman Sanders, LLP ("Troutman"), the Company's US counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Attending a call on April 4, 2013 with a representative of Troutman regarding the litigation between the Yucaipa companies and Black Diamond/Spectrum and between the Yucaipa companies and the Unsecured Creditors Committee ("Litigation");
- Attending calls on April 4 and 5, 2013 with a representative of Richards Layton & Finger, counsel to the Company, regarding the Litigation;
- Attending calls on April 4 and 5, 2013 with Scott Macaulay, Senior Vice-President and Chief Financial Officer of Allied Systems Holdings Inc., to discuss the Company's operations;

- Reviewing and commenting on multiple drafts of materials filed in the context of the Canadian Proceedings, including the:
 - Affidavit of Scott Macaulay sworn April 11, 2013;
 - Court order dated April 22, 2013 in connection with, *inter alia*, a charge for the Company's directors ("D&O Charge");
 - Brief of Authorities dated April 17, 2013; and
 - The Company's factum dated April 17, 2013;
- Reviewing a schedule prepared by the Company of intercompany transactions from the commencement of the Chapter 11 Proceedings to March 31, 2013;
- Attending a call on April 8, 2013 with a representative from Troutman to discuss the Report;
- Preparing the Information Officer's Fifth Report to Court dated April 11, 2013 ("Report");
- Attending at Court on April 22, 2013;
- Reviewing materials posted on the Company's claims agent's website in the Chapter 11 Proceedings,
- Corresponding regularly with Mr. Macaulay regarding the Company's operations;
- Attending periodic calls and corresponding with Gowlings regarding the Company's motion for a D&O Charge;
- Corresponding with Gowlings regarding a pre-filing insurance claim made against the Company;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 23,525.00
HST	3,058.25
Total	<u>\$ 26,583.25</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period April 1 to April 30, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	650	3.50	2,275.00
Mitch Vininsky	500	26.40	13,200.00
Noah Goldstein	400	19.50	7,800.00
Other Staff and Administration			250.00
Subtotal			<u>23,525.00</u>
HST			<u>3,058.25</u>
Total			<u><u>26,583.25</u></u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

June 10, 2013

Invoice#: TP00128277
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered from May 1, 2013 to May 31, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, Troutman Sanders, LLP ("Troutman"), the Company's US counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Reviewing drafts of a stalking horse offer and schedules thereto submitted by New Allied Acquisition Co., LLC, an entity formed by Black Diamond Commercial Finance, LLC and Spectrum Commercial Finance LLC ("Black Diamond/Spectrum"), to purchase the Company's business and related assets (the "APA");
- Reviewing drafts of the bidding procedures to be used in a Stalking Horse sale process (the "Bidding Procedures");
- Reviewing drafts of a replacement debtor-in-possession financing agreement offered by Black Diamond/Spectrum and other lenders to the Company ("Replacement DIP");
- Reviewing an appraisal issued by AccuVal Associated Inc. dated April 11, 2012 of the Company's trucking fleet;

- Reviewing materials filed on May 17, 2013 with the United States Court for the District of Delaware ("U.S. Court") in the context of the Chapter 11 Proceedings, including a:
 - Replacement DIP motion and proposed order ("Replacement DIP Motion");
 - Bidding Procedures motion and proposed order ("Bidding Procedures Motion", together with Replacement DIP Motion ("U.S. Motions")); and
 - Motion to shorten notice in connection with the U.S. Motions and proposed order.
- Reviewing objections filed in connection with the U.S. Motions, including those filed by Teamsters Automobile Transporters Industry Negotiating Committee, General Motors Holdings LLC and certain related companies, The Official Committee of Unsecured Creditors and Yucaipa American Alliance Fund I, L.P. and certain related companies:
- Reviewing and commenting on multiple drafts of materials filed in the context of the Canadian Proceedings in connection with the recognition of the proposed Replacement DIP order, including the:
 - Affidavit of Scott Macaulay sworn on May 28, 2013;
 - Affidavit of Ava Kim sworn on May 28, 2013; and
 - Notice of Motion returnable June 5, 2013.
- Reviewing and commenting on multiples drafts of a Replacement DIP recognition order;
- Reviewing and commenting on multiple drafts of materials filed in the context of the Canadian Proceedings in connection with the recognition of a proposed Bidding Procedures order, including the:
 - Affidavit of Scott Macaulay sworn on May 28, 2013;
 - Affidavit of Ava Kim sworn on May 28, 2013; and
 - Notice of Motion returnable June 5, 2013.
- Reviewing and commenting on multiple drafts of a proposed Bidding Procedures recognition order;
- Drafting the Sixth Report to court of the Information Officer to be filed;
- Attending calls on May 6, 14, 24 and 30, 2013 with Norton Rose and Gowlings to discuss, *inter alia*, the U.S. Motions;

