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Sixth 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

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June 18, 2013

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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**

**SIXTH 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**

**JUNE 18, 2013**

## **1.0 Introduction**

1. 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").
2. 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

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<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.

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are collectively 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”.

3. 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”).
4. 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”).
5. This report (“Report”) is filed in D&P’s capacity as Information Officer.

## **1.1 Purposes of this Report**

1. The purposes of this Report are to:
  - a) Provide background information about Allied Group;
  - b) Summarize an order made by the U.S. Court which, *inter alia*, establishes a deadline for Allied Group’s creditors to file proofs of claim (“Claims Bar Date Order”); and
  - c) Support the Foreign Representative’s request for an order recognizing the Claims Bar Date Order.

## **1.2 Currency**

1. All currency references in this Report are to United States dollars, unless otherwise noted.

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## 2.0 Background

1. 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.
2. Allied Group’s operations are centralized from its head office located in Atlanta, Georgia. Allied Group employs approximately 1,835 individuals, including approximately 425 active employees and independent contractors in Canada<sup>2</sup>. Approximately 90% of Allied Group’s active Canadian employees are members of either the International Brotherhood of Teamsters or the National Automobile, Aerospace, Transportation and General Works Union of Canada unions.
3. Background concerning Allied Group was 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).

## 3.0 Claims Bar Date Order

1. On May 28, 2013, Allied Group filed with the U.S. Court a certification of counsel for the Claims Bar Date Order which, among other things, sets:
  - a) the form and manner for filing proofs of claim; and
  - b) bar dates for filing proofs of claim by Allied Group’s creditors against Allied Group, including against the Canadian Debtors.
2. The U.S. Court granted the Claims Bar Date Order on May 29, 2013. A copy of the Claims Bar Date Order is provided in Appendix “A”.

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

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3. The key provisions of the Claims Bar Date Order include, among other things, the following<sup>3</sup>:

- a) A Proof of Claim is to be filed with Rust Consulting/Omni Bankruptcy, Allied Group's claims agent (the "Claims Agent"), by each entity that asserts a claim against Allied Group that arose: a) before May 17, 2012, with respect to ASL and Allied Systems US; and b) before June 10, 2012, with respect to the Subsidiaries, including the Canadian Debtors (the dates described in (a) and (b) each being a "Petition Date");
- b) All claims, other than claims by "governmental units"<sup>4</sup>, are to be filed so that they are received by the Claims Agent by August 2, 2013 at 12:00 a.m. EST ("General Bar Date") and all claims by governmental units by November 30, 2013 at 12:00 a.m. EST ("Governmental Bar Date", together with General Bar Date, "Bar Dates");
- c) The Bar Dates apply to all claims against Allied Group, including secured, unsecured and priority claims, with the exception of certain exempt parties identified under paragraph 4 of the Claims Bar Date Order;
- d) Allied Group must provide by June 12, 2013 written notice of the Bar Dates to all known holders of claims, being ten business days following the date of the Claims Bar Date Order. Allied Group advised the Information Officer that it has complied with this provision;
- e) Allied Group is to publish the Bar Date Notice once in *The New York Times* at least 21 days prior to the General Bar Date. A copy of the Bar Date Notice included in the Claims Bar Date Order is provided in Appendix "B". The Foreign Representative is seeking authorization from this Court for the Information Officer to publish the Bar Date Notice once in *The Globe and Mail* (national edition) at least 21 days prior to the General Bar Date;
- f) Claims are to be sent to:

Allied Systems Holdings Inc., et al Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 DeSoto Avenue, Suite #100  
Woodland Hills, CA 91367 USA

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<sup>3</sup> All capitalized terms not defined herein have the meanings provided to them in the Claims Bar Date Order.

<sup>4</sup> A "governmental unit" has the meaning ascribed to it in Chapter 11.

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- g) Any creditor that is required to, but does not, file a Proof of Claim by the applicable Bar Date will be precluded from voting on any plan filed in the Chapter 11 Proceedings and/or from receiving distributions, if any, from Allied Group.

### **3.1 Information Officer's View**

1. The Court has recognized the U.S. proceedings as foreign main proceedings. The U.S. Court has entered the Claims Bar Date Order. The Claims Bar Date Order is not prejudicial to Canadian stakeholders and does not treat Canadian stakeholders any differently than U.S. stakeholders. Based on the foregoing, it is the Information Officer's view that recognizing the Claims Bar Date Order is appropriate.

