

---

Third Report to Court of Duff & Phelps  
Canada Restructuring Inc. as Information  
Officer of Allied Systems Holdings, Inc.,  
Allied Systems (Canada) Company, Axis  
Canada Company and those other  
companies listed on Schedule "A" hereto

---

October 11, 2012

**Contents**

**Page**

1.0 Introduction..... 1

    1.1 Purposes of this Report .....2

    1.2 Currency.....2

    1.3 Restrictions .....3

2.0 Background ..... 3

    2.1 Business Overview .....3

3.0 Operations and Financing.....4

    3.1 Intercompany Balance .....4

4.0 Chapter 11 Proceedings ..... 5

    4.1 Sale Process.....5

    4.2 Key Employee Retention Plan .....6

    4.3 Other .....6

5.0 Directors’ and Officers’ Charge ..... 7

**Appendices**

**Tab**

Excerpt of transcript from August 28, 2012 U.S. Court hearing ..... A

KERP Order ..... B

U.S. Court’s monthly hearing schedules ..... C

---

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

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

**AND IN THE MATTER OF ALLIED SYSTEMS HOLDINGS, INC., ALLIED SYSTEMS  
(CANADA) COMPANY, AXIS CANADA COMPANY AND THOSE OTHER COMPANIES  
LISTED ON SCHEDULE "A" HERETO**

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

**THIRD REPORT OF DUFF & PHELPS CANADA RESTRUCTURING INC.  
AS INFORMATION OFFICER OF  
ALLIED SYSTEMS HOLDINGS, INC., ALLIED SYSTEMS (CANADA) COMPANY, AXIS  
CANADA COMPANY AND THOSE OTHER COMPANIES  
LISTED ON SCHEDULE "A" HERETO**

**October 11, 2012**

## **1.0 Introduction**

On May 17, 2012, involuntary petitions were filed by BDCM Opportunity Fund II, LP, Black Diamond CLO 2005-1 Ltd. and Spectrum Investment Partners, L.P. ("Black Diamond/Spectrum") against Allied Systems Holdings, Inc. ("Allied Systems US") and its subsidiary, Allied Systems, Ltd. (L.P.) ("ASL") pursuant to Chapter 11 of Title 11 of the *United States Code* ("Chapter 11") ("Involuntary Petitions") in the United States Bankruptcy Court for the District of Delaware ("U.S. Court").

On June 10, 2012, voluntary petitions were filed with the U.S. Court for relief under Chapter 11 by the US and Canadian subsidiaries of Allied Systems US ("Subsidiaries")<sup>1</sup> (Allied Systems US, ASL and the Subsidiaries are collectively

---

<sup>1</sup> The U.S. subsidiaries are: Allied Automotive Group, Inc.; Allied Freight Broker LLC; Axis Areta, LLC; Axis Group, Inc.; Commercial Carriers, Inc.; CT Services, Inc.; Cordin Transport LLC; F.J. Boutell Driveaway LLC; GACS Incorporated; Logistic Systems, LLC; Logistic Technology, LLC; QAT, Inc.; RMX LLC; Transport Support LLC; and Terminal Services LLC. The Canadian subsidiaries are Allied Systems (Canada) Company and Axis Canada Company.

---

referred to as the “Chapter 11 Debtors” or “Allied Group”), including Allied Systems (Canada) Company (“Allied Canada”) and Axis Canada Company (“Axis Canada”) (jointly, the “Canadian Debtors”). In connection therewith, Allied Systems US and ASL consented to the Involuntary Petitions. The cases commenced or consented to by the Chapter 11 Debtors in the U.S. Court are herein defined as the “Chapter 11 Proceedings”.

The Chapter 11 Debtors were granted ancillary relief under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”) pursuant to an Order of the Ontario Superior Court of Justice (“Court”) dated June 12, 2012 (the “Initial Order”) and a Court Order dated June 13, 2012 (the “Supplemental Order”, and together with the Initial Order, the “Orders”).

Pursuant to the Orders, *inter alia*: a) the Chapter 11 Proceedings were recognized as a “foreign main proceeding” pursuant to Part IV of the CCAA; b) Allied Systems US was appointed as Allied Group’s foreign representative (“Foreign Representative”); c) certain orders made by the U.S. Court dated June 12, 2012 were recognized; and d) Duff & Phelps Canada Restructuring Inc. (“D&P”) was appointed as the Information Officer (the “Information Officer”).

On July 16, 2012, this Court made an Order: a) recognizing certain final orders of the U.S. Court that had previously been granted on an interim basis; b) approving certain ancillary relief in respect of Allied Group’s cash management system; and c) amending the Supplemental Order to provide for increased priority for the Administration Charge and the DIP Lender’s Charge (as both terms are defined in the Supplemental Order).

This report (“Report”) is filed in D&P’s capacity as Information Officer.

## **1.1 Purposes of this Report**

The purposes of this Report are to:

- a) Provide background information about Allied Group; and
- b) Provide an update to the Court on the status of these proceedings and the Chapter 11 Proceedings, pursuant to the terms of the Supplemental Order.

## **1.2 Currency**

All currency references in this Report are to Canadian dollars, unless otherwise noted.

---

### **1.3 Restrictions**

In preparing this Report, the Information Officer has relied upon unaudited financial information prepared by Allied Group's representatives, Allied Group's books and records and discussions with its representatives. The Information Officer has not performed an audit or other verification of such information. The Information Officer expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Report, or relied upon by the Information Officer.

## **2.0 Background**

### **2.1 Business Overview**

Allied Group is primarily engaged in the "car-haul" business, being the transport by specially designed tractor trailers of vehicles, such as automobiles, sport-utility vehicles and light trucks, from manufacturing plants, ports, auctions, and railway distribution points to automobile dealerships in the United States and Canada. In Canada, this business is conducted by Allied Canada.

Allied Group also operates a logistics business which, among other things, arranges for and manages vehicle distribution services, automobile inspections, auction and yard management services, vehicle tracking, vehicle accessorizing, and dealer preparation services for the automotive industry in the United States and Canada, and provides yard management services in Mexico. In Canada, this business is conducted by Axis Canada.

Allied Group's operations are centralized from its head office located in Atlanta, Georgia. Allied Group employs approximately 1,835 individuals, including approximately 600 active employees in Canada<sup>2</sup>. Approximately 390 active Canadian employees are members either of the International Brotherhood of Teamsters or the Canadian Auto Workers' unions.

Further information concerning Allied Group's background is provided in the affidavit of Scott Macaulay, Senior Vice President and Chief Financial Officer of Allied Systems US, sworn June 11, 2012 ("Macaulay Affidavit") and the Information Officer's previous reports ("IO Reports"). The Macaulay Affidavit, the IO Reports and other materials filed with the Court in the Canadian proceedings are available on D&P's website at [www.duffandphelps.com/restructuringcases](http://www.duffandphelps.com/restructuringcases). Information regarding the Chapter 11 Proceedings is posted on the "Restructuring News" portion of Allied Group's website at [www.alliedautomotive.com](http://www.alliedautomotive.com).

---

<sup>2</sup> The number of active Canadian employees varies by season.

---

## 3.0 Operations and Financing

The Information Officer continues to correspond regularly with representatives of Allied Group, including representatives of the Canadian Debtors. The Information Officer understands that Allied Group's operations, including those of the Canadian Debtors, have continued in the ordinary course and without significant disruption since the beginning of the Chapter 11 Proceedings.

Based on Allied Group's books and records, as at September 30, 2012, Allied Group had borrowed \$10 million under its debtor-in-possession loan facility ("DIP Facility"), which is \$800,000 lower than the amount Allied Group projected at the outset of the Chapter 11 Proceedings<sup>3</sup>. At September 30, 2012, Allied Group had liquidity of \$15.5 million (DIP Financing availability and unrestricted cash on hand), which is \$1.6 million higher than Allied Group's internal projections.

On October 1, 2012, Allied Group borrowed an additional \$2 million under the DIP Facility. The Information Officer understands that Allied Group's cash flow has been impacted by, among other things, timing differences associated with collection of accounts receivable. The Information Officer has also been advised that professional fees have been higher than budgeted.

The Canadian Debtors have not made any direct borrowings under the DIP Facility.

## 3.1 Intercompany Balance

Upon commencement of the Chapter 11 Proceedings, Allied Canada had an intercompany account payable to Allied Systems US and certain of its subsidiaries of approximately \$88 million ("Intercompany Payable"). The intercompany account is used to record transactions, management and royalty fees, payments, car haul services and cash transfers between Allied Canada and other entities that comprise Allied Group.

From June 1, 2012 to August 31, 2012, the Intercompany Payable decreased by approximately \$600,000. Included in the adjustments over that period were a \$3.1 million exchange rate gain (appreciation of the Canadian dollar to the US dollar) and \$1.6 million of accrued interest on the Intercompany Payable. Excluding those two items, the balance owing by Allied Canada to Allied Systems US and certain of its subsidiaries increased by \$900,000.

---

<sup>3</sup> The projection is based on Allied Group's DIP Facility budget provided to the DIP Lenders at the outset of the proceedings.

