ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
G.I. JOE'S HOLDING CORPORATION,[1]	)	Case No. 09-10713 (KG)
	)	
Debtor.	)	
In re:	)	Chapter 11
	)	
G.I. JOE'S, INC.,[2]	)	Case No. 09- 10714 (KG)
	)	
Debtor.	)	
	)	**Related Docket No. 3**

ORDER DIRECTING JOINT ADMINISTRATION OF CASES

Upon the motion (the "Motion")[3] of the above-captioned debtors and debtors in possession (together, the "Debtors") seeking an order of this Court directing joint administration of the Debtors' chapter 11 cases for procedural purposes only; the Court finding that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the Motion and the hearing on the Motion was sufficient under the circumstances; (iv) the relief requested in the Motion is warranted, will ease the administrative burden for the Court and parties in interest in these cases, protects the creditors of the different estates, and is in the best interests of the Debtors, their estates, and their creditors; and (v) upon the record herein; and after due deliberation thereon, good and sufficient cause exists for the granting of relief as set forth herein:

IT IS HEREBY ORDERED THAT:

1. The Motion is granted in its entirety.

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1 Federal Tax I.D. #20-8330022
2 Federal Tax I.D. #93-0500948
3 Each capitalized term used but not otherwise defined herein has the meaning ascribed to it in the Motion.

2. All objections to the Motion or the relief requested therein whether withdrawn, waived, settled, or prosecuted, and all reservations of rights included therein, are overruled and disallowed on the merits.

3. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court.

4. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors' chapter 11 cases.

5. The caption of the jointly administered cases shall read as follows (footnote included):

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

6. An entry that reads as follows shall be made in the docket of the case of G.I. Joe's, Inc. (Case No. 09-10713):

> "An order pursuant to Federal Rule of Bankruptcy Procedure 1015(b) has been entered in this case directing the joint administration of the chapter 11 cases of G.I. Joe's Holding Corporation (Case No. 09-10713) and G.I. Joe's, Inc. (Case No. 09-10714). The case of G.I. Joe's Holding Corporation (Case No. 09-10713) has been designated the 'lead' case; accordingly the docket in Case No. 09-10713 should be consulted for all matters affecting the chapter 11 case of this company."

[1] G.I. Joe's Holding Corporation (Federal Tax I.D. #20-8330022) and G.I. Joe's, Inc. (Federal Tax I.D. #93-0500948) have requested joint administration of their chapter 11 cases.

7. The terms and conditions of this Order are effective and enforceable immediately upon its entry.

8. The Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: March 6, 2009

KEVIN GROSS