UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

ADMINISTRATIVE EXPENSE CLAIM FORM

Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)

☐ G.I. JOE'S HOLDING CORPORATION (CASE NO. 09-10713)

☒ G.I. JOE'S, INC. (CASE NO. 09-10714)

THIS SPACE IS FOR COURT USE ONLY

Name of Creditor (the person or other entity to whom the debtor owes money or property):
TRANSCO INTERNATIONAL

Name and address where notices should be sent:
19036903001531
TRANSCO INTERNATIONAL
4321 EXCHANGE AVE
LOS ANGELES, CA 90058

RECEIVED
MAR 08 2010
BMC GROUP

Telephone No. 323-588-2700

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

Court Claim Number:_____ (*if known*)

Filed on:_____

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

Telephone No.

☐ Check box if you are aware that anyone else has filed an Administrative Expense Claim Form relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim: $ 50,048.70

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.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or charges

2. Basis for Claim: GOODS SOLD
(See instruction #3a on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: 9805

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

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 setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: $_____ **Annual Interest Rate:** _____%

Amount of arrearage and other charges included in secured claim,

if any: $_____ **Basis for Perfection:** _____

Amount of Secured Claim: $_____ **Amount Unsecured:** $_____

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

6. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (*See instruction 7 and definition of "redacted" on reverse side.*)

DO NOT SEND ORIGINAL DOCUMENTS.

ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

The original of this completed Administrative Expense Claim form must be sent by mail, hand delivery, courier or overnight delivery (facsimile, telecopy or other electronic means NOT accepted), so that it is actually received on or before 4:00 p.m. prevailing Eastern Time on March 15, 2010, the Bar Date.

By Regular Mail to:
BMC Group, Inc.
Attn: G.I. Joe's Holding Corp, et al. Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

By Hand, Courier, Or Overnight Delivery to:
BMC Group, Inc.
Attn: G.I. Joe's Holding Corp, et al. Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Date: 2/25/10

JENNIFER YOUNG, SECRETARY

Signature: The person filing this Administrative Expense Claim Form 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.

FOR COURT USE ONLY

GI Joe's Holding Corp.
02000

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR ADMINISTRATIVE EXPENSE CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances there may be exceptions to these general rules.

Items to be completed in Administrative Expense Claim Form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

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. If this claim was sent by BMC Group, Inc your name and address has been preprinted. Use this space to indicate any change to this information. 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:**
   State the total amount owed to the creditor arising after the Petition Date. 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. **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 documentation, and state annual interest rate.

5. **Credits:**
   An authorized signature on this Administrative Expense Claim Form serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

6. **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 and Signature:
The person filing this Administrative Expense Claim Form must sign and date it. FRBP 9011. 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.

DEFINITIONS

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

Creditor
A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

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 Claim
An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

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.

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

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(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Transco International

4321 EXCHANGE AVE., LOS ANGELES, CA 90058
Tel: (323) 588-2700 Fax: (323) 588-5700

INVOICE

Original Copy
Invoice No.: 13413
Date: 9/25/2008

ıstomer ID: GI9805 Ship Date: 9/24/2008 Ref. No.:

Page: 1

ıld To: Attn:
G.I. JOE'S
9805 BOECKMAN ROAD
WILSONVILLE, OR 97070
Tel: (503) 682-2242 Fax: (503) 682-7200

Ship To: Attn:
G.I. JOE'S
9805 BOECKMAN ROAD
WILSONVILLE, OR 97070

S/O No.	S/O Date	P/O No.	Sales Rep.	Ship Via	Terms	Due Date
13413	09/04/08	571079	DM	ROADWAY	NET 60	11/24/08

ıe	Item No.	Ship Unit	UT	Description	Pack	Ship Qty	Price	Disc	Ext. Amt.
1	8900Y-MX-113B	31	CS	NY/RASPBERRY	18	558	8.00		4464.00
2	098M-MX-813AA	31	CS	BK/CH,BK/NY	12	372	8.50		3162.00
3	8902I-MX-510B	31	CS	NY/WT,PK/PK,L.BL/L.BL	18	558	6.25		3487.50
4	0698I-MX-510B	31	CS	BK/CH,NY/RD	18	558	6.25		3487.50
5	098B-MX-36AA	16	CS	BK/CH,BK/NY	12	192	7.95		1526.40
6	098Y-MX-113B	31	CS	BK/CH, BK/NY (KR)	18	558	6.25		3487.50
7	1059W-RS-611A	31	CS	RS	12	372	21.90		8146.80