---

## 4.0 Chapter 11 Proceedings

### 4.1 Sale Process

On June 28, 2012, Allied Group filed materials seeking U.S. Court approval to retain Rothschild Inc. (“Rothschild”) as its financial advisor and investment banker. The purpose of Rothschild’s engagement is to, *inter alia*, conduct a sale process for Allied Group’s business and assets. Since that time, the Information Officer understands that Rothschild has commenced a sale process, including:

- Preparing marketing materials;
- Canvassing the market to identify potential buyers;
- Facilitating diligence by potential strategic and financial buyers;
- Seeking non-binding expressions of interest; and
- Determining parties’ interest and ability to engage in a transaction with Allied Group.

Objections to certain terms of Rothschild’s engagement letter were filed by Black Diamond/Spectrum, the Official Committee of Unsecured Creditors (“Committee”) and the Office of the U.S. Trustee (together, the “Parties”). The Parties objected to, among other things, the triggering events for payment of the Rothschild completion fee. The Parties also argued about the appropriate statutory mechanism to approve the Rothschild engagement and the scope of the U.S. Court’s authority to review compensation arrangements.

On August 28, 2012, the U.S. Court considered the relief requested by Allied Group and the Parties’ objections. The U.S. Court provided its views to Allied Group and the Parties on the contested matters but did not issue an order in this regard. An excerpt of the transcript from the hearing is provided in Appendix “A”. The Information Officer understands that Allied Group, Rothschild and the Parties have been attempting to settle the contested matters and return to the U.S. Court with a consent order. The sale process has been delayed pending resolution of this matter.

---

## 4.2 Key Employee Retention Plan

Pursuant to a U.S. Court order made on September 28, 2012, Allied Group was authorized to implement a Key Employee Retention Plan (“KERP”). The KERP is summarized as follows:

- The KERP covers 79 key non-management employees, of which 21 individuals are employed by the Canadian Debtors;
- Participants in the KERP will receive a bonus equal to fifteen percent of their annual base salary to the extent that: a) they remain employed by Allied Group through the effective date of a Chapter 11 Plan of Arrangement; or b) they are terminated under limited circumstances<sup>4</sup>; and
- Allied Group estimates that the aggregate potential payout under the KERP is approximately US \$800,000, of which \$213,000 relates to the Canadian Debtors.

A copy of the U.S. Court’s order approving the KERP is provided in Appendix “B”.

## 4.3 Other

The U.S. Court has heard other motions by Allied Group and its stakeholders concerning, among other things, the retention of legal, financial and other advisors. In addition, the following orders and stipulations, among others, have been issued in the Chapter 11 Proceedings:

- A U.S. Court order extending to January 7, 2013 the period in which Allied Group has exclusive authority to file a Plan of Arrangement;
- A U.S. Court order extending to January 7 or 8, 2013, depending on the applicable Allied Group entity, the period in which Allied Group may elect to assume or reject real estate leases;
- A U.S. Court order extending to December 10, 2012 the period for Allied Group to file notices of removal of civil actions to the federal court; and
- A stipulation extending to October 23, 2012 the period in which the Committee can challenge the perfection of certain liens that arose prior to commencement of the Chapter 11 Proceedings.

---

<sup>4</sup> Such as by death, disability, a partial sale of the Allied Group’s business or a termination of the participant’s employment without cause.

---

The U.S. Court's schedules for the monthly hearings held in July, August and September, 2012 (together, the "Schedules") are provided in Appendix "C". The Schedules summarize each of the motions and indicate whether the matter proceeded on consent or subject to objections.

## 5.0 Directors' and Officers' Charge

Pursuant to a Notice of Motion returnable July 31, 2012, the Foreign Representative sought a Court-ordered directors' and officers' charge ("D&O Charge") in respect of the Canadian Debtors. Background information regarding the D&O Charge is included in the Information Officer's Second Report to Court dated July 26, 2012.

The hearing regarding the D&O Charge was adjourned following comments made by certain of the Canadian Debtors' stakeholders. Since that time, the Canadian Debtors and their stakeholders have been discussing terms of a D&O Charge.

\* \* \*

All of which is respectfully submitted,



**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 NOT IN ITS PERSONAL CAPACITY**

## **Schedule “A”**

## **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

## **Appendix “A”**

1 may not like a particular result, you know, shouldn't -- and  
2 -- and therefore, you know, think that that completion fee,  
3 because it's so connected to the influence of Yucaipa, you  
4 know, should I guess be zero. We think actually provides a  
5 disincentive to Rothschild to pursue every possible outcome  
6 here no matter -- no matter how this case plays out.

7 And the only other thing I -- I would offer, Your  
8 Honor, if you still have sort of questions about the  
9 specifics of how this may play out and -- and Rothschild's  
10 role and what -- and what it means, you know, I'm certainly  
11 happy to cede the podium to Mr. Snyder if Your Honor would  
12 find that to be helpful, but that's all I have.

13 THE COURT: No. No. No, no. 

14 All right. Well, the -- the issue here really  
15 comes down to standard of review. And for the most part,  
16 for the bulk of this, there's really not a fight about that.

17 I'm certainly comfortable approving the structure  
18 as it's set out under 328, including the new capital fee,  
19 including the monthly payment.

20 The place where I -- I said 3 -- yeah, 328, I  
21 apologize. The place where I start to have trouble is when  
22 we get to the completion fee section, which is Subsection B.

23 And I, you know, I've articulated it a little bit.  
24 I was a little troubled by the debtors use of the word  
25 protocol, which implies, and maybe it's true on -- on --

1 without purposely being so, that you set these types of  
2 things up under 327(e) that becomes the standard -- excuse  
3 me 328. In fact, I'm terrible when I get into numbers and  
4 alphabets. I always get it wrong.

5 All right. 328. So you set this up under 328 and  
6 you get whatever fees you've negotiated and you give the  
7 Office of the U.S. Trustee sort of the job of being the  
8 watch dog on this specific issue and of course it's  
9 certainly appropriate for the U.S. Trustee -- Office of the  
10 U.S. Trustee to have the authority and ability to go back  
11 and look at this at a 330 standard, but the concern is that  
12 -- that they've sort of become the de facto only party that  
13 has the authority to make -- look back at the end of the day  
14 and -- and decide whether or not the structure the Court  
15 approved on -- on day one, or day 30, or day 60, or day 90  
16 is appropriate.

17 In this case that would lock out the committee, it  
18 would lock out the petitioning creditors.

19 The debtor and Rothschild start with the  
20 proposition that we start with the concept of 250 -- excuse  
21 me -- \$2.5 million and the -- the others are a discount.

22 I don't think you can start with -- there. I  
23 think you have to start with the concept that whether we  
24 should approve a completion fee or not. So in effect you  
25 start at zero and you try to figure out what an appropriate

1 completion fee would be. And there are scenarios I think in  
2 this case where it might be troubling to award a completion  
3 fee at all, or it may be perfectly appropriate. The problem  
4 is you're asking me to predict today what that situation  
5 might be.

6 So here's what I'm prepared to do, is I will  
7 approve the retention under 328 for the entirety of the  
8 engagement letter and the motion with one carve out, which  
9 is that we'll keep clause BI and -- B(i) and B(ii) in the  
10 deal, but the review of payment under those two subparts is  
11 going to have to be subject to 330 approval.

12 Now, I can't bind Rothschild to do anything. They  
13 either want to be engaged based on the Court's rulings or  
14 they don't, but all I'm prepared to do is -- is approve  
15 those two subsections only under 330 approval. Everything  
16 else will be under 328. That's my ruling.

17 I don't know if you need some time or, I mean,  
18 that's my ruling so you can tell me when you want to do some  
19 other time --

20 MR. COHEN: Thank you, Your Honor, we appreciate  
21 that and we appreciate the Court's listening and careful  
22 consideration. We'll caucus and see and we will go forward  
23 and see -- make -- see if we can arrange the--

24 THE COURT: Do you want a recess or should we just  
25 adjourn?

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

(Counsel Confer)

MS. REILLY: I think it's appropriate -- I think it's appropriate to adjourn, Your Honor. We'll -- we'll caucus offline.

THE COURT: All right. That's my ruling. We're adjourned. If you want to submit something consistent with it under certification of counsel I will approve it, or if all the other parties reach a resolution and you want to submit that under certification of counsel I'll approve it.

We are adjourned.

