UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

PROOF OF CLAIM

YOUR CLAIM IS SCHEDULED AS:
Schedule/Claim ID s2575
Amount/Classification
$1,330.00 Unsecured

In re:
G.I. Joe's, Inc.

Case Number:
09-10714-KG

NOTE: See Reverse for List of Debtors/Case Numbers/ important details. 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.

☐ Check 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.

The amounts reflected above constitute your claim as scheduled by the Debtor or pursuant to a filed claim. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address: the person or other entity to who the debtor owes money or property

19032347001644
SHOP LOCAL LLC
3512 PAYSPHERE CIRCLE
CHICAGO, IL 60674

Creditor Telephone Number (312 - 616 - 5820

THIS SPACE IS FOR COURT USE ONLY

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

Payment Telephone Number ( )

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

Claim Number (see reverse):

1. AMOUNT OF CLAIM AS OF DATE CASE FILED $ 3,395.00

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.

2. BASIS FOR CLAIM: Services Performed

(See instructions #2 and #3a on reverse side.)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

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 set off and provide the requested information

Secured Claim Amount: $

Unsecured Claim Amount: $ 3,395.00

DO NOT include the priority portion of your claim here.

Nature of property or right of setoff:

☐ Real Estate ☐ Motor Vehicle ☐ Other

Value of Property: $ Annual Interest Rate: % if any: $

Amount of arrearage and other charges at time case filed included in secured claim,

Basis for Perfection:

5. PRIORITY CLAIM

☐ 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.

Unsecured Priority Claim Amount: $

Include **ONLY** the priority portion of your unsecured claim here.

You MUST 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) ( ).

** 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.*

6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. SUPPORTING DOCUMENTS: *Attach redacted copies of supporting doc* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements. You may also attach a summary. Attach redacted copies of evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are not available, please explain.

DATE-STAMPED COPY: DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received no later than 4:00 pm, PREVAILING EASTERN TIME, on the following dates: a) May 31, 2009 - General Bar Date; OR b) August 31, 2009 - Governmental Bar Date.

FILED
MAY 13 2009
BMC GROUP

BY MAIL TO:
G.I. Joe's Holding Corporation., et al.
Attn: BMC Group, Claims Processing
PO Box 2011
Chanhassen, MN 55317-2011

BY HAND OR OVERNIGHT DELIVERY TO:
G.I. Joe's Holding Corporation., et al.
Attn: BMC Group, Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

THIS SPACE FOR COURT USE ONLY

DATE 5/12/09

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.

Penalty for presenting fraudulent claim is a fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

G.I. Joe's Holding Corp
00644

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 (IF NOT ALREADY PROPERLY FILLED IN)

Court, Name of Debtor, and Case Number:
Fill in the name of the federal judicial district where the bankruptcy case was filed, the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.

Debtor Name	Case No
G.I. Joe's Holding Corporation	09-10713
G.I. Joe's, Inc.	09-10714

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 item 4. 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.

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. Classification of Claim

Unsecured Nonpriority Claim:
If your claim is an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim" (See DEFINITIONS, below), check the appropriate box in this section. If your claim is partly secured and partly unsecured, state here only the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

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

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. Supporting 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). Do not send original documents, as attachments may be destroyed after scanning.

Date-Stamped Copy 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.

Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the front of this form.

Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.

Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

DEFINITIONS

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

CREDITOR
A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

CLAIM
A claim is the creditor's right to receive payment on a debt that was owed by the debtor 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 form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed on the reverse side of this page

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 NONPRIORITY CLAIM
If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM 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.

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.

INFORMATION

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.

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.

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com

shopLocal™

225 N. Michigan Ave Suite 1600
Chicago, IL 60601

Invoice

GSI Commerce, Inc.
Attn: Laura Richards
9805 SW Boeckman Rd.
Wilsonville, OR 97070

Invoice No: INV0013328

Invoice Date: February 1, 2009

Terms: Net 30

Due Date: March 3, 2009

Customer PO#:

Comments:

Thank you for your prompt payment.