COMPLETED

Total Wt: 8482.00 Vol.: 659.25 Total Cases: 202

Sales Amount: $ 27,761.70

Note:

Tax %:	0.00
Freight Fee	0.00
Miscellaneous:	0.00
Total Amount: $	27,761.70
Payment	0.00
Balance Due: $	27,761.70

SPECIAL INSTRUCTIONS:
If payment(s) are not received by the due date, interest of 1.5% per month will be applied. All claims & returns must be made within 10 days of the shipment. $15.00 charge for returned checks. Signature X_____Total _____ctns. NOTES: By signing above or accepting the aforementioned products, customer acknowledges that customer has read, understood and agreed to these terms.

save 7/24/08 #15415

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 0 Regular

G.I. Joe's, Inc.
P u r c h a s e O r d e r
TRANSCO TRADING

7/31/08 13:22:57 Page: 1

Order Loc: 81 Department: 12 P.O. Number: 571079
A/P Vendor: 87153

Written: 7/25/08 Ship: 9/15/08 Reqd Receive: 10/03/08 Back Order Ok? N Prices Effective: Immediate Refuse: 10/17/08

Ship To: Joe's - Dist. Center
9805 Boeckman Road
Wilsonville, Or 97070-9293
503-570-1408 Fax: 503-682-9270

Ship Via: Per routing guide. Frt Title: FOB ORIGIN Frt Allowance: None

Terms: NET 60 Total Cost: 27761.70

Pg	Ln	UPC	SKU	ZN?	Cat	Name	Stock Nbr	Description	Units	QPU	Cost	
1	1	7-30371-89001	7669-328	✓	03C	TRANSCO	8900Y ASST	YTH BOOT W/FUR	558	1	8.000	4464.00
1	2	7-30371-10596	7669-336	W	03E	TRANSCO	1059W ROSE	WMNS WINTERBOOT	372	1	21.900	8146.80
1	3	7-30371-09881	6388-060	✓	03A	TRANSCO	098M ASST	M WINTER BOOT	372	1	8.500	3162.00
1	4	7-30371-89025	7669-344	✓	03F	TRANSCO	8902I ASST	GINFANTMOONBOOT	558	1	6.250	3487.50
1	5	7-30371-06985	7669-351	✓	03F	TRANSCO	0698I ASST	BINFANTMOONBOOT	558	1	6.250	3487.50
1	6	7-30371-09836	7669-369	✓	03C	TRANSCO	098B ASST	BOYS MOON BOOT	192	1	7.950	1526.40
1	7	7-30371-09877	7676-414	✓	03C	TRANSCO	098Y ASST	Y MOON BOOTS	558	1	6.250	3487.50

27,761.70

Transco International

[illegible] EXCHANGE AVE., LOS ANGELES, CA 90058
Tel: (323) 582-2700 Fax: (323) 583-5701

INVOICE

Original Copy
Invoice No.: 13609
Date: 12/08/2008

Customer ID: G.I.JOES Ship Date: 12/04/2008 Ref. No.. Page: 1

Sold To: Attn:
G. JOES
9605 SREECKMAN ROAD
WILSONVILLE, OR 97070
Tel: 503-682-2242 Fax: (503) 682-7205

Ship To: Attn:
G.I. JOES
9605 SREECKMAN ROAD
WILSONVILLE, OR 97070

S.O No.	S.O Date	P.O No.	Sales Rep.	Ship Via	Terms	Due Date
13609	10/07/08	571080	DM	ROADWAY	NET 60	02/07/09

Line	Item No.	Ship Unit	UT	Description	Pack	Ship Qty	Price	Disc	Ext. Amt.
1	3961A-MX-813&A	10	CS	CHICHEKNY	12	120	8.50		1020.00
2	1059W-RS-611A	10	CS	RS	12	120	21.90		2628.00

COMPLETED
12-9-08
7

Total Wt. 3[illegible].00 Vol. 82.32 Total Cases. 23 Sales Amount. $ 3,648.00

Tax %	0.00
Freight Fee	0.00
Miscellaneous	0.00
Total Amount $	3,648.00
Payment	0.00
Balance Due $	3,648.00

SPECIAL INSTRUCTIONS:
[illegible]

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 0 Regular

G.I. Joe's, Inc.
Purchase Order
TRANSCO TRADING

7/31/08 13:22:59 Page: 1
Order Loc: 81 Department: 12 P.O. Number: 571080
A/P Vendor: 87153

Written: 7/25/08 Ship: 12/01/08 Reqd Receive: 12/22/08 Back Order Ok? N Prices Effective: Immediate Refuse: 1/07/09