(A chorus of thank you)

(Whereupon these proceedings were concluded at 1:59 PM)

## **Appendix “B”**

**ORIGINAL**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**ALLIED SYSTEMS HOLDINGS, INC., et al.,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 12-11564 (CSS)**

**(Jointly Administered)**

**Re: Docket Nos. 420, 451 & 452**

**ORDER GRANTING DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 363(b)(1)  
AND 503(c)(3) SEEKING AN ORDER AUTHORIZING THE DEBTORS TO  
IMPLEMENT KEY EMPLOYEE RETENTION PLAN**

Upon the *Debtor' Motion Pursuant to 11 U.S.C. §§ 363(b)(1) and 503(c)(3) Seeking an Order Authorizing the Debtors to Implement Key Employee Retention Plan* (collectively, the "**Motion**"), filed by the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"); the Court having reviewed the Motion and all pleadings related thereto; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided, and (iv) capitalized terms not otherwise defined herein have the meaning given to them in the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor,

---

<sup>1</sup> The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: Allied Systems Holdings, Inc. (58-0360550); Allied Automotive Group, Inc. (58-2201081); Allied Freight Broker LLC (59-2876864); Allied Systems (Canada) Company (90-0169283); Allied Systems, Ltd. (L.P.) (58-1710028); Axis Areta, LLC (45-5215545); Axis Canada Company (875688228); Axis Group, Inc. (58-2204628); Commercial Carriers, Inc. (38-0436930); CT Services, Inc. (38-2918187); Cordin Transport LLC (38-1985795); F.J. Boutell Driveaway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). The location of the Debtors' corporate headquarters and the Debtors' address for service of process is 2302 Parklake Drive, Bldg. 15, Ste. 600, Atlanta, Georgia 30345.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The relief sought in the Motion is **GRANTED**.
2. The Retention Plan attached hereto as **Exhibit A** is approved.
3. The Debtors are authorized and directed to make the payments authorized under the Retention Plan in accordance with the terms thereof.
4. The provision of postpetition payments to the participants under the Retention Plan as authorized herein shall be administrative expenses of the estates pursuant to section 503(b) of the Bankruptcy Code.
5. No statutory insider may receive payments pursuant to this Order, and the Retention Plan may not be amended to include statutory insiders as participants without the prior approval of this Court.
6. The Debtors, their officers, employees and agents, are authorized to take or refrain from taking such acts as are necessary and appropriate to implement and effectuate the relief granted herein.
7. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: September 28, 2012  
Wilmington, Delaware



---

THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A TO ORDER**  
**RETENTION PLAN**

**ALLIED SYSTEMS HOLDINGS, INC.**  
**2012 KEY EMPLOYEE RETENTION PLAN**

**INTRODUCTION**

This Allied Systems Holdings, Inc. 2012 Key Employee Retention Plan (the "Plan") is hereby established in order to aid in the retention of designated key employees of Allied Systems Holdings, Inc. (the "Company") and its Subsidiaries (as defined below) who will be involved in the restructuring of the Company and its Subsidiaries through bankruptcy and/or Company and Subsidiary operations during the restructuring, and will contribute to maximizing the value of the Company and its Subsidiaries. This Plan will provide a financial incentive by offering a Retention Bonus to designated key employees in consideration of their continued employment with the Company and its Subsidiaries during the restructuring of the Company and its Subsidiaries, subject to the terms and conditions of this Plan.

**ARTICLE I**

**EFFECTIVE DATE OF PLAN; TERMINATION OF PLAN; SURVIVAL OF PROVISIONS**

**1.01 Effective Date**

The effective date of the Plan (the "Effective Date") shall be the date that the Plan is approved by the Bankruptcy Court. In the event the Plan is not approved by the Bankruptcy Court, the Plan shall be null and void ab initio, and the Company shall have no obligation to make, and shall not make, any payments hereunder.

**1.02 Termination of the Plan**

The Plan shall terminate upon the Effective Date of the Chapter 11 Plan.

**1.03 Survival of Provisions**

The provisions of the Plan shall survive to the extent necessary to provide for the payment and administration of Retention Bonuses that are awarded on or before the date of termination of the Plan.

**ARTICLE II**

**DEFINITIONS**

**2.01 Administrative Committee**

Administrative Committee means the Board, or any person, committee or other entity designated from time to time by the Board to administer the Plan and determine benefit eligibility hereunder, in whole or in part.

## 2.02 Annual Base Salary

Annual Base Salary means the annualized rate of all regular cash compensation, excluding bonus payments and other items of extraordinary compensation, but including any regular cash compensation which is contributed to a Company or Subsidiary sponsored benefit plan pursuant to a salary deferral or reduction agreement (including, without limitation, an arrangement described in Sections 401(k) and 125 of the Code or the Registered Retirement Savings Plan as defined in the Income Tax Act (R.S.C. 1987, e.1 (5<sup>th</sup> Supp.))), as shown on the payroll records of the applicable Company or Subsidiary as of the date of participation under the Plan. In the case of a non-exempt employee or an employee entitled to overtime pay, Annual Base Salary shall be determined by multiplying the regular hourly rate of pay of the Participant at the applicable time by the standard number of hours for which the Participant is regularly scheduled to work per week by fifty two (52).

## 2.03 Bankruptcy Code

Bankruptcy Code means Title 11 of the United States Code, as amended from time to time, as applicable to the Company's Chapter 11 Case.

## 2.04 Bankruptcy Court

Bankruptcy Court means the United States Bankruptcy Court for the District of Delaware or such other court as may have jurisdiction over the Company's Chapter 11 Case and, to the extent of any reference under Section 157 of Title 28 of the United States Code, the unit of such District Court under Section 157 of Title 28 of the United States Code.

## 2.05 Cause

Cause shall mean (i) the Participant's willful misconduct or gross negligence in connection with the performance of the Participant's duties; (ii) the Participant's embezzlement of funds or property of the Company or any of its Subsidiaries; (iii) the Participant's fraud or dishonesty with respect to the Company or any of its Subsidiaries; (iv) the Participant's indictment or entering of a guilty plea or plea of no contest with respect to any felony or any other crime involving moral turpitude; (v) the Participant's material neglect of job duties in the course of the Participant's employment (and for purposes of this Plan "neglect" shall be defined as not using efforts and devoting time to job duties consistent with past practices in all material respects), which is not cured within ten (10) days of receipt of written notice from the Company or any of its Subsidiaries; (vi) the Participant's willful failure to perform the duties and responsibilities assigned to the Participant from time to time or to act in accordance with any specific instructions or policies of the Company or Subsidiary which employs the Participant; or (vii) anything that would constitute Cause under an employment or similar agreement between the Participant and the Company or any of its Subsidiaries, if applicable, regardless of whether such employment or similar agreement is subsequently approved or rejected by the Bankruptcy Court.

**2.06 Chapter 11 Case**

Chapter 11 Case means the Company's and its Subsidiaries' pending bankruptcy case in the United States Bankruptcy Court for the District of Delaware filed on June 10, 2012 (Case No. 12-11564).

**2.07 Chapter 11 Plan**

Chapter 11 Plan means any plan of reorganization or liquidation for the Company and its Subsidiaries under Chapter 11 of the Bankruptcy Code, proposed and/or supported by the Company and its Subsidiaries in the Chapter 11 Case.

**2.08 Code**

Code means the Internal Revenue Code of 1986, as amended from time to time.

**2.09 Company**

Company means Allied Systems Holdings, Inc., a Delaware corporation.

**2.10 Disability**

Disability shall have the meaning set forth in any long-term disability plan of the Company or any Subsidiary which covers the Participant, as in effect as of the Effective Date. If there is no such long-term disability plan, Disability shall mean (i) in the case of U.S. Participants, "permanent and total disability" as set forth in Section 22(e)(3) of the Code and (ii) in the case of Canadian Participants, the inability to perform the regular duties of the Participant's job for a period of ninety (90) days. Notwithstanding the foregoing, if any employment or similar agreement between the Participant and the Company or a Subsidiary, as in effect as of immediately prior to commencement of the Company's Chapter 11 Case, contains a different definition of "Disability," such other definition as in effect as of such time shall apply for purposes of this Plan, regardless whether such employment or similar agreement is subsequently approved or rejected by the Bankruptcy Court.

**2.11 Effective Date of the Chapter 11 Plan**

Effective Date of the Chapter 11 Plan means the entry of a Final Order by the Bankruptcy Court confirming the Company's Chapter 11 Plan pursuant to Section 1129 of the Bankruptcy Code. Final Order means an order of the Bankruptcy Court as to which the time to appeal, to petition for certiorari, or to move for reargument or rehearing has expired and as to which no appeal, petition for certiorari or other proceedings for reargument or rehearing shall then be pending or as to which any right to appeal, petition for certiorari, reargue or rehear shall have been waived in writing in form and substance satisfactory to the Company or, in the event an appeal, writ of certiorari, reargument or rehearing thereof has been sought, such order of the Bankruptcy Court shall have been affirmed by the highest court to which such order was appealed, or certiorari, reargument or rehearing shall have been denied and the time to take any further appeal, petition for certiorari, or move for reargument or rehearing shall have expired;

provided, however, that the possibility that a motion under Rule 59 or Rule 60 of the Federal Rules of Procedure, or any analogous rule under the Federal Rules of Bankruptcy Procedure, may be filed with respect to such order shall not cause such order not to be a Final Order.

**2.12 Employee**

Employee means a full-time employee of the Company or any Subsidiary as shown on the payroll records of the Company or applicable Subsidiary.

**2.13 Insider**

Insider means the same as the definition of "Insider" in Section 101(31) of the Bankruptcy Code which includes, but is not limited to, a director, officer, person in control, a partnership in which the Company is a general partner, a general partner of the Company, or a relative of a general partner, director, officer or person in control of the debtor.

**2.14 Notice of Participation**

Notice of Participation means a written or electronic notice provided to an Employee that the Employee has been designated as a Participant in the Plan and setting forth the terms and conditions of the Participant's Retention Bonus under the Plan.