Please Remit Payment To:

ShopLocal, LLC
3512 Paysphere Circle
Chicago, IL 60674

Tax ID #: 13-4279405

Description of Services	Quantity	Rate	Amount
January SmartCircular Fee	38.00	$35.00	$1,330.00

Sub Total:	$1,330.00
Tax:	0.00
Total Amount Due:	$1,330.00

For questions concerning this invoice please contact Accounts Receivable at (312) 768-7680

shopLocal™

225 N. Michigan Ave Suite 1600
Chicago, IL 60601

Invoice

GSI Commerce, Inc.
Attn: Laura Richards
9805 SW Boeckman Rd.
Wilsonville, OR 97070

Invoice No: INV0013512

Invoice Date: March 1, 2009

Terms: Net 30

Due Date: March 31, 2009

Customer PO#:

Comments:

Thank you for your prompt payment.

Please Remit Payment To:

ShopLocal, LLC
3512 Paysphere Circle
Chicago, IL 60674

Tax ID #: 13-4279405

Description of Services	Quantity	Rate	Amount
February SmartCircular Fee	59.00	$35.00	$2,065.00

Sub Total:	$2,065.00
Tax:	0.00
Total Amount Due:	$2,065.00

For questions concerning this invoice please contact Accounts Receivable at (312) 768-7680

Aged Receivables By: Customer Name

ShopLocal LLC.

Summary Style, As of 04/16/2009

Include Future Trxs: No Include Trxs Paid in Full: No

Beginning Customer Name: GIJoes

Ending Customer Name: GIJoes

DOCUMENT NUMBER	AGING DATE	APPLY DATE	CUSTOMER PO BALANCE	UNDER 30 DAYS	31-60 DAYS	61-90 DAYS	91-120 DAYS	121-150 DAYS	OVER 150 DAYS	DAYS AGED
Customer:	GIJoes									
Customer :	GIJOES									
	GIJoes									
Currency :	USD									
INV0013328	2/1/2009	1/29/2009	US1,330.00	US0.00	US0.00	US1,330.00	US0.00	US0.00	US0.00	74
INV0013512	3/1/2009	2/28/2009	US2,065.00	US0.00	US2,065.00	US0.00	US0.00	US0.00	US0.00	46
Cust: GIJOES Curr:	**USD**	**Totals:**	**US3,395.00**	**US0.00**	**US2,065.00**	**US1,330.00**	**US0.00**	US0.00	US0.00	
Customer:	**GIJoes**	**Totals:**	**US3,395.00**	**US0.00**	**US2,065.00**	**US1,330.00**	**US0.00**	US0.00	US0.00	
	REPORT TOTALS:		**US3,395.00**	**US0.00**	**US2,065.00**	**US1,330.00**	**US0.00**	**US0.00**	**US0.00**	

Total number of customers listed: 1

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
G.I. JOE'S HOLDING CORP. and	)	Case No. 09-10713(KG)
G.I. JOE'S, INC., [1]	)	Case No. 09-10714(KG)
Debtors.	)	Jointly Administered

NOTICE OF DEADLINE FOR FILING OF PROOFS OF PREPETITION UNSECURED AND SECURED AND § 503(b)(9) ADMINISTRATIVE EXPENSE CLAIMS

TO: ALL CREDITORS

PLEASE TAKE NOTICE that on March 4, 2009 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101-1532, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are managing their respective property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to order of the Court, all persons and entities (each a "Creditor" and, collectively, the "Creditors"), holding or wishing to assert prepetition unsecured or secured claims (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claims (pursuant to section 503(b)(9) of the Bankruptcy Code) against any Debtor arising or accruing prior to the Petition Date (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the Proof of Claim form enclosed herewith, a form conforming substantially to Official Bankruptcy Form 10 or another appropriate proof of administrative expense claim) (each a "Form" and, collectively, the "Forms") on account of each such Claim on or before **May 31, 2009 at 4:00 p.m. (prevailing Eastern Time)** (the "General Bar Date").

