
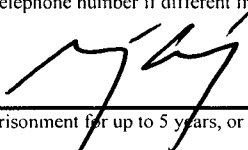


UNITED STATES BANKRUPTCY COURT		District of Delaware	PROOF OF CLAIM
Name of Debtor: Alternative Distribution Systems, Inc.		Case Number: 09-13099	
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an 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): Zep Manufacturing Company		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Name and address where notices should be sent: Attn: Jonathan E. Raulston Engel, Hairston & Johanson, P.C. P.O. Box 11405, Birmingham, AL 35202 Telephone number: (205) 328-4600		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED DEC 02 2009 BMC GROUP </div>	
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>955.05</u>		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)(). 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.	
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.			
2. Basis for Claim: <u>Goods Sold</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: <u>0440</u>			
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: <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: \$ _____			
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. If the documents are not available, please explain:			
ADS Logistics  00073			
Date: 11/12/2009	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.		FOR COURT USE ONLY NOV 17 2009 11:51 AM
/s/ Jonathan E. Raulston, Attorney for Creditor			

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 357.

BMC

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. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

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). If the claim is based on the delivery of health care goods or services, see instruction 2. 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

INFORMATION

Debtor

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

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose 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.

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.



Superior Solutions

(877) 428-9937 Phone
(866) 393-7329 Fax

Zep Sales & Service
A unit of Zep Inc.
1-877-IBUYZEP (1-877-428-9937)

SOLD TO:

AREA TRANSPORT
ACCT PAYABLE
935 W 175TH STREET
HOMEWOOD IL 60430

SHIP TO:

AREA TRANSPORT
PARTS DEPARTMENT
116 E. 1100N
CHESTERTON IN 46304

Customer ID		Sales Representative			Rep. Order	Purchase Order	Invoice Number	
A44082 100420257		256 - DEAN, MARK			ZW256MDEAN07242009083509		46464155	
Ordered By		Routed Via			Trans. Terms	Ship Date	Invoice Date	
RICHARD		330-NOW COURIER			PPD/ADD	07/24/09	07/24/09	
Product #	Unit Qty	Unit of Issue	Ext Qty	Price/Meas	Item Description	Extended Amt		
095124	2	4 GL CS	8	19.43	ZEP CHERRY BOMB	155.44		
716701	1	1 CS 2 PLY	1	76.35	BW20029 UNIVERSAL TOILET PAPER	76.35		
877601	1	1 CS	1	81.27	PL-55 BUFF TRASH BAGS	81.27		
Merchandise Amount		Shipping	Tax %	Tax Amount	Goods returned without our authorization will not be accepted	Terms:	PAY THIS AMOUNT	Invoice Total
\$313.06		\$24.65	7.000	\$23.64		NET 30 DAYS		\$361.35

Should you have questions concerning your account,
please contact the Credit Department at 1-877-428-9937

All orders to sales rep are subject to approval of Home Office. Quotations subject to change without notice. All claims for error or adjustment of any kind must be made within five days after receipt of goods. Please pay from this invoice. Statements will not be sent unless requested; contact the customer service department at our branch office shown on this form. Returned checks may be subject to a service charge in accordance with state law.

We hereby certify that these goods were produced in compliance with all applicable requirements of Sec. 6-7 of Fair Labor Standards Act as amended, and of regulations and order of the United States Department of Labor issued under Sec. 14 thereof. This order is taken subject to all present and future laws of the United States and regulations made in pursuance thereof. All orders subject to acceptance of Zep Sales & Service FOB point of origin. Customer may designate a carrier to transport the goods ordered hereby. Zep Sales & Service shall otherwise select, instruct, and arrange for the compensation of carriers hired to transport the goods from Zep Sales & Service to customer. Customer assumes all risk of loss, damage, or destruction of the goods after delivery to carrier. Zep Sales & Service is a trade name of Acuity Specialty Products, Inc., a wholly-owned subsidiary of Zep Inc.

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A unit of Zep Inc.

SOLD TO:
AREA TRANSPORT
ACCT PAYABLE
935 W 175TH STREET
HOMEWOOD IL 60430

PLEASE MAIL PAYMENT TO:

Zep Sales & Service
13237 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

Customer ID	Invoice #	Invoice Total	Due Date	Amount Paid
A44082 100420257	46464155	\$361.35	08/23/09	
You may pay with your American Express, MasterCard, or Visa				
<input type="checkbox"/> American Express <input type="checkbox"/> MasterCard <input type="checkbox"/> Visa				
Account Number			Amount Charged	
Cardholder Name			Expiration Date	
Signature				
<input type="checkbox"/> Mark this box for changes to your billing address here				





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 (866) 393-7329 Fax

1-877-IBUYZEP (1-877-428-9937)

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 ACCT PAYABLE
 935 W 175TH STREET
 HOMEWOOD IL 60430