- Attending calls on May 9 and 16, 2013 with Norton Rose to discuss, *inter alia*, the U.S. Motions;
- Attending calls on May 21, 22, 23 and 24, 2013 with Gowlings to discuss, *inter alia*, the U.S. Motions;
- Attending a call on May 23, 2013 with Rothschild to discuss the wind-down budget;
- Attending a call on May 27, 2013 with a representative of Richards Layton & Finger, counsel to the Company, to discuss the U.S. Motions;
- Attending a call on May 28, 2013 with Scott Macaulay, Senior Vice-President and Chief Financial Officer of Allied Systems Holdings Inc., to discuss the Company's operations and the U.S. Motions;
- Attending U.S. Court via conference call on May 31, 2013;
- Reviewing and commenting on multiple drafts of a wind-down budget prepared by Rothschild Inc. ("Rothschild"), the Company's financial advisor, to complete the Chapter 11 Proceedings and Canadian Proceedings in the event the Courts issued and recognized the Bidding Procedures order and Replacement DIP order;
- Corresponding with the Globe & Mail in order to receive an estimate to publish a sale notice in connection with the requirements of the proposed Bidding Procedures order;
- Reviewing a cash projection prepared by the Company for the period ending August 4, 2013;
- Reviewing materials posted on the Company's claims agent's website in the Chapter 11 Proceedings,
- Corresponding with Mr. Macaulay regarding the Company's operations;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 71,510.00
HST	9,296.30
Total	<u>\$ 80,806.30</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period May 1 to May 31, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	650	37.40	24,310.00
Mitch Vininsky	500	52.90	26,450.00
Noah Goldstein	400	51.25	20,500.00
Other Staff and Administration			250.00
Subtotal			<u>71,510.00</u>
HST			<u>9,296.30</u>
Total			<u><u>80,806.30</u></u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

July 10, 2013

Invoice#: TP00129820
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during June, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, Troutman Sanders, LLP ("Troutman"), the Company's US counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Reviewing a "certification of counsel" filed on May 28, 2013 with the United States Court for the District of Delaware ("U.S. Court") for an order approving a claims process and claims bar date ("Claims Bar Date");
- Reviewing the order made by the U.S. Court dated May 29, 2013 with respect to the Claims Bar Date;
- Attending a call on June 10, 2013 with a representative of Troutman and Gowlings to discuss, among other things, the Claims Bar Date;
- Reviewing and commenting on draft materials filed in the Canadian Proceedings in connection with recognition of the Claims Bar Date order, including the:
 - Affidavit of Scott Macaulay sworn on June 17, 2013; and
 - Notice of Motion returnable June 21, 2013;
- Reviewing and commenting on a draft Claims Bar Date recognition order;

- Preparing the Information Officer's Sixth Report to Court dated June 18, 2013 in connection with, *inter alia*, the Claims Bar Date recognition order;
- Reviewing materials filed on June 13, 2013 ("Materials") with the U.S. Court in the Chapter 11 Proceedings, including a:
 - Modified replacement debtor-in-possession financing agreement offered by Black Diamond/Spectrum and other lenders to the Company ("Replacement DIP"); and
 - Modified bidding procedures to be used in a sale process ("Bidding Procedures");
- Reviewing objections filed in connection with the Materials, including those filed by General Motors Holdings LLC and certain related companies and Yucaipa American Alliance Fund I, L.P. and certain related companies;
- Attending by conference call at the hearing before the U.S. Court on June 19, 2013;
- Preparing a memorandum summarizing, among other things, the Company's financial performance for the period from January 1, 2009 to March 31, 2013;
- Attending at the Ontario Superior Court of Justice on June 21 and 26, 2013 regarding the recognition of the Claims Bar Date order, the Replacement DIP order and the Bidding Procedures order;
- Reviewing and commenting on the Company's draft materials filed in the Canadian Proceedings in connection with recognition of the Replacement DIP and Bidding Procedures orders, including the:
 - Supplemental affidavit of Scott Macaulay sworn on June 21, 2013;
 - Company's Book of Authorities; and
 - Company's Factum dated June 26, 2013.
- Reviewing a draft of the Replacement DIP recognition order;
- Reviewing a draft of the Bidding Procedures recognition order;
- Preparing the Information Officer's Seventh Report to Court dated June 24, 2013 in connection with recognition of the Replacement DIP and Bidding Procedures orders;
- Attending a call on June 25, 2013 with representatives of Gowlings and the Company to prepare for the recognition proceedings;

- Reviewing a template asset purchase agreement to be posted in the Company's data room in connection with the Bidding Procedures order;
- Corresponding with the *Globe & Mail* to publish a claims bar date notice pursuant to the requirements of the Claims Bar Date Order;
- Reviewing materials posted on the Company's claims agent's website in the Chapter 11 Proceedings,
- Corresponding with Mr. Macaulay regarding the Company's operations;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 43,252.36
HST	<u>5,622.81</u>
Total	<u>\$ 48,875.17</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period June 1 to June 30, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675 *	17.00	11,475.00
Mitch Vininsky	525 *	26.30	13,807.50
Noah Goldstein	400	39.25	15,700.00
Other Staff and Administration			2,269.86
Subtotal			43,252.36
HST			5,622.81
Total			48,875.17

* These rates were increased \$25 an hour effective June 1, 2013.