Ship To: Joe's - Dist. Center
9805 Boeckman Road
Wilsonville, Or 97070-9293
503-570-1408 Fax: 503-682-9270

Ship Via: Per routing guide. Frt Title: FOB ORIGIN Frt Allowance: None

Terms: NET 60 Total Cost: 3648.00

Pg	Ln	UPC	SKU	ZN?	Cat	Name	Stock Nbr	Description	Units	QPU	Cost	
1	1	7-30371-10596	7669-336		03E	TRANSCO	1059W ROSE	WMNS WINTERBOOT	120	1	21.900	2628.00
1	2	7-30371-09881	6388-060		03A	TRANSCO	098M ASST	M WINTER BOOT	120	1	8.500	1020.00
												3648.00

Save · 13608

Transco International

4621 EXCHANGE AVE., LOS ANGELES, CA 90058
Tel: (323) 588-5700 Fax: (323) 588-5700

INVOICE

Original Copy
Invoice No.: 13366
Date: 11/20/2008

Customer I.D.: GI3605 Ship Date: 11/13/2008 Ref. no.: Page: 1

Sold To: Attn:
G.I. JOE'S
9605 BOECKMAN ROAD
WILSONVILLE, OR 97070
Tel: (503) 682-2242 Fax: (503) 682-7200

Ship To: Attn:
G.I. JOE'S
9605 BOECKMAN ROAD
WILSONVILLE, OR 97070

S/O No.	S/O Date	P/O No.	Sales Rep.	Ship Via	Terms	Due Date
13366	11/13/08	590422	DM	ROUTING GUIDE	NET 60	01/19/09

Line	Item No.	Ship Unit	UT	Description	Pack	Ship Qty	Price	Disc	Ext. Amt.
1	5200M-MX-913A	29	CS	BK/BK	12	348	3.75		1305.00
2	5200BW-MX-310A	29	CS	BK/BK	12	348	3.75		1305.00

11/20/08

Total Wt. 841.00 Vol. 75.11 Total Cases: 58 Sales Amount: $ [illegible]

Note:

Tax: %
Freight Fee
Miscellaneous
Total Amount: $ [illegible]
Payment
Balance Due: $ [illegible]

SPECIAL INSTRUCTIONS:
Payments are not received by the due date, interest of 1.5% per month will be applied. All claims & returns must be made within [illegible] days of receipt. [illegible] charge for returned checks. Signature X _____ Title _____ [illegible] signing acts as [illegible]

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 0 Regular

G.I. Joe's, Inc.
Purchase Order
TRANSCO TRADING

10/31/08 10:15:00 Page: 1

Order Loc: 81 Department: 12

P.O. Number: 590422
A/P Vendor: 87153

Written: 10/31/08 Ship: 11/01/08 Reqd Receive: 11/20/08 Back Order Ok? N Prices Effective: Immediate Refuse: 12/10/08

Ship To: Joe's - Dist. Center
9805 Boeckman Road
Wilsonville, Or 97070-9293
503-570-1408 Fax: 503-682-9270
Terms: NET 60

Ship Via: ROUTING GUIDE Frt Title: FOB ORIGIN Frt Allowance: None

Total Cost: 2745.00

Pg	Ln	UPC	SKU	ZN?	Cat Name	Stock Nbr	Description	Units	QPU	Cost
1	1	7-30371-52007	7471-527		11E TRANSCO	52001MBLK	M AQUA SOCK	348	1	3.750
1	2	7-30371-52005	6620-157		11E TRANSCO	52001WBLK	W AQUA SOCK	384	1	3.750

11/13/08 # 13866

Terri Fel

Transco International

[illegible] EXCHANGE AVE., LOS ANGELES, CA 90058
Tel: (323) 583-2700 Fax: (323) 581-5700

INVOICE

Original Copy
Invoice No. 14054
Date 12/09/2003

Customer ID: 3-3605 Ship Date: 12/09/2003 Ref. No.

