IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
G.I. JOE'S HOLDING CORP. and G.I. JOE'S, INC., [1]	)	Case No. 09-10713 (KG)
	)	Jointly Administered
Debtors.	)	**Objection Deadline: September 15, 2009 at 4:00 p.m.** **Hearing Date: September 22, 2009 at 11:00 a.m.**

NOTICE OF FIRST INTERIM FEE APPLICATION REQUEST OF PROSKAUER ROSE LLP FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM MARCH 4, 2009 THROUGH JUNE 30, 2009

Name of Applicant:	Proskauer Rose LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	Order entered April 2 [Docket No. 151] *Nunc pro tunc* to the petition date
Period for which Compensation and Reimbursement are Sought:	March 4, 2009 through June 30, 2009[2]

This is a: __ monthly **X** quarterly __ final application

This is Proskauer Rose LLP's first interim fee application in this case.

[1] The Debtors in the cases, along with the last four digits of each Debtor's federal tax identification number, are: G.I. Joe's Holding Corp. (0022) and G.I. Joe's, Inc. (0948).

[2] The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

Summary of Proskauer Rose LLP Monthly Fee Applications

Fee Application, Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Cert. of No Objection Filing Date, Docket No.	80% of Fees	100% of Expenses	Amount of Holdback Fees Requested
March 4, 2009 – March 31, 2009 April 20, 2009 Docket No. 220	$145,415.20	$8,731.32	5/13/2009 Docket No. 264	$116,332.16	$8,731.32	**$29,083.04**
April 1, 2009 – April 30, 2009 May 28, 2009 Docket No. 320	$154,326.25	$13,972.18	6/19/2009 Docket No. 346	$123,461.00	$13,972.18	**$30,865.25**
May 1, 2009 – May 31, 2009 June 29, 2009 Docket No. 373	$74,413.50	$2,142.08	7/22/2009 Docket No. 411	$59,530.80	$2,142.08	**$14,882.70**
June 1, 2009 – June 30, 2009 July 13, 2009 Docket No. 397	$30,766.50	$1,249.73	8/5/2009 Docket No. 430	$24,613.20	$1,249.73	**$6,153.30**
Total:	**$404,921.45**	**$26,095.31**		**$323,937.16**	**$26,095.31**	**$80,984.29**

In accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Members of Official Committees (the "Interim Compensation Order") entered by this Court on April 2, 2009, Proskauer Rose LLP ("Proskauer") submits this first interim fee application ("Application") seeking (i) interim approval and allowance of the full amount of the fees and expenses requested in the above-referenced monthly fee applications for the periods covering March 4, 2009 through June 30, 2009 (collectively, the "Fee Applications") and (ii) authorization for G.I. Joe's Holding Corporation and G.I. Joe's, Inc., (collectively, the "Debtors"), to pay the full amount requested in

the Fee Applications, including the 20% holdback of fees as provided in the Interim Compensation Order.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be filed with the Court and served on the Application at the address set forth below and the Notice Parties (as defined in the Interim Compensation Order) so as to be received by **September 15, 2009 at 4:00 p.m. (prevailing Eastern Time)**.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF BY THIS APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Chicago, Illinois
August 28, 2009

PROSKAUER ROSE LLP

/s/ Paul V. Possinger
Mark K. Thomas (admitted *pro hac vice*)
Paul V. Possinger (admitted *pro hac vice*)
Three First National Plaza
70 West Madison, Suite 3800
Chicago, Illinois 60602
Telephone: (312) 962-3550
Facsimile: (312) 962-3551

Counsel for Debtors and Debtors in Possession