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

August 12, 2013

Invoice#: TP00131840
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during July, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, Troutman Sanders, LLP ("Troutman"), the Company's US counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Arranging for notice of the Company's claims process and claims bar date to be published in *The Globe and Mail* (national edition) on July 5, 2013 ("Claims Process");
- Reviewing a template asset purchase agreement to be posted in the Company's data room;
- Reviewing drafts of a proposed stalking horse offer submitted on July 16, 19, 25, and 28, 2013 to purchase certain of the Company's business and assets ("APA");
- Attending calls on July 8, 12 and 15, 2013 with representatives of Troutman, Rothschild Inc., the Company's financial advisor, Gowlings, the Company, PricewaterhouseCoopers LLP, the Company's tax advisor, to discuss a proposed wind-down budget to complete the Chapter 11 Proceedings and Canadian Proceedings;
- Attending calls on July 12, 18, 28 and 29, 2013 with Gowlings to discuss the APA;

- Attending a call on July 24, 2013 with a representative of Canada Revenue Agency to discuss the Claims Process;
- Assisting the Company to prepare severance and termination obligations of the Company's Canadian employees based on different assumptions;
- Reviewing calculations prepared by Gowlings of severance and termination costs in the context of the Company's Canadian employees;
- Reviewing a draft order approving the APA to be filed in the context of the Chapter 11 Proceedings;
- Reviewing and commenting on several drafts of a Sale Approval Recognition and Vesting Order in connection with the APA to be filed in the context of the Canadian Proceedings;
- Attending a call on July 28, 2013 with representatives of Gowlings, the Company and Troutman to discuss severance and termination costs related to the Company's business in Canada;
- Attending a call on July 30, 2013 with a representative of Richards, Layton and Finger P.A., the Company's counsel, to discuss the implications of an order issued by the U.S. court identifying Black Diamond Capital Partners LLC and Spectrum Investment Partners LP as the requisite lender in connection with the Company's first lien debt;
- Reviewing materials posted on the Company's claims agent's website in the Chapter 11 Proceedings;
- Reviewing decisions rendered in the Chapter 11 Proceedings and considering their impact on the Canadian portion of the business;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 38,040.00
HST	<u>4,945.20</u>
Total	<u>\$ 42,985.20</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries

Time Summary

For the Period July 1 to July 31, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675	21.50	14,512.50
Mitch Vininsky	525	23.10	12,127.50
Noah Goldstein	400	28.00	11,200.00
Other Staff and Administration			200.00
Subtotal			<u>38,040.00</u>
HST			4,945.20
Total			<u><u>42,985.20</u></u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

September 13, 2013

Invoice#: TP00133794
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during August, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, Troutman Sanders, LLP ("Troutman"), the Company's US counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Reviewing, in the context of an impact on the Company's Canadian operations, a revised template asset purchase agreement to be posted in the Company's data room;
- Reviewing and commenting on, in the context of an impact on the Company's Canadian operations, numerous drafts of a proposed stalking horse offer to purchase certain of the Company's business and assets;
- Reviewing, in the context of an impact on the Company's Canadian operations, five offers submitted on August 8, 2013, being the bid deadline for the Company's business and assets and corresponding with Gowlings related thereto;
- Participating on a conference call on August 12, 2013 with PricewaterhouseCoopers LLP, the Company's financial advisor, to discuss potential costs payable in connection with the Company's Canadian proceedings in the event of a wind-down, should a potential buyer opt not to purchase the Company's Canadian business and assets;

- Attending an auction on August 14 and 15, 2013 at the offices of Richards, Layton and Finger LLP, the Company's US counsel, for the Company's business and assets ("Auction");
- Reviewing a Notice of Sale issued by the Company declaring New Allied Acquisition Co LLC, a company incorporated by Black Diamond Capital Partners LLC and Spectrum Investment Partners LP in their capacity as requisite lenders under the Company's first lien credit agreement ("New Allied"), the successful bidder in the Auction;
- Reviewing, in the context of an impact on the Company's Canadian operations, an asset purchase agreement submitted by New Allied on August 19, 2013 regarding its proposed purchase of the Company's business and assets;
- Reviewing, in the context of an impact on the Company's Canadian operations, documents submitted by New Allied on August 27, 2013, including: Notice of Designated Purchaser, proposed corporate chart, financing commitment letters, Master Vehicle Lease Agreement, Shared Services Agreement, Adequate Assurance package and Unitary Lease Term Sheet;
- Attending calls on August 9 and 21, 2013 with Gowlings to discuss the Auction and next steps regarding the Company's sale process;
- Reviewing potential claims payable in the event of the liquidation of the Company's Canadian business;
- Drafting a report to Court in connection with the Auction results, to be filed;
- Reviewing materials posted on the Company's claims agent's website in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$ 43,139.98
HST	<u>5,608.20</u>
Total	<u>\$ 48,748.18</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period August 1 to August 31, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675	16.00	10,800.00
Mitch Vininsky	525	9.50	4,987.50
Noah Goldstein	400	58.25	23,300.00
Other Staff and Administration			75.00
Subtotal			39,162.50
Out of Pocket Disbursements			3,977.48
			43,139.98
HST			5,608.20
Total			48,748.18