AREA TRANSPORT
 PARTS DEPARTMENT
 116 E. 1100N
 CHESTERTON IN 46304

Customer ID		Sales Representative			Rep Order	Purchase Order	Invoice Number	
A44082 100420257		256 - DEAN, MARK			CR PH CHI ARN		46464813	
Ordered By		Routed Via			Trans. Terms	Ship Date	Invoice Date	
RICHARD		330-SALESREP DELIVERY			SLSM DLVD	08/12/09	08/12/09	
Product #	Unit Qty	Unit of Issue	Ext Qty	Price/Meas	Item Description		Extended Amt	
716701	1	1 CS 2 PLY	1	76.35	BW20029 UNIVERSAL TOILET PAPER		76.35	
Merchandise Amount		Shipping	Tax %	Tax Amount	Goods returned without our authorization will not be accepted	Terms:	PAY THIS AMOUNT	Invoice Total
\$76.35		\$0.00	7.000	\$5.34		NET 30 DAYS		\$81.69

Should you have questions concerning your account,
 please contact the Credit Department at 1-877-428-9937

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We hereby certify that these goods were produced in compliance with all applicable requirements of Sec. 6-7 of Fair Labor Standards Act as amended, and of regulations and order of the United States Department of Labor issued under Sec. 14 thereof. This order is taken subject to all present and future laws of the United States and regulations made in pursuance thereof. All orders subject to acceptance of Zep Sales & Service FOB point of origin. Customer may designate a carrier to transport the goods ordered hereby. Zep Sales & Service shall otherwise select, instruct, and arrange for the compensation of carriers hired to transport the goods from Zep Sales & Service to customer. Customer assumes all risk of loss, damage, or destruction of the goods after delivery to carrier. Zep Sales & Service is a trade name of Acuity Specialty Products, Inc., a wholly-owned subsidiary of Zep Inc.

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Superior Solutions

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 ACCT PAYABLE
 935 W 175TH STREET
 HOMEWOOD IL 60430

PLEASE MAIL PAYMENT TO:

Zep Sales & Service
 13237 COLLECTIONS CENTER DRIVE
 CHICAGO, IL 60693

Customer ID	Invoice #	Invoice Total	Due Date	Amount Paid
A44082 100420257	46464813	\$81.69	09/11/09	
You may pay with your American Express, MasterCard, or Visa				
<input type="checkbox"/> American Express		<input type="checkbox"/> MasterCard		<input type="checkbox"/> Visa
Account Number			Amount Charged	
Cardholder Name			Expiration Date	
Signature				
<input type="checkbox"/> Mark this box for changes to your billing address here				



00103460000046464813000100420257000000081693

Zep Sales & Service
139-EXCHANGE BLVD
GLENDALE HEIGHTS, IL 60139



Superior Solutions

INVOICE

Page 1 of 1

(877) 428-9937 Phone
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1-877-IBUYZEP (1-877-428-9937)

SOLD TO:

AREA TRANSPORT
ACCT PAYABLE
935 W 175TH STREET
HOMWOOD IL 60430

SHIP TO:

AREA TRANSPORT
PARTS DEPARTMENT
116 E. 1100N
CHESTERTON IN 46304

Customer ID		Sales Representative			Rep. Order	Purchase Order	Invoice Number	
A44082 100420257		256 - DEAN, MARK			ZW256MDEAN08122009093447		46464852	
Ordered By		Routed Via			Trans. Terms	Ship Date	Invoice Date	
RICHARD		330-FASTWAY			PPD/ADD	08/12/09	08/12/09	
Product #	Unit Qty	Unit of Issue	Ext Qty	Price/Meas.	Item Description	Extended Amt		
766501	1	1 EA 24 OZ	1	7.82	FAVORITE COTTON MOP HEAD	7.82		
724301	1	1 CS 2 PLY	1	35.93	BW 41090 HOUSEHOLD PAPER TOWEL	35.93		
905502	2	1 CTN	2	10.71	MODEL 5150 FILTER CARTRIDGES	21.42		
903402	1	1 CS 2 EA	1	70.10	DYNA-TRAP FILTER BAG	70.10		
904304	1	1 CTN 4 EA	1	15.17	MODEL R ELEMENTS	15.17		
036650	1	20 GL DR	20	14.91	ZEP DYNA 143	298.20		
Merchandise Amount		Shipping	Tax %	Tax Amount	Goods returned without our authorization will not be accepted	Terms:	PAY THIS AMOUNT	Invoice Total
\$448.64		\$29.87	7.000	\$33.50		NET 30 DAYS		\$512.01

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935 W 175TH STREET
HOMWOOD IL 60430

PLEASE MAIL PAYMENT TO:

Zep Sales & Service
13237 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

Customer ID	Invoice #	Invoice Total	Due Date	Amount Paid
A44082 100420257	46464852	\$512.01	09/11/09	
You may pay with your American Express, MasterCard, or Visa				
<input type="checkbox"/> American Express <input type="checkbox"/> MasterCard <input type="checkbox"/> Visa				
Account Number			Amount Charged	
Cardholder Name			Expiration Date	
Signature				
<input type="checkbox"/> Mark this box for changes to your billing address here				



00103460000046464852000100420257000000512013