EXHIBIT D

(Prepetition Credit Agreement Closing Checklist)

ADS LOGISTICS, LLC

ALTERNATIVE DISTRIBUTION SYSTEMS, INC.
MAY LOGISTICS SERVICES, INC.

THIRD AMENDED AND RESTATED CREDIT AGREEMENT

JANUARY 18, 2008

All documents are dated as of January 18, 2008 unless otherwise noted.

A. CREDIT AGREEMENT DOCUMENTATION

1. Third Amended and Restated Secured Credit Agreement among the financial institutions named therein as Lenders, General Electric Capital Corporation ("**GECC**"), ADS Logistics, LLC ("**Borrower**"), Alternative Distribution Systems, Inc. ("**ADS**") and May Logistics Services, Inc. ("**MLS**").

2. Exhibits to Third Amended and Restated Credit Agreement:

(a)	Exhibit A-1.1:	LaSalle Bank National Association Control Agreement
(b)	Exhibit A-1.2:	LaSalle Bank National Association Pledged Account Agreement
(c)	Exhibit A-1.3:	ABN AMRO Pledged Account Agreement
(d)	Exhibit A-1.4:	Form of Account Control Agreement Reaffirmation Letter
(e)	Exhibit A-2:	ADS Pledge Agreement
(f)	Exhibit A-2.1:	Form of Second Amendment to ADS Pledge Agreement
(g)	Exhibit A-3:	Amended and Restated Guaranty
(h)	Exhibit A-4:	MLS Pledge Agreement
(i)	Exhibit A-5.1:	Mortgage (Cook County)
(j)	Exhibit A-5.2:	Leasehold Mortgage (Marion County)
(k)	Exhibit A-5.3:	Leasehold Mortgage (Lake County)
(l)	Exhibit A-5.4:	Leasehold Deed of Trust (Mecklenburg County)
(m)	Exhibit A-5.5:	Open-End Leasehold Mortgage (Summit County)
(n)	Exhibit A-5.6:	Leasehold Mortgage (Scott County)
(o)	Exhibit A-6.1:	Second Amended and Restated Security Agreement
(p)	Exhibit A-7:	ADS Shareholder Pledge Agreements[1]
(q)	Exhibit A-8.1:	Investor Securities Agreement
(r)	Exhibit A-8.2:	Executive Securities Agreement
(s)	Exhibit A-9:	Senior Subordinated Note
(t)	Exhibit A-10:	Senior Subordination Agreement

[1] On file with Agent.

(u)	Exhibit A-11.1:	General Reaffirmation and Modification Agreement
(v)	Exhibit A-11.2:	Form of Amended and Restated General Reaffirmation and Modification Agreement
(w)	Exhibit A-12:	Form of Swingline Note
(x)	Exhibit A-13:	Subordinated Second Lien Agreement
(y)	Exhibit A-14:	Subordinated Second Lien Notes
(z)	Exhibit B-1:	Form of Notice of Borrowing
(aa)	Exhibit B-2:	Notice of Conversion / Continuation
(bb)	Exhibit C-1:	Second Amended and Substituted Term Loan Notes
(cc)	Exhibit C-1.1:	Form of Third Amended and Substituted Term A Loan Note
(dd)	Exhibit C-1.2:	Form of Third Amended and Substituted Term B Loan Note
(ee)	Exhibit C-2:	Second Amended and Substituted Revolving Loan Note
(ff)	Exhibit C-2.1:	Form of Third Amended and Substituted Revolving Loan Note
(gg)	Exhibit C-3	Form of Senior Subordinated Secured PIK Note
(hh)	Exhibit D:	Form of Compliance Certificate
(ii)	Exhibit E:	List of Closing Documents
(jj)	Exhibit F:	Form of Borrowing Base Certificate
(kk)	Exhibit G:	Form of Termination Note
(ll)	Exhibit H:	Form of Lender Assignment and Assumption Agreement
(mm)	Exhibit I.1:	Termination Agreement - Fraser
(nn)	Exhibit I.2:	Termination Agreement - Klyczek

3. Schedules to Third Amended and Restated Credit Agreement:

(a)	Schedule A:	Allocation of Term Loans and Revolving Loan Commitment Before Assignments
(b)	Schedule R:	Specified Events of Default
(c)	Schedule 1.1.1:	Commitment Schedule and Notice Information
(d)	Schedule 1.1.2:	Scheduled Items
(e)	Schedule 1.1.4:	Management Investors
(f)	Schedule 2.4.1:	Term A Loan Amortization Schedule
(g)	Schedule 6:	Description of Accounts
(h)	Schedule 10.4:	Litigation; Contingent Obligations
(i)	Schedule 10.5:	Part I – Liens
(j)	Schedule 10.5:	Part II – Indebtedness
(k)	Schedule 10.7:	ERISA Matters
(l)	Schedule 10.11:	Insurance
(m)	Schedule 10.13:	Part I – Material Intellectual Property
(n)	Schedule 10.13:	Part II – Other Intellectual Property
(o)	Schedule 10.14:	Certain Property of Borrower
(p)	Schedule 10.15:	Business Locations; Trade Names; Real Estate
(q)	Schedule 10.17:	Subsidiaries