All governmental units as defined by section 101(27) of the Bankruptcy Code (the "Governmental Units") holding or wishing to assert Claims against the Debtors are required to file a separate, completed and executed proof of Claim form, as described

[1] The Debtors in the cases, along with the last four digits of each Debtor's federal tax identification number, are: G.I. Joe's Holding Corp. (0022) and G.I. Joe's, Inc. (0948).

above, on account of each Claim such Governmental Unit holds or wishes to assert against any Debtor on or before **August 31, 2009 at 4:00 p.m. (prevailing Eastern Time)** (the "Governmental Bar Date"). Notwithstanding the foregoing, AT THIS TIME, proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the following types (collectively the "Excluded Claims"):

a. Claims on account of which a proof of Claim has already been properly filed with the Court;

b. Claims previously allowed by, or paid pursuant to, an order of the Court;

c. Applications or requests for award of compensation earned or reimbursement of expenses incurred by professionals retained pursuant to section 327 of the Bankruptcy Code;

d. Claims made by one Debtor against another Debtor; and

e. Claims made by any holder of equity securities of the Debtors solely with respect to such holder's ownership interest in or possession of such equity securities, *provided, however*, that any such holders who wish to assert a Claim against any Debtor based on transactions in the Debtors' securities, including, but not limited to, Claims for damages or rescission based on the purchase or sale of such securities, must file a proof of Claim on or prior to the General Bar Date.

Should the Court fix a date in the future after the General Bar Date by which time any of the Excluded Claims must be filed, you will be so notified.

Each Form must specifically set forth the full name of the particular Debtor and that Debtor's particular case number, as set forth in the caption on the first page of this notice, to which your Claim applies. The original Form with signature must be mailed to the BMC Group, Inc., the Debtors' notice and claims agent, at the following address: G.I. Joe's Holding, Corp. and G.I. Joe's, Inc., Claims Processing, c/o BMC Group, Inc., at P.O. Box 2011, Chanhassen, MN 55317-2011. If by hand or overnight delivery then to G.I. Joe's Holding, Corp. and G.I. Joe's, Inc., Claims Processing, c/o BMC Group, Inc., 18750 Lake Drive, Chanhassen, MN 55317. Original Forms (and not facsimile copies) must be received on or before the General Bar Date (or on or before the Governmental Unit Bar Date, if such Creditor is a Governmental Unit).

A Proof of Claim form is enclosed with this notice and may be used to file your Claims. Proof of Claim Forms must be in English and amounts must be in U.S. Dollars.

PLEASE TAKE FURTHER NOTICE THAT, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN PARAGRAPHS (a) THROUGH (e)

ABOVE AND GOVERNMENTAL UNITS (WHICH MUST FILE PROOFS OF CLAIM ON OR BEFORE AUGUST 31, 2009), ANY CREDITOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE MAY 31, 2009 SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM, AND THE DEBTORS AND THE ESTATES SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM(S).

In the event that the Debtors should amend their Schedules of Assets and Liabilities (the "Schedules") subsequent to the date hereof, the Debtors shall give notice of such amendment to the holders of the Claims affected thereby, and such holders shall be afforded the later of the General Bar Date or thirty (30) days from the date on which such notice has been given to such holders (or such other time period as may be fixed by the Court) to file proofs of Claim or forever be barred from doing so.

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, and except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the later of the General Bar Date or thirty (30) days after the effective date of any order authorizing the rejection of the executory contract or unexpired lease to file a proof of Claim or forever be barred from doing so.

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours online at the office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice. A copy of the Debtors' Schedules and other information on these chapter 11 cases may be obtained at the website of the Debtors' notice and claims agent at www.bmcgroup.com/gijoes. Creditors wishing to rely on the Schedules are responsible for determining whether their Claims are accurately listed therein.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS. YOU SHOULD CONSULT WITH YOUR OWN ADVISORS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST ANY DEBTOR. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST A DEBTOR. QUESTIONS CONCERNING THIS NOTICE MAY BE DIRECTED TO THE DEBTORS' COUNSEL BELOW.

Dated: April 30, 2009

POTTER ANDERSON CORROON LLP

/s/_____

Steven M. Yoder (DE Bar No. 3885)
Gabriel R. MacConaill (DE Bar No. 4734)
Hercules Plaza
1313 North Market Street, 6th Floor
Wilmington, Delaware 19801
Telephone: (302) 984-6000
Facsimile: (302) 658-1192

-and-

PROSKAUER ROSE LLP
Mark K. Thomas (admitted *pro hac vice*)
Paul Possinger (admitted *pro hac vice*)
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1585 Broadway
New York, NY 10036
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Facsimile: (212) 969-2900

Proposed Counsel for Debtor