

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

In re:

ALLIED HOLDINGS, INC., et al.

Debtors.

Chapter 11

**Case Nos. 05-12515 through 05-12526
and 05-12528 through 05-12537**

Jointly Administered

Judge Mullins

NOTICE OF ASSIGNMENT OF HEARING

NOTICE IS HEREBY GIVEN that on November 20, 2006, Allied Holdings, Inc.¹ and its affiliates, as debtors and debtors-in-possession (collectively, the “Debtors” or “Allied”), filed their *Motion for Authority to Retain Resource Real Estate Partners, LLC as Broker for Real Property Located in Hapeville, Georgia Nunc Pro Tunc to November 13, 2006* (the “Motion”) and related papers with the Court.

PLEASE TAKE FURTHER NOTICE that the Court will hold a hearing on the Motion on the **13th day of December 2006 at 9:30 a.m.**, in Courtroom 1203, U.S. Courthouse, 75 Spring Street, Atlanta, Georgia.

Your rights may be affected by the Court’s ruling on this Motion. You should read these papers carefully and discuss them with your attorney, if you have one in these bankruptcy cases. (If you do not have an attorney, you may wish to consult one.) If you do not want the Court to grant the relief requested in the Motion, or if you want the Court to consider your views on the Motion, then you or your attorney must attend the hearing. You may also file a written response

¹ In addition to Allied Holdings, Inc., the following entities are debtors in these related cases: 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., 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.

to the Motion with the Clerk at the address stated below at least ten (10) days before the hearing. The address of the Clerk's office is: United States Bankruptcy Court, Room 1340, 75 Spring Street, Atlanta, Georgia 30303. You must also mail or fax a copy of your response to the undersigned at the address stated below so that it is received at least ten (10) days before the hearing. If you do not file and serve a written response to the Motion at least ten (10) days prior to the hearing as set forth above, the Court may not consider your views on the Motion. If you attend the hearing without filing and serving a written response to the Motion at least ten (10) days prior to the hearing as set forth above, the Court may reset the hearing at the request of Debtors' counsel.

Within three (3) days of the date of this notice, the Debtors' attorneys shall cause the Motion and this notice to be served upon those entities on the Master Service List (as such term is defined in the Order Establishing Notice Procedures entered on August 2, 2005 in these jointly administered cases) and Resource Real Estate Partners, LLC by U.S. Mail.

Dated: November 20, 2006.

/s/ Alisa H. Aczel
Ezra H. Cohen (GA State Bar No. 173800)
Jeffrey W. Kelley (GA State Bar No. 412296)
Harris B. Winsberg (GA State Bar No. 770892)
Alisa H. Aczel (GA State Bar No. 141268)

TROUTMAN SANDERS LLP
Bank of America Plaza
600 Peachtree Street, N.E. - Suite 5200
Atlanta, Georgia 30308-2216
Telephone No.: (404) 885-3000
Facsimile No.: (404) 885-3900

Attorneys for the Debtors

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

In re:

ALLIED HOLDINGS, INC., et al.

Debtors.

Chapter 11

**Case Nos. 05-12515 through 05-12526
and 05-12528 through 05-12537**

Jointly Administered

Judge Mullins

**DEBTORS' MOTION FOR AUTHORITY TO RETAIN
RESOURCE REAL ESTATE PARTNERS, LLC AS BROKER FOR
REAL PROPERTY LOCATED IN HAPEVILLE, GEORGIA,
NUNC PRO TUNC TO NOVEMBER 13, 2006**

Allied Holdings, Inc.¹ and its affiliates, as debtors and debtors-in-possession (collectively, the "Debtors" or "Allied"), respectfully submit this Debtors' Motion for Authority to Retain Resource Real Estate Partners, LLC as Broker for Real Property Located in Hapeville, Georgia *Nunc Pro Tunc* to November 13, 2006 (the "Motion"). In support of the Motion, the Debtors show the Court as follows:

Jurisdiction

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. Consideration of this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of this proceeding is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are Sections 105, 327 and 328 of the Bankruptcy Code and Bankruptcy Rule 2014.

