| 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.)<br>☐ 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):
PILOT AUTOMOTIVE INC / CIT

Name and address where notices should be sent:
19036903000738
PILOT AUTOMOTIVE INC / CIT
768 S TURNBULL CANYON RD
CITY OF INDUSTRY, CA 91745-1401

Telephone No. 626-363-6003

☐ 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.

RECEIVED
MAR 15 2010
BMC GROUP

☐ 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:** $ 521.09

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 503(b)(9)
(See instruction #3a on reverse side.)

**3. Last four digits of any number by which creditor identifies debtor:** 0282

**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: 3/12/10

Michael Du, CFO

**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.
02174

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

Debtor: G. I. JOE'S, INC.
Creditor: Pilot Automotive, Inc.
Case Number: 09-10714-KG

| Customer No. | Name | Payment Term Code | Invoice Date | Doc Type | Invoice No. | Customer PO No. | Amount subject to Proof of Claim | POD # | Carrier | G.I. Goe's received goods date |
|---|---|---|---|---|---|---|---|---|---|---|
| 2320282 | G. I. JOE'S, INC. | NET 90 DAYS | 02/09/09 | Invoice | SI-1508084 | 601761 | $ 253.76 | 1Z6XW5800361598187 | UPS | 02/12/09 |
| 2320282 | G. I. JOE'S, INC. | NET 90 DAYS | 02/11/09 | Invoice | SI-1510409 | 601880 | $ 227.13 | 1Z6XW5800365964461 | UPS | 02/16/09 |
| 2320282 | G. I. JOE'S, INC. | NET 90 DAYS | 02/11/09 | Invoice | SI-1510437 | 601566 | $ 40.20 | 1Z6XW5800365247478 | UPS | 02/16/09 |
| | | | | | | | | | | |
| | | | | | | TOTAL | 521.09 | | | |

** Please see enclosed Invoice copies, Purchase orders and Proof of Delivery from Carrier UPS .

1. Invoices
2. Purchase orders
3. Proof of Delivery from UPS

# INVOICE

**PILOT AUTOMOTIVE, INC.**
768 S. Turnbull Canyon Road
City of Industry, CA 91745
Tel:(626)937-6988, Fax:(626)937-6993
Toll Free:(800)237-7560

**Invoice #:** SI-1508084
**Date:** 02/09/09

Page No.: 1

**Customer No:** GI004 **Terms:** NET 90 DAY

| Sold To: | Ship To: |
|---|---|
| G.I. JOE'S, INC.<br>9805 BOECKMAN ROAD<br>WILSONVILLE, OR 97070 | G.I. JOE'S INC.<br>2370 POPLAR DR.<br>MEDFORD, OR 97504 |

| Order Date | Ship Date | Sold By | Buyer | Ship Via | Customer P.O.# |
|---|---|---|---|---|---|
| 02/09/09 | 02/09/09 | | Bigoni & | UPS GROUND | 601761 |

| Item No. | Description | Rem. Qty | Org. Ordered | Qty. Shipped | Unit Price | Ext. Price |
|---|---|---|---|---|---|---|
| NB-412 | 07-UP TOYOTA TUNDRA EXT. CAB 4 DOOR | | 1 | 1 | 228.01 | 228.01 |
| Discount 1 : | 5 % | | | | | -11.40 |

Comments:
**PO# ON EVERY BOX

6XW580 FEB 9, 2009 ACT WT 65.0 LBS #PK 1
SERVICE GNDCOM BILL WT 65.0 LBS
TRACKING# 1ZBXW5800361598187 ALL CURRENCY USD
REF 1:1508084
REF 2:CA
DV AMT 65.00
HANDLING CHARGE 0.00 FRT: SHP
SHIPMENT PUB RATE CHARGES: SVC 21.63 USD
DV 0.00 COD 0.00 RS 0.00
0.00 DG 0.00 SD 0.00
H 7.50 PR 0.00 SP 0.00
TOT PUB CHG 29.13 PUB+HANDLING 29.13

SO No. SO-1452733

It was picked and packaged with pride by _____

| | |
|---|---|
| Subtotal: | 215.61 |
| Freight: | 37.15 |
| **TOTAL:** | 253.76 |

Total Box 1

PLEASE COUNT IMMEDIATELY – ALL CLAIMS MUST BE MADE WITHIN FIVE DAYS OF RECEIPT OF GOODS. NO RETURNS ACCEPTED WITHOUT PRIOR AUTHORIZATION.