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

October 9, 2013

Invoice#: TP00135852
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during September, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Reviewing an objection filed on September 3, 2013 in the Chapter 11 Proceedings by the National Automobile, Aerospace, Transportation and General Works Union of Canada to the asset purchase agreement submitted by New Allied Acquisition Co., LLC, a company incorporated by Black Diamond Capital Partners LLC and Spectrum Investment Partners LP in their capacity as requisite lenders under the Company's first lien credit agreement ("First Lien Agents");
- Reviewing, in the context of the impact on the Company's Canadian operations, an asset purchase agreement and supporting schedules, submitted on September 14, 2013 by Jack Cooper Holdings Corp. ("JCT") regarding its proposed purchase of substantially all of the Company's business and assets ("JCT APA");
- Reviewing, in the context of the impact on the Company's Canadian operations, an asset purchase agreement and supporting schedules, submitted by New Allied on September 15, 2013 regarding its proposed purchase of certain of the Company's assets ("First Lien Agents APA");

- Attending a call on September 18, 2013 with Norton Rose to discuss the JCT APA;
- Reviewing an order issued on September 17, 2013 by the US Court approving, among other things, the JCT APA;
- Reviewing and commenting on the draft affidavit of Scott Macaulay, the Company's Chief Financial Officer, to be filed in the Canadian proceedings in support of the motion to recognize, among other things, an order approving the sale of the Company's assets to JCT and New Allied ("Recognition Motion");
- Corresponding extensively with Gowlings regarding the Recognition Motion;
- Drafting a report to Court, to be filed, in connection with the Recognition Motion;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$ 21,701.25
HST	<u>2,821.16</u>
Total	<u>\$ 24,522.41</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period September 1 to September 30, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675	16.75	11,306.25
Mitch Vininsky	525	2.80	1,470.00
Noah Goldstein	400	22.25	8,900.00
Other Staff and Administration			25.00
Subtotal			<u>21,701.25</u>
HST			<u>2,821.16</u>
Total			<u><u>24,522.41</u></u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

November 11, 2013

Invoice#: TP00137543
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during October, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Reviewing and commenting on the Company's materials with respect to its motion to recognize, among other things, orders by the U.S. Bankruptcy Court approving the sale of the Company's assets ("Recognition Motion");
- Preparing the Information Officer's eighth report to Court dated October 8, 2013 in connection with the Recognition Motion;
- Reviewing an affidavit filed by a representative of Unifor in connection with the Recognition Motion;
- Attending a call with Gowlings on October 9, 2013 in connection with the Recognition Motion;
- Reviewing the Company's factum related to the Recognition Motion;
- Attending at Court on October 10, 2013;

- Reviewing and commenting on a letter dated October 15, 2013 prepared by Norton Rose to Mazda Canada Inc. ("Mazda"), in response to Mazda's notification of its intent to use an alternative auto-haul carrier;
- Commenting on the Company's wind-down budget in connection with the Canadian Proceedings;
- Providing an overview to Gowlings of activities that would be required in the event the Company's Canadian entities were assigned into bankruptcy;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$ 18,858.75
HST	<u>2,451.64</u>
Total	<u>\$ 21,310.39</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period October 1 to October 31, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675	17.25	11,643.75
Mitch Vininsky	525	6.90	3,622.50
Noah Goldstein	400	8.00	3,200.00
Other Staff and Administration			392.50
Subtotal			<u>18,858.75</u>
HST			2,451.64
Total			<u><u>21,310.39</u></u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

December 9, 2013

Invoice#: TP00139155
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during November, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Reviewing a response from Mazda Canada Inc. ("Mazda") to Norton Rose regarding Mazda's notification of its intent to use an alternative auto-haul carrier;
- Reviewing and commenting on the Company's wind-down budget in connection with the Canadian Proceedings;
- Participating on a call with Gowlings on November 11, 2013 regarding the Company's wind-down considerations;
- Participating on a call with Troutman Sanders, LLP, Gowlings and PricewaterhouseCoopers LLP on November 11, 2013 regarding the Company's wind-down budget and the Company's plan following the sale of its assets;
- Continuing to correspond with Gowlings regarding closing matters and the wind-down plan;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and

- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$ 11,089.04
HST	<u>1,441.58</u>
Total	<u>\$ 12,530.62</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period November 1 to November 30, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675	5.25	3,543.75
Mitch Vininsky*	525	12.60	6,615.00
Noah Goldstein	400	2.25	900.00
Other Staff and Administration			25.00
Subtotal			<u>11,083.75</u>
Disbursements			5.29
HST			<u>1,441.58</u>
Total			<u><u>12,530.62</u></u>

* Includes 8 hours from a prior billing period.