(r)	Schedule 10.18:	Environmental Matters
(s)	Schedule 10.20:	Tax Matters
(t)	Schedule 10.26:	Capitalization of Obligors and Subsidiaries
(u)	Schedule 10.27:	Material Contracts
(v)	Schedule 11.26:	Existing Investments
(w)	Schedule 11.27:	Business Activities

4. First Amendment to Second Amended and Restated Security Agreement among Borrower, ADS, MLS, GECC, and Global Leveraged Capital Credit Opportunity Fund I (by Global Leveraged Capital Management, LLC)("**GLC**") and Regiment Capital Special Situations Fund III, L.P. ("**Regiment**") as Lenders.

5. Schedules to First Amendment to Second Amended and Restated Security Agreement:

(a)	Schedule I:	Trademarks
(b)	Schedule II:	Patents
(c)	Schedule III:	Copyright/Mask Works
(d)	Schedule IV:	Trade Secret or Know-How Licenses
(e)	Schedule V:	Locations of Collateral
(f)	Schedule VI:	Third Party Location of Obligor's Goods
(g)	Schedule VII:	Motor Vehicles Owned by Obligors

6. Amended and Restated Membership Interest Pledge Agreement among ADS, MLS and GECC.

   (a) Certificate No. 1 representing the issuance of 999 Units of Membership Interest of Borrower to ADS (99.9% Ownership); and,
   (b) Certificate No. 2 representing the issuance of 1 Unit of Membership Interest of Borrower to MLS (0.1% Ownership).

7. Third Amended and Substituted Term A Loan Notes, made payable by Borrower in favor of:

   (a) GECC in the principal amount of $9,546,875;
   (b) Regiment in the principal amount of $9,546,875; and,
   (c) GLC in the principal amount of $4,406,250.

8. Third Amended and Substituted Term B Loan Notes, made payable by Borrower in favor of:

   (a) GECC in the principal amount of $2,031,250;
   (b) Regiment in the principal amount of $2,031,250; and,
   (c) GLC in the principal amount of $937,500.

9. Third Amended and Substituted Revolving Loan Note Payable made payable by Borrower in favor of GECC, in the principal amount of $3,250,000.

10. Revolving Loan Note made payable by Borrower in favor of GLC, in the principal amount of $750,000.

11. Swingline Note made payable by Borrower in favor of GECC, in the principal amount of $4,000,000.

12. Amended and Restated General Reaffirmation and Modification Agreement among Borrower, ADS and MLS, in favor of GECC as Documentation Agent for the Lenders, William Blair Mezzanine Capital Fund II, L.P. ("**William Blair**") (by William Blair Mezzanine Capital Partners II, L.L.C.), Code, Hennessy & Simmons III, L.P. (by CHS Management III, L.P.) ("**CHS**"), and Regiment and GLC as Lenders.

13. UCC Financing Statements (Security):

    (a) naming MLS as Debtor and GECC as Secured Party;
    (b) naming ADS as Debtor and GECC as Secured Party; and,
    (c) naming Borrower as Debtor and GECC as Secured Party.

14. UCC Financing Statements (Pledge):

    (a) naming ADS as Debtor and GECC as Secured Party, with ADS pledging interests in Borrower;
    (b) naming MLS as Debtor and GECC as Secured Party, with MLS pledging 1 share in ADS;
    (c) naming MLS as Debtor and GECC as Secured Party, with MLS pledging 0.1% interest in Borrower; and,
    (d) naming ADS Investment Holdings, LLC ("**ADS Investment**") as Debtor and GECC as Secured Party, with ADS Investment pledging its shares in ADS.

15. Membership Interest Certificates:

    (a) Certificate of Membership No. 1 representing the issuance of 999 Units of Membership Interest of Borrower to ADS; and,
    (b) Certificate of Membership No. 2 representing the issuance of 1 Unit of Membership Interest of Borrower to MLS.

16. Trademark Security Agreement between Borrower and GECC.

17. Copyright Security Agreement between Borrower and GECC.

B. CORPORATE DOCUMENT

1. Pledge Agreement made by ADS Investment in favor of GECC.

(a) Copy of Stock Certificate No. PE-3 representing the issuance of 22,877.08805 Shares of Series E Preferred Stock of ADS to ADS Investment, together with Assignment issued in blank; and,

(b) Copy of Stock Certificate No. PC-12 representing the issuance of 10 Shares of Series C Preferred of ADS to ADS Investment, together with Assignment issued in blank.