¹ In addition to Allied Holdings, Inc., the following entities are debtors in these related cases: 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., 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.

Background

2. On July 31, 2005 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

3. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. An official committee of unsecured creditors was appointed in these cases on August 5, 2005.

Relief Requested

4. The Debtors request that this Court enter an order pursuant to Sections 105(a), 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the Debtors to retain Resource Real Estate Partners, LLC ("Resource") as the exclusive broker for approximately \pm 43.75 acres of real property owned by Allied Systems, Ltd. (L.P.) ("Allied Systems") commonly known as 25 Southside Industrial Parkway in the City of Hapeville, Georgia (the "Property"). The Debtors seek authority to pay Resource a commission of six percent (6%) of the sale price of the Property.

Basis for Relief

5. Resource is a real estate services firm with an office located at 2303 Cumberland Parkway, Atlanta, Georgia. The professionals at Resource have extensive experience in various aspects of real estate, including land sales, investment sales, equity placement, and leasing. Since 1996, Resource has realized approximately one-half billion dollars in land sales in the Atlanta Metropolitan Market.

6. The Debtors seek to employ Resource in the proposed sale of the Property in accordance with a brokerage agreement between Allied Holdings and Resource (the “Agreement”), a copy of which is attached hereto as Exhibit A. The Agreement, executed on November 13, 2006, and effective through March 1, 2007,² grants Resource exclusive authority to market and solicit bids for the Property, in exchange for which the Debtors agree to pay Resource a commission equal to six percent (6%) of the Property’s sale price.

7. To the best of the Debtors’ knowledge and belief, the professionals employed by Resource do not have any connection with the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee. Resource does not hold or represent any interest adverse to the Debtors or their estates with respect to the matters on which it is being retained and employed. Accordingly, Resource is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code. Pursuant to Bankruptcy Rule 2014, the Verified Statement of Scott McGregor is attached hereto as Exhibit B.

Terms of Retention

8. Pursuant to Section 328(a) of the Bankruptcy Code, the Debtors may retain Resource on any reasonable terms and conditions. The terms and conditions of the Agreement, which confer to Resource a six percent (6%) commission upon the successful completion of a sale of the Property, are reasonable.

² At the expiration of the initial term, the Agreement automatically renews for 30 day terms unless terminated in writing with 30 days advance notice by either party.

9. Resource will seek payment of its six percent (6%) commission for the proceeds of the sale of the Property at the closing.

10. Resource has not received a retainer from the Debtors, nor did the Debtors made any payments to Resource during the ninety (90) days immediately preceding the Petition Date.

11. The Debtors' employment of Resource is necessary and in the best interests of the administration of their Chapter 11 cases. For the reasons described herein, the Debtors believe that Resource is uniquely qualified to represent the Debtors as the exclusive broker for the Property.

Notice

12. Notice of this Motion has been provided to those entities on the Master Service List (as such term is defined in the Order Establishing Notice Procedures entered on August 2, 2005 in these jointly administered cases) and upon Resource by U.S. Mail. In light of the nature of relief requested, the Debtors submit that no further notice is necessary.

Conclusion

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and granting the Debtors such other and further relief as may be just.

This 20 day of November 2006.

/s/ Alisa H. Aczel

Ezra H. Cohen (GA State Bar No. 173800)

Jeffrey W. Kelley (GA State Bar No. 412296)

Harris B. Winsberg (GA State Bar No.
770892)

Alisa H. Aczel (GA State Bar No. 141268)

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Telephone No.: (404) 885-3000

Facsimile No.: (404) 885-3900

ATTORNEYS FOR THE DEBTORS

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

In re:

ALLIED HOLDINGS, INC., *et al.*

Debtors.

