

No. S-171026

Vancouver Registry



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

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

**FIFTH REPORT OF THE RECEIVER**

**SEPTEMBER 18, 2018**



ALVAREZ & MARSAL

**IN THE SUPREME COURT OF BRITISH COLUMBIA  
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## 1.0 INTRODUCTION AND BACKGROUND

- 1.1 On February 3, 2017 (the “**Shoeme Receivership Date**”) Alvarez & Marsal Canada Inc. was appointed receiver (“**A&M**” or the “**Receiver**”) of all of the assets, undertakings and properties of Shoeme Technologies Limited (“**Shoeme**”) pursuant to an order of Honourable Mr. Justice Macintosh (the “**Shoeme Receivership Order**”).
- 1.2 On February 15, 2017 (the “**Shoes.com Technologies Receivership Date**”), A&M was appointed the Receiver of all of the assets, undertakings and properties of Shoeme’s parent company, Shoes.com Technologies Inc. (“**Shoes.com Technologies**” and together with Shoeme, the “**Companies**”) pursuant to an order of Honourable Mr. Justice Grauer (the “**Shoes.com Technologies Receivership Order**”). The receivership proceedings in respect of Shoeme and Shoes.com Technologies are referred to, collectively, as the “**Canadian Receivership**”.
- 1.3 On February 2, 2017, an order appointing a general receiver in the matter of Shoes.com, Inc. and Onlineshoes.com, Inc. was entered by the Superior Court of Washington for King County (the “**US Receivership**”).
- 1.4 On June 30, 2017, an order (the “**Interim Distribution Order**”) was granted by this Honourable Court which provides for:
  - a) upon Wells Fargo Bank, N.A., the senior secured creditor of Shoes.com Technologies, being paid in full from the proceeds of the concurrent US Receivership, authorization for the Receiver to make a payment to Deans Knight Capital Management Limited (“**Deans Knight**”) in the amount of \$10.9 million including interest;
  - b) authorization for the Receiver to make payment to Geodis Logistics LLC (“**Geodis**”) in the aggregate amount of \$300,937 in satisfaction of its statutory lien claim in respect of Shoeme’s assets located at 300 Kennedy Road South, Unit B, Brampton, Ontario; and
  - c) authorization for and direction to the Receiver to hold the balance of the Canadian Receivership funds in trust pending further order of this Honourable Court, provided that the Receiver may make such expenditures and payments as are permitted pursuant to the Shoeme Receivership Order and Shoes.com Technologies Receivership Order.
- 1.5 On January 16, 2018, an order (the “**Second Interim Distribution Order**”) was granted by this Honourable Court which provides for:
  - a) authorization for the Receiver to make a payment to Caleres Investment Company, Inc. (“**Caleres**”) in the amount of \$682,000; and

- b) authorization for and direction to the Receiver to hold the balance of the Canadian Receivership funds in trust pending further order of this Honourable Court, provided that the Receiver may make such expenditures and payments as are permitted pursuant to the Shoeme Receivership Order and Shoes.com Technologies Receivership Order.
- 1.6 Concurrent with this fifth report of the Receiver (the “**Fifth Report**”), the Receiver intends to file a notice of application for an order (the “**Discharge Order**”) that provides for, among other things, the following:
- a) approval of the Receiver’s activities as outlined in this Fifth Report;
  - b) approval of the Receiver’s fees and its legal counsel’s fees as outlined in the Fifth Report;
  - c) direction to the Receiver to distribute any remaining funds in the estate to Caleres; and
  - d) discharge of the Receiver upon the filing of a Discharge Certificate with this Honourable Court.
- 1.7 The Receivership Order and other motion materials are available on the Receiver’s website at [www.alvarezandmarsal.com/shoes](http://www.alvarezandmarsal.com/shoes).
- 1.8 Capitalized terms not defined in this Fifth Report are as defined in the Shoeme Receivership Order and Shoes.com Technologies Receivership Order.
- 1.9 All references to dollars are in Canadian currency unless otherwise noted.

## **2.0 PURPOSE OF REPORT**

- 2.1 The Fifth Report is intended to provide this Honourable Court with the following:
- a) an update on the activities of the Receiver since the Fourth Report of the Receiver dated January 3, 2018 (the “**Fourth Report**”);
  - b) a summary of the Receiver’s interim statement of cash receipts and disbursements for Shoeme for the period February 3, 2017 to September 11, 2018 and for Shoes.com Technologies for the period February 15, 2017 to September 11, 2018;
  - c) a summary of the Receiver’s and its legal counsel’s professional fees and disbursements for the period February 3, 2017 to September 11, 2018; and
  - d) a pro-forma final distribution to Caleres.

## **3.0 RECEIVER’S ACTIVITIES**

- 3.1 The Receiver’s activities since the date of the Fourth Report have included the following:
- a) communicating with various stakeholders including Caleres and its legal counsel;
  - b) administering a distribution to Caleres pursuant to the Second Interim Distribution Order;

- c) reviewing periodic correspondence and reports filed in respect of the US Receivership;
- d) reviewing correspondence from and periodic telephone conversations with the Receiver's legal counsel in respect of various matters including distribution of proceeds from the Canadian Receivership; and
- e) preparing this Fifth Report.

#### 4.0 RECEIVER'S INTERIM STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

##### Shoeme

- 4.1 The Receiver's interim statement of cash receipts and disbursements with respect to Shoeme for the period February 3, 2017 to September 11, 2018 is summarized below:

Shoeme Technologies Limited - in Receivership Receiver's Interim Statement of Cash Receipts and Disbursements For the period February 3, 2017 to September 11, 2018 \$000's	
<b>Receipts</b>	<b>Total</b>
Cash on hand	\$ 15
Receiver's borrowings	100
Sale of equipment	18
Sale of inventory	848
Sale of domain names and intellectual property	67
Cost recoveries from US Receiver	65
GST refund	34
Other receipts	13
<b>Total receipts</b>	<b>1,159</b>
<b>Disbursements</b>	
Wages and contractor payments	141
Occupation rent	124
Utilities and services	10
Receiver's fees and expenses	324
Legal fees and expenses	51
Repayment of Receiver's borrowings	103
Geodis lien claim	301
Other disbursements	24
<b>Total disbursements</b>	<b>1,078</b>
<b>Closing cash balance</b>	<b>\$ 81</b>

- 4.2 Receipts of approximately \$1.1 million include Receiver's borrowings of \$100,000, proceeds from the sale of inventory of \$848,000, proceeds from the sale of domain names and intellectual property of \$67,000, cost recoveries from the US Receiver of \$65,000, GST refunds of approximately \$34,000 and \$13,000 of other receipts.
- 4.3 Disbursements include \$141,000 of wages and contractor payments, \$124,000 of occupation rent, \$375,000 of professional fees and disbursements for the Receiver and its legal counsel, \$103,000

for repayment of Receiver's borrowings including interest, \$301,000 paid to Geodis in satisfaction of its priority lien claim and approximately \$24,000 of other disbursements.

- 4.4 Shoeme was the primary operating entity of the Companies while the majority of the Companies' asset values related to Shoes.com Technologies and subsidiary entities. As a result, the professional fees and disbursements of the Receivers and its legal counsel in respect of Shoeme represent a larger proportion of recoveries in Shoeme as compared to Shoes.com Technologies (refer to paragraph 4.5 below).

#### **Shoes.com Technologies**

- 4.5 The Receiver's interim statement of cash receipts and disbursements with respect to Shoes.com Technologies for the period February 15, 2017 to September 11, 2018 is summarized below:

<b>Shoes.com Technologies Inc. - in Receivership</b> <b>Receiver's Interim Statement of Cash Receipts and Disbursements</b> <b>For the period February 15, 2017 to September 11, 2018</b> <b>\$000's</b>	
<b>Receipts</b>	<b>Total</b>
Cash on hand	\$ 322
Sale of domain names and intellectual property	11,631
GST refund	15
Other receipts	17
<b>Total receipts</b>	<b>11,986</b>
<b>Disbursements</b>	
Wages and contractor payments	50
Utilities and services	10
Receiver's fees and expenses	227
Legal fees and expenses	117
Deans Knight secured convertible debentures	10,892
Distribution to Caleres	682
Other disbursements	4
<b>Total disbursements</b>	<b>11,982</b>
<b>Net cash flow</b>	<b>5</b>
<b>Closing cash balance</b>	<b>\$ 5</b>

- 4.6 Total receipts of \$12.0 million are comprised of cash on hand at the Shoes.com Technologies Receivership Date of \$322,000, net proceeds from the sale of domain names and intellectual property of \$11.6 million, GST refunds of approximately \$15,000 and \$17,000 of other receipts.
- 4.7 Total disbursements include \$50,000 of wages and contractor payments, \$344,000 of professional fees and disbursements for the Receiver and its legal counsel, \$10.9 million distributed to Deans Knight in respect of its secured debt and accrued interest (paid pursuant to the Interim

Distribution Order), \$682,000 distributed to Caleres in respect of its secured debt (paid pursuant to the Second Interim Distribution Order) and \$14,000 of other disbursements.

## 5.0 SUMMARY OF PROFESSIONAL FEES

5.1 The professional fees and disbursements of the Receiver and its legal counsel for the period February 3, 2017 to September 11, 2017 are set out in the table below:

Shoes.com Technologies Inc. and Shoeme Technologies Ltd. Summary of Professional Fees for the Receiver and its Legal Counsel For the period February 3, 2017 to September 11, 2018						
Firm	Fees	Disbursements	GST	PST		Total
Alvarez & Marsal Canada Inc.	\$ 519,875.00	\$ 5,133.54	\$ 26,250.43	\$ -	\$	551,258.97
Borden Ladner Gervais LLP	137,038.00	2,309.23	6,953.41	9,605.43		155,906.07
Norton Rose Fulbright Canada LLP	9,391.63	121.00	475.63	658.22		10,646.48
Michael, Evrensel & Pawar LLP	1,366.87	-	90.05	126.07		1,582.99
<b>Total</b>	<b>\$ 667,671.50</b>	<b>\$ 7,563.77</b>	<b>\$ 33,769.52</b>	<b>\$ 10,389.72</b>	<b>\$</b>	<b>719,394.51</b>

5.2 Attached as Appendix "A" is a summary of the Receiver's professional fees indicating name, position, hourly rate and hours charged by the Receiver's professional staff, details of its out of pocket disbursements and copies of its statements of account. Total Receiver's fees of approximately \$551,000 include out of pocket disbursements of \$5,000 and sales taxes of approximately \$26,000.

5.3 The Receiver believes that the attached statements of account accurately reflect the work that was done in connection with this matter and that all of the time spent by the Receiver was reasonable and necessary. Where possible, the Receiver delegated matters to less senior professionals and the Receiver believes that the work was delegated appropriately and efficiently.

5.4 Attached as Appendix "B" is a summary and statements of account of the professional fees and disbursements charged by the Receiver's legal counsel. Professional fees paid to Borden Ladner Gervais LLP ("BLG"), in its capacity as legal counsel to the Receiver, total approximately \$156,000 including out of pocket disbursements of \$2,000 and sales taxes of approximately \$17,000. Michael, Evrensel & Pawar LLP, which acted as legal counsel to the Companies prior to the Canadian Receivership, incurred total fees of approximately \$1,000 for services rendered to the Receiver. Norton Rose Fulbright Canada LLP, which was retained by the Receiver to conduct an independent legal review of the validity and enforceability of the security held by Deans Knight and Caleres as against Shoes.com Technologies, incurred total fees of \$11,000.

5.5 The Receiver and BLG each anticipate having additional fees and disbursements of approximately \$5,000 to complete the Canadian Receivership proceedings.

- 5.6 The Receiver considers that the fees and disbursements charged by its legal counsel have been necessarily incurred and that the hours and rates charged are fair and reasonable given the circumstances as are the estimated future fees and disbursements of legal counsel to complete the Canadian Receivership.

## 6.0 ESTIMATED DISTRIBUTION TO CALERES

- 6.1 The estimated final distribution to Caleres is approximately \$76,000 as set out in the table below:

Shoes.com Technologies Inc. and Shoeme Technologies Ltd. - in Receivership			
Estimated Final Distribution to Caleres			
As at September 11, 2018			
\$000's			
	Shoes.com Technologies	Shoeme Technologies	Combined
Cash held in Receiver's trust accounts	\$ 5	\$ 81	\$ 86
Less:			
Estimated cost to complete administration of the estate	(5)	(5)	(10)
Estimated net realizations available to Caleres	\$ -	\$ 76	\$ 76

- 6.2 The Receiver is holding \$86,000 in its estate trust accounts and does not expect to realize any additional recoveries or incur any additional disbursements with the exception of estimated professional fees to complete administration of the estate of \$10,000.

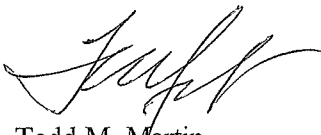
## 7.0 RECEIVER'S CONCLUSION AND RECOMMENDATION


- 7.1 The Receiver respectfully submits to this Honourable Court that the Discharge Order be granted:
- approving the Receiver's activities as outlined in the Fifth Report;
  - approving the Receiver's fees and its legal counsel's fees as outlined in the Fifth Report;
  - directing the Receiver to distribute any remaining funds to Caleres; and
  - discharging the Receiver upon filing of a Discharge Certificate with the Court confirming that the Receiver has completed all necessary steps to complete the Canadian Receivership.

\*\*\*\*\*

All of which is respectfully submitted to this Honourable Court this 18<sup>th</sup> day of September, 2018.

**Alvarez & Marsal Canada Inc.,**  
in its capacity as Receiver of  
Shoeme Technologies Limited and  
Shoes.com Technologies Inc.

  
Per: Todd M. Martin  
Senior Vice President

  
Per: Tom Powell  
Vice President

## APPENDIX A

**Shoes.com Technologies Inc. and Shoeme Technologies Ltd.**  
**Summary of the Receiver's Professional Fees and Disbursements**  
**For the Period February 3, 2017 to September 11, 2018**

Alvarez & Marsal Canada Inc. Professionals		Hourly		Total
Name	Position	Rate	Hours	Fees
Todd Martin	Managing Director	\$ 700	104.80	\$ 73,360.00
Greg Karpel	Senior Director (Toronto)	600	6.60	3,960.00
Callum Beveridge	Senior Director	550	5.00	2,750.00
Tom Powell	Senior Director	500	550.10	275,050.00
Vicki Chan	Director	435	47.00	20,445.00
Ryan Grunier	Associate (Toronto)	400	49.90	19,960.00
Marianna Lee	Senior Associate	300	380.50	114,150.00
Monica Cheung	Executive Assistant	150	68.00	10,200.00
			<u>1,211.90</u>	<u>519,875.00</u>

**Disbursements**

Advertisement	662.57
Offsite storage	816.76
Courier and postage	553.38
Meals	134.48
Mail forwarding services	1,188.85
Website maintenance	<u>1,777.50</u>
	5,133.54

**HST/GST**

26,250.43

**Total fees, out of pocket expenses and tax**

\$ 551,258.97

**Shoes.com Technologies Inc.**  
**Summary of the Receiver's Statements of Account**  
**For the period February 15, 2017 to May 31, 2018**

Invoice Number	Invoice Date	For the Period Ending	Fees	Disbursements	Tax	Total
<b>Alvarez &amp; Maral Canada Inc.</b>						
1	11-May-17	February 28, 2017	\$ 32,910.00	\$ -	\$ 1,645.50	\$ 34,555.50
2	11-May-17	March 31, 2018	88,670.00	-	4,433.50	93,103.50
3	24-Oct-17	September 30, 2017	81,810.00	665.94	4,123.80	86,599.74
4	27-Jun-18	May 31, 2018	11,662.50	341.82	600.22	12,604.54
			<b>\$ 215,052.50</b>	<b>\$ 1,007.76</b>	<b>\$ 10,803.02</b>	<b>\$ 226,863.28</b>



**Alvarez & Marsal Canada Inc.**  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

May 11, 2017

Shoes.com Technologies Inc. (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoes.com Technologies Inc. (the “Company”)**

For professional services rendered for the period February 15 – February 28, 2017, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoes.com Technologies Inc. pursuant to the February 15, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Martin, Senior Vice President	12.4	\$700	\$8,680.00
T. Powell, Senior Director	35.8	500	17,900.00
V. Chan, Director	3.0	435	1,305.00
M. Lee, Senior Associate	16.0	300	4,800.00
M. Cheung, Executive Assistant	1.5	150	225.00
	<u>68.7</u>		<u>32,910.00</u>

Add: GST (5%)	<u>1,645.50</u>
<b>TOTAL INVOICE</b>	<b><u>\$34,555.50</u></b>

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Monica Cheung  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5410790  
**Reference #:** **810913 – Invoice #1**  
GST: 83486 3367 RT0001

**Shoes.com Technologies Inc. - 810913**

<u>Todd Martin</u>	<u>Description</u>	<u>Hrs.</u>
Feb 15	Initial receivership activities and planning items; receipt and review of final Order and consideration of paragraphs 28 and 29 regarding realization of IP and dealing with US Receiver; attend to email from US Receiver regarding interested parties;	4.0
Feb 16	Telephone conversation with Dentons regarding marketing of assets; Review prospective purchaser listings and related sales process matters; internal discussion regarding status of initial receivership matters and sales process generally;	0.5
Feb 17	Prepare for and attend on call with US Receiver; telephone conversation with Deans Knight; attend to email telephone conversation with interested party;	0.2
Feb 18	Review of joint marketing procedures and potential stalking horse process; telephone conversation with Arik Van Zandt (A&M Seattle) regarding sale and valuation issues surrounding sale of domain names; Review draft NDA from BLG; review list of interested parties from US Receiver;	1.0
Feb 20	Email with BLG regarding draft Asset Information Package and related documentation, domain ownership matters and proposed timing of sales process launch; research and review of data sites and information from A&M Seattle indicating historical transaction prices for domain names;	0.5
Feb 21	Attend to email and enquiries from interested parties; review data to be uploaded to Firmex data site and arrangements in respect of same; emails regarding provision of Asset Information Package and teaser document to Dentons and Deans Knight; email with BLG regarding certain disclosures in Asset Information Package; emails to and from US Receiver regarding sales process launch in Canada and related documentation;	1.5
Feb 22	Review data site and NDA's sent and other sales process matters; review advertisements in newspapers soliciting interest in assets;	1.0
Feb 23	Attend to enquires from interested parties; email to BLG regarding License issues and impact on sales process and communication to US Receiver regarding same; draft email to US Receiver regarding termination and assignment provisions in Shoes.com/Online Shoes license agreement;	0.5
Feb 24	Attend to various matters and emails regarding sales process;	1.5
Feb 27	Internal discussion and status update on sales process issues; telephone conference with Deans Knight regarding sales process status;	1.2



**Shoes.com Technologies Inc. - 810913**

Feb 28	Attend to various emails regarding sales process; email to secured creditors regarding status of sales process; receipt and review regarding interested party.	0.5
<b>TOTAL – T. Martin</b>		<b>12.4 hrs</b>



**Shoes.com Technologies Inc. - 810913**

<u>Tom Powell</u>	<u>Description</u>	<u>Hrs.</u>
Feb 15	Identify and secure Shoes.com Technologies records; internally discuss statutory notice requirements with M. Lee; notify bank and confirm bank balance; attend call with Gowlings WLG regarding BMO credit card facility and related cash collateral; attend to trademark matters; update list of potential purchasers; attend conference call with Brad Freedman, BLG, J. Mason and S. Clark regarding intellectual property and domain name matters; review website updates; respond to creditor enquiries; correspondence with US Receiver;	4.0
Feb 16	Review updated potential buyer list; attend head office site; respond to creditor enquiries; discuss financial accounting cut-off for Shoes.com Technologies with P. Wong; review web statistics for Shoes.com Technologies prepared by S. Clark;	4.0
Feb 17	Draft invitation for offers "teaser" document; coordinate server access from Digital Fortress; correspond with Inverness Group regarding US Receivership; review memorandum prepared by MEP Business Counsel regarding the ownership of various intellectual property among the group of companies; correspond with potential purchasers; draft non-disclosure agreement, form of offer, asset information package and other transaction documents; prepare electronic data room; coordinate backup of marketing materials with B. Glover; discuss equipment lease matters with E. Wang; discuss web data analytics with S. Clark; discuss intellectual property and privacy matters with M. Verbrugge; review Shoes.com Technologies intangible asset list with S. Clark; compile electronic data room materials;	4.0
Feb 18	Update draft teaser and asset information package and edit for T. Martin and BLG comments; review website updates;	1.3
Feb 20	Consolidate and update list of potential purchasers; discuss further edits to teaser and asset information package from M. Verbrugge, BLG; review updated list of Shoes.com Technologies assets; email Inverness Group regarding the assets to be included in the tender package; discuss customer privacy matters with BLG; attend to sales process matters; compile information for the electronic data room;	4.0
Feb 21	Prepare non-disclosure agreement for the sale solicitation process; attend to CRA tax matters; update asset information package; attend to data room updates; commence sale solicitation process and disseminate the teaser document; finalize initial list of potential purchasers;	4.0



**Shoes.com Technologies Inc. - 810913**

Feb 22	Attend to non-disclosure agreements; reply to potential purchaser enquiries; respond to landlord correspondence; prepare email to Deans Knight regarding timing of sales process; various sales process related matters; attend to retention of electronic and physical records;	4.0
Feb 23	Sale solicitation process matters; respond to due diligence requests; attend to data room updates; executed non-disclosure agreements; restore access to Digital Fortress servers; review and finalize statutory creditor notices and creditor list prepared by M. Lee;	4.0
Feb 25	Sales solicitation process and related matters; review update on statutory notices, internally discuss creditor enquiries with M. Lee;	1.5
Feb 27	Sale solicitation process and related matters; move out of head office;	2.0
Feb 28	Attend to sales process matters; review and approve accounts payable; email update on Shoes.com Technologies receivership to Caleres and Deans Knight; telephone call from Deans Knight; correspondence with Inverness Group; inspect head office premises; attend meeting with contractor.	3.0
<b>TOTAL – T. Powell</b>		<b>35.8 hrs</b>



**Shoes.com Technologies Inc. - 810913**

<u><b>Vicki Chan</b></u>	<u><b>Description</b></u>	<u><b>Hrs.</b></u>
Feb 27	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Feb 28	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room.	2.0
<b>TOTAL – V. Chan</b>		<b>3.0 hrs</b>



**Shoes.com Technologies Inc. - 810913**

<u><b>Marianna Lee</b></u>	<u><b>Description</b></u>	<u><b>Hrs.</b></u>
Feb 20	Attend to correspondence with interested parties re various matters; update data room;	4.0
Feb 22	Attend to correspondence with interested parties re various matters; update data room;	4.0
Feb 23	Attend to correspondence with interested parties re various matters; update data room;	4.0
Feb 24	Attend to correspondence with interested parties re various matters; update data room.	4.0
<b>TOTAL – M. Lee</b>		<b>16.0 hrs</b>



**Shoes.com Technologies Inc. - 810913**

<u>Monica Cheung</u>	<u>Description</u>	<u>Hrs.</u>
Feb 23	Prepare and mail Notice of Statement of the Receiver to creditors; attend to OSB matters.	1.5
<b>TOTAL – M. Cheung</b>		<b>1.5 hrs</b>





**Alvarez & Marsal Canada Inc.**  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

May 11, 2017

Shoes.com Technologies Inc. (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoes.com Technologies Inc. (the “Company”)**

For professional services rendered for the period March 1- 31, 2017, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoes.com Technologies Inc. pursuant to the February 15, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Martin, Senior Vice President	25.9	\$700	\$18,130.00
T. Powell, Senior Director	101.0	500	50,500.00
V. Chan, Director	14.0	435	6,090.00
M. Lee, Senior Associate	46.5	300	13,950.00
	<b>187.4</b>		<b>88,670.00</b>

Add: GST (5%) 4,433.50

**TOTAL INVOICE** **\$93,103.50**

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Monica Cheung  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5410790

**Shoes.com Technologies Inc. - 810913**

Reference #: 810913 – Invoice #2  
GST: 83486 3367 RT0001

<u>Todd Martin</u>	<u>Description</u>	<u>Hrs.</u>
Mar 6	Attend to various emails regarding sales process and parties interested in Shoes.com;	0.5
Mar 7	Attend to various emails regarding sales process and parties interested in Shoes.com;	0.5
Mar 8	Internal discussion and review of status of sales process;	0.5
Mar 9	Telephone conversation with Deans Knight regarding status of sales process; Internal discussion and review of status of sales process;	0.6
Mar 10	Update on status of select bidders on Shoes.com assets and domain name; internal discussion and update on Wells Fargo position on closing of a sale on IP assets;	1.5
Mar 13	Telephone conference with interested party; attend to arrangements for deposits and trust bank accounts; telephone conference with US Receiver, BLG and US Receiver counsel regarding ownership of Onlineshoes domain name and various matters concerning the sales process of the US Receiver;	0.7
Mar 14	Internal discussion and review of status of sales process;	0.5
Mar 15	Internal meeting and discussion regarding offers received to date and related matters; update table of NDA, data site visits and other related matters; email to Deans Knight on status of sales process;	1.0
Mar 16	Review of allocation of costs and review status of sales process;	0.5
Mar 17	Attend to various sales process matters and review offers and internal discussion and meeting regarding offers;	1.3
Mar 18	Review of offers and memorandum from BLG regarding sales of domain and personal privacy legislation;	1.0
Mar 19	Attend to various emails regarding offers; conference call with BLG regarding offers and next steps in sales process;	2.0
Mar 20	Review draft communication to secured creditors and internal discussion regarding same; Discussions with US Receiver in respect of offers received and next steps in Canadian proceedings;	1.0
Mar 21	Internal discussion and review of status of offers;	0.5