C. POST-CLOSING DELIVERABLES

1. Account Control Agreement Reaffirmation Letters:

   (a) Reaffirmation of LaSalle Account Control Agreement, executed by Borrower with agreement from LaSalle Bank National Association; and,

   (b) Reaffirmation of ABN AMRO Account Agreement , executed by Borrower with agreement from ABN AMRO Bank, Canada Branch.

2. Shareholder Stock Certificates:

   (a) Richard P. Dickson, Trustee of the Richard P. Dickson Trust dated 3/3/97 ("**Dickson**"):

      i. Copy of Stock Certificate No. NV-56 representing the issuance of 109.52 Shares of Common Stock of ADS to Dickson, together with Assignment issued in blank;

      ii. Copy of Stock Certificate No. PA-55 representing the issuance of 699.995 Shares of Series A Preferred Stock of ADS to Dickson, together with Assignment issued in blank;

      iii. Copy of Stock Certificate No. PA-64 representing the issuance of 1,109.22176 Shares of Series A Preferred Stock of ADS to Dickson;

      iv. Copy of Stock Certificate No. PB-8 representing the issuance of 109.008 Shares of Series B Preferred Stock of ADS to Dickson, together with Assignment issued in blank;

      v. Copy of Stock Certificate No. PB-19 representing the issuance of 152.25382 Shares of Series B Preferred Stock of ADS to Dickson;

      vi. Copy of Stock Certificate No. PC-3 representing the issuance of 74.50793 Shares of Series C Preferred Stock of ADS to Dickson, together with Assignment issued in blank; and,

      vii. Copy of Warrant No. W-19 representing the issuance of 27.3618 Shares of Non-Voting Common Stock of ADS to Dickson.

   (b) William Blair:

i. Copy of Stock Certificate No. NV-3 representing the issuance of 122.98 Shares of Common Stock of ADS to William Blair, together with Assignment issued in blank;

ii. Copy of Stock Certificate No. PA-3 representing the issuance of 811.302 Shares of Series A Preferred Stock of ADS to William Blair, together with Assignment issued in blank;

iii. Copy of Stock Certificate No. PA-107 representing the issuance of 1,285.60003 Shares of Series A Preferred Stock of ADS to William Blair;

iv. Copy of Stock Certificate No. PB-3 representing the issuance of 543.331 Shares of Series B Preferred Stock of ADS to William Blair, together with Assignment issued in blank;

v. Copy of Stock Certificate No. PB-30 representing the issuance of 758.88012 Shares of Series B Preferred Stock of ADS to William Blair;

vi. Copy of Stock Certificate No. PC-2 representing the issuance of 745.07925 Shares of Series C Preferred Stock of ADS to William Blair, together with Assignment issued in blank;

vii. Copy of Stock Certificate No. PC-11 representing the issuance of 1,355.72956 Shares of Series C Preferred Stock of ADS to William Blair;

viii. Copy of Stock Certificate No. PD-1 representing the issuance of 11,497.445 Shares of Series D Preferred Stock of ADS to William Blair;

ix. Copy of Affidavit and Indemnity Agreement regarding Lost Certificate, issued in respect of Stock Certificate No. PE-2 representing the issuance of 11,379.64305 Shares of Series E Preferred Stock of ADS to William Blair;

x. Copy of Warrant No. W-1 representing the issuance of 262.06 Shares of Non-Voting Common Stock of ADS to William Blair;

xi. Copy of Warrant No. W-2 representing the issuance of 131.27 Shares of Non-Voting Common Stock of ADS to William Blair; and,

xii. Copy of Warrant No. W-17 representing the issuance of 344.1665 Shares of Non-Voting Common Stock of ADS to William Blair.

(c) CHS:

i. Copy of Stock Certificate No. NV-2 representing the issuance of 2,401.86 Shares of Common Stock of ADS to CHS, together with Assignment issued in blank;

ii. Copy of Stock Certificate No. PA-2 representing the issuance of 13,578.341 Shares of Series A Preferred Stock of ADS to CHS, together with Assignment issued in blank;

iii. Copy of Stock Certificate No. PA-60 representing the issuance of 21,516.42578 Shares of Series A Preferred Stock of ADS to CHS;

iv. Copy of Stock Certificate No. PB-2 representing the issuance of 2,173.323 Shares of Series B Preferred Stock of ADS to CHS, together with Assignment issued in blank;

v. Copy of Stock Certificate No. PB-18 representing the issuance of 3,035.52186 Shares of Series B Preferred Stock of ADS to CHS;

vi. Copy of Stock Certificate No. PC-1 representing the issuance of 1,664.01032 Shares of Series C Preferred Stock of ADS to CHS, together with Assignment issued in blank; and,

vii. Copy of Stock Certificate No. PC-13 representing the issuance of 3,017.79603 Shares of Series C Preferred Stock of ADS to CHS.