

**IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE RECEIVERSHIP OF  
SHOEME TECHNOLOGIES LIMITED  
SHOES.COM TECHNOLOGIES INC.**

DEANS KNIGHT CAPITAL MANAGEMENT LTD.

PETITIONER

- and -

SHOEME TECHNOLOGIES LIMITED  
SHOES.COM TECHNOLOGIES INC.

RESPONDENTS

**ORDER MADE AFTER APPLICATION**

BEFORE THE HONOURABLE )  
 ) TUESDAY, THE 16<sup>TH</sup> DAY OF  
 ) JANUARY, 2018  
 )  
\_\_\_\_\_ )

ON THE APPLICATION of the Receiver, Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Receiver (the “**Receiver**”) of the assets, undertakings and properties of Shoeme Technologies Limited (“**Shoeme**”) and Shoes.com Technologies Inc. (“**Shoes.com**” and, together with Shoeme, the “**Debtors**”) coming on for hearing at Vancouver, British Columbia, on the 16<sup>th</sup> day of January, 2018; AND ON HEARING Elly Bahrami, counsel for the Receiver, and those other counsel listed on Schedule “A” hereto, AND UPON READING the material filed, including the Fourth Report of the Receiver dated January 3, 2018 (the “**Receiver’s Report**”);

**THIS COURT ORDERS THAT:**

1. The time for service of the Notice of Application and the Receiver’s Report is hereby abridged and validated so that this Order is properly returnable today and hereby dispenses with further service thereof.

2. The Receiver is hereby authorized to make payment to Caleres Investment Company, Inc. in the amount of \$682,000, from certain cash held in the Receiver's trust account in connection with the receivership proceedings of the Debtors and in connection with certain post-filing GST receivables realized, or to be realized, by the Receiver (collectively, the "**Receivership Funds**");

3. The Receiver is hereby authorized and directed to hold the balance of the Receivership Funds in trust pending further order of this Court, provided that the Receiver may make such expenditures and payments as are permitted pursuant to the Receivership Order pronounced by the Honourable Mr. Justice Macintosh on February 3, 2017 in respect of Shoeme and the Receivership Order pronounced by the Honourable Mr. Justice Grauer on February 15, 2017 in respect of Shoes.com;

4. THIS COURT HEREBY REQUESTS the aid and recognition of any domestic or foreign court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order;

5. The Receiver or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order; and

6. Endorsement of this Order by counsel appearing, other than counsel for the Receiver, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

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Signature of Elly Bahrami

Party  Lawyer for the Receiver

BY THE COURT

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REGISTRAR

SCHEDULE A - LIST OF COUNSEL

<b>NAME</b>	<b>PARTY REPRESENTED</b>

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No. -171026  
Vancouver Registry

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Respondents

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