**Shoes.com Technologies Inc. - 810913**

Mar 22	Internal discussion and review of status of sales offers and arrange notification to successful bidder in Shoes.com process; conference call with BLG and Bennett Jones and Lane Powell regarding update for Wells Fargo and position in respect of closing of IP asset sale in Canada;	1.0
Mar 23	Internal discussion regarding outline of report and documentation regarding pending hearing to approve sale; review draft vesting order and related email with BLG; various emails from McMillan legal counsel to Wal-Mart on purchase of Shoes.com assets;	1.5
Mar 24	Attend to various emails with BLG and legal counsel to Caleres regarding sales process matters and pending application to approve offers;	1.0
Mar 25	Review documentation including Bill of Sale in Shoes.com asset sale and emails from BLG and McMillan;	0.5
Mar 26	Attend to various emails and sales process matters;	1.0
Mar 27	Conference call with BLG regarding sales process matters and Receiver's reporting in support of offers accepted; discuss form of bill of sale and notice of application and other Court documentation;	1.0
Mar 28	Telephone conversation with BLG regarding transfer of domain names and related sales process matters and request from Walmart counsel and treatment of License Agreement in US Receiver sale;	1.7
Mar 29	Review of proforma waterfall of realization proceeds and consideration of marshalling issues amongst secured creditors; review of email from BLG regarding closing matters relating to Shoes.com and internal discussion regarding same;	2.4
Mar 30	Attend to closing matters and internal discussions and meeting regarding same; review changes to draft Vesting Order as discussed between BLG and McMillan;	2.2
Mar 31	Preparation for Court hearing on sale of Shoes.com assets; review documentation relating to sale including Notice of Application and related materials.	1.5
<b>TOTAL – T. Martin</b>		<b>25.9 hrs</b>



**Shoes.com Technologies Inc. - 810913**

<b><u>Tom Powell</u></b>	<b><u>Description</u></b>	<b><u>Hrs.</u></b>
Mar 1	Attend to sale solicitation process matters; correspond with MEP Business Counsel regarding creditor enquiries; attend discussions with J. Mason, former director;	3.5
Mar 2	Attend to accounts payable matters; administer sale solicitation process;	2.5
Mar 3	Sale solicitation process matters; follow up with high priority potential purchasers; attend to data room updates;	2.5
Mar 6	Attend discussions with a potential purchaser's accounting firm regarding tax losses; sale solicitation process matters; respond to due diligence requests;	5.0
Mar 7	Sale solicitation process matters; meeting with S. Clark regarding GoDaddy and Network Solutions domain registries and sales process matters; electronic records back-up matters;	4.0
Mar 8	Attend meeting and review exit memorandum from P. Wong, controller; discuss response to creditor enquiries with MEP Business Counsel; various sales and due diligence requests;	4.0
Mar 9	Attend to sale solicitation process matters and due diligence requests;	4.0
Mar 10	Attend to sale solicitation process matters and due diligence requests;	4.0
Mar 11	Attend to sale solicitation process matters and due diligence requests;	2.0
Mar 12	Attend to sale solicitation process matters and due diligence requests;	2.0
Mar 13	Attend to sale solicitation process matters and due diligence requests; review mechanics of domain transfers and discuss same with S. Clark; update domain name lists; compile social media account login information; attend to website updates;	1.0
Mar 14	Attend to sale solicitation process matters and due diligence requests; administration of bids;	4.0
Mar 15	Attend to file administration; internally discuss post-filing GST matters with M. Lee; attend to sale solicitation process matters;	4.0
Mar 16	Attend to cost allocation matters; attend to sale solicitation process; administer bids; attend to update cost allocation matters;	4.0
Mar 17	Administer and review bids; various correspondence with bidders;	4.0



**Shoes.com Technologies Inc. - 810913**

Mar 18	Review and summarize bids; discuss same internally with T. Martin and with BLG;	2.5
Mar 19	Review and summarize bids; discuss same internally with T. Martin and with BLG;	1.0
Mar 20	Review additional bids received; provide update on bid results to Deans Knight, Caleres and Wells Fargo on bid results;	3.0
Mar 21	Record retention matters; discuss timing and logistics of closing with S. Clark; follow-up with BLG regarding secured lender views on bids; review and internal discussions regarding the status of offers;	2.5
Mar 22	Discussions with US Receiver; email to insurance broker; emails and telephone calls with bidders; draft email to unsuccessful bidders; various correspondence with secured lenders; review interim statement of cash receipts and disbursements; coordinate shutdown of data room with M. Lee;	4.0
Mar 23	Return deposits to unsuccessful bidders; correspondence with BLG; discuss domain transfer logistics with S. Clark; correspondence with unsuccessful bidders; respond to creditor enquiries;	3.5
Mar 24	Respond to creditor enquiry; respond to bidder enquiries; correspondence with legal counsel for secured lenders; review and approve estate accounts payable; file claims of Shoes.com Technologies in the US Proceeding; attend to file administration;	4.0
Mar 25	Record retention matters; discuss timing and logistics of closing with S. Clark; follow-up with BLG regarding secured lender views on bids;	1.5
Mar 26	Review application materials for Sale Approval and Vesting Order; correspondence with BLG;	1.5
Mar 27	Prepare first Report of the Receiver; attend to domain registration matters; review contractor payments; prepare for closing including GST documentation, domain name transfers; trademark matters; various correspondence with Walmart;	6.0
Mar 28	Attend to website updates; attend to accounts payable matters; correspondence with the US Receiver;	6.0
Mar 29	attend to file administration; attend to website updates; analysis of estate cost allocation;	2.0
Mar 30	review and approve estate accounts payable; review debt structure; prepare for closing of sale of assets to Walmart; telephone and email correspondence with Walmart;	6.0

**Shoes.com Technologies Inc. - 810913**

Mar 31	Attend conference call with Walmart representatives regarding process for domain name transfers; prepare for and attend Court hearing of application for Sale Approval and Vesting Order; attend to closing matters and coordinate domain transfers and other intangible assets; attend to website updates; review and approve estate accounts payable.	7.0
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<b>TOTAL – T. Powell</b>		<b>101.0 hrs</b>
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**Shoes.com Technologies Inc. - 810913**

<u><i>Vicki Chan</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Mar 1	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	3.0
Mar 2	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	2.0
Mar 3	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 6	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 7	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 8	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room; draft letter of employment as requested by employee; correspond with Ernst & Yong in regards to tax requests; review of financial statements; follow-up on notice of assessments; discuss tax loss implications with T. Powell;	1.5
Mar 9	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.5
Mar 10	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 13	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0

**Shoes.com Technologies Inc. - 810913**

Mar 14	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room.	1.0
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<b>TOTAL – V. Chan</b>		<b>14.0 hrs</b>
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**Shoes.com Technologies Inc. - 810913**

<u><i>Marianna Lee</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Mar 7	Attend to correspondence with interested parties re various matters; update data room; coordinate retrieval of backup hard drives;	3.5
Mar 8	Attend to correspondence with interested parties re various matters; update data room;	4.0
Mar 9	Attend to correspondence with interested parties re various matters; update data room;	3.0
Mar 10	Attend to correspondence with interested parties re various matters; update data room; attend call with Walmart;	4.0
Mar 13	Attend to correspondence with interested parties re various matters; update data room; review contractor invoices and prepare payments;	4.0
Mar 14	Attend to correspondence with interested parties re various matters; update data room; attend call with Canada Revenue Agency re various matters;	4.0
Mar 15	Attend to correspondence with interested parties re various matters; update data room;	3.0
Mar 16	Attend to correspondence with interested parties re various matters; update data room;	4.0
Mar 17	Attend to correspondence with bidders re banking details; review and analysis of bids;	4.0
Mar 20	Review bids and internal discussion re same; attend to banking matters;	0.5
Mar 21	Attend call with CRA re various GST and payroll matters; analysis of bids and deposits; analysis of payments on behalf of the US receiver; attend to books and records storage and destruction;	2.0
Mar 22	Respond to bidders; prepare receipts and disbursements statements; attend to return of deposits;	1.0
Mar 23	Attend to data room matters; review return of deposits and correspondence with bidders re same; update the Receiver's website; update receipts and disbursements	2.0
Mar 24	Review return of deposits and correspondence with bidders re same; perform allocation analysis of receipts and disbursements; review the first report of the Receiver	1.0



**Shoes.com Technologies Inc. - 810913**

Mar 27	Attend to return of bid deposits; review first report of the Receiver and compile appendices; draft proof of claim with respect to Onlineshoes.com and Shoes.com, Inc.;	2.0
Mar 28	draft proof of claim with respect to Onlineshoes.com and Shoes.com, Inc. and internal discussion re same; attend to website revisions; respond to creditor re motion materials;	1.0
Mar 29	Attend to allocation of disbursements; attend to website revisions;	0.5
Mar 31	Correspondence with Canada Revenue Agency re GST refund and various other matters including access codes, updating addresses, etc.; update the Receiver's website; prepare listing of social media accounts; attend to banking matters	3.0
<b>TOTAL – M. Lee</b>		<b>46.5 hrs</b>





**Alvarez & Marsal Canada Inc.**  
Licensed Insolvency Trustees  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

October 24, 2017

Shoes.com Technologies Inc. (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoes.com Technologies Inc. (the “Company”)**

For professional services rendered for the period April 1 – September 30, 2017, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoes.com Technologies Inc. pursuant to the February 15, 2017 Order of the Supreme Court of British Columbia.

<u><b>A&amp;M Personnel</b></u>	<u><b>Hours</b></u>	<u><b>Rate</b></u>	<u><b>Total</b></u>
T. Martin, Senior Vice President	15.30	\$700	\$10,710.00
T. Powell, Senior Director	108.75	500	54,375.00
M. Lee, Senior Associate	54.75	300	16,425.00
M. Cheung, Executive Assistant	2.00	150	300.00
	<u>180.80</u>		<u>81,810.00</u>
Add: Out of pocket expenses			
Offsite storage			220.25
Courier			174.75
Business meals			134.48
Mail forwarding services			91.46
Website maintenance			45.00
			<u>665.94</u>
			82,475.94
Add: GST (5%)			<u>4,123.80</u>
<b>TOTAL INVOICE</b>			<u><b>\$86,599.74</b></u>

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Audrey Ling  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5410790  
Reference #: **810913 – Invoice #3**  
GST: 83486 3367 RT0001

<u>Martin Todd</u>	<u>Description</u>	<u>Hrs.</u>
Apr 3	Draft email to T. Powell and Marianna Lee regarding webpage; internal discussion regarding interim distribution; review Second Declaration if US Receiver;	0.50
Apr 10	Review letter/email from L. Segal at Gowlings re Caleres enquiry; internal discussion regarding allocation of costs; conference call with M. Verbrugge regarding outstanding matters and next steps; review of waterfall schedule and discussion regarding same;	0.80
Apr 14	Attend to various administrative matters and emails;	0.50
Apr 20	Internal discussion regarding various sales closing matters in US receivership; attend to cash and banking matters; discuss DSW request for assignment of trademark agreements;	0.50
Apr 24	Review email from US Receiver regarding various claims of employees and other matters;	0.50
Apr 25	Attend to various emails and administrative matters;	0.50
Apr 26	Discussion with J. Sandrelli regarding secured creditor; discussion with M. Verbrugge and email from legal counsel to US Receiver;	1.20
Apr 27	Attend to various emails and administrative matters;	1.00
May 2	Attend to review of proforma distribution to secured creditor;	0.50
May 5	Attend to review of proforma distribution to secured creditor;	0.50
May 15	Internal discussion and meeting regarding distribution and reporting matters;	0.50
May 17	Internal discussion and meeting regarding distribution and reporting matters;	0.50
May 24	Review status of file with T. Powell and related administrative matters;	0.50
May 30	Attend to various emails;	0.50
Jun 12	Review emails regarding position of Wells Fargo and reporting matters;	0.50
Jun 16	Review draft report to Court and internal discussion regarding same; receipt and review of legal opinion;	1.00
Jun 26	Telephone conversation with M. Verbrugge regarding enquiry from shareholder and review of emails relating to same;	0.60

Jun 30	Review of order on distribution and internal discussion regarding same;	1.00
Jul 6	Review and attend to banking transfer matters and telephone conference with RBC foreign exchange desk;	0.50
Jul 21	Telephone conversation with T. Powell regarding request of US Receiver regarding Amazon sales and inventory and access to records;	0.50
Jul 24	Internal discussion regarding release of files in respect of Amazon sales to US Receiver;	0.50
Aug 16	Review of emails from counsel to Caleres; internal discussion regarding email to Caleres counsel; review of email from legal counsel to shareholder and reply from M. Verbrugge;	0.20
Aug 17	Review of draft email from M. Verbrugge to counsel to shareholder;	1.00
Aug 25	Review of draft emails from T. Powell to counsel to Caleres and internal discussion regarding same;	0.50
Sep 19	Review of legal fees and various emails from US Receiver;	0.50
<b>TOTAL</b>		<b>15.30</b>

<u>Tom Powell</u>	<u>Description</u>	<u>Hrs.</u>
Apr 3	Attend to website updates; attend to accounts payable matters; provide update to Deans Knight; review correspondence re US receivership proceedings; review interim statement of cash receipts and disbursements prepared by M. Lee; coordinate return of bid deposits; discuss domain transfer logistics with Shoebuy/Walmart; attend call with BLG regarding trademark transfers;	4.00
Apr 4	Attend to accounts payable matters; review Bennett Jones correspondence regarding Wells Fargo distribution; return bid deposits; discuss IT matters with J. Davidson, Inverness Group; various calls with Walmart regarding domain transfer and IP matters;	4.00
Apr 5	Review correspondence from Gowlings regarding Caleres; attend to website updates; attend to file administration; various correspondence with K. Baball, Walmart, regarding marketing data; various calls with BLG regarding privacy and CASL issues; internally discuss GST matter with M. Lee;	5.00
Apr 6	Provide update to Deans Knight; attend conference call with BLG regarding privacy and CASL matters; provide social media account details to Walmart; discuss Caleres enquiry with BLG;	2.50
Apr 7	Review US court materials and BLG summary of same;	1.00
Apr 10	Attend to insurance matters; review updated estimated realization schedule prepared by M. Lee; review letter from Lorne Segal, Gowlings; prepare schedule of illustrative distribution scenarios;	3.50
Apr 11	Correspond with US Receiver; review and approval of accounts payable; attend to file administration;	1.50
Apr 12	Attend call with Deans Knight; discussion with BLG regarding Receiver certificates; discuss CRA correspondence with MEP Business Counsel;	1.50
Apr 13	Attend to estate banking matters; attend to web and email domain and transfer matters with Walmart;	1.50
Apr 18	Correspond with US receiver; attend to accounts payable matters; Amazon FBA; update Jeffrey Mason, Former Director; discuss accounting matters with J. Davidson;	1.00
Apr 20	Attend to estate banking matters; correspond with the US receiver; respond to tax information requests; attend call with S. Clark;	2.00
Apr 24	Telephone discussions with S. Clark; review GIC rates with M. Cheung;	1.00
Apr 25	Correspond with US receiver regarding cost recoveries; attend to file administration; discussions regarding Digital Fortress server back-up;	1.00

Apr 26	Prepare security waterfall analysis and discuss with T. Martin; attend to file administration; review correspondence from legal counsel for US receiver; attend conference call with M. Verbrugge to discuss same;	2.00
Apr 28	Review updated interim statement of cash receipts and disbursements; internally discuss same with T. Martin; attend to file administration;	1.00
May 1	Review and approval of accounts payable; allocation of deposit interest;	1.00
May 2	Attend conference call with M. Verbrugge regarding distribution matters; perform analysis of distribution scenarios;	2.00
May 3	Attend calls with the US receiver; email and telephone correspondence with D. Cameron, Deans Knight; attend call with S. Clark regarding Walmart transition items;	2.00
May 4	Attend to file administration; email correspondence with B. Wilson regarding former employee claims;	1.00
May 5	Review statement of estimated realization and internally discuss it with M. Lee; attend to accounts payable;	2.00
May 9	Attend to insurance cancellations and various correspondence with HUB regarding same; attend to accounts payable matters; review draft distribution order;	1.00
May 11	Various correspondence with Deans Knight; attend to estate banking matters; attend to file administration; discuss Gerler, Caleres and their respective priority positions with M. Verbrugge; review US court materials;	3.00
May 12	Attend to accounts payable matters;	1.00
May 15	Discuss distribution mechanics with Deans Knight; review updated interim statement of cash receipts and disbursements; prepare pro forma distribution worksheet;	3.00
May 16	Email to Norton Rose Fulbright LLP; correspond with US receiver regarding financial record retention; prepare distribution analysis;	6.00
May 17	Discuss repayment of receiver borrowings with Deans Knight; attend to estate banking matters; attend call with M. Verbrugge regarding Gerler and Caleres claims;	1.50
May 18	Review court materials for US Proceedings; discuss same with BLG;	2.00
May 19	Attend to insurance cancellations and related refund and attend discussion with US receiver; email correspondence with A. Hennigar, MEP Business Counsel regarding creditor enquiries;	2.50

May 23	Review updated interim statement of cash receipts and disbursements; email to D Cameron, Deans Knight, regarding timing of a US distribution;	1.00
May 25	Internally discuss banking matters with M. Lee; internally discuss Gerler's position with T. Martin;	0.50
May 30	Review legal correspondence; discuss lender security documentation with M. Verbrugge, BLG;	1.00
Jun 7	Attend to file administration; emails to M. Verbrugge regarding, among other things, withdrawao of an objection for the US receiver to pay out Wells Fargo;	1.00
Jun 12	Review Deans Knight payout statement; review updated estimated realization schedule prepared by M. Lee;	2.00
Jun 13	Discuss accounting matters with M. Lee; review BLG priority opinion regarding priorities of Deans Knight and Caleres; email J. Davidson regarding cost reimbursements;	4.00
Jun 14	Draft 3 <sup>rd</sup> report of the Receiver;	6.00
Jun 19	Attend to accounts payable matters; review draft 3 <sup>rd</sup> report of the Receiver and related matters;	1.00
Jun 23	Discuss distribution application with M. Verbrugge; review updated payout statement from Deans Knight;	1.50
Jun 26	Provide email update to Deans Knight; review information request from counsel for an investor; discuss reply to same with M. Verbrugge;	1.00
Jun 29	Various correspondence with Deans Knight regarding distribution matters; review interim statement of cash receipts and disbursements;	1.00
Jun 30	Attend to estate banking matters; prepare for and attend Court hearing; reply to enquiry from D. Cameron, Deans Knight regarding interest accrual; review draft distribution calculation;	3.00
Jul 3	Attend to collapse of GIC to facilitate distribution; consolidate bank accounts;	1.00
Jul 4	Estate banking matters; prepare distribution;	1.00
Jul 5	Administration with respect to Deans Knight distribution including confirming recipients, wire details; coordinate banking rate conversions;	1.00
Jul 6	Various correspondence with Deans Knight; correspond with CRA regarding GST matters; prepare distribution schedule;	2.00

Jul 7	Review and approve distribution payments to Deans Knight;	1.50
Jul 11	Voicemail from Deans Knight; correspondence with US receiver;	0.50
Jul 12	Assist US receiver with identification of records;	0.50
Jul 13	Attend to Japanese trademark transfer issues;	0.25
Jul 20	Review and approve legal invoices; assist US receiver with identification of records;	0.25
Jul 21	Assist US receiver with identification of records;	0.25
Jul 24	Assist US receiver with identification of records;	1.00
Jul 31	Attend to accounts payable matters; review legal correspondence;	0.25
Aug 2	Review updated interim statement of cash receipts and disbursements;	1.00
Aug 8	Attend to Japanese trademark deed of assignment;	1.00
Aug 9	Review US Court materials;	0.25
Aug 14	Review corporate records to address shareholder information requests;	1.00
Aug 15	Discuss enquiry from Gowlings with BLG; review updated statement of estimated realizations prepared by M. Lee; prepare reply to Gowlings;	2.00
Aug 16	Review legal correspondence; attend to Fox Roschild LLP information requests on behalf of Lazarus Partners;	1.00
Aug 17	Compile corporate records to address information requests; correspondence with MEP Business Counsel regarding same;	1.75
Aug 18	Various email correspondence with M. Verbrugge regarding the appropriate contact for different Shoes subsidiaries; correspondence with Canadian Border Services Agency regarding unsecured claim;	2.00
Aug 21	Review BLG billing summaries and analyse same;	0.50
Aug 24	Review enquiry from Gowlings;	0.25
Aug 25	Prepare reply to Gowlings to address information request and provide updated statement of receipts and disbursements and estimated realization schedule; discuss same with M. Verbrugge; discuss GST filings with M. Lee; attend to accounts payable matters;	3.00
Aug 28	Attend to file administration; review BLG invoice detail and discuss detailed cost allocation;	1.00

Sep 13      Respond to CRA corporate records request.

1.00

**TOTAL – T. POWELL**

**108.75**

<u>Marianna Lee</u>	<u>Description</u>	<u>Hrs.</u>
Apr 3	Draft estimated realization schedule; attend to transfer of digital media;	2.50
Apr 4	Transfer of digital media and correspondence re same; correspondence with bank re return of deposit to Wolverine; attend to correspondence with Canada Revenue Agency re GST review and gather documents re same;	4.50
Apr 5	Attend to correspondence with Canada Revenue Agency re prior year GST returns and GST audit and review documentation re same; correspondence re banking matters;	2.00
Apr 6	Respond to creditor enquiries; review books and records in respect of 2016 GST filing and attend call with former employee and IT support re same;	2.50
Apr 10	Attend to GST examination matters and correspondence re same; draft correspondence to Canada Revenue Agency to open new GST/HST account and change to reporting period; review estimated realization schedule; respond to creditor enquiries;	2.50
Apr 11	Attend to matters relating to CRA GST audit and correspondence re same; draft summary of payments to US receiver;	2.00
Apr 12	Internal discussion and correspondence with B. Glover re GST examination and supporting documentation;	1.00
Apr 13	Telephone correspondence with Ability Commerce re installation of SQL Server to access backup files;	0.50
Apr 17	Download Microsoft Dynamics GP and correspondence with IT re same;	0.25
Apr 20	Attend to correspondence re GST refund; attend to general administrative matters;	1.50
Apr 21	Update website;	0.25
Apr 27	Internal discussion re GST matters and correspondence re same;	0.50
Apr 28	Attend to banking matters; update receipts and disbursements; attend to correspondence with Canada Revenue Agency re GST audit including extension of deadline and clarification of requirements;	1.00
May 1	Attend to correspondence with Canada Revenue Agency re GST refund and correspondence with Ability Commerce re software installation;	1.00
May 2	Attend to GST matters and correspondence with Ability Commerce re same;	0.25
May 5	Attend to correspondence re Microsoft GP software installation;	1.00
May 8	Prepare summary of payments on behalf of US receiver and gather documentation re same; review invoices and prepare payments;	1.00

May 12	Attend to correspondence with Ability Commerce re software installation and attend to general administrative matters;	0.25
May 15	Update R&D and estimated realizations; attend to correspondence with Ability Commerce and commence software installation; prepare payments; revise disbursements allocation schedule and gather documentation;	4.00
May 16	Review of amounts owing to Deans Knight Capital Management Ltd; review backup server materials for passwords; attend to banking matters;	1.00
May 17	Attend to banking matters and correspondence with BMO re same;	0.50
May 18	Update estimated realization and receipts and disbursements; attend to banking matters and correspondence re same; download GP software and troubleshoot SQL download in preparation of installations	1.50
May 23	Update estimated realization and receipts and disbursements; attend to banking matters	0.50
May 24	Attend to correspondence with CRA re review of books and records re Tr Corporate Tax returns for the years 2013 & 2014; attend to webex meeting with Ability Commerce to attempt software download;	1.50
May 25	Attend to correspondence with Ability Commerce and attempt software installation and backup restore;	0.50
Jun 2	Attend call with Canada Revenue Agency computer audit specialist re retrieval of backup data required for T2 audit and meet technician to supply backup files;	0.50
Jun 7	Update and reconciled receipts and disbursements and review of amounts paid by purchasers;	1.50
Jun 12	Update and reconcile receipts and disbursements and update estimated realization schedule;	1.50
Jun 13	Revisions to receipts and disbursements and estimated realization;	1.00
Jun 14	update receipts and disbursements and estimated realizations; attend to review and revisions to third report of the Receiver; attend to GST matters and send correspondence to the Canada Revenue Agency re same;	2.00
Jun 15	File GST return;	0.50
Jun 29	Update and reconcile receipts and disbursements and draft distribution summary to Deans Knight;	2.00
Jul 4	Update and reconcile receipts and disbursements and draft distribution summary to Deans Knight;	1.00
Jul 10	Correspondence with Royal Bank of Canada re wire; respond to creditors re product refunds;	0.50

Jul 18	Gather documentation for T2 corporate tax return audit;	1.00
Jul 20	Corrpondence with CRA re document review and coordinate off-site box retrieval; correspondence with Canada Revenue Agency re audit and backup data files;	1.00
Jul 25	Attend to CRA matters; coordinate document review;	0.50
Aug 2	Reconile R&D and statements of cash R&D;	0.50
Aug 15	Updated and reconcile receipts and disbursements; revise estimated realizations; attend to correspondence with PwC re Canada Revenue Agency request for information and document review; gather documentation re T2 audit;	1.50
Aug 17	draft response to Canada Revenue Agency re GST review;	0.50
Aug 21	Review legal fees; file GST returns and correspondence with Canada Revenue Agency re same;	1.00
Aug 23	Preparation of documents re T2 audit; attend to T2 audit and correspondence with CRA auditor re same;	0.50
Aug 25	Internal discussion re estimated realization and preparation of interim receipts and disbursements;	0.50
Aug 29	Review invoices and prepare payments;	0.25
Sep 12	Activate GST account and filing period, effective date, mailing address, among other things; arrange retrieval of record books from legal counsel for Canada Revenue Agency audit;	1.00
Sep 13	Correspondence with Canada Revenue Agency re record books review;	0.25
Sep 19	File GST returns for post-filing periods;	1.00
Sep 20	Update and reconcile receipts and disbursements; file GST return;	0.25
Sep 26	Attend call with Canada Revenue Agency re review of May 2017 GST return;	0.50
<b>TOTAL – M. LEE</b>		<b>54.75</b>

<u>Monica Cheung</u>	<u>Description</u>	<u>Hrs.</u>
5-Apr	Cancel and close MSP group account;	0.25
15-May	Prepare cheques;	0.25
6-Jun	Telephone correspondence with the Province of BC regarding the closing of MSP account;	0.50
6-Jul	Prepare wires for distribution.	1.00
<b>TOTAL – M. Cheung</b>		<b>2.00</b>