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

January 13, 2014

Invoice#: TP00141358
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during December, 2013 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Speaking with representatives of Gowlings on December 5 and 9, 2013 regarding the Company's wind-down considerations;
- Reviewing correspondence among Gowlings, Norton Rose and McCarthy Tetrault LLP, counsel to Jack Cooper Holdings Corp. ("Jack Cooper"), regarding Jack Cooper's purchase of certain of the Company's assets;
- Reviewing and completing the Information Officer's certificate following closing of the transaction with Jack Cooper;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$ 4,287.50
HST	557.37
Total	\$ 4,844.88

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period December 1 to December 31, 2013

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	675	1.40	945.00
Mitch Vininsky	525	3.70	1,942.50
Noah Goldstein	400	3.50	1,400.00
Subtotal			4,287.50
HST			557.37
Total			4,844.88

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

February 5, 2014

Invoice#: TP00142990
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during January, 2014 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, and Norton Rose Canada LLP ("Norton Rose"), the Information Officer's counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Speaking with representatives of Gowlings on January 10 and 13, 2014 regarding the Company's wind-down considerations;
- Reviewing correspondence between Gowlings and Troutman Sanders LLP, the Company's US counsel, regarding the wind-down budget applicable to the Company's Canadian entities;
- Drafting the Information Officer's ninth report to Court dated January 16, 2014;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$ 6,493.03
HST	844.09
Total	<u>\$ 7,337.12</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period January 1 to January 31, 2014

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695 *	2.85	1,980.75
Mitch Vininsky	550 *	6.80	3,740.00
Noah Goldstein	425 *	1.75	743.75
Other Staff and Administration		0.25	25.00
Subtotal			6,489.50
Disbursements			3.53
HST			844.09
Total			<u>7,337.12</u>

* These rates increased by \$25 effective January 1, 2014.

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

March 10, 2014

Invoice#: TP00144839
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered during February, 2014 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act*;
- Discussing with Gowlings on February 10, 2014 the status of the Company's wind-down;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 1,362.50
HST	177.13
Total	<u>\$ 1,539.63</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period February 1 to 28, 2014

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	0.50	347.50
Mitch Vininsky	550	1.80	990.00
Other Staff and Administration		0.25	25.00
Subtotal			1,362.50
HST			177.13
Total			1,539.63

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

May 8, 2014

Invoice#: TP00148823
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered for the period March 1, 2014 to April 30, 2014 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("CCAA");
- Preparing a notice to the service list in the CCAA proceedings with an update on the status of the Company's wind-down;
- Corresponding with Norton Rose Fulbright Canada LLP, the Information Officer's counsel, regarding the CCAA proceedings and next steps;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 3,201.25
HST	416.16
Total	\$ 3,617.41

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period March 1, 2014 to April 30, 2014

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	1.50	1,042.50
Mitch Vininsky	575	3.20	1,840.00
Noah Goldstein	425	0.75	318.75
Subtotal			3,201.25
HST			416.16
Total			<u>3,617.41</u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

June 3, 2014

Invoice#: TP00150270
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered for May, 2014 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP, the Company's Canadian counsel, in connection with the Company's transaction with SBDRE LLC ("SBDRE") for the sale of, *inter alia*, its properties in London and Windsor, Ontario ("Transaction");
- Corresponding with Goodmans LLP, SBDRE's Canadian counsel, regarding the timing to close the Transaction;
- Corresponding with Norton Rose Fulbright Canada LLP, the Information Officer's counsel, regarding the Transaction and a certificate to be filed by the Information Officer;
- Reviewing materials filed in the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code*; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 3,807.50
Disbursements	5.45
HST	495.68
Total	<u>\$ 4,308.63</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period May 1, 2014 to May 31, 2014

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	2.50	1,737.50
Mitch Vininsky	575	3.60	2,070.00
Subtotal			<u>3,807.50</u>
Disbursements			5.45
HST			495.68
Total			<u><u>4,308.63</u></u>

Allied Systems Holdings, Inc.
2302 Parkdale Dr. NE, Suite 600
Atlanta, GA 30345
USA

August 25, 2014

Attn: John Blount

Invoice#: TP00155767
Client No.: 1933628
Reference: 41915

INVOICE

Re: Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered for the period June 1, 2014 to July 31, 2014 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the United States Code ("Chapter 11 Proceedings") and the Companies' Creditors Arrangement Act ("CCAA Proceedings");
- Corresponding with Gowlings and Goodmans LLP, counsel to SBDRE LLC, related to the sale of certain of the Company's assets in Canada ("First Lien Transaction");
- Preparing the Information Officer's certificate dated June 12, 2014 related to the First Lien Transaction;
- Reviewing materials posted on the Company's claims agent's website in the Chapter 11 Proceedings;
- Corresponding with Norton Rose Fulbright LLP, the Information Officer's counsel, regarding next steps in the CCAA Proceedings;
- Reviewing and commenting on a Notice to the Service List dated July 16, 2014 to provide an update on the status of the Chapter 11 Proceedings and CCAA Proceedings;
- Attending a call on July 23, 2014 with John Blount, President, Chief Executive Officer and Wind-Down Officer of the Company, in order to obtain an update on the Chapter 11 Proceedings;

- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 4,518.95
HST	<u>587.46</u>
Total	<u>\$ 5,106.41</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period June 1, 2014 to July 31, 2014

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	2.55	1,772.25
Mitch Vininsky	575	3.80	2,185.00
Noah Goldstein	425	1.25	531.25
Other Staff and Administration		0.25	25.00
Subtotal			<u>4,513.50</u>
Out of Pocket Disbursements			<u>5.45</u>
			4,518.95
HST			<u>587.46</u>
Total			<u><u>5,106.41</u></u>

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

January 16, 2015

Invoice#: TP00164408
Client No.: 1933628
Reference: 41915

INVOICE

Re: ASHINC Corp., formerly known as Allied Systems Holdings Inc. and Related Entities (collectively, the "Company")

For professional services rendered for the period August 1, 2014 to December 31, 2014 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("CCAA");
- Corresponding with John Blount, the Company's Wind-Down Officer, to receive updates on the status of the Company, including attending calls on September 16 and October 9, 2014;
- Preparing a notice dated October 15, 2014 to the service list in the CCAA proceedings with an update on the status of the Company's proceedings;
- Corresponding with Norton Rose Fulbright Canada LLP, the Information Officer's counsel, regarding the CCAA proceedings and next steps;
- Reviewing materials filed in the Chapter 11 Proceedings;
- Responding to creditor inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 2,213.75
HST	287.79
Total	<u>\$ 2,501.54</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period August 1, 2014 to December 31, 2014

Personnel	Rate (\$)	Hours	Amount (\$)
Mitch Vininsky	575	1.70	977.50
Noah Goldstein	425	2.85	1,211.25
Other Staff and Administration		0.25	25.00
Total			2,213.75

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

February 18, 2015

Invoice#: TP00165972
Client No.: 1933628
Reference: 41915

INVOICE

**Re: ASHINC Corp., formerly known as Allied Systems Holdings Inc.
and Related Entities (collectively, the "Company")**

For professional services rendered for the period January 1, 2015 to January 31, 2015 by Duff & Phelps Canada Restructuring Inc. in its capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("CCAA");
- Corresponding with John Blount, the Company's Wind-Down Officer, to receive updates on the status of the Company, including attending a call on January 8, 2015;
- Preparing a notice dated January 15, 2015 to the service list in the CCAA proceedings with an update on the status of the Company's proceedings;
- Corresponding with Norton Rose Fulbright Canada LLP, the Information Officer's counsel, regarding the CCAA proceedings and next steps;
- Reviewing materials filed in the Chapter 11 Proceedings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 1,617.50
HST	210.28
Total	<u>\$ 1,827.78</u>

Duff & Phelps Canada Restructuring Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period January 1, 2015 to January 31, 2015

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	0.50	347.50
Mitch Vininsky	575	1.10	632.50
Noah Goldstein	425	1.50	637.50
Total			1,617.50



KSV Kotman Inc.

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mvininsky@ksvadvisory.com

INVOICE

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

July 21, 2015

Invoice No: 00017
HST #: 818808768RT0001

Re: ASHINC Corp. (formerly known as Allied Systems Holdings Inc.) and Related Entities (collectively, the "Company")

For professional services rendered for the period February 1, 2015 to June 30, 2015 in our capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP, the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("CCAA");
- Corresponding with John Blount, the Company's Wind-Down Officer, to receive updates on the status of the Chapter 11 Proceedings, including attending calls on April 7 and 8, 2015;
- Preparing a notice dated April 14, 2015 to the service list in the CCAA proceedings with an update on the status of the Company's proceedings;
- Corresponding with Norton Rose Fulbright Canada LLP, the Information Officer's counsel, regarding the CCAA proceedings and next steps;
- Reviewing the Company's Chapter 11 Plan of Reorganization filed on May 4, 2015 with the United States Bankruptcy Court for the District of Delaware ("U.S. Court") (the "Plan");
- Reviewing the Disclosure Statement in support of the Plan filed on May 4, 2015 with the U.S. Court (the "Disclosure Statement");
- Reviewing an amended Plan and Disclosure Statement filed on June 17, 2015 with the U.S. Court;
- Reviewing materials filed in the Chapter 11 Proceedings; and

- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 4,503.75
HST	<u>585.49</u>
Total	<u>\$ 5,089.24</u>

KSV Kofman Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period February 1, 2015 to June 30, 2015

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	1.00	695.00
Mitch Vininsky	575	2.70	1,552.50
Noah Goldstein	425	5.25	2,231.25
Administrative		0.25	25.00
Total			4,503.75



