UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	**PROOF OF CLAIM**
In re: GI Joe's Holding Corp. and GI Joe's, Inc.,	Case Number: 09-10713 (KG) 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

19032349002074

KEY MANUFACTURING AND RENTAL
18179 SW BOONES FERRY RD
PORTLAND, OR 97224

Creditor Telephone Number (503) 639-3344

FILED

MAY 30 2009

BMC GROUP

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

THIS SPACE IS FOR COURT USE ONLY

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

SAME

Payment Telephone Number ( ) SAME

☐ 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 $ 14,804.25/100

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: unpaid invoice for services

(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: 6038

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.

Unsecured Claim Amount: $ _____

Nature of property or right of setoff:

☐ Real Estate ☐ Motor Vehicle ☐ Other _____

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: $ _____ 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 running accounts, contracts, court judgments, mortgages, security agreements. You may also attach a summary. Attach redacte perfection of a security interest. (See definition of "redacted" on reverse side.)

If the documents are not available, please explain.

G.I. Joe's Holding Corp.
01509

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

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 5/29/09

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.

Mike Chisholm President KEY Manufacturing and Rentals, Inc.

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

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.

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.

INFORMATION

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

The Key Companies

INVOICE

Invoice Number: 15627
Invoice Date: Dec 30, 2008
Page: 1
Duplicate

REMIT TO:
KEY MANUFACTURING & RENTALS
18179 SW BOONES FERRY RD. 97224
PORTLAND, OR 97224

Voice:
Fax:

TAX ID# 93-1009110
PLEASE NOTE INVOICE # ON PAYMENT

Bill To:	Ship to:
JOE'S OUTDOOR SPORTS & MORE ATTN: ED ARINIELLO 9805 BOECKMAN RD. WILSONVILLE, OR 97070-9293	

Customer ID	Customer PO	Payment Terms	
JOE'S OUTDOOR	SALE/14904	NET DUE	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
MCH	KEY INSTALL	12/30/08	1/30/09

Quantity	Item	Description	Unit Price	Amount
		1 LOT DAMAGE TO TENTS - WINTER SALE		14,804.25

Mailed 12/30/08

Sent 3/13/09 2nd time

	Subtotal	14,804.25
	Sales Tax	
	Total Invoice Amount	14,804.25
Check/Credit Memo No:	Payment/Credit Applied	
	TOTAL	**14,804.25**

A Complete Concept in Event Services

INVOICE

The Key Companies

Invoice Number: 15525
Invoice Date: Dec 1, 2008
Page: 1
Duplicate

FAXED
Dec 1 2008

Voice:
Fax:

REMIT TO:
KEY MANUFACTURING & RENTALS
18179 SW BOONES FERRY RD. 97224
PORTLAND, OR 97224

TAX ID# 93-1009110
PLEASE NOTE INVOICE # ON PAYMENT

Bill To:	Ship to:
JOE'S OUTDOOR SPORTS & MORE ATTN: ED ARINIELLO 9805 BOECKMAN RD. WILSONVILLE, OR 97070-9293	VARIOUS LOCATIONS, OR/WA/ID

Customer ID	Customer PO	Payment Terms	
JOE'S OUTDOOR	RENTAL/14904	NET DUE	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
MCH	KEY INSTALL		1/1/09

Quantity	Item	Description	Unit Price	Amount
		1 LOT TENTS FOR WINTER SALE		104,919.00
		(PER ATTACHED SHEET)		
		PROGRESS PAYMENT #15423 (PAID)		-25,000.00
		PROGRESS PAYMENT #15476 (PAID) *		-50,000.00
		WASHINGTON STATE SALES TAX		3,716.30

Sean. We don't get have check
Paid 1/7/09
balance $33,635.30/100

No Copy of Check
Deposit to KEY Bank
1/7/09
$33,635.30/100

Subtotal	33,635.30
Sales Tax	
Total Invoice Amount	33,635.30
Payment/Credit Applied	
TOTAL	33,635.30

Check/Credit Memo No:

A Complete Concept in Event Services

18179 SW Boones Ferry Rd.
Portland, OR 97224

www.keymanufacturing.com

Ph (800) 345-8368
Fax (503) 597-2040

41603 8 KEY MANUFACTURING AND RENTAL

MEMO	INVOICE DATE	INVOICE NUMBER	AMOUNT	DISCOUNT	FREIGHT	NET AMOUNT
	10/24/08	15423	25,000.00			25,000.00
			25000.00	.00	.00	25000.00

FAXED NOV 11 2008

G.I. JOES, INC. WILSONVILLE, OR 97070

G.I. JOE'S
SPORTS, OUTDOOR & MORE
9805 BOECKMAN ROAD
WILSONVILLE, OREGON 97070

usbank
24-Hour Banking
1-800-673-3555

75-1592
912

No. 509240

DATE	CHECK NO.	VOID ONE YEAR FROM ISSUE DATE AMOUNT
11/03/2008	509240	$25,000.00

THE SUM OF*****$25,000AND00CENTS

KEY MANUFACTURING AND RENTAL
18179 SW BOONES FERRY RD

PORTLAND, OR
97224

ORIGINAL CHECK HAS A WATERMARK ON THE REVERSE SIDE - HOLD AT AN ANGLE TO VIEW.

⑈509240⑈ ⑆091215927⑆ 152100011948⑈

FAXED
DEC 12 2008

(360) 2105251

Sean,
We got check yesterday in mail. I will send you $5,000.00 today. mdl.

NO. 511288 # 41603 8 KEY MANUFACTURING AND RENTAL

MEMO	INVOICE DATE	INVOICE NUMBER	AMOUNT	DISCOUNT	FREIGHT	NET AMOUNT
	12/01/08	15476	50,000.00			50,000.00
			50000.00	.00	.00	50000.00

G.I. JOES, INC. WILSONVILLE, OR 97070

G.I. JOE'S
SPORTS, OUTDOOR & MORE
9805 BOECKMAN ROAD
WILSONVILLE, OREGON 97070

usbank
24-Hour Banking
1-800-673-3555

75-1592
912

No. 511288

VOID ONE YEAR FROM ISSUE DATE

DATE	CHECK NO.	AMOUNT
12/01/2008	511288	$50,000.00

THE SUM OF*****$50,000AND00CENTS

KEY MANUFACTURING AND RENTAL
18179 SW BOONES FERRY RD

PORTLAND, OR
97224

n-D.S

ORIGINAL CHECK HAS A WATERMARK ON THE REVERSE SIDE - HOLD AT AN ANGLE TO VIEW.

⑈511288⑈ ⑆091215927⑆15210001194⑈