Page: 1

Sold To: Attn:
B.J. JOES
9805 BOECKMAN ROAD
WILSONVILLE OR 97070

Tel: (503) 682-3242 Fax: (503) 682-7500

Ship To: Attn:
B.J. JOES
9805 BOECKMAN ROAD
WILSONVILLE, OR 97070

S/O No.	S/O Date	P/O No.	Sales Rep.	Ship Via	Terms	Due Date
14054	12/09/03	590422	DM	UPS COLLECT	NET 60	02/09/04

Line	Item No.	Ship Unit	UT	Description	Pack	Ship Qty	Price	Disc	Ext. Amt.
1	5200SW-MX-913A	3	CS	BK/BK	12	36	3.75		135.00
2	5200M-MX-913A	3	CS	BK/BK	12	36	3.75		135.00

12-12-03

Total Wt. 37.00 Vol. 1.77 Total Cases. 6

Sales Amount $ 270.00

Tax %
Freight Fee
Miscellaneous
Total Amount $ 270.00
Payment 0.00
Balance Due $ 270.00

Jennifer Young

From: Denny McDaniel [mcdaniel29@roadrunner.com]
Sent: Thursday, December 04, 2008 3:48 PM
To: Jennifer Young
Subject: Fw: po 590422 Transco
Importance: High

----- Original Message -----
From: Sherry Wilson
To: mcdaniel29@roadrunner.com
Cc: Theresa Crawford
Sent: Thursday, December 04, 2008 2:37 PM
Subject: po 590422 Transco

Are we going to get the balance of this order?

SHERRY PO Number: 590422 TRANSCO TRADING 14:38:45
Options: Store: 81 Search by Page Number
3=Cancel Line 5=Line Info 6=Store Retails 7=SLIC Info 8=SLIM Info
9=DC Activity History

O	Pg	Ln	SKU	Stock Number	Description	Qty Or	Qty Rc	Ea Cost	Retail	T y
01	01	7471-527	52001MBLK	M	AQUA SOCK	348	312	3.750	9.99	B
01	02	6620-157	52001WBLK	W	AQUA SOCK	384	348	3.750	9.99	B

[illegible]

INVOICE

Original Copy

Invoice Date [illegible]

[illegible] Ship Date [illegible] Reference [illegible] Page 1

Sold To:
GI JOES
9325 SE ECKMAN ROAD
WILSONVILLE, OR 97070
Tel (503) 682-2242 Fax (503) 682-7320

Ship To: Attn:
GI JOES
9325 SE ECKMAN ROAD
WILSONVILLE, OR 97070

Cust No.	P.O. Date	P.O. No.	Sales Rep	Ship Via	Terms	Due Date
[illegible]	12/22/98	596499	DM	ROADWAY	NET 60 HOUSE	[illegible]

Item No.	Ship Qty	UM	Description	Pack	Ship Qty	Price	Disc	Ext. Price
[illegible]-MX-3SNA	39	CS	BK/CH,BK/NY	12	369	7.95	[illegible]	[illegible]
[illegible]MX-213AA	55	CS	BK/CH,BK/NY	12	660	9.50	[illegible]	[illegible]
[illegible]	57	CS	NY-BK	18	1026	7.00	[illegible]	[illegible]
[illegible]	15	PC	NY-BK	1	15	7.00	[illegible]	[illegible]

CORRECTED

12.23.98

Total [illegible] Vol. 476.47 Total Cases [illegible] Sales [illegible]

Tax [illegible]
Freight Fee
Miscellaneous
Total Amount [illegible]
Payment
Balance Due [illegible]

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 0 Regular

G.I. Joe's, Inc.
P u r c h a s e O r d e r

12/22/08 # 14156

12/19/08 14:57:18 Page: 1

TRANSCO TRADING

Order Loc: 81 Department: 12

P.O. Number: 596499
A/P Vendor: 87153

Written: 12/19/08 Ship: 12/22/08 Reqd Receive: 12/30/08 Back Order Ok? N Prices Effective: Immediate Refuse: 1/20/09

Ship To: Joe's - Dist. Center
9805 Boeckman Road
Wilsonville, Or 97070-9293
503-570-1408 Fax: 503-682-9270

Ship Via: ROUTING GUIDE Frt Title: FOB ORIGIN Frt Allowance: None

Terms: NET 60 Total Cost: 15222.00

Pg	Ln	UPC	SKU	ZN?	Cat Name	Stock Nbr	Description	Units	QPU	Cost	
1	1	7-30371-09836	7669-369		03C TRANSCO	098B ASST	BOYS MOON BOOT	360	1	7.950	2862.00
1	2	7-30371-09881	6388-060		03A TRANSCO	098M ASST	M WINTER BOOT	660	1	8.500	5610.00
1	3	7-30371-09877	7676-414		03C TRANSCO	098Y ASST	Y MOON BOOTS	1080	1	~~6.250~~ 7.00	6750.00
											15,222.00

SUB B0495Y

p.1

1 208 7627016

Jan McDaniel

Dec 22 08 11:12a