**2.15 Partial Sale of the Company's Business**

Partial Sale of the Company's Business means any lease, sale, transfer or other disposition of some portion of the Company's business that does not constitute a Sale of the Company's Assets.

**2.16 Participant**

Participant means any Employee designated on the attached Exhibit A as a Participant in the Plan.

**2.17 Plan**

Plan means this Allied Systems Holdings, Inc. 2012 Key Employee Retention Plan, as may be amended from time to time.

**2.18 Qualifying Termination of Employment**

Qualifying Termination of Employment means, with respect to any Participant, the termination of the Participant's employment with the Company and its Subsidiaries (i) by reason of the Participant's death or Disability; (ii) by reason of a Partial Sale of the Company's Business or a Sale of the Company's Assets, in each case as determined by the Administrative Committee; (iii) by the Company without Cause; or (iv) as otherwise specifically set forth in the Participant's Notice of Participation. Termination of a Participant's employment for any other reason shall not constitute a Qualifying Termination of Employment.

**2.19 Retention Bonus**

Retention Bonus means the bonus that a Participant would be eligible to receive upon satisfaction of the terms and conditions of the Plan and the Participant's Notice of Participation. For Canadian Participants, the Retention Bonus is inclusive of accrued vacation pay, so no separate vacation pay will be accrued or paid on such Retention Bonus for Canadian Participants.

**2.20 Sale of the Company's Assets**

Sale of the Company's Assets means the lease, sale or other disposition of all or substantially all of the assets of the Company unless the Board declares that a transaction involving the sale or other transfer of the securities of the Company or a Subsidiary or the lease, sale or other disposition of the assets of the Subsidiary constitute a sale of substantially all of the Company's assets, which determination may be made by the Board in its sole and absolute discretion and need not be determined for the purposes of all Participants but may be determined on a case-by-case basis for each individual Participant. Further, whether a transaction is a sale of substantially all of the assets of the Company need not be determined with reference to the Delaware General Corporation Law or cases decided thereunder.

**2.21 Subsidiary**

Subsidiary means any corporation during any period in which it is a "subsidiary corporation" (as that term is defined in Section 424(f) of the Code) with respect to the Company.

**ARTICLE III**

**ADMINISTRATION OF THE PLAN**

**3.01 Administrative Committee**

The Plan shall be administered by the Administrative Committee.

**3.02 Administrative Committee Action; Decisions Final**

A majority of the Administrative Committee may act by meeting (whether in person or by telephone) or by a writing executed without a meeting. The Administrative Committee shall have the discretionary authority to interpret and administer the provisions of the Plan, including, but not limited to, the terms and conditions of the Participant's Retention Bonus (to the extent not inconsistent with the Plan). The determination of the Administrative Committee shall be final and binding upon all parties.

**3.03 Rules and Regulations**

Subject to the limitations provided in this Article and Article V below, the Administrative Committee, from time to time, shall establish such supplemental rules and regulations for the administration of the Plan as it deems necessary.

### 3.04 Indemnification of Members of Administrative Committee

To the extent not insured against by an insurance company pursuant to the provisions of any applicable insurance policy and to the extent permitted by applicable laws, the Company shall indemnify and hold harmless each member of the Administrative Committee against any personal liability or expense incurred by him or her as a result of any act or omission in his or her capacity as a member of the Administrative Committee, except as a result of his or her own negligence or willful misconduct.

## ARTICLE IV

### ELIGIBILITY

#### 4.01 Designation of Participants

The Employees listed on the attached Exhibit A shall be Participants in the Plan and eligible to receive the Retention Bonuses set forth opposite their names. No other Employees will be designated as Participants in the Plan. The Administrative Committee shall have the sole and absolute discretion (to the extent not inconsistent with the Plan and subject to the prohibition of the award of Retention Bonuses to Insiders as set forth in Section 4.03 below) to determine (i) the terms and conditions of the Participant's Retention Bonus and (ii) what other events may be treated as a Qualifying Termination of Employment.

#### 4.02 Notice of Participation

The Administrative Committee shall provide a Notice of Participation to each Employee who is designated as a Participant. The Notice of Participation shall set forth the terms and conditions of the Participant's Retention Bonus. In the event that, through clerical error or otherwise, an individual Notice of Participation does not accurately reflect the determination of the Administrative Committee as provided above, the determination of the Administrative Committee shall control.

#### 4.03 No Insiders

Retention Bonuses will only be awarded to Employees who are not Insiders. Any Retention Bonus awarded to an Insider shall be null and void and no Retention Bonus will be earned by or payable to an Insider.

## ARTICLE V

### RETENTION BONUS

#### 5.01 Amount of Retention Bonus

The Retention Bonus for each Participant will be equal to fifteen percent (15%) of the Participant's Annual Base Salary.

## 5.02 Retention Bonus

The Retention Bonus will become payable if (i) the Participant remains employed by the Company or any Subsidiary from the date of award of the Retention Bonus through and including the Effective Date of the Chapter 11 Plan or such later date as the Administrative Committee may specify in the Participant's Notice of Participation or (ii) the Participant incurs a Qualifying Termination of Employment on or prior to the date set forth in clause (i) of this sentence.

## 5.03 Payment of Retention Bonus

A Participant need not file a claim in order to receive the Participant's Retention Bonus. The Participant's Retention Bonus will be paid in a lump sum by the Company or Subsidiary that employs the Participant within thirty (30) days following the date on which the Retention Bonus becomes payable as described above. Payment of a Retention Bonus under this Plan shall be subject to all applicable tax withholdings.

## 5.04 Pro Rata Payment of Retention Bonus

Participants taking a leave of absence approved by the Company or Subsidiary which employs the Participant shall have their Retention Bonus reduced pro rata for the period of the leave (other than with respect to a leave of absence under the Family and Medical Leave Act of 1993).

## 5.05 Termination of Participation

Participation in the Plan for any Participant shall automatically terminate, and all eligibility for further payment of any Retention Bonus under this Plan shall cease, without notice to or consent of such Participant, upon any termination of the Participant's employment with the Company and its Subsidiaries, prior to the date the Retention Bonus otherwise becomes payable, which is not a Qualifying Termination of Employment.

## ARTICLE VI

### MISCELLANEOUS

## 6.01 Amendment and Termination of the Plan

The Plan is completely voluntary on the part of the Company and, except as provided herein, neither its existence nor its continuation shall be construed as creating any contractual right or obligation for its continued existence. The Board shall have the right to amend or terminate the Plan from time to time in any manner provided that (i) such amendment or termination is consistent with the terms of any order of the Bankruptcy Court approving the Plan and (ii) no amendment or termination may, in the absence of written consent to the change by the affected Participant (or, if the Participant is not then living, the affected beneficiary), materially adversely affect the rights of any Participant or beneficiary under any award with respect to any Retention Bonus granted under the Plan, and no such amendment or termination shall have the

effect of retroactively changing or depriving Participants of payments already owed under the Plan.

#### 6.02 **Construction**

One gender includes the other, and the singular and plural include each other when the meaning would be appropriate. The Plan's headings and subheadings have been inserted for convenience of reference only and must be ignored in any construction of the provisions. If a provision of this Plan is illegal or invalid, that illegality or invalidity does not affect other provisions. Any term with an initial capital not expected by capitalization rules is a defined term according to Article II. This Plan must be construed according to applicable provisions of the Code and the Bankruptcy Code in a manner that assures that the Plan provides the benefits and tax consequences intended for Participants. Any terms defined in the Code and Bankruptcy Code that are not defined terms according to Article II are incorporated in this Plan by reference.

#### 6.03 **Governing Law**

This Plan shall be construed, enforced, and administered with (i) for U.S. Participants, the laws of the State of Delaware, except to the extent that those laws are superseded by the laws of the United States of America and (ii) for Canadian Participants, the laws of the Province of Ontario, Canada.

#### 6.04 **Plan Creates No Separate Rights**

Neither the creation, continuance, amendment or termination of the Plan and any Retention Bonus granted under the Plan gives any person a non-statutory legal or equitable right against the Company or any Subsidiaries or any of the Company's or Subsidiaries' officers, agents, or other persons. The Plan does not modify the terms of the Participant's employment. Notwithstanding any other provision of the Plan, nothing in this Plan shall confer upon any Participant the right to continue in the employment of the Company or any Subsidiary or affect any right of the Company or any Subsidiary to terminate the employment of such Participant at any time for any reason.

#### 6.05 **Non-Alienation of Benefits**

None of the payments, benefits or rights of a Participant under the Plan shall be subject to any claim of any creditor, and, to the fullest extent permitted by law, all such payments, benefits and rights shall be free from attachment, garnishment, levy, execution, trustee's process, or any other legal or equitable process available to any creditor of such Participant, other than through the laws of descent and distribution. Any attempt by a Participant to alienate, anticipate, sell, transfer, commute, pledge, encumber, assign or charge any payments, benefits or rights, contingent or otherwise, under this Plan, other than through the laws of descent and distribution, shall be null and void.