## **4.0 Chapter 11 Proceedings**

1. On May 31, 2013, the U.S. Court was scheduled to hear two motions by Allied Group ("Motions") to approve:
  - a) A replacement debtor-in-possession ("DIP") credit facility of up to \$33.5 million ("Replacement DIP Facility") to be provided by Black Diamond/Spectrum and other lenders. The purpose of the Replacement DIP Facility is to replace in full the existing DIP facility and to provide Allied Group with further liquidity. The existing DIP facility, being a \$22 million facility, expires on June 30, 2013 and is provided by Yucaipa American Alliance Fund II, LLC and certain of its affiliates ("Yucaipa"); and
  - b) A stalking horse sale process in which the stalking horse bidder was to be an entity formed by Black Diamond Commercial Finance, LLC and Spectrum Commercial Finance LLC, in their capacities as "Co-Administrative Agents" under Allied Group's pre-petition first lien credit agreement ("Bid Procedures").
2. Objections to the Motions were filed by: (i) Teamsters National Automobile Transporters Industry Negotiating Committee, (ii) General Motors Holdings LLC and related entities; (iii) the Official Committee of Unsecured Creditors ("Committee"); and (iv) Yucaipa American Alliance Fund I, L.P. and related entities.
3. Due to the objections, the Motions were not heard by the U.S. Court on May 31, 2013. The Information Officer understands that since the date of the hearing, Allied Group and its stakeholders have been working to try and reach a consensual arrangement regarding the Motions.

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4. On June 13, 2013, Allied Group filed the following with the U.S. Court (the "Amended Motions"):
    - a) Modified Replacement DIP Facility agreement; and
    - b) Modified Bid Procedures, which proposes to, among other things, convene an auction for Allied Group's assets without a stalking horse bid.
  5. The Amended Motions are scheduled to be heard by the U.S. Court on June 19, 2013.
  6. The Information Officer will provide an update on the outcome of the Amended Motions in a subsequent report.

## 5.0 Conclusion

1. Based on the foregoing, it is the Information Officer's view that the relief being sought by the Foreign Representative is reasonable.

\* \* \*

All of which is respectfully submitted,

*Duff + Phelps Canada Restructuring Inc.*

**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”**

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 No. \_\_\_\_\_

ORDER PURSUANT TO SECTION 502(b)(9) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 2002(a)(7), (f), (l) AND 3003(c)(3), AND LOCAL RULE 2002-1(e)  
ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF

Upon the request of the above-captioned debtors and debtors-in-possession (the “Debtors”) under certification of counsel for an order (this “Order”) establishing a bar date (the “Bar Date”) for filing proofs of claim under Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of United States Bankruptcy Court for the District of Delaware (the “Court”); the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the estate, its creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Bar Date to the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and the Official Committee of Unsecured Creditors

<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 (87568828); 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.

(the "Committee"); and after due deliberation and sufficient cause appearing therefor, it is  
HEREBY ORDERED THAT:

**I. The Bar Dates and Procedures for Filing Proofs of Claim.**

1. Each entity<sup>2</sup> that asserts against the Debtors a claim that arose (a) with respect to Allied Systems Holdings, Inc. and Allied Systems Ltd. (L.P.) before May 17, 2012 and (b) with respect to the remaining Debtors, June 10, 2012 (collectively, the "Petition Date," as applicable to each respective Debtor) shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as **Exhibit 1** (the "Proof of Claim Form") or Official Form No. B 10.<sup>3</sup> Except in the cases of governmental units and certain other exceptions explicitly set forth herein, **all Proofs of Claim must be filed so that they are actually received on or before August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time (the "Claims Bar Date"), at the addresses and in the form set forth herein.**

The Claims Bar Date applies to all types of claims (whether secured, unsecured priority, or unsecured non-priority) against the Debtors that arose (or are deemed to have arisen) before the Petition Date.

2. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any one or more of the

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<sup>2</sup> Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein, (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code, and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

<sup>3</sup> Copies of Official Form No. B 10 may be obtained by: (a) visiting the Debtors' restructuring website at <http://www.omnimgt.com/alliedsystems>; (b) writing to the Debtors' Claims Agent (as defined below) at Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite # 100, Woodland Hills, CA 91367; and/or (c) visiting the website maintained by the Court at <http://www.deb.uscourts.gov/>.