Chapter 11

**Case Nos. 05-12515 through 05-12526
and 05-12528 through 05-12537**

Jointly Administered

Judge Mullins

**ORDER GRANTING DEBTORS' MOTION FOR AUTHORITY TO RETAIN
RESOURCE REAL ESTATE PARTNERS, LLC AS BROKER FOR REAL PROPERTY
LOCATED IN HAPEVILLE, GEORGIA, *NUNC PRO TUNC* TO NOVEMBER 13, 2006**

This matter is before the Court on the Motion of Allied Holdings, Inc.¹ as debtors and debtors-in-possession (collectively, the "Debtors") for Authority to Resource Real Estate Partners, LLC as Broker for Real Property Located in Hapeville, Georgia, *Nunc Pro Tunc* to November 13, 2006 (the "Motion").

The Court has considered the Motion and the 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 those entities on the Master Service List (as such term is defined in the Order Establishing Notice Procedures entered on August 2, 2005 in these jointly administered cases) and upon Resource Real Estate Partners, LLC by U.S. Mail; that no further notice is necessary; that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their creditors; and good and sufficient cause exists for such relief.

¹ In addition to Allied Holdings, Inc., the following entities are debtors in these related cases: 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., 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.

Accordingly, it is hereby ORDERED as follows:

1. The Motion is GRANTED. All capitalized terms not otherwise defined have the meanings ascribed to them in the Motion.
2. The Debtors are authorized to retain and employ Resource Real Estate Partners, LLC as their exclusive broker for the Property on the terms and conditions set forth in the Agreement, *nunc pro tunc* to November 13, 2006.
3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
4. Counsel for the Debtors is directed to cause a copy of this Order to be served upon all parties on the Master Service List (as such term is defined in the Order Establishing Notice Procedures entered on August 2, 2005 in these jointly administered cases) and upon Resource Real Estate Partners, LLC by U.S. Mail within three (3) days of entry of this Order and to file a certificate of service with the Clerk of the Court.

SO ORDERED this _____ day of _____ 2006.

C. Ray Mullins
UNITED STATES BANKRUPTCY JUDGE

[Signatures Continued on next Page]

Prepared and presented by:

/s/ Alisa H. Aczel

Ezra H. Cohen (GA State Bar No. 173800)

Jeffrey W. Kelley (GA State Bar No. 412296)

Harris B. Winsberg (GA State Bar No. 770892)

Alisa H. Aczel (GA State Bar No. 141268)

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ATTORNEYS FOR THE DEBTORS

EXHIBIT A

EXCLUSIVE MARKETING AGREEMENT

On the terms and conditions provided herein, Allied Holdings, ("Owner") does hereby employ Resource Real Estate Partners, LLC ("Agent") through Scott McGregor, for a period commencing November 1, ~~2007~~²⁰⁰⁶, and terminating at midnight March 1, 2007 for the sale of ±43.75 acres on Southside Industrial Parkway ("Property"), particularly described in Exhibit "A" hereto.

1. Sales Price and Terms: Agent is authorized to offer the property for sale at a price to be determined by Owner, payable all cash at closing, or upon such other terms and conditions as Owner may agree upon. Owner will require satisfactory evidence of proposed Purchaser's capacity to perform, and may determine a subdivision of Property is preferred..
2. Brokerage Commission: In consideration of Agent's agreement to market the Property on the terms provided herein, Owner agrees to pay Agent subject to approval by U.S. Bankruptcy Court for the Northern District of Georgia, a real estate brokerage commission in the amount of six percent (6%) of the gross sales price Owner receives for the Property. Such commission shall be due and payable if and when the sale of the Property is closed and consummated pursuant to a written agreement between Owner, Purchaser, and Agent. Such compensation will be due and payable only at and in the event of such closing and no commission shall be due or payable otherwise.
3. Property Information; Inspections: Owner agrees to make available to Agent all data, records, and documents pertaining to the Property. Owner will allow the Property to be shown at reasonable times and will otherwise assist Agent in the sale of the Property.
4. Referrals: Owner will immediately refer all inquiries of anyone interested in the Property. All negotiations are to be through Agent.
5. For Sale Sign: Agent is authorized to place sign(s) on the property only upon written permission from owner.
6. Agent's Marketing Responsibilities: Agent agrees to use its best efforts to market the Property on the terms herein provided or otherwise satisfactory to Owner. Agent shall pay all expenses incurred by Agent in such effort, including any advertising or travel expenses. Agent agrees that Scott McGregor shall be personally and directly responsible for, and shall devote his personal time and attention to, the performance of Agent's undertakings hereunder.
7. Cooperation with other Brokers: Agent agrees to cooperate with other real estate brokers in marketing the Property and agrees that Owner shall have no obligation or responsibility to pay any commission or other compensation to any other real estate broker who might assist Agent in procuring a Purchaser for the Property, and any sale is specifically conditioned of actual transfer of the title from existing title holder. Agent is solely responsible for determination of the co-op commission.

