

UNITED STATES BANKRUPTCY COURT	District of Delaware	PROOF OF CLAIM
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Name of Debtor: Alternative Distribution Systems, Inc., et al.	Case Number: 09-13099 (PJW)
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NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an 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): Hanjin Shipping Co., Ltd. Name and address where notices should be sent: Hanjin Shipping Co. Ltd. - 80 Route 4 East, Suite 490 Paramus, New Jersey 07652 - Attn: Jacob K. Lee Telephone number: (201) 291-4647	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
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RECEIVED
OCT 19 2009
BMC GROUP

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.
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1. Amount of Claim as of Date Case Filed: \$ <u>4,752.00</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)(____).
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2. Basis for Claim: Outstanding Detention
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

 3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse 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: Real Estate Motor Vehicle 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: \$ _____

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 orders, 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 MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Amount entitled to priority:
 \$ _____

**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.*

Date: <u>10/16/09</u>	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. <u>Jacob K. Lee</u>	FOR COURT USE ONLY ADS Logistics  00040
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INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

HANJIN LOGISTICS, INC.
Statement of account

PAST DUE

PAYABLE TO : HANJIN SHIPPING CO., LTD.
MAIL TO : FRONTAGE WORLDWIDE, LLC
P.O. BOX 2187
BUENA PARK, CA 90621-2187

28-Sep-09

TO ADS LOGISTICS, LLC
ATTN ACCOUNTS PAYABLE
TEL 219-836-3900
FAX 219-926-8504
FROM JULIA OLIVAREZ / Frontage Worldwide, LLC

The following HANJIN LOGISTICS detention invoices are **past due** as of today(9/28/09)
Please review it and remit to **HANJIN SHIPPING no later than 10/19/09**

If you have any question in this matter, please feel free to contact me at (714)690-8687 or Fax (714)690-8693. Email:julia@frontagellc.com

CARRIER CODE	INVOICE DATE	INVOICE NO.	INV AMT	OVER DAYS
ADSL00 ADS LOGISTICS, LLC	22Jul08	HOU0080700053	\$176.00	433
ADLS00 ADS LOGISTICS, LLC	16-Dec-08	HOU0081200045	\$528.00	286
ADSL00 ADS LOGISTICS, LLC @ 92/26-Nov-08		HOU0081100016	\$308.00	306
ADSL00 ADS LOGISTICS, LLC @ 92/26-Nov-08		HOU0081100020	\$440.00	306
ADSL00 ADS LOGISTICS, LLC @ 92/26-Nov-08		HOU0081100028	\$440.00	306
ADSL00 ADS LOGISTICS, LLC @ 92/2-Dec-08		HOU0081200026	\$660.00	300
ADSL00 ADS LOGISTICS, LLC @ 92/2-Dec-08		HOU0081200027	\$660.00	300
ADSL00 ADS LOGISTICS, LLC @ 92/2-Dec-08		HOU0081200028	\$660.00	300
ADSL00 ADS LOGISTICS, LLC @ 92/2-Dec-08		HOU0081200031	\$660.00	300
ADSL01 ADS Logistics, LLC@*116 E/25-Aug-09		HOU0090800105	\$88.00	34
ADSL00 ADS Logistics, LLC@*116 13-Jul-09		HOU0090700041	\$132.00	77

PAST DUE AMOUNT (Invoice date up to 09/11/09) \$4,752.00

*** NOT INCLUDING OLD INVOICE(S) WERE FORWARDED TO COLLECTION.

FINAL NOTICE

Date 9/28/09

 **HANJIN SHIPPING COMPANY, LTD.**

80 EAST ROUTE 4, SUITE 490, PARAMUS, NJ 07652-2655 • TEL: (201)291-4600 • FAX: (201)291-9393

October 16, 2009

Sent Via Certified Mail, R.R.R.: 7007 0710 0004 5273 2711

BMC Group, Inc.
18750 Lake Drive East
Chanhassen, MN 55317
Attn: ADS Logistics, LLC Claims Processing

**Re: Alternative Distribution Systems, Inc., et. al.
Proof of Claim Form for Hanjin Shipping Co., Ltd.
In the amount of \$4,752.00 for Outstanding Detention**

To Whom It May Concern:

In reference to the above captioned matter, please find enclosed herewith our proof of claim for \$4,752.00. These charges all occurred and were properly invoiced with Alternative Distribution Systems, Inc. ("ADS") prior to the filing of their bankruptcy on September 2, 2009.

Also enclosed herewith is the final invoice that was sent to ADS, which includes a list of all the relevant invoice previously sent to ADS totaling \$4,752.00. If you look at the invoice dates of these charges, you will see that all invoices were dated prior to their bankruptcy on September 2, 2009, and therefore are pre-petition. As such, please accept our proof of claim in this matter.

Thank you for your anticipated cooperation in this matter, if you have any questions or concerns please do not hesitate to contact us.

Very Sincerely,



Martin Cabalar

Hanjin Law Department
Hanjin Shipping Co., Ltd.
80 East Rt. 4, Suite 490
Paramus, New Jersey 07652
Tel: 201-291-4646
Fax: 201-291-0285
E-mail: mcabalar@us.hanjin.com

Enclosures:

Proof of Claim
List of Outstanding Invoices