UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	**PROOF OF CLAIM**
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.

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

Shaw, Marlene E.
12506 SE Stark St. Unit G
Portland, OR 97233

Creditor Telephone Number ( )

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

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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 $ 2,300.00

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: Employee Vacation Wages (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: $ _____ **DO NOT** include the priority portion of your claim here.

Nature of property or right of setoff:

☐ Real Estate ☐ Motor Vehicle ☐ Other _____

Unsecured Claim Amount: $ _____

Value of Property: $ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges at time case filed included in secured claim, if any: $ _____ 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: $ 2,300.00 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 form 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.

THIS SPACE FOR COURT USE ONLY

FILED
MAY 20 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

DATE	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.
5/16/09	Marlene Shaw Marlene Shaw

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
00961

Prr020R Vacation, Holiday, and Sick Status Printed 05/14/2009
Location 05 Joe's - Oak Grove Last Updated 05/12/2009 at 10:49:12 Page 1 14:02:36

Employee		Vac Days	Avail. Vac	Avail. Hol	Hired	Birth Day	Years Here	Hrs-Vac-Amt Per day		Avg Hrs	Sick Avail	Seniority Hours	Accnt	Work Sft	St
4055	ALBERT, JULIUS T			0	09/02/2008	4/29					21.70*	1015.16	559		1
3853	BALLOU, AMBER R	10	5	7	06/11/2006	12/19	2	2.87	25.23		48.75	1996.45	589		1
3853	BALLOU, AMBER R	Holidays have reached Maximum Allowed. No more accrual.													
3853	BALLOU, AMBER R	Upcoming Anniversary Week.... 06/13/2009													
6743	BRYANT, DOUGLAS A	5	5	5	08/28/2007	3/03	1	2.81	23.61		34.25	1494.08	575		1
1140	CARLBERG, TIM	20	20	7	09/01/1976	5/23	32	6.63	80.91		120.00	56913.19	577		
1140	CARLBERG, TIM	Holidays have reached Maximum Allowed. No more accrual.													
6747	DAY, DANNY J	5	5	5	08/28/2007	2/25	1	3.04	25.54		35.81	1494.78	574		1
0352	GOETCHIUS, NATHAN S	5	5	0	05/13/2008	5/22		6.35	88.93		39.23*	1719.66	569		
0352	GOETCHIUS, NATHAN S	Upcoming Anniversary Week.... 05/16/2009													
8798	HARGADINE, EMILY R	10	10	7	03/04/2007	12/06	2	3.17	26.63		41.35	1771.07	575		
8798	HARGADINE, EMILY R	Holidays have reached Maximum Allowed. No more accrual.													
3934	JAMISON, AARON V	10	10	7	11/04/2005	10/09	3	4.80	47.99		120.00	5004.65	573		1
3934	JAMISON, AARON V	Holidays have reached Maximum Allowed. No more accrual.													
6018	JANKOWSKI, JENNIFER A	5	3	3	07/10/2007	7/21	1	2.99	26.92		31.21	1326.70	575		1
0342	KIRKPATRICK, CYNTHIA R			0	04/11/2009	10/09					*	118.97	575		
0902	KLEFBECK, RANDAL A	15	10	7	07/01/2003	1/06	5	8.00	101.64		120.00	11719.96	578		
0902	KLEFBECK, RANDAL A	Holidays have reached Maximum Allowed. No more accrual.													
0902	KLEFBECK, RANDAL A	Upcoming Anniversary Week.... 07/04/2009													
1283	LINDERMAN, MARIEL R	10	10	3	05/09/2005	1/11	4	7.24	79.60		120.00	7778.28	512		
5837	LINDHOLM, BRENT M			0	09/09/2008	11/14					11.07*	589.26	578		1
0262	LINDQUIST, KATIE I			0	05/01/2009	7/14					*	33.71	574		1
6164	LOCEY, KARI L	20	14	1	03/14/1995	5/25	14	7.51	95.73		120.00	27105.74	513		
2931	MCGEE, MARY L	15	15	5	09/15/1998	6/01	10	8.00	95.72		120.00	21122.08	579		
5864	MICHO, JORDAN M			0	09/09/2008	5/22					9.42*	520.44	572		1
3757	MORGAN, JAMES P	20	20	3	05/11/1989	12/12	19	7.53	96.82		118.41	39642.43	577		
3821	MYERS, CYNTHIA D	10		3	06/13/2006	9/02	2	2.58	24.47		16.67	2461.20	574		1
9454	NELSON, LISA M	5	5	4	11/20/2007	1/01	1	1.68	16.80		14.41	649.05	504		1
7991	NICHOLS, ZACHARY D	10	10	3	04/10/2006	11/29	3	6.98	83.80		120.00	5870.12	581		
7014	NORMAN, PETREENA R	5	5	4	09/18/2007	10/02	1	5.64	48.25		53.65	2301.23	582		1
4240	O'DONNELL, NICHOLAS J			0	08/19/2008	2/23					20.83*	895.61	573		1
5070	OVIATT, LEE	10	9	5	02/08/2006	2/13	3	7.66	72.42		120.00	6193.41	575		1
4613	OWEN, ISIAC A	10	5	5	07/16/2006	5/03	2	7.49	74.94		120.00	5251.62	572		
3687	SALYERS, DANIEL T	10	10	6	10/18/2005	1/17	3	7.47	104.64		120.00	6911.72	559		
5237	SHAW, MARLENE E	20	20	3	05/16/1990	7/06	18	7.60	103.00		120.00	32188.96	575		
0862	SOULE, JACOB D			0	06/10/2008	6/26					33.35*	1466.93	589		
0500	WALKER, JEFF G			0	04/15/2009	3/23					*	157.68	573		

289 Days off must be scheduled within the next year for: 21 employees. Total Accrued Vacation $15,082.66

PERIOD ENDING	EMP. NO.	SOCIAL SECURITY NUMBER	NO. EXEMP.	MAR. ST.	PAYROLL ACCOUNT NO.
5/09/09	5237	XXX-XX-7474	01	M	575-05-000

EARNINGS	HOURS	RATE	AMOUNT
REG	80.00	13.550	1084.00
OVT	.89		18.14
LATE	2.42	.300	.73
SUN	8.18	1.000	8.18
TAXABLE EARNINGS:			1017.89
SHAW, MARLENE E			
GROSS EARNINGS			1111.05

DEDUCTIONS	AMOUNT	DEDUCTIONS	AMOUNT
FICA	67.24	STAT	53.00
FED	27.16	SAIF	1.13
MEDT	15.73	EHC	26.50
401K	66.66		
TOTAL DEDUCTIONS			257.42
NET PAY ▶			853.63

AS OF 5/12/09

TOTAL HOURS FROM LAST RAISE	850

YEAR TO DATE TOTALS	
EARN	10627.46
401K	634.19
FED	354.26
FICA	642.48
MEDT	150.28
STAT	489.00
WC	10.60
EHC	265.00
OTHR	22.26

G.I.JOE'S
WILSONVILLE, OR 97070