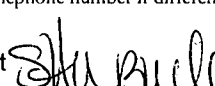



UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Alternative Distribution Systems, Inc		Case Number: 09-13099
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Sprint Nextel		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim
Name and address where notices should be sent: Sprint Nextel - Correspondence Attn: Bankruptcy Dept P.O. Box 7949 Overland Park, KS 66207-0949		Court Claim Number: <i>(If known)</i>
Telephone Number: 866-393-5230		Filed on: _____
Name and address where payment should be sent (if different from above): Sprint Nextel - Distributions Attn: Bankruptcy Dept PO Box 3326 Englewood CO 80155-3326		<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.
Telephone Number: 866-393-5230		<input type="checkbox"/> Check box if you are the debtor or trustee in this case
1. Amount of Claim as of Date Case Filed: \$5,696.15		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.
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 proprietary, complete item 5. <input type="checkbox"/> Check box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest		
2. Basis for Claim Services Performed (See instruction #2 on reverse side)		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B)
3. Last four digits of any number by which creditor identifies debtor: See Attached		<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)
3a. Debtor may have scheduled account as: (See instruction #3a on reverse side)		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5).
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: <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 at time case filed including in secured claim, if any: \$ _____ Basis of perfection: \$ _____ Amount of secured claim: \$ _____ Amount unsecured: \$ _____		<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).
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507 (a)(8).
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. <i>(See definition of redacted on reverse side)</i>		<input type="checkbox"/> Other-Specify applicable paragraph of 11 U.S.C. § 507(a)() _____
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING If documents are not available, please explain:		Amount entitled to priority: <i>*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.</i>
Date 10/20/2009	Signature: The person filing this claim must sign it. Sign and print the 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. /s/ Shawna Hornbuckle - Bankruptcy Analyst 	FOR COURT USE ONLY  ADS Logistics 00062



> ACCOUNT INFORMATION

Account Name
ALTERNATIVE DIST SVC

Account Number
897360515

Platinum Business Premier

Invoice Date
September 10, 2009

Total Amount Due
\$6,094.42

> MONTHLY INVOICE SUMMARY

August 07 - September 06, 2009

Previous Balance 3,205.79

Adjustments to previous balance -197.98

Outstanding Balance - Due Upon Receipt **\$3,007.81**

Access and Related Items 2,647.38

- Cellular Services 86.57
- Messaging Services 43.50
- Data and Third Party Services 60.84
- Sprint Surcharges 60.55
- Government Fees and Taxes 187.77

Total Current Charges for 897360515 Due 09/30/09 **\$3,086.61**

Total Amount Due ~~\$6,094.42~~

\$5,104.15
Proxark

> CUSTOMER CARE

Register and Logon
www.sprint.com

Call Sprint
1-877-639-8351

> SPRINT NEWS AND NOTICES

This section contains important updates about your Sprint Services, including Service or Rate Changes, Promotions and Offers.

Correspondence

Please send all correspondence including billing inquiries to:
Sprint Customer Service
PO Box 8077
London, KY 40742

Do not enclose your payment with the correspondence.

You may also contact Sprint Customer Care at the number listed on your invoice or by going to sprint.com.

> PAYMENT OPTIONS

To Pay Your Bill Online Go To www.sprint.com/mysprint
Sign up for Recurring Direct Debit!

To Pay Your Bill By Phone Call 1-800-784-2608 or *3 from your Sprint phone

To Pay Your Bill By Mail See reverse side for details. >



PO BOX 8077
London, KY 40742

#BWNKCTX
#0000 0897360515 B 8#

MANIFESTLINE-----

ALTERNATIVE DIST SVC
116 E.1100 N
CHESTERTON, IN 46304-9675



*Any unpaid balance after the due date may be subject to a late payment charge per your contract.