Debtors was a party, must file such Proofs of Claim **so they are actually received on or before November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time (the “Governmental Bar Date” and together with the Claims Bar Date, the “Bar Date” or “Bar Dates” as may be applicable), at the addresses and in the form set forth herein.**

3. All Proofs of Claim must be filed so as to be actually received by the Debtors’ claims agent, Rust Consulting/Omni Bankruptcy (the “**Claims Agent**”), the notice and claims agent retained in these chapter 11 cases on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein). If Proofs of Claim are not received by the Claims Agent on or before the Claims Bar Date, or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases, as more fully discussed herein.

**II. Parties Exempted from the Bar Date.**

4. The following categories of claimants shall not be required to file a Proof of Claim by the Bar Date:

- any entity that already has filed a signed Proof of Claim against the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B 10;
- any entity whose claim is listed on the Schedules of Assets and Liabilities (the “**Schedules**”) if (i) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;
- a holder of a claim that has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

- any wholly-owned affiliate having a claim against the Debtors;
- a current employee or director of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit and such ordinary course claim has been paid; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any present or former employee of one of the Debtors (and, with respect to benefits claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries and benefits authorized to be paid by order of this Court, including but not limited to the *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] and the *Final Order Authorizing Payment of Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses Due Prior to Commencement of Chapter 11 Cases, and Other Compensation to Employees, Owner-Operators, and Independent Operators, and Other Compensation to Employees and Independent Contractors* [Docket No. 213] unless the Debtors have provided written notice to an employee that it does not intend to exercise authority to pay such claim, in which case the employee or labor union representing such employee shall have until the later of (i) the General Bar Date or (ii) thirty (30) days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must submit claims for grievances to the extent the grounds for such grievances arose on or before the Petition Date, provided, however, that labor unions may submit a claim itemizing such grievances on behalf of their members;
- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration; provided, however, that any person or entity asserting a claim under section 503(b)(9) of the Bankruptcy Code must submit such section 503(b)(9) claim on or before the Claim Bar Date.

### **III. Substantive Requirements of Proofs of Claim.**

5. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10;

and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.

- Original Signatures Required. Only original Proofs of Claim will be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

- Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than ten (10) days from the date of such request.

- Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be actually received by the Claims Agent on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 DeSoto Avenue, Suite #100  
Woodland Hills, CA 91367

- Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claim Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to Claims Agent).

**IV. Identification of Known Creditors.**

6. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to its known creditors, and such mailing shall be made to the last known mailing address for each such creditor.



V. **Procedures for Providing Notice of the Bar Date.**

A. Mailing of Bar Date Notices.

7. No later than ten (10) business days after the Court enters this Order, the Debtors shall serve a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 2** (the “**Bar Date Notice**”) and a Proof of Claim Form (together, the “**Bar Date Package**”) to the following entities:

- the U.S. Trustee;
- all creditors and other known holders of claims against the Debtors as of the date of this Order, including all entities listed in the Schedules as holding claims against the Debtors;
- all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of this Order;
- all entities that have filed proofs of claim in these chapter 11 cases as of the date of this Order;
- all known equity and interest holders of the Debtors as of the date this Order is entered;
- all entities who are party to executory contracts and unexpired leases with the Debtors;
- all entities who are party to litigation with the Debtors;
- the District Director of the Internal Revenue Service for the District of Delaware;
- all other taxing authorities for the jurisdictions in which the Debtors maintains or conducts business;
- the Pension Benefit Guaranty Corporation; and
- the Securities and Exchange Commission.

8. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that (a) notices are returned by the post office with forwarding addresses, (b) certain parties acting on

behalf of parties in interest (*e.g.*, banks and brokers with respect to bondholders and equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to twenty-one (21) days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

9. The Debtors are not required to mail Bar Date Packages to any wholly-owned affiliate having a claim against the Debtors.

B. Publication of Bar Date Notice.

10. The Debtors shall give notice of the Claims Bar Date and the Governmental Bar Date by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall publish the Bar Date Notice, modified for publication in substantially the form attached hereto as **Exhibit 3** (the “**Publication Notice**”) on one occasion in the New York Times on a date at least twenty-one (21) days before the Claims Bar Date.