**Alvarez & Marsal Canada Inc.**  
Licensed Insolvency Trustees  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

June 27, 2018

Shoes.com Technologies Inc. (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoes.com Technologies Inc.**

For professional services rendered for the period October 1, 2017 to May 31, 2018, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoes.com Technologies Inc. pursuant to the February 15, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Martin, Senior Vice President	1.50	\$700	\$1,050.00
T. Powell, Senior Director	15.00	500	7,500.00
V. Chan, Director	2.50	435	1,087.50
M. Lee, Senior Associate	6.75	300	2,025.00
	<b>25.75</b>		<b>11,662.50</b>
Add: out of pocket expenses			
Mail forwarding services			274.32
Website maintenance			67.50
			<b>341.82</b>
Add: GST (5%)			600.22
<b>TOTAL INVOICE</b>			<b><u>\$12,604.54</u></b>

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Audrey Ling  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5508901  
**Reference #: 810913 – Invoice #4**  
GST: 83486 3367 RT0001

<u><i>Martin Todd</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Oct 17, 2017	Receipt and review of email from legal counsel and internal discussion regarding same;	0.5
Dec 19, 2017	Internal discussion and meeting regarding final distribution and outstanding matters.	1.0
<b>TOTAL – M. TODD</b>		<b>1.5 hrs.</b>



<u>Tom Powell</u>	<u>Description</u>	<u>Hrs.</u>
Oct 17, 2017	Review and consider correspondence from G. Treperinas; discuss same with BLG;	1.0
Oct 18, 2017	Draft response for BLG to respond to enquiries from Karr Tuttle Campbell;	1.0
Oct 24, 2017	Attend to CRA matters; attend to file administration;	1.0
Oct 25, 2017	Attend to CRA matters; email Gowlings regarding fees;	2.0
Oct 26, 2017	Correspond with BLG regarding prospects of settlement amongst Gerler and Caleres;	0.5
Jan 2, 2018	Prepare Fourth Report of the Receiver;	5.0
Jan 3, 2018	Finalize Fourth Report of the Receiver;	2.5
Jan 16, 2018	Prepare for and attend Court hearing; coordinate distribution with M. Lee.	2.0
<b>TOTAL – T. POWELL</b>		<b>15.0 hrs.</b>



<u>Vicki Chan</u>	<u>Description</u>	<u>Hrs.</u>
Dec 27, 2017	Preparation of 2016 corporate tax returns; and	2.0
Dec 28, 2017	Finalize and file 2016 corporate tax returns.	0.5
<b>TOTAL – V. Chan</b>		<b>2.5 hrs.</b>



<u><i>Marianna Lee</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Oct 16, 2017	Attend to banking matters; update and reconcile receipts and disbursements;	0.50
Oct 25, 2017	Review invoices and prepare payments;	0.25
Oct 26, 2017	Attend to banking matters and respond to creditor enquiries;	0.50
Oct 27, 2017	File GST returns;	0.25
Dec 15, 2017	Attend to banking matters and correspondence re same; update receipts and disbursements and prepare estimated realization schedule; attend to utilities and general vendor correspondence and matters;	1.00
Dec 18, 2017	Draft report schedules and revisions re same;	1.00
Dec 29, 2017	Draft report schedules and attend to tax return matters;	0.75
Feb 2, 2018	Attend to banking matters; prepare payments and correspondence re same;	0.25
Feb 9, 2018	Update and reconcile receipts and disbursements;	0.25
Feb 15, 2018	Gather documentation and draft response to Canada Revenue Agency re GST audit for the period October 1-31, 2017;	0.50
Feb 21, 2018	Attend call with Canada Revenue Agency re T2 filing and GST refunds and draft correspondence re same;	0.50
Feb 22, 2018	Update and reconcile receipts and disbursements; file GST returns;	0.25
Mar 22, 2018	Attend call with Canada Revenue Agency re GST returns for the period December 1-31, 2017 and provide documentation re same;	0.50
Apr 4, 2018	Update and reconcile receipts and disbursements; review bank reconciliation.	0.25
<b>TOTAL – M. LEE</b>		<b>6.75 hrs.</b>



**Shoeme Technologies Ltd.**  
**Summary of the Receiver's Statements of Account**  
**For the period February 15, 2017 to April 30, 2018**

Invoice Number	Invoice Date	For the Period Ending	Fees	Disbursements	Tax	Total
<b>Alvarez &amp; Maral Canada Inc.</b>						
1	11-May-17	February 28, 2017	\$ 138,680.00	\$ 902.53	\$ 6,979.13	146,561.66
2	11-May-17	March 31, 2018	88,750.00	1,240.60	4,499.53	94,490.13
3	24-Oct-17	September 30, 2017	69,080.00	1,708.27	3,539.41	74,327.68
4	18-May-18	April 30, 2018	8,312.50	274.38	429.34	9,016.22
			<b>\$ 304,822.50</b>	<b>\$ 4,125.78</b>	<b>\$ 15,447.41</b>	<b>\$ 324,395.69</b>



**Alvarez & Marsal Canada Inc.**  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

May 11, 2017

Shoeme Technologies Limited (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoeme Technologies Limited. (the “Company”)**

For professional services rendered for the period February 3 – 28, 2017, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoeme Technologies Limited pursuant to the February 3, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Martin, Senior Vice President	30.60	\$700	\$21,420.00
G. Karpel, Senior Director (Toronto)	6.60	600	3,960.00
C. Beveridge, Senior Director	5.00	550	2,750.00
T. Powell, Senior Director	111.55	500	55,775.00
V. Chan, Director	8.00	435	3,480.00
R. Gruneir, Associate (Toronto)	35.80	400	14,320.00
M. Lee, Senior Associate	111.00	300	33,300.00
M. Cheung, Executive Assistant	24.50	150	3,675.00
	<b>333.05</b>		<b>138,680.00</b>

Add: out of pocket expenses

Advertisement	662.57
Mail forwarding	182.90
Courier & postage	57.06
	<b>902.53</b>

139,582.53

Add: GST (5%)

6,979.13

**TOTAL INVOICE**

**\$146,561.66**

**Shoeme Technologies Limited - 810782**

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Monica Cheung  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5410790  
**Reference #:** 810782 – Invoice #1  
GST: 83486 3367 RT0001



**Shoeme Technologies Limited - 810782**

<u>Todd Martin</u>	<u>Description</u>	<u>Hrs.</u>
Feb 3	Initial receivership planning activities; initial attendance at Shoeme head office and meet with J. Mason and other employees of Shoes.me; arrange for retention of select employees and discuss priority matters; attend to various emails including email from US Receiver; various telephone conversations with interested parties;	4.1
Feb 4	Attend to various matters including consideration of employee retention, initial receivership activities, review of status update from T. Powell regarding first day activities; review draft email status update to Deans Knight;	2.5
Feb 6	Attend to various emails from suppliers, former employees and staff; review and respond to email from SICA; Prepare Receiver's Certificate for funding by Deans Knight; Internal emails and discussions regarding sale of retail inventories; Telephone conversation with D. Cameron of Deans Knight regarding status and initial activities of the Receiver; Contact independent legal counsel (Norton Rose) in respect of legal opinion on security interests registered against Shoeme;	1.5
Feb 7	Review company documentation regarding business plan, operating and sales metrics and related documentation in consideration marketing the assets and development of a teaser and Sales Process document; various emails including to J. Mills of Seyfarth Shaw LLP regarding the sale of domain names; Email to A. Henniger of MEP regarding security documentation; Telephone conversation with K. Siddall of Norton Rose regarding background and make up of secured creditors with a view to obtaining a legal opinion on security;	1.5
Feb 8	Internal discussions and email regarding update on status of various matters including consignment inventories; attend to request for information from Deans Knight; review of demand letter from Wells Fargo in respect of Shoes.com;	1.0
Feb 9	Attend to various emails from numerous interested parties; internal discussion regarding status update and progress on outstanding issues; review of offer from Maynards for retail inventories and communication with Deans Knight; email with US Receiver regarding US Receiver websites, information requests, treatment of interested parties and coordinating marketing efforts; email to Deans Knight and Dentons regarding pending sales process, treatment of interested parties and related matters; email with BLG regarding Maynards offer and court materials to seek approve of sale by Receiver; Review of draft orders and court materials in respect of Shoe.com receivership application by Deans Knight;	2.0



**Shoeme Technologies Limited - 810782**

Feb 10	Conference call with Dentons regarding Shoes.com receivership application, and related matters; telephone conversation and email with US Receiver regarding various matters including sharing of records, staffing availability, pending Shoes.com receivership, preliminary buyers listing and cost sharing matters; email with Dentons regarding Wells concerns regarding collaboration with US Receiver; Email with Deans Knight regarding shoes.com receivership application materials and US Receiver; attend to emails from interested parties; Review draft of Receiver's First Report in respect of sale of inventory to Maynard and related emails to/from BLG; email to/from BLG regarding Bill of Sale on Maynards sale and Winkworth v. Shoeme litigation;	1.6
Feb 11	Review of updated draft of Receiver's First report; email with BLG regarding and the Shoes.com receivership application and funding;	0.5
Feb 12	Attend to emails to and from A. Henniger regarding documentation underlying ownership of domain names and related assets; internal email with staff regarding IP issues arising in sales context and intercompany claims and balance sheet at receivership date; email from US Receiver regarding coordinating staff; update on outstanding matters and status report from staff;	1.5
Feb 13	Attend to emails from interested parties and update on status of receivership;	0.5
Feb 14	Internal discussion regarding outstanding matters and status report; Telephone conference with legal counsel to Caleres; telephone discussion with Norton Rose regarding security issues and guarantors;	1.4
Feb 15	Attend to email enquiry from SICA; attend to email from US Receiver regarding interested parties; internal email and discussion regarding leased computer equipment; emails from BLG regarding entered order on sale of Shoeme inventory; email from staff and legal counsel to sub tenant landlord at Toronto retail location and review of lease documentation;	1.0
Feb 16	Telephone conversation with Dentons regarding marketing of assets; telephone conversation with interested party regarding sales process, terms of a NDA and timing; attend to various emails and internal discussion regarding status of leased premises sales process considerations and related matters; attend to emails to and from SICA;	1.2
Feb 17	Prepare for and attend on call with US Receiver; telephone conversation with Deans Knight; attend to email telephone conversation with interested party;	1.2

## Shoeme Technologies Limited - 810782

Feb 18	Review of joint marketing procedures and potential stalking horse process; telephone conversation with contractor regarding vacating Burnaby location; telephone conversation with Arik Van Zandt (A&M Seattle) regarding sale and valuation issues surrounding sale of domain names;	1.2
Feb 20	Internal discussion and meeting regarding update on status of receivership matters including retained employees, arrangements to vacate leased premises in Vancouver, Burnaby and the retail locations in Toronto and Vancouver; email with BLG regarding draft Asset Information Package and related documentation, domain ownership matters and proposed timing of sales process launch; email with US Receiver regarding Digital Fortunes servers and access thereto, fixed asset listings included in Receiver's sales package and access to records generally; research and review of data sites and information from A&M Seattle indicating historical transaction prices for domain names; review and approve payments of contractors and suppliers;	1.5
Feb 21	Attend head office and review progress on vacating premises, dealing with leased assets, retained employees and closing books and records; review documentation relating to Sales Process; attend to email and enquiries from interested parties; review data to be uploaded to Firmex data site and arrangements in respect of same; emails regarding provision of Asset Information Package and teaser document to Dentons and Deans Knight; email with BLG regarding certain disclosures in Asset Information Package; emails to and from US Receiver regarding sales process launch in Canada and related documentation; emails regarding landlord claims relating to Toronto lease space;	1.5
Feb 22	Internal discussion regarding claims of Geodis at Brampton warehouse; review data site and NDA's sent and other sales process matters; attend to enquiry regarding proof of claim forms; review advertisements in newspapers soliciting interest in assets;	1.0
Feb 23	Email to staff regarding Amazon inventory and employee issues; email to BLG regarding Amazon accounts and related licensing matters; Email to US Receiver regarding sales process matters; attend to enquires from interested parties;	1.0
Feb 24	Attend to various matters and emails regarding sales process; review cash receipts and disbursements; provide update via email on status of receivership to Deans Knight;	1.0
Feb 27	Internal discussion and status update on sales process issues; telephone conference with Deans Knight regarding sales process status; attend to review and approval of payments to contractors and suppliers; attend and inspect premises at head office and review vacating process/steps with contractor;	1.4

**Shoeme Technologies Limited - 810782**

Feb 28      Attend to various emails regarding sales process.

0.5

**TOTAL – T. Martin**

**30.6 hrs**



**Shoeme Technologies Limited - 810782**

<u><i>Greg Karpel</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Feb 3	Draft emails to Geodis and Northam Realty with respect to receivership orders; correspondence with T. Powell with respect to receivership matters and updates on taking possession; meeting with Donald Ho, former employee, to take possession of keys for premises and other company property; attend at Queen West store and take possession of premises; discussions and correspondence with R. Gruneir regarding receivership matters; draft email/memo to T. Powell summarizing A&M's activities;	5.1
Feb 6	Correspondence with P. Jennings of Geodis regarding inventory in Brampton warehouse, follow-up call with T. Powell regarding same; correspondence and phone call with T. Kotalik of Geodis regarding inventory and occupation costs;	0.6
Feb 7	Discussions with R. Gruneir regarding site visit to Geodis site;	0.1
Feb 8	Correspondence with Northam Realty regarding Queen Street store location;	0.4
Feb 10	Discussions with Crupi Law counsel to Crocs Canada regarding Queen street location, follow-up call with T. Powell regarding same.	0.4
<b>TOTAL – G. Karpel</b>		<b>6.6 hrs</b>



**Shoeme Technologies Limited - 810782**

<u><i>Callum Beveridge</i></u>	<u><i>Description</i></u>	<u><b>Hrs.</b></u>
Feb 3	Attendance at call centre; prepared inventory of assets and equipment; discussions with landlord and security; discussions with T. Powell.	5.0
<b>TOTAL – C. Beveridge</b>		<b>5.0 hrs</b>



**Shoeme Technologies Limited - 810782**

<u>Tom Powell</u>	<u>Description</u>	<u>Hrs.</u>
Feb 3	Attend head office; arrange telephone calls with A&M Toronto representatives G. Karpel and R. Grunier; attend meetings with management including S. Clark and J. Mason; review and execute contractor retention letters; attend to file administration; various calls and emails regarding the liquidation of store inventory; discussions with C. Beveridge regarding taking possession of Burnaby premises; discuss status of United States receivership orders with J. Mason; contact landlords; discuss securing store locations with R. Butler, contractor; circulate A&M work plan; coordinate banking matters with M. Lee; attend to landlord matters; correspond with US receiver; send letter to Moneris payment processor regarding the status of the account; email insurance broker to arrange changing the named insured and loss payees; review insurance policies; review and edit draft WEPPA packages prepared by M. Lee; review key staff retention list; attend call with Borden Ladner Gervais LLP, legal counsel to the Receiver; attend to landlord matters; review inventory lists as at the receivership date;	8.0
Feb 4	Email liquidators regarding the store inventory; draft update email for Deans Knight Capital Management; discuss status of Toronto stores with G. Karpel and R. Grunier; discuss shoe inventory and consignment inventory with S. Clark; internal telephone call with T. Martin;	4.0
Feb 5	Discuss store inventory with S. Clark; email from D. Cameron, Deans Knight; coordinate inventory viewings with Maynards Industries; discussions with R. Butler and T. Martin regarding work plan for February 6, 2017;	2.5
Feb 6	Attend head office; discussions with contractors regarding their retention by the Receiver; attend to estate administration matters; review and execute task and term agreements; review property reclamation forms; review website updates; discuss contractor visit with the Burnaby landlord; respond to creditor and investor enquiries; attend to estate banking matters; discussions with A&M Toronto representatives regarding status of Ontario premises; assess entitlement to consignment inventory and correspondence with consignees; discuss electronic record retention with staff; respond to enquiries from potential purchasers;	8.0
Feb 7	Attend to file administration; correspond with equipment lessors; attend head office; coordinate sale of store location inventory; meetings and emails with head office landlord; review third party logistics facility update prepared by R. Grunier; attend to consignment inventory matters;	8.0



## Shoeme Technologies Limited - 810782

Feb 8	Meeting with J. Mason, former Director; discuss landlord matters with G. Karpel; confirm receipt of Receiver Borrowings; address information requests from secured lenders; attend to insurance matters; attend to retail stock sale matters; review statutory notices prepared by M. Lee; discuss Shoeme financial statement cut off with Patrick Wong; correspond with J. Davidson, Inverness Group; correspond with inventory consignors; update the list of potential purchasers; review lease agreements; review Amazon FBA summary from S. Clark; attend to Digital Fortress server suspension;	8.0
Feb 9	Correspondence with landlord of Mississauga premises and discuss same with R. Grunier; attend to Digital Fortress suspension matters; review and approve cheque requisitions; update list of potential purchasers; attend to website updates; review bids for store inventory; review revised statutory notices; review correspondence from Moneris (payment processor); draft update for secured lenders; draft First Report of the Receiver in support of application to approve the sale of the store inventory; attend to WEPPA matters; discuss entitlement to leased equipment with E. Wang, BLG;	8.0
Feb 10	Respond to store inventory bidders; discuss with R. Grunier regarding Mississauga landlord; correspond with J. Mason regarding server back-up matters; respond to property proof of claim forms; discuss banking matters with P. Wong, Controller; discuss electronic records retention and server back-ups with S. Fouchereau; attend head office site; update list of potential purchasers; attend call with the US Receiver; internally discuss creditor notices with M. Lee; review customer lists and discuss same with S. Clark; review contractor invoices; draft First Report of the Receiver;	8.0
Feb 11	Send draft First Report of the Receiver to BLG; send draft bill of sale to Maynards Industries; various correspondence with BLG;	1.25
Feb 12	Review email correspondence from Inverness Group; internally review work plan with T. Martin; review correspondence from A. Hennigar, MEP Business Counsel, regarding domain name and intellectual property matters; discuss timeline for vacating Burnaby call centre premises with R. Butler; update list of potential purchasers;	1.5
Feb 13	Attend to file administration; attend to accounts payable matters; various correspondence with Maynards Industries regarding store inventory;	1.0

## Shoeme Technologies Limited - 810782

Feb 14	Review and approve contractor payroll; correspond with landlords; discuss Bill of Sale with BLG; coordinate count of fixed assets; various correspondence with BLG; attend head office site; correspond with equipment lessors regarding identification and retrieval of leased equipment; discuss status of Ontario equipment with R. Grunier; respond to creditor enquiries; discuss vacating store premises with B. Scott; attend call with BLG intellectual property and privacy partner;	8.0
Feb 15	Discuss status of Burnaby premises with R. Butler; review list of potential purchasers; respond to employee enquiries; correspond with R. Grunier regarding vacating Toronto premises; review updated fixed asset count list; reply to landlord enquiries; review CASL compliance documentation for Shoeme customer list; attend to trademark matters; correspond with equipment lessors; coordinate the removal of store inventory from the store locations; update list of potential purchasers; attend call with Brad Freedman, BLG regarding intellectual property matters; internally discuss computer privacy matters with T. Martin;	4.0
Feb 16	Correspond with Geodis regarding storage of Brampton inventory; review update from R. Grunier regarding Toronto store inventory; review updated potential buyer list; attend head office site; respond to creditor enquiries; discuss financial accounting cut-off with P. Wong; discuss vacating the Burrard store location with R. Butler; review web statistics prepared by S. Clark; review update from G. Karpel regarding Queen Street Toronto location; discuss the status of the Moneris account with M. Lee; manage the pricing of the Amazon FBA stock with the assistance of S. Clark;	4.0
Feb 17	Draft invitation for offers "teaser" document; coordinate server access from Digital Fortress; correspond with Inverness Group regarding US Receivership; review memorandum prepared by MEP Business Counsel regarding the ownership of various intellectual property among the group of companies; correspond with potential purchasers; draft non-disclosure agreement, form of offer, asset information package and other transaction documents; prepare electronic data room; coordinate backup of marketing materials with B. Glover; discuss equipment lease matters with E. Wang; discuss web data analytics and Amazon FBA lock out with S. Clark; discuss intellectual property and privacy matters with M. Verbrugge; discuss Brampton inventory count with Geodis; review brand list and Shoeme intangible asset list with S. Clark; compile electronic data room materials; review analysis of Brampton inventory prepared by M. Lee;	4.0
Feb 18	Update draft teaser and asset information package and edit for T. Martin and BLG comments;	1.3

## Shoeme Technologies Limited - 810782

Feb 20	Consolidate and update list of potential purchasers; discuss further edits to teaser and asset information package from M. Verbrugge, BLG; discuss status of Amazon FBA with S. Clark; review update list of Shoeme assets; email Inverness Group regarding the assets to be included in the tender package; contact Geodis regarding status of the Brampton inventory count; discuss customer privacy matters with BLG; discuss vacating and cleaning of Queen Street premises with R. Grunier; attend to sales process matters; compile information for the electronic data room;	4.0
Feb 21	Correspond with equipment lessors; respond to enquiries from landlords; prepare non-disclosure agreement for the sale solicitation process; attend to CRA tax matters; update asset information package; attend to data room updates; coordinate IT contractor to remove information on computers; commence sale solicitation process and disseminate the teaser document; finalize initial list of potential purchasers;	4.0
Feb 22	Attend to non-disclosure agreements; reply to potential purchaser enquiries; respond to landlord correspondence; prepare email to Deans Knight regarding timing of sales process; discuss status of inventory count with Geodis; various sales process related matters; attend to retention of electronic and physical records; discuss Amazon FBA account with S. Clark;	4.0
Feb 23	Sale solicitation process matters; respond to due diligence requests; attend to data room updates; executed non-disclosure agreements; correspond with IT contractor cleaning the computer equipment; correspond with Roynat regarding leased assets; restore access to Digital Fortress servers; administer expedited sale process for head office fixed assets;	4.0
Feb 24	Sales solicitation process and related matters; review update on statutory notices including WEPPA, creditor notices and related enquiries from M. Lee; discuss inventory count status with Geodis; perform analysis of Shoeme customer list; coordinate vacating of head office; arrange sale of head office fixed assets to Able Auctions;	4.0
Feb 25	Sale solicitation process and related matters; move out of head office;	1.5
Feb 26	Sale solicitation process; negotiate non-disclosure agreements;	0.5
Feb 27	Electronic records back-up matters; sale solicitation process; vacating head office; discuss financial accounting records back-up with P. Wong; review interim statement of cash receipts and disbursements;	6.0

**Shoeme Technologies Limited - 810782**

Feb 28	Attend to sales process matters; review and approve accounts payable; correspond with Blue Chip Leasing; telephone call from Deans Knight; correspondence with Inverness Group; inspect head office premises and return keys to landlord; attend meeting with contractor.	4.0
<b>TOTAL – T. Powell</b>		<b>111.55 hrs</b>



**Shoeme Technologies Limited - 810782**

<u><i>Vicki Chan</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Feb 27	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room; tracking and analysis of receipts and disbursements;	5.0
Feb 28	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room; draft response to letter received from landlord's legal counsel; update and reconcile receipts and disbursements.	3.0
<b>TOTAL – V. Chan</b>		<b>8.0 hrs</b>



**Shoeme Technologies Limited - 810782**

<u><i>Ryan Gruneir</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Feb 3	Meet with D. Ho, former employee of Shoeme, in order to provide him with a copy of appointment order and obtain all keys; attend Mississauga warehouse in order to enter premise and take account of Shoeme property; call with G. Karpel to discuss notice on door of warehouse and fact that I was unable to access warehouse due to locks being changed; call with T. Powell re: same; draft email to T. Powell re: same; call W. O'Rourke of Orlando Corporation (Landlord of Warehouse) to advise of receivership appointment; attend Queen store location with G. Karpel to spot check inventory and obtain all keys; call Reliable Lock & Safe to schedule appointment to change Queen store locks; draft and send email to W. O'Rourke of Orlando Corporation to provide appointment order and schedule warehouse site visit; provide T. Powell update re: Reliable Lock & Safe and appointment scheduled on 02/04/2017;	4.8
Feb 4	Attend Queen store to meet with Reliable Lock & Safe and change locks; draft and send email to T. Powell and G. Karpel to advise completion of lock change; draft and send email to Reliable Lock & Safe to billing information;	1.4
Feb 6	Correspondence with L. Lee of Orlando Corp. to organize time to visit Mississauga warehouse; attend Mississauga warehouse and take several photographs to outline face that no inventory is on site; call with T. Powell to discuss observations at Mississauga warehouse; draft and send email to L. Lee of Orlando Corp. to get him to confirm the lease was terminated; draft and send email to T. Powell and G. Karpel to provide all photos, etc.;	3.6
Feb 7	Attend Geodis 3PL facility and observe all inventory on hand; discussions with S. Dad and T. Kotalik of Geodis to determine current inventory procedures and controls in place; take photographs of all inventory on hand; draft and send email to T. Powell and G. Karpel to provide update re: Geodis facility;	4.1
Feb 8	Correspondence with K. Ali and N. Armstrong of Northam Realty Advisors Ltd. to schedule time to meet at 356 Queen St. in order to perform Boiler maintenance;	0.3
Feb 9	Call with L. Lee of Orlando Corp. re: Mississauga warehouse; review email sent by L. Lee afterwards and provide to T. Powell for review;	0.3
Feb 13	Correspondence with T. Powell re: disbursements to pay and action items for the week; call with J. Gomez, former Shoeme employee re: laptop return;	0.6