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INVOICE

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

August 26, 2015

Invoice No: 52
HST #: 818808768RT0001

**Re: ASHINC Corp. (formerly known as Allied Systems Holdings Inc.) and
Related Entities (collectively, the "Company")**

For professional services rendered for July, 2015 in our capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP, the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("CCAA"), including regarding the status of the Company's Chapter 11 Plan of Reorganization filed on June 17, 2015 (the "Plan") with the United States Bankruptcy Court for the District of Delaware ("U.S. Court");
- Corresponding with Norton Rose Fulbright Canada LLP, the Information Officer's counsel, regarding the CCAA proceedings;
- Reviewing the Plan;
- Reviewing the Disclosure Statement in support of the Plan filed on June 17, 2015 with the U.S. Court;
- Preparing the Information Officer's Twelfth Report to Court dated July 16, 2015 to provide an overview of the Plan;
- Corresponding with Troutman Sanders LLP, the Company's US counsel, in connection with the Chapter 11 Proceedings, in order to receive an update on the status of the proceedings and the Plan, including attending calls on July 13 and 14, 2015;
- Corresponding with Omni Management, the claims agent in the proceedings, to receive information on the claims process as it relates to Canadian creditors;

- Responding to inquiries from creditors regarding the Plan;
- Reviewing materials filed in the Chapter 11 Proceedings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 15,115.75
HST	<u>1,965.05</u>
Total	<u>\$ 17,080.80</u>

KSV Kofman Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period July 1, 2015 to July 31, 2015

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	2.35	1,633.25
Mitch Vininsky	575	6.10	3,507.50
Noah Goldstein	425	22.75	9,668.75
Administrative		3.00	306.25
Total			15,115.75



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INVOICE

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairmont Avenue, Suite 540
Decatur, GA 30030
USA

November 10, 2015

Invoice No: 123
HST #: 818808768RT0001

Re: ASHINC Corp. (formerly known as Allied Systems Holdings Inc.) and Related Entities (collectively, the "Company")

For professional services rendered for the period August 1, 2015 to October 31, 2015 in our capacity as Information Officer ("Information Officer") of the Company appointed pursuant to an order of the Ontario Superior Court of Justice ("Court") dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP ("Gowlings"), the Company's Canadian counsel, in connection with the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("CCAA Proceedings");
- Corresponding with Norton Rose Fulbright Canada LLP ("NR"), the Information Officer's counsel, regarding the CCAA proceedings;
- Attending a call on September 12, 2015 with Lorraine J. Kelly, the Company's controller, regarding the accounts of the Information Officer and NR;
- Attending a call on September 15, 2015 with Gowlings to receive an update on the status of the Chapter 11 Proceedings and the CCAA Proceedings;
- Corresponding with Troutman Sanders LLP, the Company's US counsel, regarding the status of the Chapter 11 Proceedings and the Company's Plan of Reorganization (the "Plan");
- Preparing a notice dated October 15, 2015 to the service list in the CCAA proceedings with an update on the status of the proceedings;
- Responding to inquiries from creditors regarding the Plan;
- Reviewing materials filed in the Chapter 11 Proceedings; and

- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$ 6,544.25
HST	<u>850.75</u>
Total	<u>\$ 7,395.00</u>

KSV Kofman Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period August 1, 2015 to October 31, 2015

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	695	4.40	3,058.00
Mitch Vininsky	575	5.40	3,105.00
Noah Goldstein	425	0.75	318.75
Administrative		0.50	62.50
Total			6,544.25



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INVOICE

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

December 10, 2015

Invoice No: 155
HST #: 818808768RT0001

**Re: ASHINC Corp. (formerly known as Allied Systems Holdings Inc.) and
Related Entities (collectively, the "Company")**

For professional services rendered for November, 2015 in our capacity as Information Officer of the Company appointed pursuant to an order of the Ontario Superior Court of Justice dated June 12, 2012, including:

- Corresponding with Troutman Sanders LLP, the Company's US counsel, regarding the status of the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the Company's Plan of Reorganization (the "Plan");
- Responding to inquiries from creditors regarding the Plan;
- Reviewing materials filed in the Chapter 11 Proceedings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees per attached time summary	\$	712.50
HST		92.63
Total	\$	<u>805.13</u>

KSV Kofman Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period November 1, 2015 to November 30, 2015

Personnel	Rate (\$)	Hours	Amount (\$)
Mitch Vininsky	525	0.50	262.50
Noah Goldstein	425	1.00	425.00
Administrative		0.25	25.00
Total			712.50



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DELIVERED BY E-MAIL

January 5, 2016

ASHINC Corporation
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

Attention: Lorraine Kelly

Dear Ms. Kelly:

**Re: Allied Systems (Canada) Company and Axis Canada Company
(jointly, the "Company")**

Enclosed please find our final invoice for professional services rendered in connection with the Company's proceedings under the *Companies' Creditors Arrangement Act* (the "CCAA").