WHITE:ORIGINAL CANARY:CUSTOMER PINK:ACCOUNTING GOLD:PACKING

1452933

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 4

G.I. Joe's, Inc.
Purchase Order
PILOT AUTOMOTIVE INC / CIT

2/09/09 11:35:41 Page: 1

Order Loc: 11 Department: 01

P.O. Number: 601761
A/P Vendor: 65180

Written: 2/09/09 Ship: 2/09/09 Reqd Receive: 3/11/09 Back Order Ok? Y Prices Effective: Immediate Refuse: 0/00/00

Ship To: Joe's - Medford
2370 Poplar Drive
Medford, Or 97504-5297
541-772-9779 Fax: 541-779-9751
Terms: NET 60 DAYS

Ship Via: Per routing guide Frt Title: FOB DEST/$1500 Frt Allowance: None

Total Cost: 169.99

| | Store Allocation Break out Refer to right most Column | SKU | UPC/Vend | Desc/Stock Nbr | Units | QPU | Cost | Allocate |
|---|---|---|---|---|---|---|---|---|
| 1<br>1 | 1 | 000-001 | 6-17305-17448 | PILOT # NB412 B<br>NB412 | 1 | 1 | 169.990 | 01-10<br>11-20 |

Comment: Pg 01 Ln 01 = Spc Ord# 0716333. Stock# NB412, Desc PILOT # NB412 B
***End of FAX Report*** From: Joe's Sports, Outdoor and More

Proof of delivery

## Delivery Notification

Dear Customer,

This is in response to your request for delivery information concerning the shipment listed below.

| | |
|---|---|
| **Tracking Number:** | 1Z 6XW 580 03 6159 818 7 |
| **Service:** | GROUND |
| **Weight:** | 65.00 Lbs |
| **Shipped/Billed On:** | 02/09/2009 |
| **Delivered On:** | 02/12/2009 1:08 P.M. |
| **Delivered To:** | MEDFORD, OR, US |
| **Signed By:** | JOHN |
| **Location:** | RECEIVER |

Thank you for giving us this opportunity to serve you.

Sincerely,
UPS

Tracking results provided by UPS: 05/15/2009 5:39 P.M. ET

Inv # SI-1508084

# INVOICE

**PILOT AUTOMOTIVE, INC.**
768 S. Turnbull Canyon Road
City of Industry, CA 91745
Tel:(626)937-6988, Fax:(626)937-6993
Toll Free:(800)237-7560

**Invoice #:** SI-1510409
**Date:** 02/11/09

Page No.: 1

**Customer No:** GI004 **Terms:** NET 90 DAY

| Sold To: | Ship To: |
|---|---|
| G.I. JOE'S, INC.<br>9805 BOECKMAN ROAD<br>WILSONVILLE, OR 97070 | JOE'S<br>915 N LANDING WAY<br>RENTON, WA 98057 |

| Order Date | Ship Date | Sold By | Buyer | Ship Via | Customer P.O.# |
|---|---|---|---|---|---|
| 02/11/09 | 02/11/09 | | Bigoni & | UPS GROUND | 601880 |

| Item No. | Description | Rem. Qty | Org. Ordered | Qty. Shipped | Unit Price | Ext. Price |
|---|---|---|---|---|---|---|
| NB-409 | 05-UP TACOMA EXTENDED CAB 4DR | | 1 | 1 | 205.24 | 205.24 |
| Discount 1 : | 5 % | | | | | -10.26 |

Comments:
**PO# ON EVERY BOX

6XU580 FEB 11, 2009
SERVICE GNDCOM
TRACKING# 1Z6XU580365964461
REF 1:1510409
REF 2:

ACT WT 65.0 LBS #PK 1
BILL WT 65.0 LBS
ALL CURRENCY USD

HANDLING CHARGE 0.00
SHIPMENT PUB RATE CHARGES:
DV 0.00
DC 0.00
AH 7.50
TOT PUB CHG 33.90

COD 0.00
DGD 0.00
PR 0.00

FRT: SHP
SVC 26.40 USD
RS 0.00
ROD 0.00
PUB+HANDLING 33.90

SO No. SO-1453988

It was picked and packaged with pride by _____

| | |
|---|---|
| Subtotal: | 194.98 |
| Freight: | 32.15 |
| **TOTAL:** | 227.13 |

Total Box 1

PLEASE COUNT IMMEDIATELY – ALL CLAIMS MUST BE MADE WITHIN FIVE DAYS OF RECEIPT OF GOODS. NO RETURNS ACCEPTED WITHOUT PRIOR AUTHORIZATION.

WHITE:ORIGINAL CANARY:CUSTOMER PINK:ACCOUNTING GOLD:PACKING

1453988

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

2/11/09 10:03:35 Page: 1

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 4

PILOT AUTOMOTIVE INC / CIT

Order Loc: 32 Department: 01

P.O. Number: 601880
A/P Vendor: 65180

Written: 2/11/09 Ship: 2/11/09 Reqd Receive: 3/13/09 Back Order Ok? Y Prices Effective: Immediate Refuse: 0/00/00

Ship To: Joe's - Renton
915 N Landing Way
Renton, Wa 98057
425-204-3900 Fax: 425-204-3901
Terms: NET 60 DAYS

Ship Via: Per routing guide Frt Title: FOB DEST/$1500 Frt Allowance: None

Total Cost: 213.11

| | Store Allocation Break out Refer to right most Column | SKU | UPC/Vend | Desc/Stock Nbr | Units | QPU | Cost | Allocate |
|---|---|---|---|---|---|---|---|---|
| 1 | | | 6-17305-17448 | NB-409 | | | | 01-10 |
| 1 | | 000-001 | | NB-409 | 1 | 1 | 213.110 | 11-20 |
| 1 | | . | 1. | . . . | . | . | . | 21-40 |

Comment: Pg 01 Ln 01 = Spc Ord# 0716678. Stock# NB-409, Desc: NB-409
***End of FAX Report*** From: Joe's Sports. Outdoor and More

## Delivery Notification

Proof of delivery

Dear Customer,

This is in response to your request for delivery information concerning the shipment listed below.

| | |
|---|---|
| **Tracking Number:** | 1Z 6XW 580 03 6596 446 1 |
| **Service:** | GROUND |
| **Weight:** | 65.00 Lbs |
| **Shipped/Billed On:** | 02/11/2009 |
| **Delivered On:** | 02/16/2009 11:17 A.M. |
| **Delivered To:** | RENTON, WA, US |
| **Signed By:** | CHAPMAN |
| **Location:** | RECEIVER |

Thank you for giving us this opportunity to serve you.

Sincerely,
UPS

Tracking results provided by UPS: 05/15/2009 5:41 P.M. ET

INV. # SI-1510409

# INVOICE

**PILOT AUTOMOTIVE, INC.**
768 S. Turnbull Canyon Road
City of Industry, CA 91745
Tel:(626)937-6988, Fax:(626)937-6993
Toll Free:(800)237-7560

**Invoice #:** S1-1510437
**Date:** 02/11/09

Page No.: 1

**Customer No:** GI004

**Terms:** NET 90 DAY

| Sold To: | Ship To: |
|---|---|
| G.I. JOE'S, INC.<br>9805 BOECKMAN ROAD<br>WILSONVILLE, OR 97070 | G.I. JOE'S, INC.<br>220 EAST COLLEGE WAY #102<br>MT. VERNON, WA 98273 |

| Order Date | Ship Date | Sold By | Buyer | Ship Via | Customer P.O.# |
|---|---|---|---|---|---|
| 02/11/09 | 02/11/09 | | Bigoni & | UPS GROUND | 601566 |

| Item No. | Description | Rem. Qty Ordered | Org. Qty. Shipped | Unit Price | Ext. Price |
|---|---|---|---|---|---|
| GD-103CK | 07-UP GM TRUCK BILLET GAS DOOR CHROME W/LOCK | 1 | 1 | 35.95 | 35.95 |
| Discount 1 : | 5 % | | | | -1.80 |