#### 6.06 Successors

No rights or obligations of any Participant under this Plan may be assigned or transferred by the Participant other than rights to any Retention Bonus payable hereunder, which may be transferred only by will or the laws of descent and distribution. Each Participant shall have the right to designate a Beneficiary to receive such Participant's unpaid Retention Bonus in the event of the Participant's death. If no designated Beneficiary survives the Participant or if the Participant fails to designate a Beneficiary, payment of the Participant's Retention Bonus shall be made to the Participant's Estate. In the event of a Participant's death or a judicial determination of his incompetence, reference in this Plan to the Participant shall be deemed, where appropriate, to refer to the Participant's Beneficiary or Beneficiaries, estate or other legal representative(s).

#### 6.07 Unfunded Plan

The Plan is intended to constitute an "unfunded" plan in regards to the payment of all Retention Bonuses. Except as may otherwise be provided by order of the Bankruptcy Court with respect to any Retention Bonus that is payable to a Participant, nothing contained herein shall give any Participant any rights that are greater than those of a general unsecured creditor of the Company and its Subsidiaries.

#### 6.08 Omnibus Section 409A Provision

It is intended that any Retention Bonus that is granted under the Plan shall be exempt from Section 409A of the Code as a short-term deferral within the meaning of Treas. Reg. §1.409A-1(b)(4). Towards that end, each Retention Bonus granted under the Plan shall be construed to contain such terms as will qualify the payments for such exemption from Section 409A of the Code. Notwithstanding the foregoing, however, neither the Company nor any Subsidiary shall be liable to any Participant or any beneficiary of a Participant if any Retention Bonus is subject to Section 409A of the Code or the Participant or any beneficiary of a Participant is otherwise subject to any additional tax, interest or penalty for failure to comply with Section 409A of the Code.

---

**Exhibit A**

***DOCUMENT TO BE FILED UNDER SEAL***

## **Appendix “C”**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**ALLIED SYSTEMS HOLDINGS, INC., et al.,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 12-11564 (CSS)**

**(Jointly Administered)**

**AMENDED<sup>2</sup> NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON JULY 12, 2012 AT 2:00 P.M. (EDT)<sup>3</sup>**

**I. UNCONTESTED MATTERS WITH CERTIFICATION OF NO OBJECTION**

1. Motion for Order (A) Deeming Utilities Adequately Assured of Payment, (B) Prohibiting Utilities from Altering, Refusing, or Discontinuing Services, and (C) Establishing Procedures for Resolving Requests for Additional Assurance [Docket No. 72 - filed June 11, 2012]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors

Objections/Responses: None.

Related Documents:

- i. Interim Order Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 104 - entered June 12, 2012]

---

<sup>1</sup> The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: Allied Systems Holdings, Inc. (58-0360550); Allied Automotive Group, Inc. (58-2201081); Allied Freight Broker LLC (59-2876864); Allied Systems (Canada) Company (90-0169283); Allied Systems, Ltd. (L.P.) (58-1710028); Axis Areta, LLC (45-5215545); Axis Canada Company (875688228); Axis Group, Inc. (58-2204628); Commercial Carriers, Inc. (38-0436930); CT Services, Inc. (38-2918187); Cordin Transport LLC (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). The location of the Debtors' corporate headquarters and the Debtors' address for service of process is 2302 Parklake Drive, Bldg. 15, Ste. 600, Atlanta, Georgia 30345.

<sup>2</sup> **Amended items appear in bold.**

<sup>3</sup> The hearing will be held before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 6, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the July 12, 2012 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (EDT) on Wednesday, July 11, 2012 in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*. Copies of all pleadings referenced herein are available online, free of charge, at the following web address: <http://www.omnimgt.com/alliedsystems>.

- ii. Notice of Entry of (I) Interim Order Determining Adequate Assurance of Payment for Future Utility Services and (II) Final Hearing Thereon [Docket No. 120 - filed June 13, 2012]
- iii. Certification of No Objection Regarding Final Order Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 194 - filed July 10, 2012]
- iv. **Final Order Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 208 - entered July 10, 2012]**

**Status: On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

- 2. Debtors' Motion for Order Extending Time to File Lists of Creditors, Schedules and Statements [Docket No. 136 - filed June 15, 2012]

**Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors**

**Objections/Responses: None.**

**Related Documents:**

- i. Certification of No Objection Regarding Order Extending Time to File Lists, Schedules and Statements [Docket No. 196 - filed July 10, 2012]
- ii. **Order Extending Time to File Lists, Schedules and Statements [Docket No. 214 - entered July 10, 2012]**

**Status: On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

## **II. MATTERS WITH CERTIFICATIONS OF COUNSEL:**

- 3. Motion for Order Authorizing Debtors to Continue Their Insurance Programs [Docket No. 73 - filed June 11, 2011]

**Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors; further extended until July 10, 2012 at 12:00 p.m. (EDT) for Georgia Self Insurers Guaranty Trust Fund**

**Objections/Responses:**

- A. Informal response from Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Granting Motion of Debtors for Order Authorizing Debtors to Continue Their Insurance Programs [Docket No. 105 - entered June 12, 2012]
- ii. Notice of Entry of (I) Interim Order Authorizing the Debtors to Continue Their Insurance Programs and (II) Final Hearing Thereon [Docket No. 121 - filed June 13, 2012]
- iii. Certification of Counsel Regarding Final Order Granting Motion of Debtors for Order Authorizing Debtors to Continue Their Insurance Programs [Docket No. 197 - filed July 10, 2012]
- iv. **Final Order Granting Motion of Debtors for Order Authorizing Debtors to Continue Their Insurance Programs [Docket No. 209 - entered July 10, 2012]**

Status: **On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

4. Debtors' Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, the Debtors to Pay Certain Prepetition Claims of Critical Vendors and Granting Certain Related Relief [Docket No. 74 - filed June 11, 2012]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors

Objections/Responses:

- A. Informal response from Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Authorizing, But No Directing, the Debtors to Pay Certain Prepetition Claims of Critical Vendors and Granting Certain Other Relief [Docket No. 106 - entered June 12, 2012]
- ii. Notice of Entry of (I) Interim Order Authorizing the Debtors to Pay Critical Vendors and (II) Final Hearing Thereon [Docket No. 122 - filed June 13, 2012]
- iii. Certification of Counsel Regarding Order Increasing Cap Set Forth in Interim Critical Vendors Order [Docket No. 149 - filed June 22, 2012]

- iv. Order Increasing Cap Set Forth in Interim Critical Vendors Order [Docket No. 154 - June 22, 2012]
- v. Certification of Counsel Regarding Final Order Authorizing, But Not Directing, the Debtors to Pay Certain Claims of Critical Vendors and Granting Certain Other Relief [Docket No. 198 - filed July 10, 2012]
- vi. **Final Order Authorizing, But Not Directing, the Debtors to Pay Certain Claims of Critical Vendors and Granting Certain Other Relief [Docket No. 210 - entered July 10, 2012]**

**Status: On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

- 5. Motion of the Debtors for Order Pursuant to U.S.C. §§ 105(a) and 363(b) Authorizing Payment of Prepetition Customs Duties and Claims of Common Carriers and Warehousemen and Authorizing the Debtors to Honor Certain Prepetition Cargo Claims and Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Claims [Docket No. 75 - filed June 11, 2011]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors

Objections/Responses:

- A. Informal response from Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Authorizing Debtors to Pay Prepetition Customs Duties and Claims of Common Carriers and Warehousemen and Authorizing the Debtors to Honor Certain Prepetition Cargo Claims and Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Claims [Docket No. 107 - entered June 12, 2012]
- ii. Notice of Entry of (I) Interim Order Authorizing Payment of Prepetition Customs Duties and Claims of Common Carriers and Warehousemen and (II) Final Hearing Thereon [Docket No. 123 - filed June 13, 2012]
- iii. Certification of Counsel Regarding Final Order Authorizing Debtors to Pay Certain Customs Duties and Claims of Common Carriers and Warehousemen and Authorizing the Debtors to Honor Certain Cargo Claims and Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Claims [Docket No. 202 - filed July 10, 2012]

- iv. **Final Order Authorizing Debtors to Pay Certain Customs Duties and Claims of Common Carriers and Warehousemen and Authorizing the Debtors to Honor Certain Cargo Claims and Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Clams [Docket No. 211 - entered July 10, 2012]**

**Status: On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

6. Motion of Debtors for Interim and Final Orders Authorizing Payment of Pre-Petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees and Independent Contractors [Docket No. 78 - filed June 11, 2012]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors

Objections/Responses: None.

Related Documents:

- i. Interim Order Authorizing Payment of Pre-Petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees and Independent Contractors [Docket No. 110 - entered June 12, 2012]
- ii. Notice of Entry of (I) Interim Order Authorizing Debtors to Pay Prepetition Employee Obligations and (II) Final Hearing Thereon [Docket No. 124 - filed June 13, 2012]
- iii. Certification of Counsel Regarding Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to the Commencement of the Chapter 11 Cases, and Other Compensation to Employees and Independent Contractors [Docket No. 203 - filed July 10, 2012]
- iv. **Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to Commencement of the Chapter 11 Cases, and Other Compensation to Employees, Owner-Operators and Independent Contractors [Docket No. 213 - entered July 10, 2012]**

**Status: On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

7. Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 159 - filed June 25, 2012]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors and the United States Trustee

Objections/Responses:

- A. Informal response from the United States Trustee.