This invoice includes an accrual for services to be provided to complete the administration of the CCAA proceedings, including to prepare a Report to the Canadian Court in connection with the recognition of the U.S. Court's Order confirming the Chapter 11 Plan of Reorganization. As discussed, we have applied the retainer on hand as a partial payment against our outstanding accounts. Please remit the balance by wire transfer to our US account at:

BMO Bank of Montreal
First Canadian Place, 42nd Floor
Toronto, ON M5H 1J9

Bank Number: 001
Bank Transit (ABA) #: 32132
Bank Account #: 4791202
Bank Swift code: BOFMCAM2
Name of account: KSV Kofman Inc.

Should you have any questions regarding the enclosed, please do not hesitate to contact us.

Yours very truly,

KSV KOFMAN INC.


Per: Mitch Vininsky

MV:vb
Encl(s)



ksv advisory inc.

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INVOICE

ASHINC Corp., formerly known as Allied Systems Holdings, Inc.
125 Clairemont Avenue, Suite 540
Decatur, GA 30030
USA

January 5, 2016

Invoice No: 168
HST #: 818808768RT0001

Re: ASHINC Corp. (formerly known as Allied Systems Holdings Inc.) and Related Entities (collectively, the "Company")

For professional services rendered during December, 2015 and until the completion of the Company's proceedings pursuant to the *Companies Creditors' Arrangement Act* in our capacity as Information Officer of the Company appointed pursuant to an order of the Ontario Superior Court of Justice dated June 12, 2012, including:

- Corresponding with Gowling Lafleur Henderson LLP, the Company's Canadian counsel and Troutman Sanders LLP, the Company's U.S. counsel, regarding the status of the Company's proceedings pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11 Proceedings") and the *Companies' Creditors Arrangement Act* ("Canadian Proceedings");
- Preparing the Information Officer's Fourteenth Report to Court in connection with, *inter alia*, recognizing an Order (the "Confirmation Order") made by the United States Bankruptcy Court for the District of Delaware to confirm the Company's Plan of Reorganization (the "Plan");
- Reviewing materials filed in the Chapter 11 Proceedings, including:
 - Declaration of John F. Blount in Support of the Amended and Restated Motion for Authority to Modify Retiree Benefits and in Further Support of the Confirmation of the Plan dated December 3, 2015; and
 - Findings of Fact, Conclusions of Law, and Order Confirming the Modified First Amended Joint Plan of Reorganization Proposed by the Debtors, the Committee and the First Lien Agents dated December 9, 2015;
- Responding to inquiries from creditors regarding the Plan;

- Reviewing and commenting on draft materials to be filed in the Canadian Proceedings in connection with the Confirmation Order, including the:
 - Affidavit of John F. Blount, to be sworn;
 - Notice of Motion returnable January 8, 2016; and
 - Plan Confirmation Recognition Order;
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees incurred to December 31, 2015	\$	4,706.25
Accrual for services to be provided until completion of the mandate		<u>18,050.00</u>
Total fees per attached time summary		22,756.25
HST		<u>2,958.31</u>
Subtotal		25,714.56
Plus: Unpaid accounts		<u>25,280.93</u>
Total Due		50,995.49
Less: Retainer on deposit		<u>(30,702.99)</u>
Net Due	\$	<u>20,292.50</u>

KSV Kofman Inc.
Allied Systems Holdings, Inc. and its Subsidiaries
Time Summary
For the Period December 1, 2015 to Completion

Personnel	Rate (\$)	Hours	Amount (\$)
Bobby Kofman	625-650	5.20	3,375.00
Mitch Vininsky	525-550	12.00	6,550.00
Noah Goldstein	425-450	28.25	12,506.25
Administrative		3.25	325.00
* Total			<u>22,756.25</u>

* includes an accrual of 35 hours for services from January 1, 2016 until completion, comprised of 5 hours for Mr. Kofman, 10 hours for Mr. Vininsky and 20 hours for Mr. Goldstein.

This is Exhibit "B" referred to in the Affidavit of Mitch Vininsky,
sworn before me, this 6th day of January, 2016



Commissioner for taking affidavits

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Kofman Inc.,
Trustee in Bankruptcy.
Expires April 11, 2018.**

ASHINC CORPORATION (f/k/a Allied Systems Holdings Inc.) and Related Parties
 Schedule of Professionals' Time and Rates
 For the period from April 1, 2013 to December 31, 2015

Personnel	Title	Duties	Hours	Billing Rate (\$ per hour)	Amount \$
Robert Kofman	Managing Director	Overall responsibility	159.40	625-695	106,800.50
Mitch Virinsky	Managing Director	All aspects of mandate	212.90	500-575	111,635.00
Noah Goldstein	Senior Manager	Preparing reports, Corresponding with Chapter 11 Debtors	298.35	400-450	121,492.50
Other staff and administrative		Administrative	29.25	148	4,331.11
Total fees					<u>344,259.11</u>
Total hours					699.90
Average hourly rate					<u>\$ 491.87</u>

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 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 MITCH VININSKY
(sworn January 6, 2016)**

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200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

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Lawyers for the Information Officer,
KSV Kofman Inc.