Comments:
**PO# ON EVERY BOX

6XW580 FEB 11, 2009
SERVICE GNDCOM
TRACKING# 1Z6XW5800365247478
REF 1:1510437
REF 2:

ACT WT 2.0 LBS #PK 1
BILL WT 2.0 LBS
ALL CURRENCY USD

HANDLING CHARGE 0.00
SHIPMENT PUB RATE CHARGES:
DV 0.00
DC 0.00
AH 0.00
TOT PUB CHG 5.67

COD 0.00
DGD 0.00
PR 0.00

FRT: SHP
SVC 5.67 USD
RS 0.00
ROD 0.00
PUB+HANDLING 5.67

SO No. SO-1453990

It was picked and packaged with pride by _____

| | |
|---|---|
| Subtotal: | 34.15 |
| Freight: | 6.05 |
| **TOTAL:** | 40.20 |

Total Box 1

PLEASE COUNT IMMEDIATELY – ALL CLAIMS MUST BE MADE WITHIN FIVE DAYS OF RECEIPT OF GOODS. NO RETURNS ACCEPTED WITHOUT PRIOR AUTHORIZATION.

WHITE:ORIGINAL CANARY:CUSTOMER PINK:ACCOUNTING GOLD:PACKING

1453990

2/11/09 12:53:33 Page: 1

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

Bill to:
9805 Boeckman Road Wilsonville, Or 97070
Telephone: 503-682-2242 Fax: 503-682-7200
Type: 4

PILOT AUTOMOTIVE INC / CIT

Order Loc: 24 Department: 01

P.O. Number: 601566
A/P Vendor: 65180

Written: 2/06/09 Ship: 2/06/09 Reqd Receive: 3/08/09 Back Order Ok? Y Prices Effective: Immediate Refuse: 0/00/00

Ship Via: Per routing guide Frt Title: FOB DEST/$1500 Frt Allowance: None

Ship To: Joe's - Mt. Vernon
220 East College Way #102
Mt Vernon, Wa 98273
360-424-1950 Fax: 360-424-1960
Terms: NET 60 DAYS

Total Cost: 35.95

| Store Allocation Break out Refer to right most Column | | | | | | | | | | SKU | UPC/Vend | Desc/Stock Nbr | Units | QPU | Cost | Allocate |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | | | | | | | | | | 000-001 | 6-17305-17448 | BULLY BILLET FU GD103CK | 1 | 1 | 35.950 | 01-10 11-20 21-40 |
| 2 | | | | 1 | | | | | | | | | | | | |
| 2 | | | | | | | | | | | | | | | | |

Comment: Pg 01 Ln 01 = Spc Ord# 0716142. Stock# GD103ck, Desc BULLY BILLET FU
Comment: Pg 01 Ln 02 = Spc Ord# 0716142. Stock# GD103CK, Desc BULLY BILLET FU
***End of FAX Report*** From: Joe's Sports. Outdoor and More

## Delivery Notification

Proof of delivery

Dear Customer,

This is in response to your request for delivery information concerning the shipment listed below.

| | |
|---|---|
| **Tracking Number:** | 1Z 6XW 580 03 6524 747 8 |
| **Service:** | GROUND |
| **Weight:** | 2.00 Lbs |
| **Shipped/Billed On:** | 02/11/2009 |
| **Delivered On:** | 02/16/2009 10:39 A.M. |
| **Delivered To:** | MOUNT VERNON, WA, US |
| **Signed By:** | BOKINGCAMP |
| **Location:** | FRONT DESK |

Thank you for giving us this opportunity to serve you.

Sincerely,
UPS

Tracking results provided by UPS: 05/22/2009 7:47 P.M. ET

Inv# SI-1510437