

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Alternative Distribution Systems, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Rider 1		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 36-4062412		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 116 East 1100 North Chesterton, Indiana <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 46304</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Porter County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Transportation/Logistics Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Alternative Distribution Systems, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: See Rider 1	Case Number:	Date Filed:
District: District of Delaware	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Alternative Distribution Systems, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X  _____

Signature of Attorney for Debtor(s)
Norman L. Pernick (No. 2290)
Cole, Schotz, Meisel, Foreman & Leonard, P.A.
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117

-And-

Proskauer Rose LLP
Jeff J. Marwil (pro hac vice pending)
Peter J. Young (pro hac vice pending)
Grayson T. Walter (pro hac vice pending)
Three First National Plaza
70 West Madison, Suite 3800
Chicago, Illinois 60602
Telephone: (312) 962-3550
Facsimile: (312) 962-3551

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

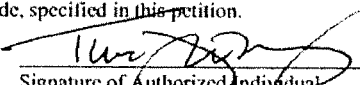
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  _____

Signature of Authorized Individual

Timothy M. May

Printed Name of Authorized Individual

Chief Operating Officer

Title of Authorized Individual

9/2/09

Date

RIDER 1

LIST OF AFFILIATED FILING ENTITIES

Each of the following affiliated debtors (collectively, the “Debtors”) have contemporaneously filed chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

1. Alternative Distribution Systems, Inc.
2. May Logistics Services, Inc.
3. ADS Logistics, LLC

PRIOR TRADE NAMES

The following is a consolidated list of all other names used by each of the Debtors in the last 8 years:

Alternative Distribution Systems, Inc.:

[None.]

May Logistics Services, Inc.:

Servicecraft

ADS Logistics, LLC:

Area Transportation Company

Freight Connections International, Ltd.

Independent Contractor Services, Inc.

Roll & Hold Warehousing & Distribution Corp.

Western Intermodal Services, Ltd.

Columbia Transload, Inc.

Show-Me Transportation, Inc.

Alternative Distribution Systems, LLC

Integrated Solutions Group

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
A MEETING OF THE BOARD OF DIRECTORS OF
ALTERNATIVE DISTRIBUTION SYSTEMS, INC.**

The undersigned, constituting the entire board of directors (the "Board of Directors") of Alternative Distribution Systems, Inc., a Delaware corporation (the "Company"), by written consent in lieu of a meeting of the Board of Directors of the Company (this "Consent"), do hereby consent to and adopt the following resolutions effective as of the 1st day of September, 2009:

WHEREAS, the Board of Directors has reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board of Directors has had the opportunity to ask questions of the management and the financial and legal advisors of the Company regarding the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, taken as a whole, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the "Bankruptcy Code"); and

RESOLVED, that the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents, necessary to commence a case and obtain relief under the Bankruptcy Code, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefor, to obtain debtor in possession financing, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed to employ the law firm of

Proskauer Rose LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Proskauer Rose LLP; and

RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. as local bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Cole, Schotz, Meisel, Forman & Leonard, P.A.; and

RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed to employ The BMC Group, Inc. as noticing, claims and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Company's chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of The BMC Group, Inc.; and

RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon them, the officers of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, as each officer in his/her discretion may deem necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

* * * * *

September 1, 2009



Charles Sweet, Director

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
Alternative Distribution Systems, Inc., <i>et al.</i> ¹	)	Case No. 09-_____ ()
)	
Debtors.	)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS
AND CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007 and 7007.1 of the Federal Rules of Bankruptcy Procedure, the Debtors submit the following information:

Debtor	Name of Equity Holder	Type of Security	Interest
Alternative Distribution Systems, Inc.	*See capitalization table attached as Exhibit A		
May Logistics Services, Inc.	*See capitalization table attached as Exhibit B		
ADS Logistics, LLC	Alternative Distribution Services, Inc.	Membership Interest	99.9%
ADS Logistics, LLC	May Logistics, Inc.	Membership Interest	0.01%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