**VI. Consequences of Failure to File a Proof of Claim.**

11. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required, but fails, to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

**VII. Amendment to Schedules.**

12. If the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in its Schedules, to change the nature or classification of a claim against the Debtors reflected in its Schedules, or to add a new claim to its Schedules, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file a Proof of Claim or amend any previously filed Proof of Claim, if necessary, shall be set as the later of (a) the Claims Bar Date or, as applicable, the Governmental Bar Date or (b) twenty-one (21) days from the date the notice of the Schedule amendment or supplement is given (or another time period as may be fixed by the Court).

13. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

14. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

Dated: May 29 2013  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

## **Appendix “B”**

**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 DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**THE GENERAL CLAIMS BAR DATE IS AUGUST 2, 2013 AT 12:00 A.M. (MIDNIGHT)  
EASTERN DAYLIGHT TIME**

**THE GOVERNMENTAL CLAIMS BAR DATE IS NOVEMBER 30, 2013 AT 12:00 A.M.  
(MIDNIGHT) EASTERN STANDARD TIME**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**Deadlines for Filing Proofs of Claim.** On May \_\_, 2013, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. [ ]] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors-in-possession (the “**Debtors**”):

| DEBTOR                          | CASE NO.              |
|---------------------------------|-----------------------|
| Allied Systems Holdings, Inc.   | <b>12-11564 (CSS)</b> |
| Allied Systems, Ltd. (L.P.)     | <b>12-11565 (CSS)</b> |
| F.J. Boutell Driveaway LLC      | <b>12-11767 (CSS)</b> |
| Allied Freight Broker LLC       | <b>12-11769 (CSS)</b> |
| Axis Group, Inc.                | <b>12-11770 (CSS)</b> |
| Logistic Technology, LLC        | <b>12-11771 (CSS)</b> |
| Logistic Systems, LLC           | <b>12-11772 (CSS)</b> |
| Allied Systems (Canada) Company | <b>12-11773 (CSS)</b> |
| Axis Areta, LLC                 | <b>12-11774 (CSS)</b> |
| Commercial Carriers, Inc.       | <b>12-11775 (CSS)</b> |
| Transport Support LLC           | <b>12-11776 (CSS)</b> |
| GACS Incorporated               | <b>12-11777 (CSS)</b> |
| RMX LLC                         | <b>12-11778 (CSS)</b> |
| QAT, Inc.                       | <b>12-11779 (CSS)</b> |

<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 (87568828); 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.

| DEBTOR                        | CASE NO.       |
|-------------------------------|----------------|
| Terminal Services LLC         | 12-11780 (CSS) |
| Cordin Transport LLC          | 12-11781 (CSS) |
| CT Services, Inc.             | 12-11782 (CSS) |
| Axis Canada Company           | 12-11783 (CSS) |
| Allied Automotive Group, Inc. | 12-11786 (CSS) |

**The Bar Dates.** Subject and pursuant to the Bar Date Order, all entities (except governmental units), including individuals, partnerships, estates, and trusts who have a claim or potential claim against (a) Allied Systems Holdings, Inc. and Allied Systems, Ltd. (L.P.) that arose prior to May 17, 2012 or (b) any one or more of the other Debtors that arose prior to June 10, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **August 2, 2013 at 12:00 a.m. (midnight) Eastern Daylight Time** (the “**General Claims Bar Date**”). Governmental entities who have a claim or potential claim against (a) Allied Systems Holdings, Inc. and Allied Systems, Ltd. (L.P.) that arose prior to May 17, 2012 or (b) any one or more of the other Debtors that arose prior to June 10, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **November 30, 2013 at 12:00 a.m. (midnight) Eastern Standard Time** (the “**Governmental Bar Date**”).

**ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE GENERAL CLAIMS BAR DATE OR GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION.**

**Filing a Proof of Claim.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Debtors’ notice and claims agent, Rust Consulting/Omni Bankruptcy (the “**Claims Agent**”) on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Allied Systems Holdings Inc., *et al.* Claims Processing  
c/o Rust Consulting/Omni Bankruptcy  
5955 De Soto Avenue, Suite #100,  
Woodland Hills, CA 91367

**Contents of Proofs of Claim.** Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. B 10; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (v) include as attachments any and all supporting documentation on which the claim is based.

**Additional Information.** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) visiting the Debtors' restructuring website at: <http://www.omnimgt.com/alliedsystems>; and/or (ii) writing to the Claims Agent at Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite #100, Woodland Hills, CA 91367. **Please note that the Claims Agent cannot offer legal advice or advise whether you should file a proof of claim.**

Respectfully submitted,

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