**Shoeme Technologies Limited - 810782**

Feb 14	Correspondence with T. Powell re: Shoeme computer equipment; attend 356 Queen Street store in order to obtain serial numbers for all computer equipment on site; draft and send email to T. Powell to outline all computer equipment serial numbers; contact B. Scott of Maynards to discuss inventory packaging and pick-up;	1.8
Feb 15	Attend 356 Queen Street store in order to supervise delivery of moving boxes; correspondence with T. Powell to discuss inventory moving timeline; call with J. Gomez to discuss laptop return; organize courier service to pick up laptop; provide T. Powell with additional laptop serial number; draft and send email to J. Gomez, former Shoeme employee, to provide appointment order and provide courier instructions;	4.1
Feb 16	Open and Attend 356 Queen Street store in order to provide B. Scott and staff access to store to begin packing inventory; draft and send email to T. Powell to provide update re: Shoeme Ontario; attend 356 Queen Street store in PM to supervise and observe progress; attend 356 Queen Street store in the evening to lock up; provide T. Powell with update re: same;	3.5
Feb 17	Open and Attend 356 Queen Street store in order to provide B. Scott and staff access to store to continue packing inventory; correspondence with B. Scott of Maynards to provide update on progress re: inventory packing; provide T. Powell update re: 356 Queen Street store;	3.1
Feb 18	Open and Attend 356 Queen Street Store to provide B. Scott, staff and movers access; attend 356 Queen street store to take pictures of store with all inventory removed and lock up. Draft and send email to T. Powell to provide photos and update;	2.4
Feb 21	Correspondence with T. Powell re: cleaning Queen Street store; correspondence with K. Ali of Northam Realty to discuss same; draft and send email to T. Powell to provide update re: Ontario; Attend Queen Street Store to supervise cleaning; take photos of Queen Street store to document clean up; provide photos to T. Powell to re: same;	3.9
Feb 22	Correspondence with N. Armstrong of Northam Realty to discuss return of Queen Street store keys; correspondence with C. Crupi, Legal counsel to Crocs re: same; follow-up correspondence with R. O'Malley, Crocs Management, re: returning store;	1.3
Feb 23	Follow-up with R. O'Malley to obtain address for key delivery;	0.3
Feb 27	Follow-up email and phone call with R. O'Malley to determine where to send Queen Street store keys.	0.3

**TOTAL – R. Gruneir**

**35.8 hrs**



**Shoeme Technologies Limited - 810782**

<u><i>Marianna Lee</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Feb 3	Attend head office; draft documents including the Form 87 notice and statement of receiver, creditor list, newspaper advertisement, Canada Revenue Agency RC59 form, Wage Earner Protection Program Act ("WEPPA") notice, task and term agreements, reclamation of property forms; draft letters to BMO and Moneris to transfer funds to the receiver; prepare receiver's website; attend to general file administration matters;	8.0
Feb 6	Attend head office; draft documents including the Form 87 notice and statement of receiver, creditor list, newspaper advertisement, WEPPA notice and review of employee severance amounts, task and term agreements; attend meeting with US receiver; respond to creditor and former employee enquiries; attend to correspondence with interested parties; attend to general file administration matters;	8.0
Feb 7	Attend head office; attend to employee and WEPPA matters and correspondence re same; revise Form 87 notice and statement of receiver and correspondence re same; review and update potential buyer list; respond to creditor and former employee enquiries; attend to correspondence with interested parties; attend to correspondence with landlords;	8.0
Feb 8	Attend head office; attend to employee and WEPPA matters and correspondence re same; revise Form 87 notice and statement of receiver and correspondence re same; review and update potential buyer list; respond to creditor and former employee enquiries; attend to correspondence with interested parties;	8.0
Feb 9	Attend head office; attend to correspondence with former employees, customers and creditors; respond to various interested parties and update potential buyer list; attend to task and term matters and draft contractor payroll report; attend to correspondence with Bank of Montreal re transfer of funds; attend to correspondence with Moneris legal counsel; revise Form 87 notice and statement of the receiver; attend to WEPPA notice revisions; draft first report of the receiver;	8.0
Feb 10	Attend head office; attend to correspondence with former employees, customers and creditors; respond to various interested parties and update potential buyer list; revise Form 87 notice and statement of the receiver; finalize WEPPA notices and attend to mail out of same;	10.0
Feb 13	Attend head office; attend to creditor enquiries; update potential buyer list; attend to employee T4 and WEPPA matters; prepare contractor payments; attend to landlord matters and correspondence re same; finalize first report of the receiver;	8.0

**Shoeme Technologies Limited - 810782**

Feb 14	Attend to creditor enquiries; update potential buyer list; attend to employee T4 and WEPPA matters; review and consolidate inventory listing; attend call with landlord; attend to correspondence with equipment lessors and review property claims; attend to contractor payment matters; attend to banking matters;	8.0
Feb 15	Attend to correspondence with employees re T4s and WEPPA matters; attend to correspondence with creditors and customers; correspondence with BMO re transfer of funds and attend to various banking matters; attend calls with interested parties and update potential buyer list; coordinate equipment pick-up with WA-21;	9.0
Feb 16	Attend to correspondence with various interested parties and update potential buyer list; coordinate equipment pick-up with WA-21; attend to correspondence with BMO; update the receiver's website; attend to calls with former employees re WEPPA application guidance and T4s;	8.0
Feb 17	Attend to correspondence with equipment lessors; attend to correspondence with former employees re T4s and WEPPA application; review inventory listing; update potential buyer list; update the receiver's website; attend to correspondence with creditors; attend to data room matters;	11.0
Feb 20	Attend head office; attend to data backup matters; attend to receiver website revisions; respond to interested parties and update potential buyer list; revise inventory listing; correspondence with equipment lessors; attend to correspondence with employees re T4s and WEPPA matters;	4.0
Feb 21	Respond to employee enquiries re WEPPA and T4s; respond to equipment lessors and attend to website matters;	1.0
Feb 22	Respond to creditor enquiries; correspondence with employees re WEPPA matters; review invoices for payment; attend to NDA and data room access matters; coordinate document storage of books and records; attend to banking matters; attend to correspondence with various interested parties; attend call with ADP re employee T4s;	4.0
Feb 23	Attend to correspondence with payment processor; respond to creditor enquiries; respond to employees re WEPPA matters; attend to NDAs and data room matters and correspondence with interested parties re same; attend to correspondence with equipment lessors re assignments; correspondence with ADP re T4s; attend to general file administration matters;	4.0

**Shoeme Technologies Limited - 810782**

Feb 24	Attend to correspondence with employees re WEPPA matters; correspondence with interested parties; attend to correspondence with equipment lessors; review contractor invoices; draft sales process advertisements; attend to general file administration matters.	4.0
<b>TOTAL – M. Lee</b>		<b>111.0 hrs</b>



**Shoeme Technologies Limited - 810782**

<u>Monica Cheung</u>	<u>Description</u>	<u>Hrs.</u>
Feb 7	Telephone correspondence with the OSB regarding the setup of the estate;	0.25
Feb 8	Prepare for WEPPA mailout;	1.0
Feb 9	Attend to banking related matters; prepare for WEPPA mailout;	1.25
Feb 20	Prepare contractor payroll; submit WEPP claims;	1.5
Feb 21	Attend to administrative matters relating to WEPP and proof of claims; submit WEPP claims; fax invitations for offers to potential buyers;	4.0
Feb 22	Submit WEPP claims; update POC listing; attend to advertising matters;	5.0
Feb 23	Submit WEPP claims; Update POC listing; attend to advertising matters; Update R&D;	4.25
Feb 24	Submit WEPP claims;	2.0
Feb 27	Update POC listing; attend to employee inquiries regarding same; prepare and mail contractor payroll;	2.5
Feb 28	Respond to employees regarding their T4s and proof of claim; update WEPP claims online.	2.75
<b>TOTAL – M. Cheung</b>		<b>24.5 hrs</b>





**Alvarez & Marsal Canada Inc.**  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

May 11, 2017

Shoeme Technologies Limited (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoeme Technologies Limited. (the “Company”)**

For professional services rendered for the period March 1 - 31, 2017, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoeme Technologies Limited pursuant to the February 3, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Martin, Senior Vice President	13.7	\$700	\$9,590.00
T. Powell, Senior Director	82.0	500	41,000.00
V. Chan, Director	17.0	435	7,395.00
R. Gruneir, Associate (Toronto)	14.1	400	5,640.00
M. Lee, Senior Associate	66.0	300	19,800.00
M. Cheung, Executive Assistant	35.5	150	5,325.00
	<b>228.3</b>		<b>88,750.00</b>

Add: out of pocket expenses

Website maintenance	742.50
Storage	370.00
Courier & postage	128.10
	<b>1,240.60</b>

**89,990.60**

Add: GST (5%)

**4,499.53**

**TOTAL INVOICE**

**\$94,490.13**

**Shoeme Technologies Limited - 810782**

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Monica Cheung  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5410790  
**Reference #: 810782 – Invoice #2**  
GST: 83486 3367 RT0001



**Shoeme Technologies Limited - 810782**

<u><i>Todd Martin</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Mar 1	Receipt and review of Notice of Motion from US Receiver; attend to sales process matters and materials; email from BLG regarding Notice of Motion in US; emails from legal counsel to Toronto premises landlord; email from interested parties;	0.5
Mar 2	Review and approve payments to contractors and suppliers and internal discussion regarding Geodis on going costs regarding Brampton warehouse; emails from interested parties; review status of offers made to date;	0.5
Mar 3	Internal discussion and review of status of sales process;	0.5
Mar 8	Review and approve payments to contractors and other suppliers; Internal discussion and review of status of sales process;	0.5
Mar 9	Telephone conversation with Deans Knight regarding status of sales process; Internal discussion and review of status of sales process; review and approve payments to contractors;	0.8
Mar 13	Telephone conference with interested party; attend to arrangements for deposits and trust bank accounts;	0.7
Mar 14	Review email regarding CRA requests for audits; Internal discussion and review of status of sales process;	0.5
Mar 15	Internal meeting and discussion regarding offers received to date and related matters; update table of NDA, data site visits and other related matters; email to Deans Knight on status of sales process; review of payroll funding from US Receiver;	1.0
Mar 16	Review of allocation of costs to US Receiver and internal discussion regarding same; attend to enquiries from interested parties;	0.5
Mar 17	Attend to various sales process matters and review offers and internal discussion and meeting regarding offers;	1.3
Mar 18	Review of offers and memorandum from BLG regarding sales of domain and personal privacy legislation;	0.5
Mar 19	Attend to various emails regarding offers; conference call with BLG regarding offers and next steps in sales process;	0.5
Mar 20	Review draft communication to secured creditors and internal discussion regarding same; Discussions with US Receiver in respect of offers received and next steps in Canadian proceedings;	1.7
Mar 21	Internal discussion and review of status of offers;	0.5

**Shoeme Technologies Limited - 810782**

Mar 22	Internal discussion and review of status of sales offers and arrange notification to successful bidder in Shoeme process;	0.5
Mar 23	Telephone conversation with legal counsel to creditor with potential claim on lease of new premises in Vancouver; internal discussion regarding outline of report and documentation regarding pending hearing to approve sale; review draft vesting order and related email with BLG;	0.7
Mar 24	Attend to various emails with BLG and legal counsel to Caleres regarding sales process matters and pending application to approve offers;	1.0
Mar 27	Conference call with BLG regarding sales process matters and Receiver's reporting in support of offers accepted; discuss form of bill of sale and notice of application and other Court documentation;	0.5
Mar 28	Telephone conversation with BLG regarding transfer of domain names and related sales process matters;	0.5
Mar 29	Review of proforma waterfall of realization proceeds and consideration of marshalling issues amongst secured creditors; review of draft vesting order to DSW and related matters; email regarding Amazon inventory and Bill of Sale.	0.5
<b>TOTAL – T. Martin</b>		<b>13.7 hrs</b>



**Shoeme Technologies Limited - 810782**

<u><i>Tom Powell</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Mar 1	Reply to enquiries from former employees; attend to sale solicitation process matters; correspond with MEP Business Counsel regarding creditor enquiries; pursue recovery of credit balance with a supplier; attend discussions with J. Mason, former director;	3.5
Mar 2	Attend to accounts payable matters; attend to inventory count matters; administer sale solicitation process; review Shoeme customer list analysis;	2.5
Mar 3	Sale solicitation process matters; discuss Geodis lien claim with M. Verbrugge; follow up with high priority potential purchasers; attend to data room updates;	4.0
Mar 6	Attend discussions with a potential purchaser's accounting firm regarding tax losses; sale solicitation process matters; respond to due diligence requests; attend to WEPPA matters;	3.0
Mar 7	Sale solicitation process matters; Amazon FBA follow-up; meeting with S. Clark regarding Amazon FBA, GoDaddy domain registry and sales process matters; arrange inventory viewings; discuss Geodis lien claim matters with M. Verbrugge; electronic records back-up matters; review various correspondence between M. Verbrugge and H. Chaiton, legal counsel to Geodis, regarding lien claims and related matters;	4.0
Mar 8	Review Geodis inventory count methodology and documentation; attend meeting and review exit memorandum from P. Wong, controller; discuss response to creditor enquiries with MEP Business Counsel; various sales and due diligence requests;	4.0
Mar 9	Attend to sale solicitation process matters and due diligence requests;	4.0
Mar 10	Attend to sale solicitation process matters and due diligence requests;	4.0
Mar 13	Arrange inventory viewings; attend to sale solicitation process matters and due diligence requests; review mechanics of domain transfers and discuss same with S. Clark; update domain name lists; compile social media account login information; attend to website updates; discussions with M. Verbrugge regarding Geodis lien claims;	4.0
Mar 14	Attend to sale solicitation process matters and due diligence requests; enquire with E. Wang, BLG, regarding legal opinion on privacy matters relating to customer list sales; administration of bids;	4.0

## Shoeme Technologies Limited - 810782

Mar 15	Attend to file administration; internally discuss post-filing GST matters with M. Lee; attend to sale solicitation process matters; review summary of bids received to date;	4.0
Mar 16	Attend to cost allocation matters; attend to sale solicitation process; administer bids; discuss customer privacy matters with BLG; attend to update cost allocation matters;	4.0
Mar 17	Review memorandum from BLG regarding customer privacy issues; administer and review bids;	4.0
Mar 20	Review and summarize bids; discuss same internally with T. Martin and with BLG; Review additional bids received; attend call with legal counsel for Amazon; provide update on bid results to Deans Knight, Caleres and Wells Fargo on bid results;	3.0
Mar 21	Record retention matters; discuss timing and logistics of closing with S. Clark; follow-up with BLG regarding secured lender views on bids; review and internal discussions regarding the status of offers;	2.5
Mar 22	Discussions with US Receiver; email to insurance broker; emails and telephone calls with bidders; draft email to unsuccessful bidders; various correspondence with secured lenders; review interim statement of cash receipts and disbursements; coordinate shutdown of data room with M. Lee;	4.0
Mar 23	Return deposits to unsuccessful bidders; review correspondence from H. Chaiton regarding Brampton inventory; correspondence with BLG; discuss domain transfer logistics with S. Clark; correspondence with unsuccessful bidders;	3.5
Mar 24	Respond to creditor enquiry; respond to bidder enquiries; correspondence with legal counsel for secured lenders; review and approve estate accounts payable; provide information to BLG for drafting the DSW bill of sale; file claims of Shoeme in the US Proceeding; attend to file administration;	4.0
Mar 25	Discussions with BLG regarding DSW sale; discuss timing of DSW close internally with T. Martin and with BLG;	1.5
Mar 26	Attend discussions with BLG regarding DSW transaction and related matters; review draft Shoeme court materials; review correspondence between H. Chaiton and M. Verburgge regarding distribution matters;	1.5

**Shoeme Technologies Limited - 810782**

Mar 27	Internal discussions with Toronto A&M representatives regarding Shoeme bids and transaction closing; review update from M. Verbrugge, BLG, regarding Geodis claim; attend to banking matters; discuss draft bill of sale with S. Maffet; attend to domain registration matters; review contractor payments; discussion with BLG regarding customer lists;	2.0
Mar 28	Attend to website updated; outline Second Report of the Receiver; attend to accounts payable matters; correspondence with the US Receiver;	2.0
Mar 29	Draft Second Report of the Receiver; attend to file administration; attend to website updates; review of detailed Geodis invoices provide in support of the Geodis lien claim; calls and emails with Dentons regarding Amazon FBA; analysis of estate cost allocation; review draft application materials for Sale Approval and Vesting Order;	6.0
Mar 30	Discussions with Geodis regarding process and cost for preparing inventory for shipment; review and approve estate accounts payable; review Geodis analysis prepared by M. Lee; review debt structure;	2.0
Mar 31	Correspond with S. Maffet regarding closing matters and Geodis contacts; review correspondence from H. Chaitons; attend to website updates; review and approve estate accounts payable.	1.0
<b>TOTAL – T. Powell</b>		<b>82.0 hrs</b>



**Shoeme Technologies Limited - 810782**

<u><i>Vicki Chan</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Mar 1	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	3.0
Mar 2	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	3.0
Mar 3	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	2.0
Mar 6	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 7	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 8	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room; draft letter of employment as requested by employee; correspond with Ernst & Yong in regards to tax requests; review of financial statements; follow-up on notice of assessments; discuss tax loss implications with T. Powell;	2.5
Mar 9	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0
Mar 10	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.5
Mar 13	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room;	1.0

**Shoeme Technologies Limited - 810782**

Mar 14	Managed sales process of intellectual property and inventory including correspondence with potential buyers, reviewing and accepting non-disclosure agreements, and tracking and adding users to the data room.	1.0
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<b>TOTAL – V. Chan</b>		<b>17.0 hrs</b>
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**Shoeme Technologies Limited - 810782**

<b><u>Ryan Gruneir</u></b>	<b><u>Description</u></b>	<b><u>Hrs.</u></b>
Mar 2	Call with T. Powell to discuss inventory count at Geodis facility; email to S. Dad and T. Kotalik of Geodis to discuss and schedule inventory count;	0.6
Mar 3	Correspondence with T. Powell to discuss timeline to perform inventory count. Correspondence with S. Dad and T. Kotalik of Geodis to discuss same;	0.7
Mar 6	Correspondence with T. Powell re: inventory count at Geodis facility and site visit with bidder;	0.3
Mar 7	Attend Geodis facility and supervise potential bidder's observation of inventory; perform inventory tests counts on inventory items counted by Geodis employees; meeting with S. Dad of Geodis to discuss inventory count controls and procedures; correspondence with T. Powell to provide update re: inventory count;	7.5
Mar 8	Prepare Inventory test count schedule to outline results of inventory count performed on 03/07/2017; prepare memo to document inventory count controls and procedures; call with B. Scott of Maynards to discuss inventory on hand at Geodis facility; correspondence with G. Jenkinson re: delivery of Shoeme keys to Northam Realty; follow-up email to Northam Realty to advise of key delivery; correspondence with T. Powell to ensure Geodis is aware of site visit;	2.5
Mar 13	Correspondence with T. Kotalik and S. Dad of Geodis in order to obtain final inventory listing; call with S. Dad to walkthrough inventory listing; update and tie inventory listing to inventory count performed; update formatting of same; draft and send email to T. Powell to provide documents and observations.	2.5
<b>TOTAL – R. Gruneir</b>		<b>14.1 hrs</b>



**Shoeme Technologies Limited - 810782**

<u><i>Marianna Lee</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Mar 7	Attend to correspondence with employees re WEPPA; attend to correspondence with interested parties re various matters; coordinate retrieval of backup hard drives;	3.5
Mar 8	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters;	3.0
Mar 9	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters; update data room;	3.0
Mar 10	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters; update data room; attend call with Walmart;	3.0
Mar 13	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters; review contractor invoices and prepare payments;	4.0
Mar 14	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters; attend call with Canada Revenue Agency re various matters;	3.0
Mar 15	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters; attend call with equipment lessor;	3.0
Mar 16	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with interested parties re various matters;	3.0
Mar 17	Attend to correspondence with employees re WEPPA; attend to correspondence with bidders re banking details; review and analysis of bids;	3.0
Mar 20	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; review bids and internal discussion re same; attend to banking matters;	2.0
Mar 21	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; review invoices; attend call with CRA re various GST and payroll matters; analysis of bids and deposits; analysis of payments on behalf of the US receiver; attend to books and records storage and destruction;	2.0

**Shoeme Technologies Limited - 810782**

Mar 22	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; review invoices and prepare payment; attend call with CRA re 2016 payroll matters; respond to bidders; prepare receipts and disbursements statements; attend to return of deposits;	5.0
Mar 23	Attend to data site matters; Attend to correspondence with employees re WEPPA; respond to creditor enquiries; review return of deposits and correspondence with bidders re same; update the Receiver's website; analysis of 2016 payroll discrepancy; update and revise receipts and disbursements;	4.0
Mar 24	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; perform allocation analysis of receipts and disbursements; attend to 2016 payroll reconciliation; review return of bid deposits and correspondence re same;	4.0
Mar 27	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to return of bid deposits;	2.0
Mar 28	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; draft revisions to the receiver's website; draft second report of the receiver; attend to correspondence re return of bid deposit;	6.0
Mar 29	Attend to correspondence with employees re WEPPA and T4s; respond to creditor enquiries; attend to allocation of disbursements; revise draft second report of the receiver; revise receiver website; attend to general administration matters;	5.5
Mar 30	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; update draft second report and finalize; attend to analysis of Geodis accounts payables and correspondence re same; update receipts and disbursements;	4.0
Mar 31	Attend to correspondence with employees re WEPPA; respond to creditor enquiries; attend to correspondence with Canada Revenue Agency re GST account and review of documentation re same; prepare schedule of social media accounts.	3.0
<b>TOTAL – M. Lee</b>		<b>66.0 hrs</b>

**Shoeme Technologies Limited - 810782**

<u>Monica Cheung</u>	<u>Description</u>	<u>Hrs.</u>
Mar 1	Update POC listing; telephone & email correspondence with employees regarding same; attend to advertising matters;	2.0
Mar 2	Attend to telephone and email correspondence; update POC listing; review contractor invoices & prepare payment;	2.0
Mar 3	Telephone & email correspondence with employees regarding proof of claim forms;	0.5
Mar 6	Update POC listing; attend to WEPP matters; attend to telephone & email correspondence with employees regarding their proofs of claim and WEPPA claim;	3.25
Mar 7	Respond to employee matters regarding their proof of claim forms; prepare and mail contractor payroll;	2.0
Mar 8	Attend to employee matters regarding POC; updated POC listing;	1.0
Mar 9	Email correspondence with former employees regarding their POC and WEPP application; update POC listing; mail WEPP trustee information form to former employees;	1.5
Mar 10	Mail WEPP trustee information form to former employees;	0.5
Mar 14	Attend to WEPPA matters; update POC listing; telephone and email correspondence with former employees; attend to banking related matters;	2.5
Mar 15	Update POC listing; attend to email and telephone correspondence with former employees regarding WEPP submission and POC; reminder calls to former employees to submit their POC; prepare and mail contractor payroll;	4.0
Mar 16	Attend to email and telephone correspondence with former employees regarding their WEPP and POC; update POC listing; attend to banking related matters; reminder calls to former employees to submit their POC;	3.5
Mar 17	Attend to telephone and email correspondence with former employees regarding their WEPPA and POC; Attend to banking and filing related matters;	4.0
Mar 20	Attend to telephone and same as last week. re POC and WEPPA; update POC listing;	1.0
Mar 21	Attend to email and telephone correspondence with former employees regarding POC and WEPPA claim;	2.0

**Shoeme Technologies Limited - 810782**

Mar 22	Attend to email correspondence with former employees regarding POC and WEPPA; update POC listing;	1.0
Mar 23	Prepare wire transfers to return bids; attend to telephone and email correspondence with former employees regarding their POC;	1.25
Mar 24	Attend to email correspondence with former employees re POC; update POC listing; prepare wires for return of bid deposits;	1.25
Mar 27	Update POC listing; attend to administration matters;	0.5
Mar 28	Update POC listing;	0.5
Mar 29	Attend to email and telephone correspondence with former employees regarding their WEPPA claim and POC; update POC listing;	1.0
Mar 31	Update POC listing.	0.25
<b>TOTAL – M. Cheung</b>		<b>35.5 hrs</b>





**Alvarez & Marsal Canada Inc.**  
Licensed Insolvency Trustees  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

October 24, 2017

Shoeme Technologies Limited (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoeme Technologies Limited. (the “Company”)**

For professional services rendered for the period April 1 – September 30, 2017, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoeme Technologies Limited pursuant to the February 3, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Martin, Senior Vice President	5.40	\$700	\$3,780.00
T. Powell, Senior Director	86.50	500	43,250.00
M. Lee, Senior Associate	71.25	300	21,375.00
M. Cheung, Executive Assistant	4.50	150	675.00
	<b>167.65</b>		<b>69,080.00</b>
Add: out of pocket expenses			
Website maintenance			922.50
Mail forwarding services			365.79
Offsite storage			226.51
Courier and postage			193.47
			<b>1,708.27</b>
			<b>70,788.27</b>
Add: GST (5%)			<b>3,539.41</b>
<b>TOTAL INVOICE</b>			<b>\$74,327.68</b>

**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Audrey Ling  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5410790  
Reference #: **810782 – Invoice #3**  
GST: 83486 3367 RT0001

<u><b>Todd Martin</b></u>	<u><b>Description</b></u>	<u><b>Hrs.</b></u>
Apr 4	Attend to transaction details and internal discussion regarding logistics and next steps; attend to emails from Gowlings regarding Geodis claim; internal discussion regarding WEPPA matters and attend to signing Bill of Sale;	1.40
Apr 5	Receipt and review letter from L. Segal of Gowlings and related email to M. Verbrugge and T. Powell; Review Order and closing matters including Bill of Sale and side letter and internal discussion regarding same;	1.00
Apr 6	Internal discussion regarding status of transaction closing, IT matters and other administrative matters;	0.50
Apr 7	Attend to transaction closing matters and internal discussion regarding same;	1.00
Apr 10	Review letter from L. Segal and cost allocation issues; Conference call with M. Verbrugge;	0.50
Apr 14	Attend to general administrative matters;	0.50
Apr 18	Attend to review and approval of cheques and payments.	0.50
<b>TOTAL – T. MARTIN</b>		<b>5.40</b>

