IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: G.I. JOE'S HOLDING CORPORATION and G.I. JOE'S, INC.,[1] Debtors.	)	Chapter 11 Case No. 09-10713 (KG) Jointly Administered **Objection Deadline: October 8, 2009 at 4:00 p.m.** **Hearing Date: Only if Objections are filed**

SIXTH MONTHLY FEE APPLICATION OF POTTER ANDERSON & CORROON LLP FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS FOR THE PERIOD FROM AUGUST 1, 2009 THROUGH AUGUST 31, 2009

Name of Applicant:	Potter Anderson & Corroon LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-In-Possession
Date of Retention:	Order entered April 2, 2009 [D.I. No. 152] *Nunc Pro Tunc* to the petition date
Period for which compensation and reimbursement is sought:	August 1, 2009 through August 31, 2009
Amount of compensation sought as actual, reasonable and necessary:	$6,685.00
80% of compensation sought as actual, reasonable and necessary:	$5,348.00
Amount of expense reimbursement sought as actual, reasonable and necessary:	$371.15

This is an: X monthly ___ quarterly ___ final application.

This is Potter Anderson & Corroon's sixth monthly fee application in this case.

[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.

Summary of Potter Anderson & Corroon LLP Monthly Fee Applications

Date & Docket No.	Filing Period	Requested Fees (100%)	Requested Expenses (100%)	CNO Date & Docket No.	Approved Fees (80%)	Approved Expenses (100%)	Unapproved Holdback (20%)
04/17/09 D.I. 217	03/04/09 through 03/31/09	$64,391.00	$9,322.48	05/11/09 D.I. 258	$51,512.80	$9,322.48	$12,878.20
06/04/09 D.I. 329	04/01/09 through 04/30/09	$51,440.50	$4,723.34	06/26/09 D.I. 365	$41,152.40	$4,723.34	$10,288.10
06/24/09 D.I. 360	05/01/09 through 05/31/09	$22,226.50	$2,720.98	07/16/09 D.I. 404	$17,781.20	$2,720.98	$4,445.30
07/24/09 D.I. 415	06/01/09 through 06/30/09	$20,077.00	$897.36	08/17/09 D.I. 441	$16,061.60	$897.36	$4,015.40
8/20/09 D.I. 447	07/01/09 through 07/31/09	$27,146.00	$1,129.20	09/11/09 D.I. 470	$21,716.80	$1,129.20	$5,429.20
9/18/09 **TBD**	08/01/09 through 08/31/09	$6,685.00	$371.15	Objection Deadline 10/08/09	$5,348.00	$371.15	$1,337.00

Timekeeper Summary

Timekeeper	Position	Description	Rate	Hours	Amount
Steven M. Yoder	Partner	Partner since 2007. Joined firm in 2007. Member of DE Bar since 1999. Areas of Expertise: Bankruptcy and Commercial Litigation.	$550.00	5.30	$2,915.00
Etta R. Wolfe	Associate	Associate since 2009. Joined firm in 2009. Member of DE Bar since 2001. Areas of Expertise: Bankruptcy.	$325.00	4.40	$1,430.00
Laura Ahtes	Paralegal	Paralegal since 1989. Area of Expertise: Bankruptcy.	$180.00	.30	$54.00
Walter Cavers	Paralegal	Paralegal since 1984. Area of Expertise: Bankruptcy.	$180.00	11.30	$2,034.00
Janice Fontello	Paralegal	Paralegal since 1981. Area of Expertise: Corporate and Bankruptcy.	$180.00	1.40	$252.00
			Totals	**22.70**	**$6,685.00**

Blended Rate: $294.49

Project Category Summary by Task Code

Project Category	Hours	Amount
Asset Analysis and Recovery (AA)	0	$0.00
Litigation/Adversary Proceedings (AP)	0	$0.00
Business Operations (BO)	.20	$65.00
Case Administration (CA)	2.80	$504.00
Court Appearances/Communications/Hearings (CH)	5.40	$1,147.50
Creditor Inquiries (CI)	0	$0.00
Financing/Cash Collateral/DIP (CR)	0	$0.00
Employment Applications/Objections (EA)	.30	$165.00
Employee Benefits/Pensions (EB)	0	$0.00
Executory Contract and Leases (EC)	.30	$97.50
Fee Applications/Objections (FA)	7.10	$1,616.00
Committee Communications/Meetings (MC)	0	$0.00
Tax Issues/Corporate Matters (MA)	.30	$165.00
Relief from Stay Proceedings (MR)	0	$0.00
Claims Administration and Objections (PC)	.40	$220.00
Asset Disposition/Use, Sale (SA)	5.90	$2,705.00
Communications with Debtors or Trustee (TR)	0	$0.00
Utilities (UM)	0	$0.00
Totals:	**22.70**	**$6,685.00**

Expense Category Summary

Expense Category	Amount
Copies (10 cents per page)	$141.00
Postage	$13.84
Long Distance Telephone	$54.93
Miscellaneous (Soundpath - Conference Call Service)	$9.10
Overtime	$144.78
Daily Runner Services	$7.50
Totals:	**$371.15**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: G.I. JOE'S HOLDING CORPORATION and G.I. JOE'S, INC.,[1] Debtors.	)	Chapter 11 Case No. 09-10713 (KG) Jointly Administered **Objection Deadline: October 8, 2009 at 4:00 p.m.** **Hearing Date: Only if Objections are filed**

SIXTH MONTHLY FEE APPLICATION OF POTTER ANDERSON & CORROON LLP FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS FOR THE PERIOD FROM AUGUST 1, 2009 THROUGH AUGUST 31, 2009