8. Indemnity: Owner agrees to hold Agent harmless from all claims, disputes, litigation, or judgments arising from any incorrect information supplied by Owner or from any material fact known by Owner concerning the property, which Owner fails to disclose. Owner represents that it is the Contractual Owner of the property, and any sale is specifically conditioned of actual transfer of the title from existing titleholder.

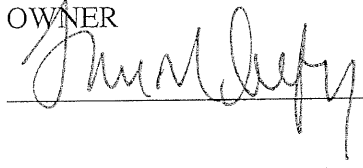
9. Term of Exclusive Marketing Agreement: This agreement shall automatically extend 30 days at the expiration day, unless terminated in writing by either party with 30 days prior written notice; provided, however, that Agent shall be entitled to the compensation provided for in Paragraph 2 if the property is placed under contract on or before 60 days from expiration date, pursuant to a binding contract of sale entered into by Owner and a Purchaser registered with Owner by Agent prior to expiration date.

10. Agency Disclosure: Pursuant to Georgia Real Estate Commission Rule No. 520-1-08, Paragraph Two, this is to notify all parties that Resource Real Estate Partners, LLC, is representing the Seller and does not represent the Purchaser in this transaction, regardless of whether the commission is paid by the Purchaser or the Seller. Seller agrees to write into the purchase contract language that acknowledges this disclosure by all parties to the contract.

By my signature(s), I represent that I have full power and authorization to enter into this Exclusive Marketing Agreement. This agreement becomes effective on the earlier of either the commencement date referenced above or the date of execution below.

This Marketing Agreement is agreed to and accepted by Owner and Agent this 13th day of November, 2006.

ALLIED HOLDINGS
OWNER

 (Seal)

RESOURCE REAL ESTATE PARTNERS, LLC
AGENT

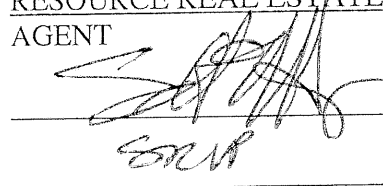
 (Seal)

EXHIBIT B

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

In re:

ALLIED HOLDINGS, INC., et al.

Debtors.

Chapter 11

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

Judge Mullins

Verified Statement

Personally appeared before the undersigned officer duly authorized by law to administer oaths, Scott McGregor, the Resource Real Estate Partners, LLC Associate Broker who will market \pm 43.75 acres of property on Southside Industrial Parkway belonging to Allied Systems, Ltd. (L.P.) (the "Property") and who, after being duly sworn, on oath deposes and says:


- 1) I am an Associate Broker with Resource Real Estate Partners, LLC, a real estate services firm with an office at 2303 Cumberland Parkway, Atlanta, Georgia 30339.
- 2) To the best of my knowledge:
 - a. I am and every person in my firm is a "disinterested person" as defined by Section 101(14) of the Bankruptcy Code, regarding Allied Holdings, Inc.¹ and its affiliates, as debtors and debtors-in-possession (collectively, the "Debtors").
 - b. Neither I nor any member of this firm:
 - i. Holds or represents an interest adverse to the Debtors' estates;
 - ii. Has had any business, professional or other connections up to the date of this affidavit with the Debtors, creditors, any party listed on Exhibit A or any other party in interest of which I am aware, and their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, other than possible professional or social relationships and other than real estate services for a) any creditor financial institution, b) a client of any

