

UNITED STATES BANKRUPTCY COURT DISTRICT OF Delaware Wilmington

PROOF OF CLAIM

Name of Debtor: Alternative Distribution Systems, Inc. et al. / ADS Logistics

Case Number: 09-13099

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 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):

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

CDW Corporation
c/o RMS Bankruptcy Recovery Services
PO Box 5126
Timonium, Maryland 21094
Telephone number: (410) 773-4088

Court Claim Number: (If known)

Filed on:

Name and address where payment should be sent (if different from above):

Same as above

Telephone number:

RECEIVED
OCT 29 2009
BMC GROUP

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.

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ \$ 17,606.13

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.

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.

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

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).

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

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).

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

Amount entitled to priority:

{admin expense}

11 U.S.C. §503(b)(9)

*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.

2. Basis for Claim: Goods

3. Last four digits of any number by which creditor identifies debtor: 1029014-01

3a. Debtor may have scheduled account as:

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

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 instruction 7 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

Date: 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.

10/08/09

Wendy Finnegan, RMS, Agent for Creditor

FOR COURT USE ONLY

ADS Logistics



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CDW Statement of Account

10/02/2009

1029014-01 ADS LOGISTICS LLC

Chapter 11
90/02/2009
09-13099

US Bankruptcy Court, District of Delaware
BKR POC Amnt = \$17606.13

Invoice	Date	Amount	Owes	PO#	Carrier	Tracking
PTK0374	7/30/2009	\$ 351.12	\$ 351.12	ATC072909-1		
PRF5219	7/20/2009	\$ 1,590.36	\$ 1,590.36	ATC070609-1		
PQX4365	7/17/2009	\$ 469.94	\$ 469.94	ATC071609-1		
PQQ2079	7/16/2009	\$ 206.84	\$ 206.84	ATC071409-1		
PQJ6694	7/15/2009	\$ 159.75	\$ 159.75	ATC071509-1		
PQF9938	7/14/2009	\$ 51.71	\$ 51.71	ATC071409-1		
PPS9926	7/13/2009	\$ 492.60	\$ 492.60	ADS071009-1		
PPK3242	7/09/2009	\$ 1,581.57	\$ 1,581.57	ADS070909-1		
PNR7714	7/07/2009	\$ 87.67	\$ 87.67	ATC070709-1		
PMZ3992	7/01/2009	\$ 475.15	\$ 475.15	ADS070109-1		
PJK1525	6/12/2009	\$ 12,139.42	\$ 12,139.42	ADS060109-1		

\$ 17,606.13