<u>Tom Powell</u>	<u>Description</u>	<u>Hrs.</u>
Apr 3	Attend to website updates; attend to accounts payable matters; provide update to Deans Knight; review correspondence re US receivership proceedings; review interim statement of cash receipts and disbursements prepared by M. Lee; attend to correspondence from Geodis regarding its lien claim; coordinate return of bid deposits; review status of Amazon FBA inventory;	1.50
Apr 4	Attend to accounts payable matters; attend to Geodis lien claim matters; discussion with DSW regarding wire information; review Bennett Jones correspondence regarding Wells Fargo distribution; discussions with BLG regarding DSW sale;	1.50
Apr 5	Review correspondence from Gowlings regarding Caleres; correspond with DSW regarding closing matters; attend to website updates; attend to file administration; correspondence from C. Cheuk, Dentons, regarding Amazon FBA inventory;	5.00
Apr 6	Conference call with Oslers; coordinating closing DSW transaction and related matters; provide update to Deans Knight;	2.50
Apr 7	DSW closing matters; attending to web domain transfer matters; discuss collapsing of credit card facility with BLG;	3.00
Apr 10	Shoe inventory sales matters; domain transfer logistics; attend to insurance matters; review Amazon FBA account; review updated estimated realization schedule prepared by M. Lee;	3.50
Apr 11	Attend to DSW matters; domain transfer logistics; correspond with US receiver; customer list transfer matters;	3.50
Apr 12	Attend call with Deans Knight; BLG regarding receiver certificates; assist M. Lee with reply to LEF consignment vendor enquiry;	2.50
Apr 13	Attend to estate banking matters; review property proof of claim;	2.50
Apr 17	Review note from Chaitons LLP regarding Geodis;	1.00
Apr 18	Correspond with US receiver; attend to accounts payable matters; Amazon FBA; update Jeffrey Mason, Former Director;	1.50
Apr 19	Trademark assignments with DSW;	0.50
Apr 20	Attend to estate banking matters; correspond with the US receiver; review BLG note to Gowlings and Dentons regarding Geodis lien analysis; attend call with S. Clark;	1.00
Apr 24	Review ROEs for former employees; discuss DSW inventory removal with Geodis and DSW;	1.00
Apr 25	Correspond with US receiver regarding cost recoveries; respond to Geodis enquiry, attend to file administration;	1.00



Apr 26	Prepare security waterfall analysis and discuss with T. Martin; attend to file administration; review correspondence from legal counsel for US receiver; attend conference call with M. Verbrugge to discuss same;	1.00
Apr 27	Attend to Amazon FBA inventory matters; telephone call with Deans Knight;	1.25
Apr 28	Discussions with DSW regarding Brampton inventory; review updated interim statement of cash receipts and disbursements;	1.00
May 1	Shoeme domain matters; review and approval of accounts payable;	1.00
May 2	Attend call with Borden Ladner Gervais LLP; attend to insurance matters; discuss distribution with M. Verbrugge; attend to estate banking and deposit matters;	2.00
May 3	Attend call with Deans Knight; review Deans Knight quantum of claim; attend to accounts payable matters;	2.00
May 4	Discuss trademark agreement with BLG; reply to enquiry from Brad Wilson, former President;	1.00
May 5	Review statement of estimated realization and internally discuss it with M. Lee; attend to accounts payable;	2.00
May 8	Discuss Ontario inventory matters with R. Grunier;	1.00
May 9	Attend to insurance cancellations and various correspondence with HUB regarding same; attend to accounts payable matters; review draft distribution order;	1.00
May 10	Discuss Geodis lien claim with M. Verbrugge and review draft reply;	1.00
May 11	Various correspondence with Deans Knight; coordinate transfer of BMO Amazon FBA proceeds; review BLG email to Chaitons LLP regarding Geodis lien claim; review US court materials;	2.00
May 15	Discuss distribution mechanics with Deans Knight; review updated interim statement of cash receipts and disbursements;	1.00
May 16	Reply to CRA enquiry from CBSA; email to Norton Rose Fulbright LLP;	2.00
May 17	Internally discuss status of BMO monies with M. Lee; discuss repayment of Receiver Borrowings with Deans Knight; discuss Gerler enquiry with BLG;	0.50
May 18	Review court materials for US Proceedings;	1.00
May 19	Attend to insurance cancellations and related refund and attend discussion with US receiver;	0.75
May 23	Review updated interim statement of cash receipts and disbursements;	0.50
May 24	Correspond with US receiver; confirm distributions with Deans Knight;	0.50

May 25	Internally discuss banking matters with M. Lee;	0.25
May 29	Internally discuss Amazon FBA inventory status with M. Lee;	1.00
May 30	Review legal correspondence; discuss lender security documentation with M. Verbrugge, BLG;	1.00
May 31	Review documentation requests from US receiver;	0.50
Jun 2	Correspond with DSW regarding Shoeme transaction matters;	0.25
Jun 7	Attend to file administration; respond to landlord enquiry regarding former Toronto store location;	1.00
Jun 8	Respond to DSW enquiries; M. Lee regarding tax matters;	1.00
Jun 12	Review Deans Knight payout statement; review updated estimated realization schedule prepared by M. Lee;	2.00
Jun 13	Discuss accounting matters with M. Lee; review BLG priority opinion;	1.50
Jun 14	Draft 3 <sup>rd</sup> report of the Receiver;	2.00
Jun 19	Attend to accounts payable matters; review draft 3 <sup>rd</sup> report of the Receiver and related matters;	1.00
Jun 23	Discuss distribution application with M. Verbrugge; review updated payout statement from Deans Knight;	1.50
Jun 26	Provide email update to Deans Knight;	1.00
Jun 29	Various correspondence with Deans Knight regarding distribution matters; review interim statement of cash receipts and disbursements;	1.00
Jun 30	Attend to estate banking matters; prepare for and attend Court hearing;	1.25
July 4	Attend to file administration;	0.50
July 5	Administer payment of Geodis lien claim;	1.00
July 6	Various correspondence with Deans Knight; correspond with CRA regarding GST matters;	1.00
July 7	Respond to enquiry from the purchaser of the US assets regarding amazon FBA inventory; distribution to Deans Knight;	0.50
July 18	Attend to physical records storage matters;	1.00
July 19	Assist with information requests from US purchaser;	0.25
July 20	Assist with information requests from US purchaser;	0.25



July 21	Assist with information requests from US purchaser;	0.25
July 24	Discussion with J. Davidson regarding Etailz enquiry;	1.00
July 31	Attend to accounts payable matters; review legal correspondence;	0.25
Aug 2	Review updated interim statement of cash receipts and disbursements;	1.00
Aug 3	Amazon FBA matters;	1.00
Aug 9	Review US Court materials;	0.25
Aug 15	Discuss enquiry from Gowlings with BLG; review updated statement of estimated realizations prepared by M. Lee;	2.00
Aug 16	Review legal correspondence;	1.00
Aug 21	Review BLG billing summaries and analyse same;	0.50
Aug 24	Review enquiry from Gowlings;	0.25
Aug 25	Prepare reply to Gowlings; discuss same with M. Verbrugge;	2.00
Aug 28	Amazon FBA inventory matters;	1.00
Aug 29	Review BLG time allocation;	0.25
Sep 13	Respond to CRA corporate records request.	1.00
<b>TOTAL - T. Powell</b>		<b>86.50</b>



<u>Marianna Lee</u>	<u>Description</u>	<u>Hrs.</u>
Apr 3	Update the receiver's website and review; review invoices and prepare cheque/wire requisitions;	2.50
Apr 4	Attend to correspondence with former employees re WEPPA;	1.00
Apr 5	Attend to correspondence with former employees re WEPPA and T4 matters; update the Receiver's website; review and format CASL customer list; correspondence re banking matters; review invoices and prepare payment; review 2016 payroll records and attend to correspondence with Canada Revenue Agency re same;	4.00
Apr 6	Respond to creditor enquiries and various employees re T4 and WEPPA matters;	2.00
Apr 10	Update and reconcile receipts and disbursements; revise estimated realizations; review invoices and prepare payment; internal discussion re Canada Border Services Agency correspondence and draft response re same; attend to email service provider matters; review invoices and prepare payments; respond to creditor enquiries; respond to former employees re WEPPA and T4s;	2.50
Apr 11	Draft summary of payments to US receiver; attend to correspondence with Moneris; attend to general administrative matters; attend to WEPPA matters;	1.50
Apr 12	Attend call with Service Canada re employee matters and provide documentation re same; correspondence with LEF Industries re consignment inventory; attend call with former employee re WEPPA;	2.00
Apr 13	Respond to LEF Industries re consignment inventory;	0.50
Apr 17	Attend to correspondence re reclamation of property and equipment; prepare schedule of social media logins; file GST return;	1.00
Apr 18	Update receipts and disbursements;	0.50
Apr 20	Respond to creditor enquiries; internal discussion re Canada Revenue Agency T2 audit; review 2017 T4s and correspondence re same;	1.50
Apr 21	Reconcile receipts and disbursements; attend call with former employee re WEPPA matters;	1.00
Apr 24	Respond to creditor enquiries including the Ministry of Environment and various others; respond to notices of civil claims; respond to former employees re T4s and WEPPA and review of documentation re same;	2.50
Apr 25	Attend to correspondence with creditors; prepare summary of payments to US receiver; review backup drive requests from US receiver;	1.00
Apr 26	Attend to employee matters and correspondence re same;	0.50
Apr 27	Attend to banking matters;	0.50



Apr 28	Attend to banking matters; update receipts and disbursements; attend to correspondence with former employee re WEPPA;	1.00
May 1	Attend to correspondence with former employee and review of documents re same;	1.00
May 2	Attend to 2017 T4 matters;	0.25
May 3	Attend to banking matters and general administrative matters;	0.50
May 4	Attend to general administrative matters;	0.25
May 8	Prepare summary of payments on behalf of US receiver and gather documentation re same; review invoices and prepare payments; attend to correspondence re inventory; attend to correspondence with RBC re DPSP account;	1.50
May 9	Correspondence with Chargo re inventory; respond to former employee inquiry re T4s;	0.25
May 11	Draft correspondence to CRA re payroll withholdings discrepancy notice; attend to correspondence re overdue PST returns;	1.50
May 15	Update R&D and estimate realizations; prepare payments; revise disbursements allocation schedule and gather documentation;	3.50
May 16	Respond to creditor enquiries; respond to request for employee records; respond to Canada Border Services Agency; close PST account; review Geodis invoices and payments; attend to banking matters;	3.00
May 18	Update estimated realization and receipts and disbursements; attend to banking matters and correspondence re same;	0.50
May 23	Update estimated realization and receipts and disbursements; attend to banking matters;	0.50
May 24	Attend to correspondence with CRA re review of books and records relating to the T2 Corporate Tax returns for the years 2013 & 2014;	0.50
May 29	Review Amazon FBA inventory, prices and banking information and make revisions to same;	3.00
Jun 1	Attend to correspondence with Canada Revenue Agency re T2 audit; respond to creditor enquiry;	0.50
Jun 2	Attend call with Canada Revenue Agency computer audit specialist re retrieval of backup data required for T2 audit and meet technician to supply backup files; correspondence with Service Canada re former employee matters; review employee files in response to Service Canada request for information;	2.00
Jun 5	Attend call with Service Canada re former employee and WEPPA;	0.25

Jun 6	Attend call with Canada Revenue Agency re request for review of March and April 2017 GST ITCs; gather and provide documentation in support of same;	1.00
Jun 7	Update and reconciled receipts and disbursements and review of amounts paid by purchasers;	1.50
Jun 12	Update and reconcile receipts and disbursements and update estimated realization schedule;	1.50
Jun 13	Attend call with Canada Revenue Agency re payroll trust examination and gather documentation re same; attend to correspondence re 2017 T4s; revisions to receipts and disbursements and estimated realization;	3.00
Jun 14	Attend call with Canada Revenue Agency re GST review of the periods March 1-31, 2017 and April 1-30, 2017; update receipts and disbursements and estimated realizations; attend to review and revisions to third report of the Receiver; attend to GST matters;	2.00
Jun 15	File GST return; attend call with Able Auctions re GST portion of equipment sale;	1.00
Jun 19	meeting and discussion with CRA trust examiner; attend call re WEPPA; respond to creditor enquiries; attend call with CRA re backup data retrieval;	1.50
Jun 29	Correspondence with BLG re Canada Border Services Agency; update and reconcile receipts and disbursements;	1.00
Jul 11	Attend call with Service Canada re employee matters and WEPP; attend call with Canada Revenue Agency re T2 and GST audits;	1.50
Jul 12	Respond to creditor enquiries;	0.50
Jul 13	Update Receiver's website;	0.25
Jul 14	Respond to Service Canada re employee matters; respond to creditors;	1.00
Jul 17	Complete Worksafe Payroll reports;	1.50
Jul 18	Gather documentation for T2 corporate tax return audit;	1.00
Jul 19	Attend to Canada Revenue Agency audit matters; attend to correspondence with Meridian OneCap re equipment;	1.00
Jul 25	Attend call with Canada Border Services Agency re review and draft email correspondence re same;	1.00
Aug 21	Review legal fees; file GST returns and correspondence with Canada Revenue Agency re same;	1.00
Aug 22	Gather documents re Canada Revenue Agency payroll inquiry;	1.50

Aug 23	Preparation of documents re T2 audit; attend to T2 audit and correspondence with CRA auditor re same; respond to CBSA re penalties; attend to correspondence with Ability Commerce re refund;	1.00
Aug 25	Internal discussion re estimated realization and preparation of interim receipts and disbursements;	0.50
Aug 28	Attend to CRA payroll audit and follow up questions with auditor re same;	0.50
Aug 29	Review invoices and prepare payments;	0.25
Sep 12	Arrange retrieval of record books from legal counsel for Canada Revenue Agency audit;	0.25
Sep 13	Correspondence with Canada Revenue Agency re record books review;	0.25
Sep 19	Refile GST returns for post-filing periods;	1.00
Sep 20	Update and reconcile receipts and disbursements; file GST return;	0.25
<b>TOTAL – M. LEE</b>		<b>71.25</b>



<u>Monica Cheung</u>	<u>Description</u>	<u>Hrs.</u>
Apr 5	Cancel and close Shaw account;	0.25
Apr 11	Attend to mail forwarding matters;	0.25
Apr 24	Email correspondence with former employees regarding the status of their WEPP claim;	0.25
May 15	Prepare cheques;	0.25
Jun 14	Telephone correspondence with ADP regarding 2017 T4's;	0.75
Jun 16	Mail 2017 T4s;	1.50
Jun 19	Mail 2017 T4s.	1.25
<b>TOTAL – M. CHEUNG</b>		<b>4.50</b>





**Alvarez & Marsal Canada Inc.**  
Licensed Insolvency Trustees  
400 Burrard Street  
Suite 1680, Commerce Place  
Vancouver, BC V6C 3A6  
Phone: +1 604 638 7440  
Fax: +1 604 638 7441

June 27, 2018

Shoeme Technologies Limited (In Receivership)  
c/o Alvarez & Marsal Canada Inc.  
Suite 1680 – 400 Burrard Street  
Vancouver, BC V6C 3A6

**Re: Shoeme Technologies Limited.**

For professional services rendered for the period October 1, 2017 to May 31, 2018, in connection with the appointment of Alvarez & Marsal Canada Inc. as Receiver of Shoeme Technologies Limited pursuant to the February 3, 2017 Order of the Supreme Court of British Columbia.

<u>A&amp;M Personnel</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
T. Powell, Senior Director	9.50	\$500	\$4,750.00
V. Chan, Director	2.50	435	1,087.50
M. Lee, Senior Associate	8.25	300	2,475.00
	<u>20.25</u>		<u>8,312.50</u>

Add: out of pocket expenses	
Mail forwarding services	<u>274.38</u>

Add: GST (5%)	<u>429.34</u>
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<b>TOTAL INVOICE</b>	<b><u><u>\$9,016.22</u></u></b>
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**Mail Instructions:**

Alvarez & Marsal Canada ULC  
Attn: Audrey Ling  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver, B.C. V6C 3A6

**Wire Instructions:**

Bank: TD Canada Trust  
Account Name: Alvarez & Marsal Canada ULC  
Swiftcode: TDOMCATTTOR  
Bank Address: 55 King Street West  
Toronto, ON M5K 1A2  
Bank Transit #: 10202  
Institution #: 0004  
Account #: 5508901  
Reference #: **810782 – Invoice #4**  
GST: 83486 3367 RT0001

<u><i>Tom Powell</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Jan 2, 2018	Prepare Fourth Report of the Receiver;	5.0
Jan 3, 2018	Finalize Fourth Report of the Receiver;	2.5
Jan 16, 2018	Prepare for and attend Court; coordinate distribution with M. Lee.	2.0
<b>TOTAL - T. Powell</b>		<b>9.5</b>

<u><i>Vicki Chan</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Dec 27, 2017	Preparation of 2016 corporate tax returns; and	2.0
Dec 28, 2017	Finalize and file 2016 corporate tax returns.	0.5
<b>TOTAL – V. Chan</b>		<b>2.5 hrs.</b>

<u><i>Mariann Lee</i></u>	<u><i>Description</i></u>	<u><i>Hrs.</i></u>
Oct 6, 2017	Attend to correspondence with Canada Revenue Agency re GST audit requests;	0.25
Oct 16, 2017	Attend to correspondence with Canada Revenue Agency re GST audit requests; gather documentation and draft response re same;	3.00
Oct 18, 2017	Update and reconcile receipts and disbursements; respond to Canada Revenue Agency requests for former employee information;	1.00
Oct 19, 2017	Draft response to Canada Revenue Agency re audit request;	0.50
Oct 24, 2017	Attend to general administrative matters;	0.50
Oct 25, 2017	Review invoices and prepare payments;	0.25
Oct 26, 2017	Attend to banking matters;	0.25
Oct 27, 2017	File GST returns;	0.25
Nov 3, 2017	Respond to creditor enquiries;	0.50
Jan 11, 2018	File GST returns;	0.25
Jan 30, 2018	Attend call with Canada Revenue Agency re former employee WEPP payments and insurable earnings;	0.25
Feb 9, 2018	Attend to bank reconciliations;	0.25
Feb 16, 2018	Update receipts and disbursements and reconcile;	0.25
Feb 22, 2018	File GST returns;	0.25
Mar 16, 2018	Respond to former employee re T4s and other matters; review bank reconciliations;	0.25
Apr 4, 2018	Review bank reconciliations.	0.25
<b>TOTAL – M. LEE</b>		<b>8.25 hrs.</b>

## APPENDIX B

**Shoes.com Technologies Inc.**  
**Summary of the Receiver's Legal Counsel's Statement of Account**  
**For the period February 15, 2017 to September 11, 2018**

Invoice Number	Invoice Date	For the Period Ending	Fees	Disbursements	GST	PST	Total
<b>Borden Ladner Gervais LLP</b>							
697460626	12-May-17	May 10, 2017	\$ 61,284.00	\$ 1,064.95	\$ 3,112.52	\$ 4,294.73	\$ 69,756.20
697474592	30-Jun-17	May 31, 2017	8,826.00	106.20	446.61	620.97	9,999.78
697496588	8-Sep-17	June 30, 2017	10,047.00	-	502.35	703.29	11,252.64
697496598	18-Aug-17	August 17, 2017	3,948.00	-	197.40	276.36	4,421.76
697498876	14-Sep-17	August 31, 2017	1,465.00	8.10	73.66	102.55	1,649.31
697548858	31-Dec-17	December 31, 2017	1,805.50	2.40	90.40	126.39	2,024.69
697554669	13-Feb-18	January 31, 2018	6,196.50	107.93	315.23	433.76	7,053.42
			93,572.00	1,289.58	4,738.17	6,558.05	106,157.80
<b>Norton Rose Fulbright Canada LLP (Note 1)</b>							
409207	13-Apr-17	March 31, 2017	9,391.63	121.00	475.63	658.22	10,646.48
			9,391.63	121.00	475.63	658.22	10,646.48
<b>Total</b>			<b>\$ 102,963.63</b>	<b>\$ 1,410.58</b>	<b>\$ 5,213.80</b>	<b>\$ 7,216.27</b>	<b>\$ 116,804.28</b>

Note 1 - Legal fees paid to Norton Rose Fulbright Canada LLP represent a 50% allocation to Shoes.com Technologies Inc. of costs incurred with respect to a review of the validity and enforceability of secured creditor claims against both Shoes.com Technologies Inc. and Shoeme Technologies Ltd.



Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
T 604.687.5744 F 604.687.1415  
blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

May 12, 2017

Attention: Mr. Todd Martin

Invoice # 697460626  
Page 1

Re: Shoes.com Technologies Inc.

File No: 562462/000002

PROFESSIONAL SERVICES rendered to May 10, 2017 in connection with the above matter as described in the attached.

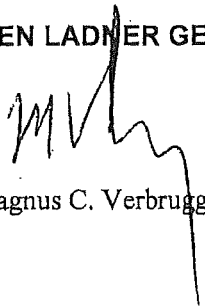
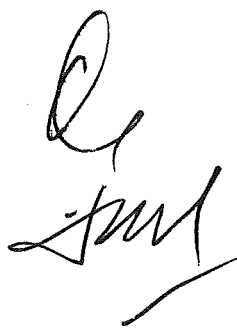

Fees	\$ 61,284.00
Disbursements and Other Charges	1,064.95
GST on Fees and Taxable Disbursements and Other Charges	3,112.52
PST on Fees and Taxable Disbursements and Other Charges	4,294.73
Total this Invoice	<u>\$ 69,756.20</u>

THIS IS OUR ACCOUNT - E. & O.E.

BORDEN LADNER GERVAIS LLP

By:

Magnus C. Verbrugge

  
  
 5/15/2017

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
File No: 562462/000002  
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PROFESSIONAL SERVICES RENDERED to May 10, 2017

Feb 1, 2017	Review numerous emails.
Feb 2, 2017	Review Receivership Order; review pleadings regarding receivership application; correspondence with T. Martin.
Feb 3, 2017	Correspondence regarding receivership issues.
Feb 6, 2017	Conduct PPSA search.
Feb 6, 2017	Correspondence and discussions with Receiver regarding signed goods, sales of inventory and other matters; correspondence with H. Ferris.
Feb 7, 2017	Consider assignments and priorities.
Feb 8, 2017	Correspondence and discussions with J. Sandrelli; review leases; review correspondence from Deans Knight to Wells Fargo and Shoes.com; correspondence with Receiver.
Feb 11, 2017	Correspondence with Alvarez & Marsal regarding sale of IP assets; joint marketing strategy; review draft Receivership Order regarding Parentco.
Feb 13, 2017	Various correspondence regarding Receivership Order and cross-border sale of assets, correspondence with Receiver.
Feb 14, 2017	Research regarding privacy and anti-spam laws regarding transfer of customer lists.
Feb 14, 2017	Email correspondence with Dentons regarding receivership application of Parent; telephone conversation with T. Martin regarding draft Order; various calls with T. Martin and Dentons regarding appointment of A&M as Receiver over parent entity.
Feb 14, 2017	Discussion with T. Powell regarding IP, privacy and CASL compliance issues.
Feb 14, 2017	Draft Requisition for Short Notice; organize Notice of Application and First Report of Receiver; organize for hearing; attend to service matters; review Model Order; draft index to Application Record; organize materials; telephone call and email to and from Court Registry agent.
Feb 14, 2017	Various correspondence and discussions regarding terms of receivership, sale of IP, sale of assets and related issues.
Feb 15, 2017	Application to appoint Alvarez & Marsal Receiver over Parent entity; email correspondence with Alvarez & Marsal describing entered Orders.
Feb 15, 2017	Discussion with T. Powell and others regarding IP and CASL compliance issues.
Feb 15, 2017	Attend Court for Receivership application; correspondence with T. Martin; consider issues.
Feb 15, 2017	Conference call with T. Powell regarding IP issues; consider IP issues; review assignments and licence.
Feb 16, 2017	Meetings and correspondence regarding sale process, customer lists and other issues.
Feb 17, 2017	Review Domain Name License Agreement; consider IP and asset ownership issues.

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
File No: 562462/000002  
Page 3

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Feb 17, 2017	Correspondence and consider issues regarding license, ownership of customer lists, IP issues.
Feb 17, 2017	Review Assignment of Lease Agreement for National Leasing.
Feb 18, 2017	Consider Shoes.com teaser information; draft Non-Disclosure Agreement; email correspondence with T. Powell.
Feb 18, 2017	Review asset package and teaser; review 2014 Assignment Agreements; draft Non-Disclosure Agreement.
Feb 19, 2017	Revise Non-Disclosure Agreement; correspondence with T. Powell.
Feb 20, 2017	Discussion regarding trademark rights and domain names.
Feb 20, 2017	Update service details; email to M. Lee; organize pleadings.
Feb 20, 2017	Revise asset package and teaser; correspondence with Receiver regarding IP issues; review 2014 Assignment Agreements.
Feb 20, 2017	Consider "brand" issues; consider Licence Agreement issues; email to counsel to US Receiver; conference regarding Lease Agreement issues.
Feb 21, 2017	Correspondence and discussions regarding sale process and IP.
Feb 21, 2017	Call with counsel to US Receiver; various correspondence with T. Powell regarding "brand"; review Master Lease document for National Leasing; consider brand issues.
Feb 22, 2017	Consider correspondence from Alvarez & Marsal.
Feb 22, 2017	Various correspondence with Receiver; conference regarding payment processor issues; conference regarding US trademark issues.
Feb 23, 2017	Email correspondence regarding Non-Disclosure Agreement; email correspondence regarding solicitation package.
Feb 23, 2017	Receive and respond to email from M. Lee; update Service List.
Feb 23, 2017	Correspondence and consider issues regarding transfer of Licence Agreement.
Feb 23, 2017	Consider issues relating to Licence Agreement and correspondence with US Receiver.
Mar 1, 2017	Conference with T. Powell; review US receivership documents.
Mar 1, 2017	Conference regarding US Receiver activities.
Mar 2, 2017	Review US receivership sale documents; correspondence with T. Martin; letter to counsel for US Receiver.
Mar 6, 2017	Consider Wal-Mart's comments on NDA.
Mar 6, 2017	Review Walmart changes to NDA; correspondence regarding bankruptcy status; correspondence with counsel for US Receiver regarding claims process.
Mar 7, 2017	Correspondence regarding Wal-Mart NDA.
Mar 7, 2017	Discussions and correspondence with counsel for Wal-Mart; correspondence with US Receiver; various discussions with T. Powell.