By this application (the "Application"), pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Potter Anderson & Corroon LLP ("Potter Anderson") hereby seeks reasonable compensation in the above-captioned case of G.I. Joe's Holding Corporation and G.I. Joe's Inc., (collectively, the "Debtors") for professional legal services rendered as co-co-counsel to the Debtors in the amount of $6,685.00, together with reimbursement for actual and necessary expenses incurred in the amount of $371.15 for the period commencing August 1, 2009 through and including August 31, 2009 (the "Compensation Period"). Pursuant to Administrative Order of this Court dated March 10, 2009 [Docket No. 85] establishing procedures for interim compensation and reimbursement of professionals (the "Compensation Order"), Potter Anderson seeks 80% reimbursement ($5,348.00) of its total reasonable and necessary fees incurred in the amount of $6,685.00, together with 100% reimbursement for actual and necessary expenses incurred in the amount of $371.15 for the Compensation Period. In support of this Application, Potter Anderson represents as follows:

[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.

Background

1. On April 1, 2009 (the "Petition Date"), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors have continued to operate its businesses and manage its properties as debtors in possession since the Petition Date.

2. No trustee or examiner has been appointed in the Debtors' chapter 11 case.

3. On April 2, 2009, this Court approved Potter Anderson's retention as co-counsel to the Debtors [Docket No. 152] (the "Retention Order") *nunc pro tunc* to the petition date April 1, 2009.

Jurisdiction and Venue

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code.

Relief Requested

6. Potter Anderson submits this Application in accordance with the Compensation Order. All services for which Potter Anderson requests compensation were performed for, or on behalf of, the Debtors.

7. This Application is the sixth monthly fee Application filed by Potter Anderson in this case. In connection with the professional services rendered, by this Application, Potter Anderson seeks compensation in the amount of $6,685.00 and expense reimbursement of $371.15. Attached hereto as **Exhibit A** is a detailed statement of hours spent rendering legal

services to the Debtors supporting Potter Anderson's request of $6,685.00 in compensation for fees incurred during the Compensation Period. Attached hereto as **Exhibit B** is a detailed list of disbursements made by Potter Anderson supporting Potter Anderson's request of $371.15 in expense reimbursement for the Compensation Period. A description of the task codes used to categorize time spent by project category is attached as **Exhibit C**.

8. Given the nature and value of the services that Potter Anderson provided to the Debtors as described herein, the interim amounts sought under this Application are fair and reasonable under section 330 of the Bankruptcy Code.

9. Potter Anderson has received no payment and no promises for payment from any source for services rendered in connection with this case other than those in accordance with the Bankruptcy Rules. There is no agreement or understanding between Potter Anderson and any other person (other than members of Potter Anderson) for the sharing of compensation to be received for the services rendered in this case.

Summary of Services Rendered

10. In general, the services that Potter Anderson rendered as co-counsel to the Debtors included, without limitation, the following:

(a) taking all necessary action to protect and preserve the estate of the Debtors, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors is involved;
(b) providing legal advice with respect to the Debtors' powers and duties as Debtors in possession in the continued operation of its business and management of its properties;
(c) negotiating, preparing and pursuing use of cash collateral and Debtors in possession financing;
(d) preparing on behalf of the Debtors, as Debtors in possession, necessary motions, applications, answers, orders, reports, and other legal papers in connection with the administration of the Debtors' estate;
(e) appearing in Court and to protect the interest of the Debtors before the Court;

(f) assisting with any disposition of the Debtors' assets, by sale or otherwise; and

(g) performing all other legal services in connection with this chapter 11 case as may reasonably be required.

11. The services provided by Potter Anderson during the Application Period were rendered to ensure no unnecessary duplication, and are grouped into the categories set forth in **Exhibit A.** The attorneys and paralegals who rendered services relating to each category are identified in the above attachment and summaries of the hours and fees of each professional for the Compensation Period and the total compensation by project category are included in **Exhibit A.**

Amounts Requested

12. For the Compensation Period, Potter Anderson seeks 80% ($5,348.00) of its total compensation ($6,685.00), in connection with the professional services summarized above and detailed in **Exhibit A.**

13. Potter Anderson incurred or disbursed the actual and necessary costs and expenses related to these cases in the amount of $371.15 and as detailed in **Exhibit B** and summarized in the attachments hereto.

14. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, Potter Anderson represents as follows with regard to its charges for actual and necessary costs and expenses during the Compensation Period:

(a) Copy, scanning and printing charges are $.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines, printers and copy center, together with a margin for recovery of lost expenditures.

(b) Incoming facsimiles are not billed.

(c) Out-going facsimiles are billed at the rate of $1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures. Toll telephone charges are not billed.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the cost of comparable services other than in a case under the Bankruptcy Code.

16. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the parties set forth in the Compensation Order.

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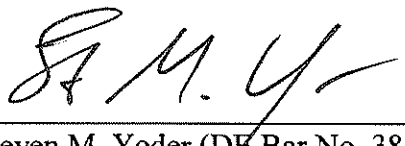
WHEREFORE, Potter Anderson requests approval for the current Compensation Period in the sum of $6,685.00, the total compensation for professional services rendered, 80% of which ($5,348.00) is to be currently paid upon the filing of a certificate of no objection, and the sum of $371.15 for reimbursement of actual and necessary costs and expenses incurred by it in these cases from August 1, 2009 through August 31, 2009.

Dated: Wilmington, Delaware
September 18, 2009

POTTER ANDERSON & CORROON LLP



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