Related Documents:

- i. Certification of Counsel Regarding Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 204 - filed July 10, 2012]
- ii. **Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 215 - entered July 10, 2012]**

Status: **On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

8. Debtors' Motion for Order Authorizing Employment and Retention of Professionals Used in Ordinary Course of Business *Nunc Pro Tunc* to June 10, 2012 [Docket No. 160 - filed June 25, 2012]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors and the United States Trustee

Objections/Responses:

- A. Informal response from the United States Trustee.

Related Documents:

- i. Certification of Counsel Regarding Order Authorizing Employment and Retention of Professionals Used in Ordinary Course of Business *Nunc Pro Tunc* to June 10, 2012 [Docket No. 205 - filed July 10, 2012]
- ii. **Order Authorizing Employment and Retention of Professionals Used in Ordinary Course of Business *Nunc Pro Tunc* to June 10, 2012 [Docket No. 216 - entered July 10, 2012]**

**Status: On July 10, 2012, the Court entered the order resolving this matter. Accordingly, no hearing is necessary.**

**III. CONTESTED MATTER GOING FORWARD:**

9. Motion Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e), 503(b) and 507(a), Fed. R. Bankr. P. 2002, 4001 and 9014 and Del. Bankr. L.R. 4001-2: (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting Superpriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection to Prepetition Secured Lenders; (IV) Modifying Automatic Stay; and (V) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 79 - filed June 11, 2012]

Objection/Response Deadline: July 6, 2012 at 4:00 p.m. (EDT); further extended until July 9, 2012 at 4:00 p.m. (EDT) for individual members of the Official Committee of Unsecured Creditors; further extending to July 9, 2012 at 5:00 p.m. (EDT) for Committee of Unsecured Creditors

Objections/Responses:

- A. Local Tax Authorities' Objection to Debtors' Motion... (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting SuperPriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection...; (IV) Modifying Automatic Stay; and (V) Scheduling a Final Hearing [Docket No. 189 - filed July 6, 2012]
- B. Pension Benefit Guaranty Corporation's Response and Reservation of Rights Regarding Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e), 503(b) and 507(a), Fed. R. Bankr. P. 2002, 4001 and 9014 and Del. Bankr. L.R. 4001-2: (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting Superpriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection to Prepetition Secured Lenders; (IV) Modifying Automatic Stay; and (V) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 191 - filed July 9, 2012]
- C. Objection of the Official Committee of Unsecured Creditors to the Motion Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e), 503(b) and 507(a), Fed. R. Bankr. P. 2002, 4001 and 9014 and Del. Bankr. L.R. 4001-2: (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting Superpriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection to Prepetition Secured Lenders; (IV) Modifying Automatic Stay; and (V) Scheduling a Final

Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 193 - filed July 9, 2012]

D. Informal response from Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e), 503(b) and 507(a), Fed. R. Bankr. P. 2002, 4001 and 9014 and Del. Bankr. L.R. 4001-2: (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting Superpriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection to Prepetition Secured Lenders; (IV) Modifying Automatic Stay; and (V) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 114 - entered June 12, 2012]
- ii. Notice of Entry of (I) Interim Order Authorizing Debtors to Obtain Postpetition Financing and (II) Final Hearing Thereon [Docket No. 125 - filed June 13, 2012]
- iii. Certification of Counsel Regarding Amended Interim Order Authorizing the Debtors to Obtain Post Petition Financing [Docket No. 161 - filed June 25, 2012]
- iv. Amended Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e), 503(b) and 507(a), Fed. R. Bankr. P. 2002, 4001 and 9014 and Del. Bankr. L.R. 4001-2: (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting Superpriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection to Prepetition Secured Lenders; (IV) Modifying Automatic Stay; and (V) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 164 - filed June 26, 2012]
- v. Notice of Filing of Proposed Final Order [To Be Determined]
- vi. **Yucaipa's Response to the Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Authorizing Debtors to (A) Obtain Postpetition Secured DIP Financing and (B) Use Cash Collateral; (II) Granting Superpriority Liens and Providing for Superpriority Administrative Expense Status; (III) Granting Adequate Protection to Prepetition Secured Lenders; and (IV) Modifying Automatic Stay [Docket No. 226 - filed July 12, 2012]**

Status: The hearing regarding this matter will go forward.

Dated: July 10, 2012  
Wilmington, Delaware



---

Mark D. Collins (No. 2981)  
Christopher M. Samis (No. 4909)  
Marisa A. Terranova (No. 5396)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone No.: (302) 651-7700  
Facsimile No.: (302) 651-7701  
Email: collins@rlf.com  
samis@rlf.com  
terranova@rlf.com

-and-

Jeffrey W. Kelley (GA Bar No. 412296)  
Ezra H. Cohen (GA Bar No. 173800)  
Carolyn P. Richter (GA Bar No. 574097)  
Matthew R. Brooks (GA Bar No. 378018)  
Benjamin R. Carlsen (GA Bar No. 940614)  
TROUTMAN SANDERS LLP  
Bank of America Plaza  
600 Peachtree Street, Suite 5200  
Atlanta, Georgia 30308-2216  
Telephone No.: (404) 885-3000  
Facsimile No.: (404) 885-3900  
Email: jeffrey.kelley@troutmansanders.com  
ezra.cohen@troutmansanders.com  
carolyn.richter@troutmansanders.com  
matthew.brooks@troutmansanders.com  
benjamin.carlsen@troutmansanders.com

*Proposed Counsel for the Debtors*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

ALLIED SYSTEMS HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 12-11564 (CSS)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING<sup>2</sup> ON AUGUST 29, 2012 AT 9:30 A.M. (EDT)<sup>3</sup>**

**I. RESOLVED MATTERS:**

1. Debtors' Application to Employ and Retain Troutman Sanders LLP as Co-Counsel for the Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 172 - filed June 28, 2012]

Objection/Response Deadline: July 12, 2012 at 4:00 p.m. (EDT).

Objections/Responses:

- A. Informal response from the Office of the United States Trustee

Related Documents:

- i. Certification of Counsel Regarding Order Authorizing the Debtors to Employ and Retain Troutman Sanders LLP as Co-Counsel to the Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 260 - filed July 23, 2012]
- ii. Order Authorizing the Debtors to Employ and Retain Troutman Sanders LLP as Co-Counsel to the Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 261 - entered July 23, 2012]

<sup>1</sup> The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: Allied Systems Holdings, Inc. (58-0360550); Allied Automotive Group, Inc. (58-2201081); Allied Freight Broker LLC (59-2876864); Allied Systems (Canada) Company (90-0169283); Allied Systems, Ltd. (L.P.) (58-1710028); Axis Areta, LLC (45-5215545); Axis Canada Company (875688228); Axis Group, Inc. (58-2204628); Commercial Carriers, Inc. (38-0436930); CT Services, Inc. (38-2918187); Cordin Transport LLC (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). The location of the Debtors' corporate headquarters and the Debtors' address for service of process is 2302 Parklake Drive, Bldg. 15, Ste. 600, Atlanta, Georgia 30345.

<sup>2</sup> The hearing will be held before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 6, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the August 29, 2012 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (EDT) on Tuesday, August 28, 2012 in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*. Copies of all pleadings referenced herein are available online, free of charge, at the following web address: <http://www.omnimgt.com/alliedsystems>.

<sup>3</sup> PLEASE TAKE NOTICE that the omnibus hearing previously scheduled for Thursday, August 28, 2012 at 11:00 a.m. (Eastern Daylight Time) has been rescheduled by the Bankruptcy Court and will now commence at 9:30 a.m. (Eastern Daylight Time) on Wednesday, August 29, 2012.

Status: On July 23, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

2. Application to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 177 - filed July 2, 2012]

Objection/Response Deadline: July 16, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Related Documents:

- i. Certification of No Objection Regarding Application to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 249 - filed July 19, 2012]
- ii. Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 255 - entered July 20, 2012]

Status: On July 20, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

3. Debtors' Application for Order Authorizing the Debtors to Employ and Retain Rust Consulting/Omni Bankruptcy to Provide Administrative Services to the Debtors Pursuant to Sections 327(a), 328 and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014 *Nunc Pro Tunc* to June 10, 2012 [Docket No. 183 - filed July 3, 2012]

Objection/Response Deadline: July 17, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Related Documents:

- i. Certification of No Objection Regarding Debtors' Application for Order Authorizing the Debtors to Employ and Retain Rust Consulting/Omni Bankruptcy to Provide Administrative Services to the Debtors Pursuant to Sections 327(a), 328 and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014 *Nunc Pro Tunc* to June 10, 2012 [Docket No. 250 - filed July 19, 2012]
- ii. Order Authorizing the Debtors to Employ and Retain Ruse Consulting/Omni Bankruptcy to Provide Administrative Services to the Debtors, *Nunc Pro Tunc* to June 10, 2012, Pursuant to Sections 327(a), 328 and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014 [Docket No. 256 - entered July 20, 2012]

Status: On July 20, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

4. Application of Debtors for an Order Authorizing the Retention and Employment of Gowling Lafleur Henderson LLP as Canadian Counsel to Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 207 - filed July 10, 2012]

Objection/Response Deadline: July 27, 2012 at 4:00 p.m. (EDT); extended to July 30, 2012 for the Office of the United States Trustee.

