

ENTERED ON DOCKET
8-2-05

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
NEWNAN DIVISION

In re:

ALLIED HOLDINGS, INC., *et al.*

Debtors.

Chapter 11

Case Nos. 05-¹²⁵¹⁵ through 05-¹²⁵³⁷
Jointly Administered

Judge DRAKE

**ORDER AUTHORIZING THE DEBTORS TO RETAIN JPMORGAN
TRUST COMPANY, NATIONAL ASSOCIATION AS
CLAIMS, NOTICING, AND BALLOTING AGENT**

This matter is before the Court on the motion of Allied Holdings, Inc., Allied Automotive Group, Inc., Allied Systems, Ltd. (L.P.), Allied Systems (Canada) Company, QAT, Inc., RMX LLC, Transport Support LLC, F.J. Boutell Driveaway LLC, Allied Freight Broker LLC, GACS Incorporated, Commercial Carriers, Inc., Axis Group, Inc., Kar-Tainer International LLC, Axis Netherlands, LLC, Axis Areta, LLC, Logistic Technology, LLC, Logistic Systems, LLC, CT Services, Inc., Cordin Transport LLC, Terminal Services LLC, Axis Canada Company, Ace Operations, LLC, and AH Industries, Inc., debtors and debtors in possession herein (collectively, the "Debtors") for authority to retain JPMorgan Trust Company, National Association ("JPMorgan") to act as claims, noticing, and balloting agent in these cases (the "Motion").

The Court has considered the Motion, the Affidavit of Thomas H. King in support of Chapter 11 Petitions and First Day Motions, the Affidavit of Victoria Pavelick and matters reflected in the record of the hearing held on the Motion. It appears that the Court has jurisdiction over this proceeding; that this is a core proceeding; that notice of this Motion has been provided to the Office of the United States Trustee, the Securities and Exchange Commission, counsel for the collateral agent for the Debtors' prepetition secured lenders, the

indenture trustee for Debtors' senior note holders, counsel for the *ad hoc* committee of senior note holders, counsel to the Agent for the Debtors' proposed debtor-in-possession lenders, JPMorgan and the Debtors' forty (40) largest unsecured creditors on a consolidated basis; and the Court being satisfied, based on the representations made in the Motion and the Pavelick Affidavit, that: (a) JPMorgan does not hold or represent an interest adverse to the Debtors' estates, (b) JPMorgan is a "disinterested person" as that term is defined under § 101(14) of the Bankruptcy Code, as modified by § 1107(b) of the Bankruptcy Code, and (c) the employment of JPMorgan is necessary and is in the best interests of the Debtors, their estates, and creditors and other parties in interest; and that good and sufficient cause exists for such relief. Accordingly, it is hereby ORDERED as follows:

1. The Motion is GRANTED, subject to any objections filed within twenty (20) days after entry of this Order (the "Objection Deadline").

2. Subject to any such objections, the Debtors are authorized to retain JPMorgan as claims, noticing, and balloting agent to perform the services described in the Motion.

3. JPMorgan shall not be required to file fee applications with this Court pursuant to Sections 331 and 331 of the Bankruptcy Code on account of the services provided by JPMorgan. JPMorgan shall be compensated by the Debtors on the terms contained in its Services Agreement. JPMorgan shall prepare a monthly statement of compensation with this Court and shall serve copies on the Office of the United States Trustee and counsel for any official committee appointed in these cases.

4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

5. Within five (5) business days of the entry of this Order, the Debtors shall serve a copy of this Order on the Office of the United States Trustee, counsel for the Debtors' pre-petition secured lenders, the indenture trustee for the Debtors' senior note holders, counsel to the Agent for the Debtors' proposed debtor-in-possession lenders, the Debtors' forty (40) largest unsecured creditors on a consolidated basis, and any counsel or party that has filed a notice of appearance or request for notice.

6. Any objection to the relief requested in the Motion shall be filed with the Court, 75 Spring Street, SW, Atlanta, Georgia 30303, by the Objection Deadline and shall be served upon (i) the Office of the United States Trustee, 75 Spring Street, S.W., Room 362, Atlanta, Georgia 30303; and (ii) Jeffrey W. Kelley, Troutman Sanders LLP, 5200 Bank of America Plaza, 600 Peachtree Street N.E., Atlanta, Georgia 30308, so as to be received by the Objection Deadline. If no objection is timely filed and served, this Order shall be deemed a final order, and no further hearing on the Motion shall be held.

SO ORDERED this 2 day of AUGUST 2005.


UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

/s/ Jeffrey W. Kelley
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PROPOSED ATTORNEYS FOR THE DEBTORS