EXHIBIT A

to Consolidated List of Equity Holders and Corporate Ownership Statement

[Alternative Distribution Systems, Inc. Equity Holders]

EXHIBIT B

to Consolidated List of Equity Holders and Corporate Ownership Statement

[May Logistics Services, Inc. Equity Holders]

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)			
		)	Chapter 11		
		)	Case No. 09-_____ ()		
		)	Joint Administration Requested		
)			

**DECLARATION REGARDING THE CONSOLIDATED LIST OF EQUITY
SECURITY HOLDERS AND CORPORATE OWNERSHIP STATEMENT**

I, Timothy M. May, as an authorized officer of each of the debtors in these chapter 11 cases, declare under penalty of perjury that I have reviewed the Consolidated List of Equity Security Holders and Corporate Ownership Statement and that it is true and correct as of September 2, 2009, to the best of my knowledge, information and belief.

Date: September 2, 2009

Signature: /s/ Timothy M. May
Timothy M. May
Chief Operating Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
Alternative Distribution Systems, Inc., <i>et al.</i> ¹	)	Case No. 09-_____ ()
)	
Debtors.	)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

Set forth below is a list of creditors holding the 30 largest unsecured claims² against Alternative Distribution Systems, Inc. and its subsidiaries and affiliates (collectively, the “Debtors”) as of August 31, 2009. The list has been prepared on a consolidated basis from the books and records of the Debtors. The information in this list shall not constitute an admission by, nor is it binding on, the Debtors.³

	Name and Address of Creditor	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed, or subject to setoff	Amount of Claim
1.	WILLIAM BLAIR MEZZANINE CAPITAL FUND II, L.P. 303 W. Madison, Suite 2100 Chicago, IL 60606	Unsecured Note		\$3,435,576.62
2.	CATHY J. MONSON 510 Lido Place Fullerton, CA 92835	Unsecured Note		\$1,007,893.25
3.	INTERDOM, INC. 11800 S. 75 th Avenue, Suite 2N Palos Heights, IL 60463	Linehaul		\$570,650.39

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

² The Debtors have filed several first day motions seeking to pay certain unsecured claims entitled to priority or otherwise necessary for the Debtors to preserve the value of their estates. This list does not contain creditors whose claims are anticipated to be satisfied by the relief requested in the Debtors’ first day motions.

³ The Debtors intend to file schedules of assets and liabilities (the “Schedules”) in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1107. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are not contingent, unliquidated, disputed, and/or subject to setoff nor an admission that the amounts listed are owed by more than one of the Debtors.

	Name and Address of Creditor	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed, or subject to setoff	Amount of Claim
4.	BLUE DOG PROPERTIES TRUST 330 Second Avenue So., Suite 750 Minneapolis, MN 55401	Rental - Bldg		\$334,833.35
5.	WELSH COMPANIES, LLC c/o Welsh Fingerhut MN LLC P.O. Box 13875 Newark, NJ 07188-3875	Rental - Bldg		\$220,921.60
6.	CIT GROUP/EQUIPMENT FINANCING 21146 Network Place Chicago, IL 60673-1211 and CIT Group/Equipment Financing, Inc. 1540 W. Fountainhead Pkwy. Tempe, AZ 85282	Rental - Equip		Unknown
7.	EXPRESS SYSTEM INTERMODAL INC. 801 Warrenville Road, Suite 300 Lisle, IL 60532	Linehaul		\$216,531.97
8.	SCOTT COUNTY TREASURER c/o Bill Fennelly P.O. Box 8011 Davenport, IA 52808-8011	Taxes		\$203,648.00
9.	MATSON INTEGRATED LOGISTICS 1815 S. Meyers Road, Suite 700 Oakbrook Terrace, IL 60181	Linehaul		\$178,472.72
10.	WESTMINSTER RH MACEDONIA Attn: Darren Strotman 270 Westminster, Suite 300 Lake Forest, IL 60045	Rental - Bldg		\$139,262.07
11.	MARTRAC P.O. Box 1309 Paramus, NJ 07652	Linehaul		\$81,622.10
12.	BRIDGESTONE/FIRESTONE, INC. 535 Merriott Drive Nashville, TN 37214	Ser & Supply		\$66,691.04
13.	MUNSTER DEVELOPMENT, LLC c/o Simborg Ind. Real Estate 1149 W. 175 th St. Homewood, IL 60430-4604	Rental - Bldg		\$66,268.07
14.	HOLLAND COMPANY 72396 Eagle Way Chicago, IL 60678-7253	Rental - Equip		\$58,000.00
15.	SCHAEFER STEVEDORING, INC. P.O. Box 4499 Brownsville, TX 78523	Ser & Supply		\$55,030.43