Objections/Responses:

- A. Objection of the United States Trustee to the Application of Debtors for an Order Authorizing the Retention and Employment of Gowling Lafleur Henderson LLP as Canadian Counsel to Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 309 - filed July 30, 2012]

Related Documents:

- i. Supplemental Affidavit of Christopher J. Eustace in Support of Motion of Debtors to Retain Gowling Lafleur Henderson LLP as Canadian Counsel *Nunc Pro Tunc* to June 10, 2012 [Docket No. 318 - filed August 2, 2012]
- ii. Certification of Counsel Regarding Order Authorizing the Retention and Employment of Gowling Lafleur Henderson LLP as Canadian Counsel to Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 319 - filed August 2, 2012]
- iii. Order Authorizing the Retention and Employment of Gowling Lafleur Henderson LLP as Canadian Counsel to Debtors *Nunc Pro Tunc* to June 10, 2012 [Docket No. 332 - entered August 7, 2012]

Status: On August 7, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

5. Application for Entry of an Order Authorizing the Employment and Retention of Sullivan Hazeltine Allinson LLC as Co-Counsel for the Official Committee of Unsecured Creditors *nunc pro tunc* to June 19, 2012 [Docket No. 236 - filed July 17, 2012]

Objection/Response Deadline: August 1, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Related Documents:

- i. Certification of No Objection Regarding Docket No. 236 [Docket No. 325 - filed August 3, 2012]

- ii. Order Pursuant to Section 327(a) and 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Sullivan Hazeltine Allinson LLC as Co-Counsel for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to June 19, 2012 [Docket No. 328 - entered August 7, 2012]

Status: On August 7, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

- 6. Application for Entry of an Order Authorizing the Employment and Retention of Sidley Austin LLP as Co-Counsel for the Official Committee of Unsecured Creditors *nunc pro tunc* to June 19, 2012 [Docket No. 237 - filed July 17, 2012]

Objection/Response Deadline: July 31, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Related Documents:

- i. Certification of No Objection Regarding Application for an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employ Sidley Austin LLP as Co-Counsel *Nunc Pro Tunc* to June 19, 2012 [Docket No. 320 - filed August 2, 2012]
- ii. Order Authorizing the Employment and Retention of Sidley Austin LLP as Co-Counsel to the Official Committee of Unsecured Creditors, *Nunc Pro Tunc* to June 19, 2012 [Docket No. 331 - August 7, 2012]

Status: On August 7, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

- 7. Application for Entry of an Order Authorizing the Employment and Retention of Conway Mackenzie, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors, *Nunc Pro Tunc* to June 25, 2012 [Docket No. 291 - filed July 25, 2012]

Objection/Response Deadline: August 8, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Related Documents:

- i. Certification of No Objection Regarding Application for an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employ Conway Mackenzie, Inc. as Financial Advisor *Nunc Pro Tunc* to June 25, 2012 [Docket No. 343 - filed August 10, 2012]
- ii. Order Authorizing the Employment and Retention of Conway Mackenzie, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors, *Nunc Pro Tunc* to June 25, 2012 [Docket No. 346 - entered August 13, 2012]

- iii. Certificate of Counsel Regarding Application for an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employ Conway Mackenzie, Inc. as Financial Advisor *Nunc Pro Tunc* to June 25, 2012 [Docket No. 351 - filed August 17, 2012]
- iv. Amended Order Authorizing the Employment and Retention of Conway Mackenzie, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors, *Nunc Pro Tunc* to June 25, 2012 [Docket No. 359 - filed August 20, 2012]

Status: On August 20, 2012, the Court entered an amended order resolving this matter. Accordingly, no hearing is necessary.

- 8. Application for an Order Authorizing the Employment and Retention of Stikeman Elliott LLP as Canadian Counsel, *Nunc Pro Tunc* to July 5, 2012 [Docket No. 324 - filed August 3, 2012]

Objection/Response Deadline: August 17, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Related Documents:

- i. Certificate of No Objection Regarding Application for Entry of an Order Authorizing the Employment and Retention of Stikeman Elliott LLP as Canadian Counsel *Nunc Pro Tunc* to July 5, 2012 [Docket No. 363 - filed August 21, 2012]
- ii. Order Authorizing the Employment and Retention of Stikeman Elliott LLP as Canadian Counsel to the Official Committee of Unsecured Creditors, *Nunc Pro Tunc* to July 5, 2012 [Docket No. 368 - filed August 22, 2012]

Status: On August 22, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

**II. UNCONTESTED MATTER GOING FORWARD:**

- 9. Motion for Authorization to Seal Portions of the Limited Objection for the Official Committee of Unsecured Creditors to Debtors' Application for Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 259 - filed July 20, 2012]

Objection/Response Deadline: August 4, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None.

Status: The hearing on this matter will go forward.

### III. CONTESTED MATTER GOING FORWARD:

10. Debtors' Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 for an Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 173 - filed June 28, 2012]

Objection/Response Deadline: July 12, 2012 at 4:00 p.m. (EDT); extended to July 20, 2012 for the Official Committee of Unsecured Creditor and to July 27, 2012 for the Petitioning Creditors176969

#### Objections/Responses:

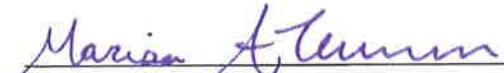
- A. Informal comments from the Office of the United States Trustee
- B. Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 for an Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 258 - filed July 20, 2012]
- C. Limited Objection of the Petitioning Creditors to Debtors' Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 for an Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 307 - filed July 27, 2012]
- D. Response of Rothschild Inc. to the Limited Objections to the Debtors' Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 for an Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 372 - filed August 23, 2012]
- E. Debtors' Response to Limited Objections of the Official Committee of Unsecured Creditors and of the Petitioning Creditors to Debtors' Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 for an Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 373 - filed August 23, 2012]

Related Documents:

- i. Supplemental Declaration of Todd R. Snyder in Support of the Debtors' Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 for an Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 315 - filed August 1, 2012]

Status: The hearing on this matter will go forward.

Dated: August 24, 2012  
Wilmington, Delaware

  
Mark D. Collins (No. 2981)  
Christopher M. Samis (No. 4909)  
Marisa A. Terranova (No. 5396)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone No.: (302) 651-7700  
Facsimile No.: (302) 651-7701  
Email: collins@rlf.com  
samis@rlf.com  
terranova@rlf.com

-and-

Jeffrey W. Kelley (GA Bar No. 412296)  
Ezra H. Cohen (GA Bar No. 173800)  
Carolyn P. Richter (GA Bar No. 574097)  
Matthew R. Brooks (GA Bar No. 378018)  
Benjamin R. Carlsen (GA Bar No. 940614)  
TROUTMAN SANDERS LLP  
Bank of America Plaza  
600 Peachtree Street, Suite 5200  
Atlanta, Georgia 30308-2216  
Telephone No.: (404) 885-3000  
Facsimile No.: (404) 885-3900  
Email: jeffrey.kelley@troutmansanders.com  
ezra.cohen@troutmansanders.com  
carolyn.richter@troutmansanders.com  
matthew.brooks@troutmansanders.com  
benjamin.carlsen@troutmansanders.com

*Counsel for the Debtors*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

ALLIED SYSTEMS HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 12-11564 (CSS)

(Jointly Administered)

**NOTICE OF *AMENDED*<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING<sup>3</sup> ON SEPTEMBER 28, 2012 AT 11:00 A.M. (EDT)**

**I. RESOLVED MATTER**

1. Application for an Order Authorizing Debtors to Retain and Employ PricewaterhouseCoopers LLP *Nunc Pro Tunc* to June 10, 2012 for the Purpose of Providing Debtors with Tax Compliance Services, and Request for a Waiver of the Information Requirements of Local Rule 2016-2 [Docket No. 397; filed August 30, 2012]

Objection/Response Deadline: September 17, 2012 at 4:00 p.m. (EDT).

Objections/Responses:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- i. Certification of Counsel Regarding Order Authorizing Debtors to Retain and Employ PricewaterhouseCoopers LLP *Nunc Pro Tunc* to June 10, 2012 for the Purpose of Providing Debtors with Tax Compliance Services and Approving Request for a Waiver of the Information Requirements of Local Rule 2016-2 [Docket No. 456; filed September 24, 2012]

---

<sup>1</sup> The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: Allied Systems Holdings, Inc. (58-0360550); Allied Automotive Group, Inc. (58-2201081); Allied Freight Broker LLC (59-2876864); Allied Systems (Canada) Company (90-0169283); Allied Systems, Ltd. (L.P.) (58-1710028); Axis Areta, LLC (45-5215545); Axis Canada Company (875688228); Axis Group, Inc. (58-2204628); Commercial Carriers, Inc. (38-0436930); CT Services, Inc. (38-2918187); Cordin Transport LLC (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). The location of the Debtors' corporate headquarters and the Debtors' address for service of process is 2302 Parklake Drive, Bldg. 15, Ste. 600, Atlanta, Georgia 30345.

<sup>2</sup> **Amended agenda items appear in bold.**

<sup>3</sup> The hearing will be held before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 6, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the September 28, 2012 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (EDT) on Thursday, August 27, 2012 in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*. Copies of all pleadings referenced herein are available online, free of charge, at the following web address: <http://www.omningt.com/alliedsystems>.