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
File No: 562462/000002  
Page 4

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Mar 8, 2017	Correspondence with counsel for US Receiver; correspondence regarding Wal-Mart NDA.
Mar 9, 2017	Correspondence regarding NDA and sale process.
Mar 12, 2017	Review emails.
Mar 13, 2017	Email correspondence with McMillan regarding Offer to Purchase; review emails.
Mar 13, 2017	Correspondence regarding Licence Agreement; conference call with A&M and US Receiver regarding sale process issues and ownership of domain names.
Mar 14, 2017	Email correspondence with P. Reardon.
Mar 15, 2017	Correspondence and discussions regarding Geodis claim, sale process customer lists; correspondence from US purchaser; letter to H. Chaiton; letter to counsel for Deans Knight; review US receivership pleadings.
Mar 18, 2017	Correspondence with T. Powell; review bid summary; consider sale approval issues.
Mar 19, 2017	Correspondence and discussions with Receiver regarding various issues.
Mar 19, 2017	Conference call with T. Powell regarding sales process.
Mar 20, 2017	Conference regarding sale approval process.
Mar 21, 2017	Correspondence with counsel for secured parties; correspondence with T. Powell; prepare approval and sale documents.
Mar 22, 2017	Correspondence regarding Vesting Orders; Bills of Sale and Receiver's Report; conference with counsel for Wells Fargo; telephone call to counsel for Deans Knight; conference call with counsel for US Receiver; correspondence with winning bidders; telephone call to P. Reardon.
Mar 22, 2017	Conference regarding sale approval issue.
Mar 23, 2017	Correspondence with counsel for Wells Fargo; correspondence and discussions with counsel for Wa-Mmart; review and revise Vesting Orders, Bills of Sale; prepare application materials and various correspondence with Receiver regarding same; letter to Peter Reardon; correspondence with counsel for US Receiver.
Mar 24, 2017	Various correspondence regarding sale of assets; review various Court materials; consider steps for new offer and documentation required.
Mar 24, 2017	Conference with counsel for Deans Knight; telephone call to counsel for Wells Fargo; correspondence with counsel for Caleres; extensive correspondence and discussions regarding sale approval process; correspondence regarding Vesting Orders and Bills of Sale; correspondence regarding Receiver's Report; correspondence with counsel for US Receiver; review draft report.
Mar 24, 2017	Prepare Wal-Mart Bill of Sale.
Mar 25, 2017	Conference call regarding application matters and various issues; review/revise the Notice of Application and form of Approval and Vesting Order.

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
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Page 5

Mar 25, 2017	Draft sale approval application materials; review and comment on Receiver's Report; correspondence with counsel for Wal-Mart regarding sale process and approval issues; consider taxes; consider sale of inventory; various correspondence with Receiver.
Mar 25, 2017	Conference regarding application materials.
Mar 26, 2017	Conference call regarding application materials, Receiver's Report, and Washington State government claims issue; review/revise Notice of Application and other application materials.
Mar 26, 2017	Correspondence with Receiver; conference call with Receiver; letter to counsel for Wells Fargo; correspondence with counsel for Wal-Mart.
Mar 26, 2017	Conference call with A&M regarding application status.
Mar 27, 2017	Provide guidance on tax status of sale of LP.
Mar 27, 2017	Numerous correspondence regarding applications materials; review/revise Notice of Application; review Receiver's Report regarding Shoes.com; finalize Court materials and coordinate filing; various call with Receiver; various calls with McMillan (Wal-Mart counsel) regarding details of application materials.
Mar 27, 2017	Extensive correspondence and discussions with counsel for Wal-Mart, Deans Knight, and Caleres regarding sale of assets and related receivership issues; discussions and correspondence with Receiver regarding same; revise and file application materials.
Mar 28, 2017	Talk with P. Reardon regarding sales tax issues with sale of IP assets; review Bill of Sale and other documents; attend call with Wal-Mart and their legal counsel; draft non-resident non-registrant certification.
Mar 28, 2017	Various correspondence regarding application and closing matters; conference call with Caleres and counsel regarding closing and asset registrations; conference call with Wal-Mart and counsel regarding tax matters.
Mar 28, 2017	Email to and from M. Lee; email to Dentons LLP; update service list; consider service requirements.
Mar 28, 2017	Extensive discussions and correspondence with counsel for Caleres, counsel for Wal-Mart, US Receiver and counsel for Deans Knight; telephone call to counsel for Wells Fargo; various correspondence and discussions with the Receiver; letter to Alex Poust; consider licence issues; consider tax and IP transfer issues.
Mar 29, 2017	Review various correspondence; review form of Receiver's Certificate.
Mar 29, 2017	Extensive correspondence regarding Wal-Mart transaction; review documents; discussions with counsel for various stakeholders; revise documents; correspondence with counsel for US Receiver; prepare for March 31 application; discussions with Receiver.

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

May 12, 2017  
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Page 6

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Mar 30, 2017	Prepare for Court application; prepare Court materials; call with T. Martin regarding closing matters; call with P. Reardon (McMillan) regarding closing matters; review/revise Notice of Application, Approval and Vesting Order, and Bill of Sale.
Mar 30, 2017	Organize application materials regarding approval of sale to Wal-Mart; revise Notice of Application; draft Receiver's Certificate.
Mar 30, 2017	Correspondence with counsel for Wells Fargo; extensive correspondence with counsel for Wal-Mart; discussions with Receiver.
Mar 31, 2017	Attend Court for approval Order regarding Wal-Mart sale; attend to closing; correspondence regarding US Receivership issues; discussions with counsel for Gerler; correspondence with counsel for Geodis.
Apr 3, 2017	Various correspondence regarding IP issues.
Apr 4, 2017	Email from E. Wang.
Apr 5, 2017	Review and analyze changes to the customer list's Transfer Agreement proposed by A. Kardash (purchaser's counsel); discussion with E. Gratton; draft email with our recommendations.
Apr 5, 2017	Email from E. Wang.
Apr 5, 2017	Conversation regarding review comments.
Apr 5, 2017	Email regarding answer to document review.
Apr 5, 2017	Email from and to E. Wang.
Apr 5, 2017	Correspondence with counsel for Wal-Mart.
Apr 7, 2017	Letter from A. Poust regarding Caleres reservation of rights; correspondence with Receiver.
Apr 8, 2017	Review BMO Security and documents regarding cash collateral; correspondence with T. Powell.
Apr 10, 2017	Consider receivership issues; review allocation spreadsheet and discuss with T. Powell; conference call regarding next steps; letter from Caleres.
Apr 11, 2017	Consider email from G. Monachino regarding Japanese trademark assignment documents; email to Japanese associate regarding file wrappers.
Apr 11, 2017	Update service lists and email to M. Lee.
Apr 11, 2017	Correspondence with A. Poust; correspondence with Receiver.
Apr 12, 2017	Consider matters regarding IP/trademark information; correspondence regarding same.
Apr 12, 2017	Email request to trademark agent on record for Shoes.com Technologies, Inc.; email to G. Monachino regarding same; obtain information regarding file history of Japanese trademark.
Apr 12, 2017	Correspondence regarding trademark and IP issues.



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Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
File No: 562462/000002  
Page 7

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Apr 13, 2017	Conference with A. Poust regarding various receivership issues; conference with T. Martin.
Apr 18, 2017	Review form of trademark assignment; consider necessity of same for the purposes of CIPO filings.
Apr 18, 2017	Receive and review correspondence; attend to filing of Receiver's Certificates.
Apr 18, 2017	Letter to Receiver regarding allocation and other reporting issues.
Apr 18, 2017	Conference regarding IP assignment document.
Apr 19, 2017	Review form of trademark assignment; correspondence regarding same.
Apr 19, 2017	Review and reply to various emails regarding assignment of trademarks.
Apr 19, 2017	Correspondence with T. Powell regarding Receiver's Report; consider issues.
Apr 20, 2017	Letter to counsel for Dean's Knight and Caleres; telephone call from T. Jeffries; correspondence with Receiver.
Apr 25, 2017	Letter to A. Poust.
Apr 26, 2017	Correspondence with A. Poust; correspondence and discussions with Receiver.
Apr 27, 2017	Consider and reply to email from agent on record for Canadian trademarks of Shoes.com Inc.; email to Japanese agent requesting representative information.
May 3, 2017	Review US Receivers Report; prepare application materials.
May 4, 2017	Correspondence with Receiver regarding post-closing matters; prepare application materials.
May 5, 2017	Draft Order for Distribution of Sale Proceeds.
May 5, 2017	Draft Order for Distribution of Sale Proceeds.
May 5, 2017	Draft and revise Order regarding interim distribution.
May 8, 2017	Telephone conversation with A&M regarding Order to distribute sale proceeds; consider draft Order.
May 8, 2017	Review US Receiver's Reports.
May 9, 2017	Revise Draft Order; email correspondence with A&M.
May 9, 2017	Telephone call from counsel for Don Gerler; letter to Receiver; consider issues regarding Receiver's Report.
May 10, 2017	Correspondence with T. Powell.

TO OUR FEES

\$ 61,284.00



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Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
File No: 562462/000002  
Page 8

DISBURSEMENTS AND OTHER CHARGES:

Non-Taxable

Agent's Account	\$98.78
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Total Non-Taxable Disbursements and Other Charges	98.78
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Taxable

G=GST; Q=QST; H=HST; P=PST

Agent's Account	9.26	G
BC Online	8.64	G
BC Online Service Charge	2.47	G
Binding Charges	10.65	GP
Copies	710.71	G
Courier	60.78	G
Cyberbahn Search (Disbs)	17.88	G
Cyberbahn Search (Fees)	14.82	G
File Preservation and Recycling Fee	58.66	GP
Taxi	9.32	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	15.13	G
Agency Fees - West Coast Title Search: Disburse In Registry ordered by Verbrugge, Magnus C.	9.57	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	9.57	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	9.57	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	9.57	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	9.57	G

Total Taxable Disbursements and Other Charges	966.17
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Total Disbursements and Other Charges	1,064.95
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Re: Shoes.com Technologies Inc.

May 12, 2017  
Invoice # 697460626  
File No: 562462/000002  
Page 9

Total Fees and Disbursements and Other Charges	62,348.95
GST on Fees and Taxable Disbursements and Other Charges	3,112.52
PST on Fees and Taxable Disbursements and Other Charges	4,294.73
TOTAL THIS INVOICE	<u>\$ 69,756.20</u>



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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

May 12, 2017  
Invoice # 697460626  
MCV/MCV

Re: Shoes.com Technologies Inc.

File No: 562462/000002

**REMITTANCE COPY**

Fees	\$ 61,284.00
Disbursements and Other Charges	1,064.95
GST on Fees and Taxable Disbursements and Other Charges	3,112.52
PST on Fees and Taxable Disbursements and Other Charges	4,294.73
Total this Invoice	<u>\$ 69,756.20</u>

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May 12, 2017  
Invoice # 697460626  
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20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
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Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**  
The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

June 30, 2017

Attention: Mr. Todd Martin

Invoice # 697474592

Page 1

Re: Shoes.com Technologies Inc.

File No: 562462/000002

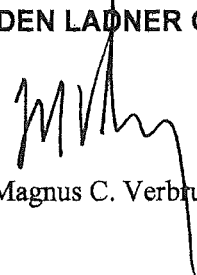
PROFESSIONAL SERVICES rendered to May 31, 2017 in connection with the above matter as described in the attached.


Fees	\$ 8,826.00
Disbursements and Other Charges	106.20
GST on Fees and Taxable Disbursements and Other Charges	446.61
PST on Fees and Taxable Disbursements and Other Charges	620.97
Total this Invoice	<u>\$ 9,999.78</u>

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:

  
Magnus C. Verbrugge

 7/19/2017

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

June 30, 2017  
Invoice # 697474592  
File No: 562462/000002  
Page 2

PROFESSIONAL SERVICES RENDERED to May 31, 2017

Apr 10, 2017	Telephone conversation with A&M.
Apr 26, 2017	Review emails.
May 11, 2017	Correspondence with counsel for Gerler; correspondence with A. Poust; review US Receiver application materials; correspondence and discussions with T. Powell.
May 12, 2017	Correspondence with Receiver; review US Court materials; correspondence with counsel for secured creditors.
May 15, 2017	Review emails.
May 15, 2017	Correspondence with Receiver regarding Court application.
May 16, 2017	Draft Notice of Application; email correspondence with counsel for Dean's Knight.
May 16, 2017	Review correspondence regarding Geodis claim and US distribution.
May 16, 2017	Correspondence with counsel for Caleres; correspondence with Receiver.
May 17, 2017	Telephone conversation with A&M regarding Gerler/Caleres claim.
May 17, 2017	Lengthy discussions with counsel for D. Gerler and review Subordination Agreement; discussions with Receiver; letter to counsel for D. Gerler; prepare application materials.
May 18, 2017	Review emails.
May 18, 2017	Review Gerler US pleadings; conference with counsel for Dean's Knight; discussions and correspondence with Receiver; letter to A. Poust.
May 19, 2017	Review US pleadings filed by Wells Fargo, Gerler, Caleres, and Geodis; report to Receiver; conference with counsel for Dean's Knight.
May 24, 2017	Conference with counsel for D. Gerler; letter to Receiver.
May 26, 2017	Conference with K. Jackson regarding receivership issues.
May 30, 2017	Correspondence with K. Jackson and Receiver regarding Wells Fargo security; correspondence with counsel for unsecured creditors; review Norton Rose opinion.
May 31, 2017	Correspondence with K. Jackson regarding creditor claims and priority.

TO OUR FEES

\$ 8,826.00



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Re: Shoes.com Technologies Inc.

June 30, 2017  
Invoice # 697474592  
File No: 562462/000002  
Page 3

DISBURSEMENTS AND OTHER CHARGES:

<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST	
BC Online	\$14.00	G
BC Online Service Charge	4.00	G
Copies	43.20	G
File Preservation and Recycling Fee	45.00	GP
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Total Taxable Disbursements and Other Charges	106.20	
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Total Disbursements and Other Charges		106.20
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Total Fees and Disbursements and Other Charges		8,932.20
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GST on Fees and Taxable Disbursements and Other Charges		446.61
PST on Fees and Taxable Disbursements and Other Charges		620.97
	<hr/>	
TOTAL THIS INVOICE		<u>\$ 9,999.78</u>



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Alvarez & Marsal Canada Inc.  
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June 30, 2017  
Invoice # 697474592  
MCV/MCV

Re: Shoes.com Technologies Inc.

File No: 562462/000002

**REMITTANCE COPY**

Fees	\$ 8,826.00
Disbursements and Other Charges	106.20
GST on Fees and Taxable Disbursements and Other Charges	446.61
PST on Fees and Taxable Disbursements and Other Charges	620.97
Total this Invoice	<u>\$ 9,999.78</u>

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June 30, 2017  
Invoice # 697474592  
MCV/MCV

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Swift Code: NOSCCATT  
ABA number: 026002532

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September 8, 2017

Attention: Mr. Todd Martin

Invoice # 697496588

Page 1

Re: Shoes.com Technologies Inc.

File No: 562462/000002

PROFESSIONAL SERVICES rendered to June 30, 2017 in connection with the above matter as described in the attached.

Fees	\$ 10,047.00
Disbursements and Other Charges	0.00
GST on Fees and Taxable Disbursements and Other Charges	502.35
PST on Fees and Taxable Disbursements and Other Charges	703.29
Total this Invoice	<u>\$ 11,252.64</u>

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**BORDEN LADNER GERVAIS LLP**

By:

Magnus C. Verbrugge

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

September 8, 2017  
Invoice # 697496588  
File No: 562462/000002  
Page 2

PROFESSIONAL SERVICES RENDERED to June 30, 2017

Jun 5, 2017	Conference with counsel for Dean's Knight.
Jun 7, 2017	Review US motion materials.
Jun 8, 2017	Correspondence with US counsel for Gerler.
Jun 12, 2017	Consider Subordination Agreements; consider Norton Rose legal opinions; consider PPR registrations; draft Priority Opinion.
Jun 12, 2017	Review US interim Distribution Order; correspondence with Receiver and counsel for Dean's Knight.
Jun 13, 2017	Review emails; revise Priority Opinion; email correspondence with A&M regarding Priority Agreement and Wells Fargo payment.
Jun 13, 2017	Correspondence with Alex Poust; correspondence with Receiver; letter to counsel for Wells Fargo; review and revise priority opinion.
Jun 14, 2017	Consider and revise Priority Agreement.
Jun 14, 2017	Draft priority opinion; consider issues regarding application for interim Distribution Order.
Jun 16, 2017	Review emails.
Jun 16, 2017	Review and comment on Receiver's Report.
Jun 18, 2017	Consider Receiver's Third Report; consider legal opinions with respect to security; draft Notice of Application for Distribution of Sale Proceeds.
Jun 19, 2017	Review correspondence regarding Japanese trademark; consider same; email to A. Poust (Schwabe - US Receiver's counsel) regarding execution matters.
Jun 19, 2017	Prepare and file motion materials for Interim Distribution Order; revise opinion.
Jun 20, 2017	Tend to and consider matters regarding the Japanese trademark acquired by Wal-Mart; correspondence regarding same.
Jun 20, 2017	Review US receivership pleadings.
Jun 22, 2017	Consider email regarding signatories for Japanese assignments; email to S. Kalamaras regarding Japanese ownership issues.
Jun 22, 2017	Correspondence with counsel for Gerler.
Jun 23, 2017	Review emails.
Jun 23, 2017	Telephone call from counsel for investor; correspondence with Receiver.
Jun 25, 2017	Review emails.
Jun 26, 2017	Correspondence with Receiver; letter to counsel for Lazarus Investments.
Jun 28, 2017	Correspondence regarding June 30 application.
Jun 29, 2017	Correspondence regarding June 30 application; prepare for application.



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Re: Shoes.com Technologies Inc.

September 8, 2017  
Invoice # 697496588  
File No: 562462/000002  
Page 3

Jun 30, 2017 Attend Court for Interim Distribution Order; correspondence with counsel for various creditors.

TO OUR FEES

\$ 10,047.00

Total Fees and Disbursements and Other Charges

10,047.00

GST on Fees and Taxable Disbursements and Other Charges

502.35

PST on Fees and Taxable Disbursements and Other Charges

703.29

TOTAL THIS INVOICE

\$ 11,252.64



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400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017  
Invoice # 697496588  
MCV/MCV

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**Canadian Funds Info:**  
The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**  
The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

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or fax to: 604 - 640 - 4194 Attn: Accounts Receivable  
Contact Ph #: 604-632-3415  
Please include our invoice number(s) with all payments



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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017

Attention: Mr. Todd Martin

Invoice # 697496598

Page 1

Re: Shoes.com Technologies Inc.

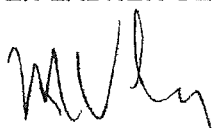
File No: 562462/000002

PROFESSIONAL SERVICES rendered to August 17, 2017 in connection with the above matter as described in the attached.

Fees	\$ 3,948.00
Disbursements and Other Charges	0.00
GST on Fees and Taxable Disbursements and Other Charges	197.40
PST on Fees and Taxable Disbursements and Other Charges	276.36
Total this Invoice	<u>\$ 4,421.76</u>

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BORDEN LADNER GERVAIS LLP

By:   
Magnus C. Verbrugge



Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

September 8, 2017  
Invoice # 697496598  
File No: 562462/000002  
Page 2

PROFESSIONAL SERVICES RENDERED to August 17, 2017

Jul 5, 2017	Correspondence with creditors; telephone call from counsel for investor.
Jul 6, 2017	Consider email from counsel for Wal-mart regarding information required for Japanese trademarks; email regarding same.
Jul 7, 2017	Review correspondence regarding Japanese trademark assignment; email to A. Poust (US Receiver counsel) regarding details on US entities.
Jul 10, 2017	Consider and reply to email from S. Kalamaras regarding Japanese trademark assignment.
Jul 10, 2017	Correspondence with Receiver.
Jul 11, 2017	Review US receivership pleadings.
Jul 13, 2017	Review correspondence regarding Japanese trademark; review forms of assignment documents; coordinate execution of same.
Jul 13, 2017	Consider email from counsel for Wal-Mart regarding assignment of Japanese trademark; email regarding same.
Jul 13, 2017	Correspondence with counsel for D. Gesler.
Jul 25, 2017	Meet with J. Mason (signatory for Shoes.com) regarding Japanese trademark assignment.
Jul 25, 2017	Consider email enclosing Power of Attorney and assignment for Shoes.com Holdings (USA) Inc.; email to S. Kalamaras regarding same.
Jul 25, 2017	Correspondence regarding IP assignments.
Jul 31, 2017	Review US Receiver's Report.
Aug 3, 2017	Correspondence with counsel for shareholder regarding review of books and records.
Aug 8, 2017	Review correspondence regarding Japanese trademark and outstanding assignment/POAs; email to T. Powell and A. Poust regarding same.
Aug 9, 2017	Review US pleadings; letter to Receiver.
Aug 15, 2017	Correspondence and discussions with counsel for Caleres and T. Powell regarding net realizations and F/X issues; review US pleadings.
Aug 16, 2017	Correspondence with counsel for Lazarus; discussions with Receiver; correspondence with counsel for Caleres.
Aug 17, 2017	Consider and research shareholder document review rights; correspondence with Receiver; letter to counsel for Lazarus Fund.

TO OUR FEES

\$ 3,948.00



Borden Ladner Gervais LLP  
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Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

September 8, 2017  
Invoice # 697496598  
File No: 562462/000002  
Page 3

Total Fees and Disbursements and Other Charges	3,948.00
GST on Fees and Taxable Disbursements and Other Charges	197.40
PST on Fees and Taxable Disbursements and Other Charges	276.36
TOTAL THIS INVOICE	<u>\$ 4,421.76</u>



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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017  
Invoice # 697496598  
MCV/MCV

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Bank Transit #: 47696  
Account#: 800021104616  
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or fax to: 604 - 640 - 4194 Attn: Accounts Receivable

Contact Ph #: 604-632-3415

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**Summary of Fees and Disbursements of Borden Ladner Gervais LLP  
for period February to August, 2017**

**Shoes.com Technologies Inc.**

<b>Name of Professional</b>	<b>Total Hours Billed</b>	<b>Hourly Rate (\$/Hr)</b>	<b>Total Amount Billed</b>
K. Andersen (Partner)	.40	\$560 (2017)	\$224.00
B. J. Freedman (Partner)	2.70	\$710 (2017)	\$1,917.00
E. Gratton (Partner)	1.20	\$675 (2017)	\$810.00
M.C. Verbrugge (Partner)	94.80	\$610 (2017)	\$57,828.00
W. Skelly (Partner)	.40	\$620 (2017)	\$248.00
E. Wang (Partner)	9.80	\$390 (2017)	\$3,822.00
S. S. Alavi (Associate)	1.40	\$350 (2017)	\$490.00
E. Bahrami (Associate)	17.40	\$350 (2017)	\$6,090.00
R. Girard (Associate)	1.10	\$270 (2017)	\$297.00
R. M. Laity (Associate)	24.30	\$330 (2017)	\$8,019.00
A. B. Lau (Associate)	1.80	\$435 (2017)	\$783.00
G. DiGirolamo (Paralegal)	.20	\$305 (2017)	\$61.00
B.A. Torsky (Paralegal)	6.0	\$195 (2017)	\$1,170.00
B. J. Gilbert (Consultant)	2.20	\$750 (2017)	\$1,650.00
Total Hours/Total Fees	163.7		\$83,409.00 ✓
Total Disbursements			\$1,171.15 ✓
Total Fees and Disbursements excluding Tax			\$84,580.15
Taxes			\$10,070.71
Total Fees and Disbursements including Tax			\$94,650.86 ✓

## **BIOGRAPHIES OF PROFESSIONALS**

### **Shoes.com Technologies Inc.**

1. Magnus C. Verbrugge is a partner with Borden Ladner Gervais LLP. Mr. Verbrugge holds a Bachelor of Laws from the University of Toronto and was called to the Bar in 1998. Mr. Verbrugge practices in areas of bankruptcy and insolvency and corporate finance. Mr. Verbrugge recorded a total of 94.80 hours on this file for the period of February to August, 2017, and provided advice and attended various court applications.
2. Edward Wang is a partner in our Financial Services Group as well as a member of our China Focus Group. Mr. Wang recorded a total of 9.80 hours on this file for the period of February to April, 2017.
3. Elly Bahrami is an associate in our Financial Services Group. Ms. Bahrami recorded a total of 17.40 hours on this file for the period of February to June, 2017.
4. Ryan Laity is an associate with Borden Ladner Gervais LLP in the Financial Services Group in the Vancouver office. Mr. Laity recorded a total of 24.30 hours on this file March to August, 2017.



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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 14, 2017

Attention: Mr. Todd Martin

Invoice # 697498876  
Page 1

Re: Shoes.com Technologies Inc.

File No: 562462/000002

PROFESSIONAL SERVICES rendered to August 31, 2017 in connection with the above matter as described in the attached.

Fees	\$ 1,465.00	✓
Disbursements and Other Charges	8.10	✓
GST on Fees and Taxable Disbursements and Other Charges	73.66	✓
PST on Fees and Taxable Disbursements and Other Charges	102.55	✓
Total this Invoice	<u>\$ 1,649.31</u>	✓

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:  
Magnus C. Verbrugge



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 200 Burrard St, P.O. Box 48600  
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Alvarez & Marsal Canada Inc.  
 Re: Shoes.com Technologies Inc.

