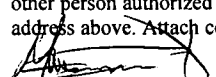


UNITED STATES BANKRUPTCY COURT	PROOF OF CLAIM
Name of Debtor: <b>ADS Logistics, LLC; Alternative Distribution Systems, LLC; Independent Contractor Services, Ltd.</b>	Case Number: 09-13101
NOTE: This form should not be used to make a claim for all administrative expense arising after the commencement of the case. A administrative expense may be filed pursuant to 11 U.S.C. § 503.	
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Zurich American Insurance Company... and its affiliates (see attachment)</b>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known)
Name and address where payment should be sent (if different from above): <b>Zurich American Insurance Company</b> <b>Attention Marc Ouimet 9<sup>th</sup> floor, Tower 2</b> <b>1400 American Lane</b> <b>Schaumburg IL 60196</b> Telephone number: 847-413-5052	Filed on:
Name and address where payment should be sent (if different from above): Telephone number:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>Unliquidated</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount  Specify the priority of the claim <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5) <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8) <input type="checkbox"/> Other- Specify applicable paragraph of 11 U.S.C. §507 (a)( ).
2. Basis for Claim: <u>Insurance Premiums</u> (See instruction #2 on revenue side.)	Amount entitled to priority \$ _____
3. Last four digits of any number by which creditor identifies debtor: <b>WC 9299215</b>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on revenue side.)	*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
4. Secured Claim (See instruction #4 on revenue side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	FOR COURT USE ONLY
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase order, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAYBE DESTROYED AFTER SCANNING. If the documents are not available, please explain:	FILED 2009 SEP 21 AM 9:37 U.S. BANKRUPTCY COURT DISTRICT OF MICHIGAN EAST LANSING, MI
Date: 9/14/09 Signature: 	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  Marc Ouimet, Collections Coordinator



BMC

**EXHIBIT TO ZURICH AMERICAN INSURANCE COMPANY and STEADFAST  
INSURANCE COMPANY'S  
PROOF OF CLAIM / ADS Logistics, LLC; Alternative Distribution Systems, LLC; Independent  
Contractor Services, Ltd., et al.**

Zurich American Insurance Company and Steadfast Insurance Company (collectively, "Zurich") issued to, ADS Logistics, LLC; Alternative Distribution Systems, LLC; Independent Contractor Services, Ltd., and to certain of its affiliates ("Debtors"), insurance policies for the policy periods 01/12/2000 to 12/31/09 (as amended, the "Policies").

Under the Policies and related agreements, Debtors, as insureds are obligated to reimburse Zurich for Zurich's payments on claims up to the deductible level for each occurrence. Debtors are also obligated to pay retrospective premium to Zurich up to certain loss limits for each occurrence. Furthermore, the Debtors are obligated to Zurich with respect to any and all rights and entitlements that Zurich has or may have in the future to audit premium, unpaid premium, breach of contract, indemnification, contribution, subrogation, reimbursement, unjust enrichment or other rights to payment, including without limitation, damages, costs and expenses related thereto, including attorneys' fees, from the Debtors arising from or in connection with the Policies, and any agreements between Zurich and the Debtors relating to the Policies.

Zurich expressly reserves the right to amend or supplement this Proof of Claim at any time for whatever reason, including without limitation, for the purpose of filing additional claims or to specify the amount of Zurich's unliquidated claims as they become liquidated, or to update its estimates of the amount owed to Zurich.

By virtue of the filing of the Proof of Claim, Zurich does not waive, and hereby expressly reserves, its rights to pursue claims, including, but not limited to, the claims described herein, against the Debtors based upon alternative legal theories.

To the extent that Debtors assert against Zurich claims of any kind arising from the Policies, such claims by Debtors against Zurich are subject to rights of setoff and/or recoupment. Zurich also may have setoff rights against Debtors with respect to any and all other claims of any nature whatsoever that Debtors may assert against Zurich. (All setoff rights are referred to herein as the "Setoff Rights.") The Setoff Rights are treated as secured claims under the United States Bankruptcy Code, 11 U.S.C. § 101, *et seq.* Nothing set forth herein should be construed as an admission that any claims or cause of action exist against Zurich.

Due to the voluminous nature of the Policies, the related agreements, and actuarial projections supporting the amount of Zurich's claims, these documents are not attached to this Proof of Claim. Zurich will provide these documents upon request.