- ii. Order Authorizing Debtors to Retain and Employ PricewaterhouseCoopers LLP *Nunc Pro Tunc* to June 10, 2012 for the Purpose of Providing Debtors with Tax Compliance Services and Approving Request for a Waiver of the Information Requirements of Local Rule 2016-2 [Docket No. 464; filed September 25, 2012]

Status: On September 25, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.

## II. UNCONTESTED MATTERS WITH CERTIFICATION OF NO OBJECTION

2. Debtors' Motion Pursuant to Bankruptcy Rules 9006(b) and 9027 for Order Extending the Time to File Notices of Removal of Civil Actions [Docket No. 417; filed September 7, 2012]

Objection/Response Deadline: September 21, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None at this time.

Related Documents:

- i. Certification of No Objection Regarding Debtors' Motion Pursuant to Bankruptcy Rules 9006(b) and 9027 for Order Extending the Time to File Notices of Removal of Civil Actions [Docket No. 460; filed September 24, 2012]
- ii. **Order Pursuant to Bankruptcy Rules 9006(b) and 9027 for Order Extending the Time to File Notices of Removal of Civil Actions [Docket No. 470; filed September 26, 2012]**

Status: **On September 26, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.**

3. Motion of the Debtors Pursuant to 11 U.S.C. § 107(b)(1) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b) to File Exhibit to Key Employee Retention Plan Under Seal [Docket No. 427; filed September 11, 2012]

Objection/Response Deadline: September 21, 2012 at 4:00 p.m. (EDT).

Objections/Responses: None at this time.

Related Documents:

- i. Certification of No Objection Regarding Motion of the Debtors Pursuant to 11 U.S.C. § 107(b)(1) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b) to File Exhibit to Key Employee Retention Plan Under Seal [Docket No. 461; filed September 24, 2012]

- ii. **Order Granting Motion of the Debtors Pursuant to 11 U.S.C. § 107(b)(1) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b) to File Exhibit to Key Employee Retention Plan Under Seal [Docket No. 471; filed September 26, 2012]**

Status: **On September 26, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.**

### III. UNCONTESTED MATTER WITH CERTIFICATION OF COUNSEL

4. Debtors' Motion for Extension of Exclusive Periods During Which Debtors May Propose and File Plans of Reorganization and Solicit Acceptances Thereof [Docket No. 418; filed September 7, 2012]

Objection/Response Deadline: September 21, 2012 at 4:00 p.m. (EDT), extended to September 24, 2012 for BDCM Opportunity Fund II, LP, Black Diamond CLO 2005-1 Adviser L.L.C. and Spectrum Investment Partners LP.

Objections/Responses:

- A. Informal comments from the Official Committee of Unsecured Creditors

Related Documents:

- i. Certification of Counsel Regarding Order Pursuant to 11 U.S.C. § 1121(d), Extending the Exclusive Periods Within Which the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [Docket No. 467; filed September 25, 2012]
- ii. **Order Pursuant to 11 U.S.C. § 1121(d), Extending the Exclusive Periods Within Which the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [Docket No. 472; filed September 26, 2012]**

Status: **On September 26, 2012, the Court entered an order resolving this matter. Accordingly, no hearing is necessary.**

### IV. CONTESTED MATTERS GOING FORWARD

5. Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b)(1) and 503(c)(3) Seeking an Order Authorizing the Debtors to Implement Key Employee Retention Plan [Docket No. 420; filed September 7, 2012]

Objection/Response Deadline: September 21, 2012 at 4:00 p.m. (EDT), extended to September 24, 2012 at 12:00 p.m. (EDT) for Teamsters National Automobile Transporters Industry Negotiating Committee and the Official Committee of Unsecured Creditors.

Objections/Responses:

- A. Objection of the Teamsters National Automobile Transporters Industry Negotiating Committee (“TNATINC”) to the Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b)(1) and 503(c)(3) Seeking an Order Authorizing the Debtors to Implement Key Employee Retention Plan [Docket No. 451; filed September 24, 2012]
- B. Limited Objection of the Official Committee of Unsecured Creditors to Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b)(1) and 503(c)(3) Seeking an Order Authorizing the Debtors to Implement Key Employee Retention Plan [Docket No. 452; filed September 24, 2012]

Status: The hearing on this matter will go forward.

- 6. Motion of the Debtors and Debtors in Possession for Entry of an Order Extending the Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Section 365(d)(4) of the Bankruptcy Code [Docket No. 422; filed September 10, 2012]

Objection/Response Deadline: September 21, 2012 at 4:00 p.m. (EDT).

Objections/Responses:

- A. Limited Objection of City of New York to Debtors’ Motion to Extend Time to Assume or Reject Leases with Respect to Lease Pertaining to South Brooklyn Marine Terminal [Docket No. 444; filed September 21, 2012]

Status: The hearing on this matter will go forward.

- 7. Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 425; filed September 11, 2012]

Objection/Response Deadline: September 21, 2012 at 4:00 p.m. (EDT); extended to September 25, 2012 at 4:00 p.m. (EDT) for the Debtors.

Objections/Responses:

- A. Debtors’ Objection to the Motions for Relief from Stay of Donald and Dory Smodic, Fred and Joyce Wessels, Gladys Walker, Michael Jay Meyer, and Dale and Tonia Woudstra [Docket No. 466; filed September 25, 2012]

Related Documents:

- i. Joinder of Michael Jay Meyer to Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 445; filed September 21, 2012]

- ii. Motion of Michael Jay Meyer to Shorten Notice Pursuant to Del. Bankr. L.R. 9006-1 and to Expedite Hearing in Connection with the Joinder of Michael Jay Meyer to the Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 446; filed September 21, 2012]
- iii. Joinder of Dale and Tonia Woudstra to Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 453; filed September 24, 2012]
- iv. Motion of Dale and Tonia Woudstra to Shorten Notice Pursuant to Del. Bankr. L.R. 9006-1 and to Expedite Hearing in Connection with the Joinder of Dale and Tonia Woudstra to the Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 454; filed September 24, 2012]
- v. Order Granting Motion of Dale and Tonia Woudstra to Shorten Notice Pursuant to Del. Bankr. L.R. 9006-1 and to Expedite Hearing in Connection with the Joinder of Dale and Tonia Woudstra to the Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 462; filed September 25, 2012]
- vi. Order Granting Motion of Michael Jay Meyer to Shorten Notice Pursuant to Del. Bankr. L.R. 9006-1 and to Expedite Hearing in Connection with the Joinder of Michael Jay Meyer to the Motion of Norman Fredrick Wessels, Joyce Elaine Wessels, and Gladys Ann Walker for Relief from the Automatic Stay to Pursue Personal Injury Claims [Docket No. 463; filed September 25, 2012]

Status: The hearing on this matter will go forward.

- 8. Motion of Donald Smodic and Dory Smodic for Relief from the Automatic Stay Pursuant to 362(d) to Pursue Personal Injury Claim [Docket No. 430; filed September 13, 2012]

Objection/Response Deadline: September 25, 2012 at 4:00 p.m. (EDT).

Objections/Responses:

- A. Debtors' Objection to the Motions for Relief from Stay of Donald and Dory Smodic, Fred and Joyce Wessels, Gladys Walker, Michael Jay Meyer and Dale and Tonia Woundstra [Docket No. 466; filed September 25, 2012]

Related Documents:

- i. Donald Smodic and Dory Smodic's Motion to Shorten Pursuant to Del. Bankr. L.R. 9006-1 [Docket No. 431; filed September 13, 2012]
- ii. Order Granting Motion to Shorten [Docket No. 436; filed September 14, 2012]
- iii. Notice of Hearing on Motion of Donald Smodic and Dory Smodic for Relief from the Automatic Stay Pursuant to 362(d) to Pursue Personal Injury Claim [Docket No. 437; filed September 17, 2012]

Status: The hearing on this matter will go forward.

Dated: September 27, 2012  
Wilmington, Delaware

/s/ Marisa A. Terranova

---

Mark D. Collins (No. 2981)  
Christopher M. Samis (No. 4909)  
Marisa A. Terranova (No. 5396)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone No.: (302) 651-7700  
Facsimile No.: (302) 651-7701  
Email: collins@rlf.com  
samis@rlf.com  
terranova@rlf.com

-and-

Jeffrey W. Kelley (GA Bar No. 412296)  
Ezra H. Cohen (GA Bar No. 173800)  
Carolyn P. Richter (GA Bar No. 574097)  
Matthew R. Brooks (GA Bar No. 378018)  
Benjamin R. Carlsen (GA Bar No. 940614)  
TROUTMAN SANDERS LLP  
Bank of America Plaza  
600 Peachtree Street, Suite 5200  
Atlanta, Georgia 30308-2216  
Telephone No.: (404) 885-3000  
Facsimile No.: (404) 885-3900  
Email: jeffrey.kelley@troutmansanders.com  
ezra.cohen@troutmansanders.com  
carolyn.richter@troutmansanders.com  
matthew.brooks@troutmansanders.com  
benjamin.carlsen@troutmansanders.com

*Counsel for the Debtors*