	Name and Address of Creditor	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed, or subject to setoff	Amount of Claim
16.	WHITEFORD KENWORTH 4625 W. Western Ave., P.O. Box 76 South Bend, IN 46624	Ser & Supply		\$54,086.60
17.	US BANK 1310 Madrid Street Marshall, MN 56258	Rental - Equip		\$48,718.52
18.	TRUCKWAY LEASING AND RENTAL 1745 Dreman Ave. Cincinnati, OH 45223	Rental - Equip		\$39,278.77
19.	HUB GROUP INC. 3050 Highland Parkway Downers Grove, IL 60515	Linehaul		\$38,517.48
20.	ASSIST, INC. c/o Northview Bank & Trust P.O. Box 1387 LBX# 7015810 Wheaton, IL 60187	Temporary Help		\$32,469.72
21.	STERLING LUMBER CO. 3415 W. 127 th St. Blue Island, IL 60406	Ser & Supply		\$27,275.93
22.	COACTIV CAPITAL PARTNERS, LLC 655 Business Center Dr., Suite 250 Horsham, PA 19044	Rental - Equip		\$25,831.08
23.	ZURICH NORTH AMERICA 8745 Payshere Circle Chicago, IL 60674	Insurance		\$22,800.00
24.	KONECRANES, INC. 4401 Gateway Boulevard Springfield, OH 44502	Repairs		\$22,608.78
25.	RIVERPORT COMMERCE CENTER LLC c/o Frank Taylor Commercial Property 7400 S. Park Place – Suite Four Louisville, KY 40222	Rental - Bldg		\$22,503.08
26.	SEABREEZE NORTH CORPORATION 2958 Brecksville Road P.O. Box 535 Richfield, OH 44286	Rental - Bldg		\$20,879.58
27.	CUMBERLAND VALLEY EXPRESS LLC P.O. Box 5376 Frankfort, KY 40602	Freight		\$19,090.58
28.	CDW DIRECT, LLC 120 S. Riverside Chicago, IL 60606	Ser & Supply		\$17,606.13

	Name and Address of Creditor	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed, or subject to setoff	Amount of Claim
29.	COMPLETE TRUCK SERVICE, INC. 8493 N. Boyle Parkway Twinsburg, OH 44087	Repairs		\$16,811.59
30.	PAULSON OIL COMPANY 3381 Solutions Center Chicago, IL 60677-3003	Ser & Supply		\$16,730.31

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
Alternative Distribution Systems, Inc., <i>et al.</i> ¹	)	Case No. 09-_____ ()
)	
Debtors.	)	Joint Administration Requested
)	

**DECLARATION REGARDING THE CONSOLIDATED LIST OF
CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Timothy M. May, Chief Operating Officer, as an authorized officer of each of the debtors in these chapter 11 cases, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding 30 Largest Unsecured Claims and that it is true and correct as of August 31, 2009, to the best of my knowledge, information and belief.

Date: September 2, 2009

Signature: /s/ Timothy M. May
Timothy M. May
Chief Operating Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).