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respective counsel or accounts for the Debtors, creditors or parties in interest; or c) any such counsel or accountant who may also have served as a bankruptcy trustee for a different bankruptcy estate, or respective counsel or accountant to such estate; or

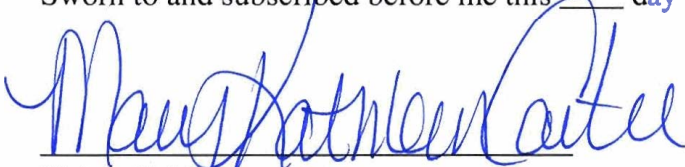
- iii. Is related to any Judge of this Court or so connected now or in the past with any Judge of this Court as to render such appointment proper.

FURTHER AFFIANT SAYETH NAUGHT.



By: Scott McGregor, Associate Broker
Resource Real Estate Partners, LLC

Sworn to and subscribed before me this 15th day of November, 2006.



Notary Public



ATTACHMENT 1

ATTACHMENT TO RULE 2014 STATEMENT

Agents and Lenders under Final DIP Order

Barclays Bank PLC
Barclays Capital
Blackport Capital Fund
CIT Group/Business Credit, Inc.
Dalton Distressed Debt Master Account LP
General Electric Capital Corporation
The Jeffries Buckeye Master Fund, LTD
Longacre Capital Partners (QP), LP
Longacre Master Fund Ltd.
Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc.
Morgan Stanley Senior Funding, Inc.
Quadrangle Master Funding LTD
Scoggin Worldwide Fund, Ltd
SMBC DIP Limited
Textron Financial Corporation
Wells Fargo Foothill, LLC

Noteholders

Yucaipa American Alliance (Parallel) Fund I, LP
Yucaipa American Alliance Fund I, LP

Unions and Related Pension and Welfare Funds

Central Pennsylvania Teamsters Pension Fund
Central States Southeast and Southwest Areas Pension Fund
New England Teamsters and Trucking Industry Pension Fund
Teamsters Local 469 Pension Fund
Teamsters Pension Trust Fund of Philadelphia and Vicinity
Trucking Employees of North Jersey Welfare Fund, Inc./Pension Fund

Liability Insurers and Related Parties

Broadspire Services, Inc.
American Home Assurance Co.
American International Group, Inc. (AIG)
Axis Reinsurance Co.
Commerce & Industry
Continental Casualty
Elliott Special Risk
Federal Insurance Co.
Hartford Fire Insurance Co.
Lloyd's of London

Lumbermens Mutual Casualty Company
National Union Fire Insurance Co. of Pittsburgh, PA.
New Hampshire Insurance Co.
Reliance Insurance Company
Royal and Sun Alliance
Zurich American
Zurich London (Ltd.)

Equipment Lessors

STI Credit Corporation
IBJTC Business Credit Corporation

Terminal Landlords

Jack Cooper Transport Company, Inc.

Attorneys and Accountants

Debtors

Gowling Lafleur Henderson LLP
Lamberth, Cifelli, Stokes & Stout, P.A.
Ogletree, Deakins, Nash, Smoak & Stewart P.C.

Official Committee of Holders of Unsecured Creditors

Bingham McCutchen LP
Chanin Capital Partners
Fasken Martineau Dumoulin LLP
Nelson Mullins Riley & Scarborough, LLP

DIP Facility Agents and Lenders

Paul Hastings Janofsky & Walker, LLP
Sullivan & Cromwell, LLP

Other

Aspen Advisors LLC
Glass & Associates, Inc.
Hawk Opportunity Fund, L.P.
Sopris Capital Advisors, LLC
Virtus Capital LP
D.E. Shaw