September 14, 2017  
 Invoice # 697498876  
 File No: 562462/000002  
 Page 2

PROFESSIONAL SERVICES RENDERED to August 31, 2017

Aug 8, 2017	A.B. Lau	0.20	Consider and reply to various emails from S. Kalamaras regarding documents; email to R. Laity regarding same.
Aug 9, 2017	A.B. Lau	0.20	Consider and reply to various emails from S. Kalamaras regarding Japanese assignment.
Aug 11, 2017	R.M. Laity	0.20	Review revised from of trademark assignment regarding Japanese trademark; correspondence regarding same.
Aug 11, 2017	A.B. Lau	0.10	Consider email enclosing deed of assignment; email to S. Kalamaras regarding same.
Aug 14, 2017	R.M. Laity	0.10	Correspondence regarding Japanese trademark assignment.
Aug 17, 2017	R.M. Laity	0.60	Review correspondence regarding Japanese trademark; email to T. Powell and A. Proust regarding same.
Aug 17, 2017	A.B. Lau	0.10	Email to S. Kalamaras regarding revised assignment; email to R. Laity regarding same.
Aug 21, 2017	R.M. Laity	0.60	Review correspondence from W. Zhang (Gall Legge) regarding Onlineshoes.com domain name; correspondence regarding Japanese trademark.
Aug 21, 2017	M.C. Verbrugge	0.20	Correspondence with creditors; correspondence with Receiver.
Aug 24, 2017	R.M. Laity	0.30	Review correspondence from Caleres counsel regarding payout and distributions; review file materials.
Aug 24, 2017	M.C. Verbrugge	0.20	Correspondence with L. Segal.
Aug 25, 2017	M.C. Verbrugge	0.30	Correspondence with Receiver and Caleres regarding net realizations.
Aug 30, 2017	M.C. Verbrugge	0.30	Review Geodis US pleadings; letter to Receiver.

TO OUR FEES

\$ 1,465.00

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Avg. Rate/Hr.</u>	<u>Amount</u>
-------------------	--------------	--------------------------	---------------

PAYABLE ON RECEIPT  
 INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE  
**GST/HST REGISTRATION # R869096974RT0005**



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Re: Shoes.com Technologies Inc.

September 14, 2017  
Invoice # 697498876  
File No: 562462/000002  
Page 3

R.M. Laity	1.80	\$ 330.00	\$ 594.00 ✓
A.B. Lau	0.60	435.00	261.00 ✓
M.C. Verbrugge	1.00	610.00	610.00 ✓
	<u>3.40</u>		<u>\$ 1,465.00 ✓</u>

DISBURSEMENTS AND OTHER CHARGES:

<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST	
Copies	\$8.10	G
Total Taxable Disbursements and Other Charges	<u>8.10</u>	
Total Disbursements and Other Charges		8.10
Total Fees and Disbursements and Other Charges		<u>1,473.10</u>
GST on Fees and Taxable Disbursements and Other Charges		73.66
PST on Fees and Taxable Disbursements and Other Charges		<u>102.55</u>
TOTAL THIS INVOICE		<u>\$ 1,649.31</u>



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400 Burrard Street, Suite 1680  
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September 14, 2017  
Invoice # 697498876  
MCV/MCV

Re: Shoes.com Technologies Inc.

File No: 562462/000002

**REMITTANCE COPY**

Fees	\$ 1,465.00
Disbursements and Other Charges	8.10
GST on Fees and Taxable Disbursements and Other Charges	73.66
PST on Fees and Taxable Disbursements and Other Charges	102.55
Total this Invoice	<u>\$ 1,649.31</u>

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September 14, 2017  
Invoice # 697498876  
MCV/MCV

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Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**

The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
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Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

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Alvarez & Marsal Canada Inc.  
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Vancouver, BC V6C 3A6

December 31, 2017

Attention: Mr. Todd Martin

Invoice # 697548858  
Page 1

Re: ~~Shoes.com Technologies Inc.~~

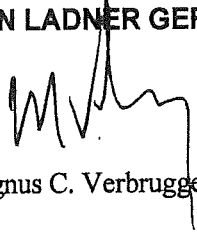
File No: 562462/000002

PROFESSIONAL SERVICES rendered to December 31, 2017 in connection with the above matter as described in the attached.

Fees	\$ 1,805.50
Disbursements and Other Charges	2.40
GST on Fees and Taxable Disbursements and Other Charges	90.40
PST on Fees and Taxable Disbursements and Other Charges	126.39
Total this Invoice	<u>\$ 2,024.69</u>

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:   
Magnus C. Verbrugge





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Re: Shoes.com Technologies Inc.

December 31, 2017  
Invoice # 697548858  
File No: 562462/000002  
Page 2

PROFESSIONAL SERVICES RENDERED to December 31, 2017

Nov 10, 2017	Review Caleres/Gerver Settlement Agreement; review Court Orders; review US pleadings; correspondence with Receivers and counsel for US Receiver.
Nov 20, 2017	Correspondence with T. Martin.
Nov 22, 2017	Correspondence with counsel for creditors and US Receiver regarding fund distribution and discharge.
Dec 7, 2017	Correspondence with Receiver and US Receiver regarding final distribution application.
Dec 11, 2017	Correspondence regarding Motion for Distribution and Discharge.
Dec 19, 2017	Review status of receivership and pleadings; partially draft Notice of Application.
Dec 19, 2017	Correspondence and draft Motion regarding interim distribution.

TO OUR FEES

\$ 1,805.50

DISBURSEMENTS AND OTHER CHARGES:

<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST	
Copies	\$2.40	G
Total Taxable Disbursements and Other Charges	2.40	
Total Disbursements and Other Charges		2.40
Total Fees and Disbursements and Other Charges		1,807.90
GST on Fees and Taxable Disbursements and Other Charges		90.40
PST on Fees and Taxable Disbursements and Other Charges		126.39
TOTAL THIS INVOICE		\$ 2,024.69

PAYABLE ON RECEIPT  
INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE  
GST/HST REGISTRATION # R869096974RT0005

 2/2/2018



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Vancouver, BC V6C 3A6

December 31, 2017  
Invoice # 697548858  
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Re: Shoes.com Technologies Inc.

File No: 562462/000002

**REMITTANCE COPY**

Fees	\$ 1,805.50
Disbursements and Other Charges	2.40
GST on Fees and Taxable Disbursements and Other Charges	90.40
PST on Fees and Taxable Disbursements and Other Charges	126.39
Total this Invoice	<u>\$ 2,024.69</u>

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December 31, 2017  
Invoice # 697548858  
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Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

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V6C 3B9  
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Account #: 030202074613  
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Vancouver, BC V6C 3A6

February 13, 2018

Attention: Mr. Todd Martin

Invoice # 697554669

Page 1

Re: Shoes.com Technologies Inc.

File No: 562462/000002

PROFESSIONAL SERVICES rendered to January 31, 2018 in connection with the above matter as described in the attached.

Fees	\$ 6,196.50
Disbursements and Other Charges	107.93
GST on Fees and Taxable Disbursements and Other Charges	315.23
PST on Fees and Taxable Disbursements and Other Charges	433.76
Total this Invoice	<u>\$ 7,053.42</u>

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BORDEN LADNER GERVAIS LLP

By:

Magnus C. Verbrugge

Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

February 13, 2018  
Invoice # 697554669  
File No: 562462/000002  
Page 2

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PROFESSIONAL SERVICES RENDERED to January 31, 2018

Jan 3, 2018	Correspondence regarding upcoming application to distribute proceeds; consider US application materials; draft Notice of Application for Second Interim Distribution Order; draft Order; consider Fourth Report of the Receiver.
Jan 3, 2018	Revise Notice of Application; review service details; organize materials for filing; attend to service matters.
Jan 3, 2018	Correspondence regarding Receiver's Report and January 16 Court application; review application materials.
Jan 4, 2018	Receive and respond to email from J. Ahuja.
Jan 9, 2018	Organize materials for Application Record; assist with finalizing draft Order and Application Record.
Jan 9, 2018	Draft Application Record Index; assemble Application Record binder.
Jan 11, 2018	Consider revised draft Order.
Jan 11, 2018	Arrange for filing of Application Record and organize for hearing.
Jan 12, 2018	Consider application materials for Distribution Order.
Jan 12, 2018	Correspondence with counsel for D. Gerler and Caleres; correspondence with A. Poust regarding US Receiver's application.
Jan 15, 2018	Prepare for Application to Distribute Sale Proceeds.
Jan 15, 2018	Consider issues and correspondence regarding Interim Distribution Order.
Jan 16, 2018	Prepare for and attend at Application for Second Interim Distribution Order.
Jan 16, 2018	Update pleadings; attend to service matters.
Jan 16, 2018	Correspondence with A. Poust.
Jan 17, 2018	Email correspondence with counsel for Caleres regarding payment of receivership proceeds.
Jan 19, 2018	Correspondence with counsel for Lazarus Investments.
Jan 22, 2018	Review emails.
Jan 22, 2018	Correspondence with US Receiver.
Jan 29, 2018	Correspondence with counsel for Lazarus regarding D & O insurance.

TO OUR FEES

\$ 6,196.50



Borden Ladner Gervais LLP  
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Alvarez & Marsal Canada Inc.  
Re: Shoes.com Technologies Inc.

February 13, 2018  
Invoice # 697554669  
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Page 3

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<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST	
Copies	\$81.40	G
SOQUIJ - Public Register	11.03	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	15.50	G
Total Taxable Disbursements and Other Charges	107.93	
Total Disbursements and Other Charges		107.93
Total Fees and Disbursements and Other Charges		6,304.43
GST on Fees and Taxable Disbursements and Other Charges		315.23
PST on Fees and Taxable Disbursements and Other Charges		433.76
TOTAL THIS INVOICE		\$ 7,053.42



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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

February 13, 2018  
Invoice # 697554669  
MCV/MCV

Re: Shoes.com Technologies Inc.

File No: 562462/000002

**REMITTANCE COPY**

Fees	\$ 6,196.50
Disbursements and Other Charges	107.93
GST on Fees and Taxable Disbursements and Other Charges	315.23
PST on Fees and Taxable Disbursements and Other Charges	433.76
Total this Invoice	<u>\$ 7,053.42</u>

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blg.com

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Vancouver, BC V6C 3A6

February 13, 2018  
Invoice # 697554669  
MCV/MCV

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**Canadian Funds Info:**  
The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**  
The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

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or fax to: 604 - 640 - 4194 Attn: Accounts Receivable  
Contact Ph #: 604-632-3415  
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# NORTON ROSE FULBRIGHT

## INVOICE

Invoice Number: 409297  
Date: April 13, 2017

Alvarez & Marsal Canada ULC  
Commerce Place  
400 Burrard Street, Suite 1680  
Vancouver BC V6C 3A6

Attention: Todd M. Martin, Managing Director

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Fulbright Canada LLP  
1800 - 510 West Georgia Street  
Vancouver, BC V6B 0M3 Canada

T: +1 604.687.6575  
F: +1 604.641.4949  
nortonrosefulbright.com

GST/HST #: R111340006  
PST #: PST-1066-2017

Client: ALVAREZ & MARSAL CANADA ULC  
Matter No: 17-2433

RE: In the Matter of Shoe.me Technologies Inc.

For professional services rendered and disbursements incurred for the period  
ending March 31, 2017

FEES	18,783.00
OTHER CHARGES AND DISBURSEMENTS (Taxable)	242.25
DISBURSEMENTS (Non Taxable)	0.00
NET	19,025.25
GST	951.26
PST	1,316.44
TOTAL FOR THIS INVOICES IN CANADIAN DOLLARS	\$21,292.95

Please note that interest at the rate of 1.3% per annum may be charged on any invoice  
that is not paid in full within 30 days from the date on which it was issued.

Payable upon receipt

Banking information for wire transfer  
Royal Bank of Canada  
Main Branch, 1025 West Georgia Street  
Vancouver, BC CANADA V6E 3K9  
Account Name: Norton Rose Fulbright Canada LLP  
Swift Code: RYCCAT2  
CAD Funds - General Account Number: 1292523  
Include invoice number

Norton Rose Fulbright Canada LLP

2

08-02-17	DRB	1.20	Briefing on facts; telephone conference with A. Hennigar;
08-02-17	KES	0.50	Telephone conference with A. Hennigar and D. Bain regarding security documents; conferring with D. Bain regarding security opinion;
09-02-17	DRB	2.60	Reviewing security;
09-02-17	RAW	0.20	Conducting federal corporate search and BC Personal Property registry search of Shoeme Technologies Limited;
09-02-17	RAW	0.50	Conducting corporate and BC Personal Property Registry searches of 1006903 BC Ltd. and Shoes.Com Technologies Inc.;
10-02-17	DRB	2.40	Reviewing security; considering issues;
12-02-17	DRB	2.30	Reviewing security and priority agreements; considering jurisdiction and perfection issues;
13-02-17	DRB	5.40	Reviewing documents; considering issues; preparing opinion;
14-02-17	DRB	1.80	Considering issues; revising opinion regarding ShoeMe; telephone conference with T. Martin;
14-02-17	DRB	0.20	Telephone call to M. Verbrugge; e-mail to T. Martin;
14-02-17	RAW	1.70	Preparing search summary of BC Personal Property Registry search results from search of Shoeme Technologies Limited to be attached to opinion to Trustee;
14-02-17	KES	0.50	Conferring with D. Bain regarding security opinions;
22-02-17	DRB	1.60	Considering Ontario searches; revising opinion; e-mail to T. Martin;
22-02-17	DRB	0.70	Reviewing searches of Shoes.com Technologies Inc.;
22-02-17	RAW	0.10	telephone call to and e-mail to A. Hennigar;
22-02-17	RAW	0.10	Conducting Personal Property Registry search of Shoes.com Technologies Inc.;
23-02-17	DRB	5.20	E-mail from A. Hennigar; reviewing security granted by Shoes.com; preparing opinion;
23-02-17	RAW	0.10	Conducting personal property registry search of 1006903 BC Ltd.; E-mail to D. Bain forwarding search;
23-02-17	MDB	0.20	Telephone conference with D. Bain regarding security in intangible assets;
24-02-17	DRB	2.30	Reviewing and revising opinion regarding Shoes.com;
		29.50	Total Hours

**SUMMARY OF HOURS AND RATES**

SERVICES PERFORMED BY	HOURS	RATE	AMOUNT
David Bain	25.70	690.00	17,733.00
Kieran Siddall	1.00	490.00	490.00
Mat Brechtel	0.20	395.00	79.00
Robin Wotherspoon	2.60	185.00	481.00

OUR FEE:

\$18,783.00

Other Charges:

continued...

Norton Rose Fulbright Canada LLP

3

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<u>Other Charges:</u>	
Document Production	23.25
Total Other Charges:	\$23.25
<u>Taxable Disbursements:</u>	
Agents Fees and Disbursements	168.00
BC Online - Service Charge	9.00
Company Registry Searches	7.00
PPR Search	35.00
Total Taxable Disbursements:	\$219.00
TOTAL FEES AND OTHER CHARGES:	\$18,806.25
TOTAL FEES, OTHER CHARGES AND DISBURSEMENTS EXCLUDING TAXES:	\$19,025.25
GST / HST at 5%	\$951.26
PST on Fees and Other Charges at 7%	\$1,316.44
TOTAL FEES, OTHER CHARGES AND DISBURSEMENTS INCLUDING TAXES:	\$21,292.95
TOTAL BALANCE DUE:	\$21,292.95

Norton Rose Fulbright Canada LLP

  
Kieran Siddall

Invoice Number: 409297

**Shoeme Technologies Ltd.**  
**Summary of the Receiver's Legal Counsel's Statement of Account**  
**For the period February 3, 2017 to September 11, 2018**

Invoice Number	Invoice Date	For the Period Ending	Fees	Disbursements	GST	PST	Total
<b>Borden Ladner Gervais LLP</b>							
697460624	12-May-17	May 10, 2017	\$ 38,646.00	\$ 713.35	\$ 1,962.91	\$ 2,708.23	\$ 44,030.49
697474591	30-Jun-17	May 31, 2017	1,902.00	68.70	98.54	134.89	2,204.13
697496624	8-Sep-17	June 30, 2017	1,962.00	233.10	105.76	137.34	2,438.20
697496594	8-Sep-17	August 17, 2017	712.00	4.50	35.83	49.84	802.17
697498871	14-Sep-17	August 31, 2017	244.00	-	12.20	17.08	273.28
			43,466.00	1,019.65	2,215.24	3,047.38	49,748.27
<b>Michael, Evrensel &amp; Pawar LLP</b>							
6448	10-Mar-17	February 28, 2017	1,366.87	-	90.05	126.07	1,582.99
			1,366.87	-	90.05	126.07	1,582.99
<b>Total</b>			<b>\$ 44,832.87</b>	<b>\$ 1,019.65</b>	<b>\$ 2,305.29</b>	<b>\$ 3,173.45</b>	<b>\$ 51,331.26</b>



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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

May 12, 2017

Attention: Mr. Todd Martin

Invoice # 697460624  
Page 1

Re: Shoeme Technologies Limited

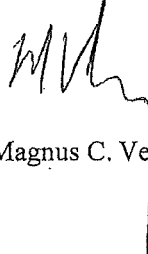
File No: 562462/000001

PROFESSIONAL SERVICES rendered to May 10, 2017 in connection with the above matter as described in the attached.


Fees	\$ 38,646.00
Disbursements and Other Charges	713.35
GST on Fees and Taxable Disbursements and Other Charges	1,962.91
PST on Fees and Taxable Disbursements and Other Charges	2,708.23
Total this Invoice	<u>\$ 44,030.49</u>

THIS IS OUR ACCOUNT - E. & O.E.

BORDEN LADNER GERVAIS LLP

By:   
Magnus C. Verbrugge



 5/15/2017

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

May 12, 2017  
Invoice # 697460624  
File No: 562462/000001  
Page 2

PROFESSIONAL SERVICES RENDERED to May 10, 2017

Feb 6, 2017	Conduct PPR searches on Shoeme Technologies Limited; request and review ON PPR searches.
Feb 7, 2017	Various correspondence and discussions regarding sales of inventory, consigned goods and related issues; telephone call from counsel for BMO and Caleres.
Feb 8, 2017	Conference on Shoeme receivership; conference regarding lease registrations; consider Bill of Sale issues.
Feb 9, 2017	Consider Receiver's Report; consider short leave application; draft Notice of Application in respect of Order Approving Sale; draft Order Approving Sale.
Feb 9, 2017	Correspondence regarding leases, sale of inventory and sale approval application.
Feb 9, 2017	Review PPSA registrations and leases for perfection issues; various correspondence with T. Powell.
Feb 10, 2017	Email correspondence regarding short leave application; revise draft Order; email correspondence with T. Powell regarding short leave application.
Feb 10, 2017	Correspondence regarding receivership and asset sale issues.
Feb 10, 2017	Prepare Bill of Sale.
Feb 11, 2017	Consider Receiver's First Report for sale of assets; consider Bill of Sale; correspondence with T. Powell.
Feb 11, 2017	Review Receivers Report; prepare materials for sale approval application.
Feb 13, 2017	Review emails; prepare for application for short leave and Order Approving Sale; consider materials in connection with Receivership application over assets of Canadian parent entity.
Feb 13, 2017	Review emails; prepare for application for short leave and Order Approving Sale; consider materials in connection with Receivership application over assets of Canadian parent entity.
Feb 14, 2017	Consider Bill of Sale for inventory and fixtures at specific locations; telephone call to T. Powell.
Feb 14, 2017	Prepare for application for short leave and Order Approving Sale; extensive correspondence with T. Powell regarding application for Order Approving Sale; attend at Court for requisition for short leave.
Feb 14, 2017	Discussion with T. Powell regarding IP, privacy and CASL compliance issues.
Feb 14, 2017	Conference regarding sale Order issues; conference regarding IP issues.
Feb 15, 2017	Prepare for and attend at application for Order Approving Sale.
Feb 22, 2017	Review security opinion; correspondence with counsel for Geodis and Caleres; consider warehouse liens.

May 12, 2017

Invoice # 697460624

File No: 562462/000001

Page 3

Alvarez & Marsal Canada Inc.

Re: Shoeme Technologies Limited

Feb 27, 2017	Telephone call to H. Chaiton; review Norton Rose opinion; correspondence with Receiver regarding various issues.
Feb 28, 2017	Conference with T. Martin; discussion and correspondence with counsel for Geodis.
Mar 3, 2017	Correspondence with Receiver and counsel for Geodis.
Mar 7, 2017	Review Geodis contact; letter to H. Chaiton; consider lien issues.
Mar 9, 2017	Review emails; consider warehouse lien; consider Ontario PPSA; consider Repair and Storage Lien Act; consider contract in respect of Brampton warehouse.
Mar 10, 2017	Draft email containing analysis of Geodis/OHL lien claim.
Mar 10, 2017	Re Shoeme Technologies Limited et al - Conduct PPSA searches.
Mar 10, 2017	Review Geodis lien claim.
Mar 13, 2017	Correspondence regarding Geodis claim.
Mar 14, 2017	Correspondence regarding sale process issues, sale of customer lists.
Mar 15, 2017	Phone calls; research and analyze legislation and case law applicable to the consent requirements in the context of a business transaction involving the transfer of personal information.
Mar 15, 2017	Correspondence and discussions regarding Geodis claim, sale process customer lists; correspondence from US purchaser; letter to H. Chaiton; letter to counsel for Deans Knight; review US receivership pleadings.
Mar 15, 2017	Conference regarding privacy law issues regarding customer lists; conference regarding warehouse lien issue.
Mar 16, 2017	Draft legal opinion regarding the legality of the sale of a customer list (from a privacy perspective).
Mar 16, 2017	Conversation with R. Girard; instructions to same and template.
Mar 16, 2017	Review draft answer; draft comments.
Mar 16, 2017	Email exchanges with R. Girard.
Mar 16, 2017	Correspondence regarding customer lists; correspondence with P. Reardon; letter to H. Chaiton; correspondence with Receiver.
Mar 16, 2017	Various correspondence regarding privacy law issues.
Mar 17, 2017	Research legal provisions regarding the potential liability of Alvarez & Marsal and other legal risks; update opinion in light of B. Freedman's comments; email to B. Freedman; phone call with B. Freedman; additional modifications to the legal opinion in light of E. Wang's comments; phone call with E. Wang.
Mar 17, 2017	Correspondence and consider issues regarding customer lists and sale process results.
Mar 17, 2017	Review privacy law issue; review PIPEDA/PIPA opinion.
Mar 19, 2017	Correspondence with counsel for Geodis.

PAYABLE ON RECEIPT

INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE

GST/HST REGISTRATION # R869096974RT0005

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

May 12, 2017  
Invoice # 697460624  
File No: 562462/000001  
Page 4

Mar 20, 2017	Correspondence with Ha. Chaiton; correspondence with Receiver; prepare Bills of Sale approval materials; correspondence with secured lenders.
Mar 20, 2017	Correspondence with H. Chaiton; correspondence with Receiver; prepare Bills of Sale approval materials; correspondence with secured lenders.
Mar 23, 2017	Consider approval issues; prepare Bill of Sale; review correspondence.
Mar 24, 2017	Conference regarding application materials; prepare DSW Bill of Sale.
Mar 26, 2017	Correspondence with counsel for Geodis.
Mar 27, 2017	Email summarizing the requirements (i.e. to enter into an agreement and, if applicable, to notify the individuals concerned) in order for the "business transaction" exception to apply under the applicable private-sector privacy legislation in Canada; new version of email; email exchange confirming answer provided to E. Wang.
Mar 27, 2017	Review and consider application materials for approval and Vesting Order and consider issues regarding same.
Mar 27, 2017	Review and revise application materials; review and consider service matters; organize application materials and arrange for filing.
Mar 27, 2017	Extensive correspondence and discussions with counsel for Geodis regarding sale of assets; revise and file application materials.
Mar 27, 2017	Conference regarding customer list issues.
Mar 28, 2017	Review correspondence from DSW regarding Bill of Sale and approval and Vesting Order; review and revise same.
Mar 28, 2017	Extensive discussions and correspondence with counsel for Geodis.
Mar 28, 2017	Conference regarding customer list issues.
Mar 29, 2017	Various correspondence with DSW regarding sale and Court process; draft Notice of Application for DSW asset sale; review draft Receiver's Report.
Mar 29, 2017	Draft Index to Application Record and organize; draft Receiver's Certificate; receive and respond to email from M. Lee; draft Order; draft index to Brief of Authorities and organize.
Mar 29, 2017	Negotiate DSW documents and prepare pleadings.
Mar 29, 2017	Telephone call and email to in-house counsel for DSW regarding customer list issue; review correspondence; review Receiver's Report and DSW Bill of Sale.
Mar 30, 2017	Finalize Court materials for DSW sale.
Mar 30, 2017	Arrange for filing of application materials regarding approval of sale to DSW Shoe Warehouse Inc.
Mar 30, 2017	Revise pleadings; revise Bill of Sale; revise, file and serve materials for DSW sale application.
Mar 30, 2017	File Notice of Applications and Receiver's Reports.

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

May 12, 2017  
Invoice # 697460624  
File No: 562462/000001  
Page 5

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Mar 30, 2017	Telephone call with T. Powell; telephone call with counsel to Amazon regarding access and sale information; prepare DSW side letter.
Mar 31, 2017	Review DSW Purchase Agreement regarding transfer of customer list; verify compliance with the three applicable privacy laws; provide comments and recommendations.
Mar 31, 2017	Tend to various closing and post-closing matters.
Mar 31, 2017	Attend to filing matters; consider closing requirements; draft Index to Application Record; organize for hearing.
Mar 31, 2017	Draft and revise DSW side letter.
Apr 3, 2017	Email to S. Maffett (DSW) regarding revised approval and Vesting Order; various correspondence regarding revised language.
Apr 3, 2017	Organize Application Record; organize for hearing; organize Brief of Authorities.
Apr 3, 2017	Correspondence regarding priority of claims against Shoeme Technologies; research Ontario storage liens.
Apr 3, 2017	Conference regarding DSW process.
Apr 4, 2017	Review correspondence regarding DSW sale application and Geodis lien claim; prepare for application; coordinate closing matters.
Apr 4, 2017	Revise Order; blackline to Model Order; organize for hearing.
Apr 4, 2017	Correspondence regarding Shoeme inventory sale issues; correspondence with H. Chaiton; correspondence with Receiver and counsel for Caleres.
Apr 4, 2017	Attend conference call with DSW; consider issues relating to Privacy provisions in side letter.
Apr 5, 2017	Various correspondence regarding closing matters; prepare for and attend Court application regarding approval and Vesting Order; tend to closing matters.
Apr 5, 2017	Correspondence with counsel for Caleres; attend to closing of Shoeme asset sales; correspondence regarding Shoeme CASL issues.
Apr 5, 2017	Conference regarding Privacy issues relating to DSW; conference regarding records issues relating to Amazon; various correspondence with Osler and Dentons.
Apr 6, 2017	Various correspondence regarding closing matters.
Apr 6, 2017	Various correspondence with DSW, Osler and A&M; conference regarding revisions to Side Letter; coordinate and attend conference call.
Apr 7, 2017	Email regarding proposed change to Side Letter Agreement.
Apr 7, 2017	Review and compile closing materials; correspondence regarding closing matters.
Apr 7, 2017	Revisions to Side Letter; various correspondence with DSW's counsel; conference regarding privacy issues.
Apr 18, 2017	Letter from H. Chaiton.

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

May 12, 2017  
Invoice # 697460624  
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Page 6

Apr 20, 2017	Review/revise form of DSW Trademark Assignment; correspondence regarding same.
Apr 21, 2017	Correspondence with counsel for Geodis.
Apr 28, 2017	Review US receivership pleadings.
May 1, 2017	Consider issues regarding May 2 call with US Receiver.
May 2, 2017	Conference with T. Powell; conference call with US Receiver; prepare application materials.
May 4, 2017	Review proposed changes to Trademark Assignment Agreement; correspondence with T. Powell regarding same.
May 8, 2017	Telephone conversation with A&M regarding Order to distribute sale proceeds.
May 9, 2017	Revise Draft Order; email correspondence with A&M.
May 10, 2017	Letter from H. Chaiton; memo to T. Powell regarding Geodis lien claim.

TO OUR FEES

\$ 38,646.00

DISBURSEMENTS AND OTHER CHARGES:

Non-Taxable

Agent's Account	\$101.22
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Total Non-Taxable Disbursements and Other Charges	101.22
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Taxable

G=GST; Q=QST; H=HST; P=PST

Agent's Account	5.74	G
BC Online	5.36	G
BC Online Service Charge	1.53	G
Binding Charges	6.60	GP
Copies	443.09	G
Courier	37.69	G
Cyberbahn Search (Disbs)	6.12	G
Cyberbahn Search (Fees)	9.18	G
File Preservation and Recycling Fee	36.34	GP
Taxi	5.96	G



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Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

May 12, 2017  
Invoice # 697460624  
File No: 562462/000001  
Page 7

Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	9.37	G
Agency Fees - West Coast Title Search: Disburse In Registry ordered by Verbrugge, Magnus C.	5.93	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	5.93	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	5.93	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	5.93	G
Agency Fees - West Coast Title Search: Disburse In Registry ordered by Laity, Ryan M.	15.50	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	5.93	G
Total Taxable Disbursements and Other Charges	612.13	
Total Disbursements and Other Charges		713.35
Total Fees and Disbursements and Other Charges		39,359.35
GST on Fees and Taxable Disbursements and Other Charges		1,962.91
PST on Fees and Taxable Disbursements and Other Charges		2,708.23
TOTAL THIS INVOICE		\$ 44,030.49



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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

May 12, 2017  
Invoice # 697460624  
MCV/MCV

Re: Shoeme Technologies Limited

File No: 562462/000001

**REMITTANCE COPY**

Fees	\$ 38,646.00
Disbursements and Other Charges	713.35
GST on Fees and Taxable Disbursements and Other Charges	1,962.91
PST on Fees and Taxable Disbursements and Other Charges	2,708.23
	<hr/>
Total this Invoice	<b>\$ 44,030.49</b>

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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

May 12, 2017  
Invoice # 697460624  
MCV/MCV

Alternatively, payment may be wired or electronic fund transferred (EFT) to:

**Canadian Funds Info:**

The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**

The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

Please email payment details to: [receiptsvan@blg.com](mailto:receiptsvan@blg.com)  
or fax to: 604 - 640 - 4194 Attn: Accounts Receivable  
Contact Ph #: 604-632-3415  
Please include our invoice number(s) with all payments



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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

June 30, 2017

Attention: Mr. Todd Martin

Invoice # 697474591  
Page 1

Re: Shoeme Technologies Limited

File No: 562462/000001

PROFESSIONAL SERVICES rendered to May 31, 2017 in connection with the above matter as described in the attached.

Fees	\$ 1,902.00
Disbursements and Other Charges	68.70
GST on Fees and Taxable Disbursements and Other Charges	98.54
PST on Fees and Taxable Disbursements and Other Charges	134.89
Total this Invoice	<u>\$ 2,204.13</u>

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:

  
Magnus C. Verbrugge





7/19/2017

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

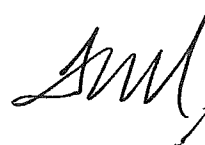
June 30, 2017  
Invoice # 697474591  
File No: 562462/000001  
Page 2

PROFESSIONAL SERVICES RENDERED to May 31, 2017

May 1, 2017	Consider various emails from associates of Shoes.com Inc.; determine contact information; email to G. Monachino regarding same.
May 4, 2017	Assist with application materials regarding distribution of funds.
May 5, 2017	Call with S. Maffatt (DSW) regarding Trademark Assignment.
May 8, 2017	Correspondence with S. Maffatt (DSW) regarding Trademark Assignment; correspondence with B. Fong (Oslers) regarding same.
May 9, 2017	Correspondence with B. Fong (Oslers) and S. Maffatt (DSW) regarding Trademark Assignment; conference call with B. Fong and S. Maffatt to discuss same.
May 11, 2017	Review signed Trademark Assignment; correspondence with T. Powell (Alvarez) regarding same.
May 12, 2017	Review signed Trademark Assignment; correspondence with T. Powell and S. Maffatt (DSW) regarding same.
May 15, 2017	Review emails.
May 15, 2017	Correspondence with H. Chaiton and Receiver.
May 19, 2017	Review emails; consider pleadings from counsel for Gerler.
May 19, 2017	Conduct PPSA searches.
May 23, 2017	Consider loan documentation; email correspondence with NRF.
May 24, 2017	Review emails; email correspondence with NRF regarding Subordination Agreements.
May 29, 2017	Correspondence with counsel for judgment creditor.

TO OUR FEES

\$ 1,902.00



DISBURSEMENTS AND OTHER CHARGES:

Taxable

G=GST; Q=QST; H=HST; P=PST

Copies	\$11.70	G
Cyberbahn Search (Disbs)	16.00	G
Cyberbahn Search (Fees)	16.00	G
File Preservation and Recycling Fee	25.00	GP

Total Taxable Disbursements and Other Charges

68.70

PAYABLE ON RECEIPT

INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE

GST/HST REGISTRATION # R869096974RT0005



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Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

June 30, 2017  
Invoice # 697474591  
File No: 562462/000001  
Page 3

Total Disbursements and Other Charges	68.70
Total Fees and Disbursements and Other Charges	<u>1,970.70</u>
GST on Fees and Taxable Disbursements and Other Charges	98.54
PST on Fees and Taxable Disbursements and Other Charges	<u>134.89</u>
TOTAL THIS INVOICE	<u><u>\$ 2,204.13</u></u>



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Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

June 30, 2017  
Invoice # 697474591  
MCV/MCV

Re: Shoeme Technologies Limited

File No: 562462/000001

**REMITTANCE COPY**

Fees	\$ 1,902.00
Disbursements and Other Charges	68.70
GST on Fees and Taxable Disbursements and Other Charges	98.54
PST on Fees and Taxable Disbursements and Other Charges	134.89
	<hr/>
Total this Invoice	<b><u>\$ 2,204.13</u></b>

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Vancouver, BC V6C 3A6

June 30, 2017  
Invoice # 697474591  
MCV/MCV

Alternatively, payment may be wired or electronic fund transferred (EFT) to:

**Canadian Funds Info:**

The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**

The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

**Please email payment details to: [receiptsvan@blg.com](mailto:receiptsvan@blg.com)**

or fax to: 604 - 640 - 4194 Attn: Accounts Receivable

Contact Ph #: 604-632-3415

Please include our invoice number(s) with all payments



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Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
T 604.687.5744 F 604.687.1415  
blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017

Attention: Mr. Todd Martin

Invoice # 697496624  
Page 1

Re: Shoeme Technologies Limited

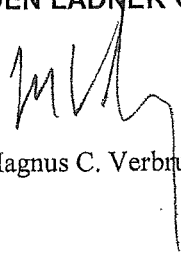
File No: 562462/000001

PROFESSIONAL SERVICES rendered to June 30, 2017 in connection with the above matter as described in the attached.

Fees	\$ 1,962.00
Disbursements and Other Charges	233.10
GST on Fees and Taxable Disbursements and Other Charges	105.76
PST on Fees and Taxable Disbursements and Other Charges	137.34
Total this Invoice	<u>\$ 2,438.20</u>

THIS IS OUR ACCOUNT - E. & O.E.

BORDEN LADNER GERVAIS LLP

By:   
Magnus C. Verbrugge





Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
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Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

September 8, 2017  
Invoice # 697496624  
File No: 562462/000001  
Page 2

PROFESSIONAL SERVICES RENDERED to June 30, 2017

Jun 7, 2017	Review emails.
Jun 7, 2017	Correspondence with counsel for Geodis.
Jun 19, 2017	Revise Priority Opinion; revise application materials; consider Receiver's revised Third Report; email correspondence with A&M.
Jun 19, 2017	Rush filing of Notice of Application and supporting Receiver's Report.
Jun 19, 2017	Consider email from counsel for Wal-Mart; review file, email to regarding same; consider various emails regarding same.
Jun 19, 2017	Revise Notice of Application; update service lists; email to Alvarez & Marsal Inc.; organize materials for filing.
Jun 20, 2017	Receive and respond to emails and other service matters; draft and organize application record; organize for hearing.
Jun 21, 2017	Correspondence with M. Lee regarding Border Services letter.

TO OUR FEES

\$ 1,962.00

DISBURSEMENTS AND OTHER CHARGES:

Non-Taxable

Agent's Account	<u>\$80.00</u>
-----------------	----------------

Total Non-Taxable Disbursements and Other Charges	<u>80.00</u>
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Taxable

G=GST; Q=QST; H=HST; P=PST

Copies	122.10	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	15.50	G
Agency Fees - West Coast Title Search: Court filing ordered by Torsky, Betty A.	15.50	G

Total Taxable Disbursements and Other Charges	<u>153.10</u>
---	---------------



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Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

September 8, 2017  
Invoice # 697496624  
File No: 562462/000001  
Page 3

Total Disbursements and Other Charges	233.10
Total Fees and Disbursements and Other Charges	<u>2,195.10</u>
GST on Fees and Taxable Disbursements and Other Charges	105.76
PST on Fees and Taxable Disbursements and Other Charges	<u>137.34</u>
TOTAL THIS INVOICE	<u><u>\$ 2,438.20</u></u>



Borden Ladner Gervais LLP  
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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017  
Invoice # 697496624  
MCV/MCV

Alternatively, payment may be wired or electronic fund transferred (EFT) to:

**Canadian Funds Info:**  
The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**  
The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

**Please email payment details to: [receiptsvan@blg.com](mailto:receiptsvan@blg.com)**  
or fax to: 604 - 640 - 4194 Attn: Accounts Receivable  
Contact Ph #: 604-632-3415  
Please include our invoice number(s) with all payments



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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017

Attention: Mr. Todd Martin

Invoice # 697496594  
Page 1

Re: Shoeme Technologies Limited

File No: 562462/000001

PROFESSIONAL SERVICES rendered to August 17, 2017 in connection with the above matter as described in the attached.

Fees	\$ 712.00
Disbursements and Other Charges	4.50
GST on Fees and Taxable Disbursements and Other Charges	35.83
PST on Fees and Taxable Disbursements and Other Charges	49.84
Total this Invoice	<u>\$ 802.17</u>

THIS IS OUR ACCOUNT - E. & O.E.

BORDEN LADNER GERVAIS LLP

By:

Magnus C. Verbrugge



Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
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blg.com

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

September 8, 2017  
Invoice # 697496594  
File No: 562462/000001  
Page 2

PROFESSIONAL SERVICES RENDERED to August 17, 2017

Jul 4, 2017	Attend to filing and service matters.
Jul 4, 2017	Correspondence with D. Schnapp; conference with corporate counsel for Shoeme; letter to Canada Border Services.
Jul 7, 2017	Consider various emails regarding incorporation status of various companies.

TO OUR FEES \$ 712.00

DISBURSEMENTS AND OTHER CHARGES:

<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST	
Copies	\$4.50	G
Total Taxable Disbursements and Other Charges	4.50	
Total Disbursements and Other Charges		4.50
Total Fees and Disbursements and Other Charges		716.50
GST on Fees and Taxable Disbursements and Other Charges		35.83
PST on Fees and Taxable Disbursements and Other Charges		49.84
TOTAL THIS INVOICE		\$ 802.17



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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 8, 2017  
Invoice # 697496594  
MCV/MCV

Alternatively, payment may be wired or electronic fund transferred (EFT) to:

**Canadian Funds Info:**  
The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**  
The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

**Please email payment details to: [receiptsvan@blg.com](mailto:receiptsvan@blg.com)**  
or fax to: 604 - 640 - 4194 Attn: Accounts Receivable  
Contact Ph #: 604-632-3415  
Please include our invoice number(s) with all payments

**Summary of Fees and Disbursements of Borden Ladner Gervais LLP  
for period February to August, 2017**

**Shoeme Technologies Limited**

<b>Name of Professional</b>	<b>Total Hours Billed</b>	<b>Hourly Rate (\$/Hr)</b>	<b>Total Amount Billed</b>	
K. Andersen (Partner)	.70	\$560 (2017)	\$392.00	
B. J. Freedman (Partner)	.60	\$710 (2017)	\$426.00	
E. Gratton (Partner)	.80	\$675 (2017)	\$540.00	
M.C. Verbrugge (Partner)	25.60	\$610 (2017)	\$15,616.00	
L. Hiebert (Partner)	.50	\$385 (2017)	\$192.50	
E. Wang (Partner)	14.90	\$390 (2017)	\$5,811.00	
E. Bahrami (Associate)	17.10	\$350 (2017)	\$5,985.00	
R. Girard (Associate)	21.00	\$270 (2017)	\$5,670.00	
R. M. Laity (Associate)	16.20	\$330 (2017)	\$5,346.00	
A. Visser (Articled Student)	1.80	\$210 (2017)	\$378.00	
A. B. Lau (Associate)	2.80	\$435 (2017)	\$1,218.00	
G. DiGirolamo (Paralegal)	.40	\$305 (2017)	\$122.00	
P. Shivakumar (Paralegal)	.30	\$215 (2017)	\$64.50	
A. Greer (Articled Student)	.80	\$210 (2017)	\$168.00	
B.A. Torsky (Paralegal)	10.20	\$195 (2017)	\$1,989.00	
Total Hours/Total Fees	113.70		\$43,918.00	✓
Total Disbursements			\$1,019.65	✓
Total Fees and Disbursements excluding Tax			\$44,937.65	
Taxes			\$5,316.86	
Total Fees and Disbursements including Tax			\$50,254.51	✓

## **BIOGRAPHIES OF PROFESSIONALS**

### **Shoeme Technologies Limited**

1. Magnus C. Verbrugge is a partner with Borden Ladner Gervais LLP. Mr. Verbrugge holds a Bachelor of Laws from the University of Toronto and was called to the Bar in 1998. Mr. Verbrugge practices in areas of bankruptcy and insolvency and corporate finance. Mr. Verbrugge recorded a total of 25.60 hours on this file for the period of February to August, 2017, and provided advice and attended various court applications.
2. Edward Wang is a partner in our Financial Services Group as well as a member of our China Focus Group. Mr. Wang recorded a total of 14.90 hours on this file for the period of February to April, 2017.
3. Elly Bahrami is an associate in our Financial Services Group. Ms. Bahrami recorded a total of 17.10 hours on this file for the period of February to June, 2017.
4. Raphaël Girard is an associate in our Privacy and Data Security practice group in Montréal. Mr. Girard recorded a total of 21.00 hours on this file for the period of March to April, 2017.
5. Ryan Laity is an associate with Borden Ladner Gervais LLP in the Financial Services Group in the Vancouver office. Mr. Laity recorded a total of 16.20 hours on this file March to May, 2017.
6. Betty Torsky is a senior paralegal in the Financial Services Department of our Vancouver office. Ms. Torsky recorded a total of 10.20 hours on this file March to August, 2017.



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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 14, 2017

Attention: Mr. Todd Martin

Invoice # 697498871  
Page 1

Re: Shoeme Technologies Limited

File No: 562462/000001

PROFESSIONAL SERVICES rendered to August 31, 2017 in connection with the above matter as described in the attached.

Fees	\$ 244.00 ✓
Disbursements and Other Charges	0.00
GST on Fees and Taxable Disbursements and Other Charges	12.20 ✓
PST on Fees and Taxable Disbursements and Other Charges	17.08 ✓
Total this Invoice	<u>\$ 273.28 ✓</u>

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:  
Magnus C. Verbrugge



Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
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blg.com

Alvarez & Marsal Canada Inc.  
Re: Shoeme Technologies Limited

September 14, 2017  
Invoice # 697498871  
File No: 562462/000001  
Page 2

PROFESSIONAL SERVICES RENDERED to August 31, 2017

Aug 18, 2017 M.C. Verbrugge 0.40 Correspondence regarding CBSA assessment of  
penalty; correspondence with US Receiver's counsel  
regarding creditor enquiries. ✓

TO OUR FEES \$ 244.00

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Avg. Rate/Hr.</u>	<u>Amount</u>
M.C. Verbrugge	0.40	\$ 610.00	\$ 244.00 ✓
	<u>0.40</u>		<u>\$ 244.00</u>

Total Fees and Disbursements and Other Charges	244.00
GST on Fees and Taxable Disbursements and Other Charges	12.20
PST on Fees and Taxable Disbursements and Other Charges	17.08
<b>TOTAL THIS INVOICE</b>	<b><u>\$ 273.28</u></b>



Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
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blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 14, 2017  
Invoice # 697498871  
MCV/MCV

Re: Shoeme Technologies Limited

File No: 562462/000001

**REMITTANCE COPY**

Fees	\$ 244.00
Disbursements and Other Charges	0.00
GST on Fees and Taxable Disbursements and Other Charges	12.20
PST on Fees and Taxable Disbursements and Other Charges	17.08
	<hr/>
Total this Invoice	<b>\$ 273.28</b>

PLEASE RETURN THIS COPY WITH YOUR PAYMENT  
MAKE CHEQUES PAYABLE TO BORDEN LADNER GERVAIS LLP



Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
T 604.687.5744 F 604.687.1415  
blg.com

Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6

September 14, 2017  
Invoice # 697498871  
MCV/MCV

Alternatively, payment may be wired or electronic fund transferred (EFT) to:

**Canadian Funds Info:**

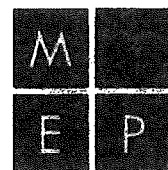
The Bank of Nova Scotia  
20 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3R3  
Bank #: 002  
Bank Transit #: 47696  
Account#: 800021104616  
Swift Code: NOSCCATT  
ABA number: 026002532

**US Funds Info:**

The Bank of Nova Scotia  
510 Burrard Street  
Vancouver, BC  
V6C 3B9  
Bank #: 002  
Bank Transit #: 03020  
Account #: 030202074613  
Swift Code: NOSCCATT  
ABA number: 026002532

**Please email payment details to: [receiptsvan@blg.com](mailto:receiptsvan@blg.com)**  
or fax to: 604 - 640 - 4194 Attn: Accounts Receivable  
Contact Ph #: 604-632-3415  
Please include our invoice number(s) with all payments

PAYABLE ON RECEIPT  
INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE  
**GST/HST REGISTRATION # R869096974RT0005**



**VIA EMAIL**

March 10, 2017

Our Reference: 070131-009

Shoes.com Technologies Inc.  
1500 West Georgia Street – 4<sup>th</sup> Floor  
Vancouver, BC V6G 2Z6

**Attention: Accounts Payable**

Dear Sirs/Mesdames:

**Re: Statement of Account**

We enclose our statement of account for professional services rendered to February 28, 2017, in the amount of \$1,582.99. We will be deducting trust funds on your behalf to apply partial payment against invoice 6448.

We trust you will find the account to be in order. Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Yours truly,

**Ryan Patryluk\***

+1 (778) 331-0285  
rpatryluk@meplaw.ca  
meplaw.ca

\*Denotes a law corporation

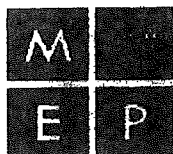
**Michael, Evrensel & Pawar LLP**

Per:

Ryan Patryluk\*  
Partner

RP/cr

Encs.



Suite 1750, 1055 W. Georgia Street  
Vancouver, BC  
V6E 3P3 Canada

T. 604.669.1119  
F. 604.669.1953

Invoice No. 6448

Page 1

February 28, 2017

**PRIVATE & CONFIDENTIAL**

Shoes.com Technologies Inc.  
1500 West Georgia Street - 4th Floor  
Vancouver, BC  
V6G 2Z6 Canada

**Attention: Accounts Payable**

**FOR PROFESSIONAL SERVICES RENDERED** for the period ending February 28, 2017

File:	070131-009	Restructuring	Init	Hours
February 12, 2017		Email correspondence with T.Martin re IP ownership	AH	0.50
February 14, 2017		Calls with T. Jeffries and J. Mason re Shoes.com Technologies receivership; Review draft order	AH	1.10
February 16, 2017		Respond to email request re AllOver Media claim; Review consolidated IP list	AH	1.50
February 17, 2017		Email correspondence with D. Bain re Shoes.com Technologies opinion	AH	0.20
February 17, 2017		Call with M. Toner re Anvil agreement	AH	0.30
February 21, 2017		Email correspondence re Shoes.com	AH	0.50
February 23, 2017		Draft resolution regarding resignations and signing authority	AH	0.30
February 27, 2017		Receive resignations of directors and officers for Shoes.com Technologies Inc.	KW	0.30

**FEE SUMMARY**

-Andrew Hennigar	4.40	hours @ \$395.00	=	\$1,738.00
-Kylie Western	0.30	hours @ \$200.00	=	\$60.00

**TOTAL FEES**

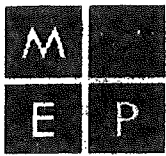
**\$1,798.00**

GST / HST No. 825180177 RT 0001

**PAYABLE UPON RECEIPT**

PLEASE ENCLOSE COPY OF INVOICE WITH REMITTANCE. ACCOUNTS NOT PAID WITHIN THIRTY (30) DAYS FROM THE INVOICE DATE WILL ACCRUE INTEREST AT A RATE OF TWELVE PERCENT (12%) PER ANNUM FROM THE INVOICE DATE UNTIL THE DATE OF PAYMENT. PAYMENT BY ELECTRONIC FUNDS TRANSFER IS ACCEPTED.

We have made every effort to include fees and disbursements incurred on your behalf for the current billing period. In the event additional fees or disbursements are subsequently incurred and/or recorded, a subsequent account will be forwarded.



Invoice No. 6448

Page 2

**DISBURSEMENTS (TAXABLE)**

- Photocopies @ \$0.10 Per Page# \$3.00

**TOTAL DISBURSEMENTS (TAXABLE)** \$3.00

**DISBURSEMENTS (NON-TAXABLE)**

- BC Online charge - Service charge \$1.50

- BC Online charge - Change of Director \$20.00

**TOTAL DISBURSEMENTS (NON-TAXABLE)** \$21.50

GST (5%) \$90.05


BC TAX (7%) \$126.07

**Invoice Amount Due** \$2,038.62

**Less Payment From Trust** (\$455.63)

**Total Amount Due & Owing** \$1,582.99


This is our account herein  
**Michael, Evrensel & Pawar LLP**

Per:   
Ryan Patryluk

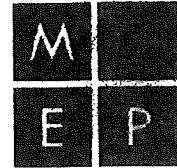
E.&O.E.

GST / HST No. 825180177 RT 0001

**PAYABLE UPON RECEIPT**

 3/13/2017

**GENERAL ACCOUNTS  
PAYMENT INSTRUCTIONS**



**A. CANADIAN FUNDS:**

**1. Wire Transfer:**

**DESTINATION:** Royal Bank of Canada  
Toronto, Ontario, Canada  
SWIFT CODE: ROYCCAT2

**BENEFICIARY:** Michael, Evrensel & Pawar LLP  
**Bank #003 Transit #00010 Account #1143759**  
Royal Bank of Canada  
1025 West Georgia Street  
Vancouver, BC V6E 3N9

**REFERENCE:** (Please include your Invoice number and/or your client number)

**2. ACH Direct Transfer:**

Institution#/Bank#: **003** (Royal Bank of Canada)  
Transit#/Branch#: **00010** (1025 West Georgia Street)  
General Account#: **1143759**

**B. U.S. FUNDS:**

**1. Wire Transfer:**

**DESTINATION:** Royal Bank of Canada  
Toronto, Ontario, Canada  
SWIFT CODE: ROYCCAT2

**INTERMEDIARY:** JP Morgan Chase Bank  
New York, NY  
ABA # 021000021  
SWIFT CODE: CHAS US 33

**BENEFICIARY:** Michael, Evrensel & Pawar LLP  
**Bank #003 Transit #00010 Account #4030201**  
Royal Bank of Canada  
1025 West Georgia Street  
Vancouver, BC V6E 3N9

**REFERENCE:** (Please include your Invoice number and/or your client number)

**C. CREDIT CARD PAYMENT:**

Payments by Visa or MasterCard exceeding the amount of \$5,000.00 CDN (total per client matter during the course of a calendar year, not per transaction), may be subject to Bank Charges, which if applicable, will be applied to your next invoice. If you wish to pay by MasterCard or Visa, please contact our Accounting Department for further assistance.

INTERAC e-Transfers (E-mail Transfers) are not accepted at this time.

**\*Please account for any applicable Bank Charges to be deducted through the above-mentioned payment methods\***

Please contact our Accounting Department with any questions or concerns:

Eva Tong - Ph.: 604-669-1119 ext. 122 - Email: [etong@meplaw.ca](mailto:etong@meplaw.ca)