

This is the 1st Affidavit of
Magnus C. Verbrugge in this case
and was made on October 17, 2018



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.
SHOES.COM TECHNOLOGIES INC.**

DEANS KNIGHT CAPITAL MANAGEMENT LTD.

PETITIONER

- and -

SHOEME TECHNOLOGIES LIMITED
SHOES.COM TECHNOLOGIES INC.

RESPONDENT

AFFIDAVIT

I, Magnus C. Verbrugge, Lawyer, of 1200 – 200 Burrard Street, Vancouver, British Columbia,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a lawyer with Borden Ladner Gervais LLP (“**BLG**”), solicitors for Alvarez & Marsal Canada Inc. in its capacity as the Receiver (the “**Receiver**”) of Shoeme Technologies

Limited (“**Shoeme**”) and Shoes.com Technologies Inc. (“**Shoes.com**” and, together with Shoeme, the “**Debtors**”) in this proceeding, and as such have personal knowledge of the facts deposed to in this Affidavit, except where stated to be based on information and belief, in which case, I believe that such information is true and accurate.

2. On or about February 1, 2017, BLG was retained by the Receiver to act on its behalf in respect of certain matters related to the receivership of the Debtors.
3. Concurrently with the filing of this affidavit, we will file the fifth and final report of the Receiver dated September 18, 2018 (the “**Fifth Report**”).
4. Attached and marked as Exhibits are true copies of the accounts of BLG rendered in this matter:
 - a) attached and marked as **Exhibit “A”** to this affidavit is a true copy of BLG Invoice 697460624 dated May 12, 2017;
 - b) attached and marked as **Exhibit “B”** to this affidavit is a true copy of BLG Invoice 697460626 dated May 12, 2017;
 - c) attached and marked as **Exhibit “C”** to this affidavit is a true copy of BLG Invoice 697474591 dated June 30, 2017;
 - d) attached and marked as **Exhibit “D”** to this affidavit is a true copy of BLG Invoice 697474592 dated June 30, 2017;
 - e) attached and marked as **Exhibit “E”** to this affidavit is a true copy of BLG Invoice 697496588 dated June 30, 2017;
 - f) attached and marked as **Exhibit “F”** to this affidavit is a true copy of BLG Invoice 697496624 dated September 8, 2017;
 - g) attached and marked as **Exhibit “G”** to this affidavit is a true copy of BLG Invoice 697496594 dated September 8, 2017;
 - h) attached and marked as **Exhibit “H”** to this affidavit is a true copy of BLG Invoice 697496598 dated September 8, 2017;
 - i) attached and marked as **Exhibit “I”** to this affidavit is a true copy of BLG Invoice 697498871 dated September 14, 2017;

- j) attached and marked as **Exhibit “J”** to this affidavit is a true copy of BLG Invoice 697498876 dated September 14, 2017;
 - k) attached and marked as **Exhibit “K”** to this affidavit is a true copy of BLG Invoice 697521184 dated November 22, 2017;
 - l) attached and marked as **Exhibit “L”** to this affidavit is a true copy of BLG Invoice 697548858 dated December 31, 2017; and
 - m) attached and marked as **Exhibit “M”** to this affidavit is a true copy of BLG Invoice 697554669 dated February 13, 2018,
- (collectively, the “**Accounts**”). The Accounts cover legal services provided by BLG to the Receiver from the time period beginning on February 3, 2017 to September 11, 2018.
- 5. The Accounts represent total fees of \$139,447, disbursements of \$2,339.63 and taxes of \$16,849.45 incurred as legal counsel to the Receiver in this matter. The fees relate to approximately 306 hours of time spent by BLG timekeepers.
 - 6. Attached and marked as **Exhibit “N”** to this affidavit is a summary of the Accounts, and the number of hours incurred and hourly rate per professional.
 - 7. In the context of this matter, there were a number of matters required of our firm, the particulars of which are set out in the detailed narratives provided with the Accounts.
 - 8. The matters required of our firm included:
 - (a) preparing for and attending before this Honourable Court on various applications;
 - (b) various communications regarding sale process issues and various receivership issues;
 - (c) various communications regarding IP and asset ownership issues;
 - (d) preparing various agreements;
 - (e) conducting research in respect of receivership issues, including analysis of the priorities and claims of secured creditors;
 - (f) various communications in respect of the US Receivership;
 - (g) assisting the Receiver in preparation of its various reports; and
 - (h) engaging in periodic telephone and email correspondence with the Receiver.

9. The majority of the work on this file was completed by Elly Seddon and me. Ryan Laity was also involved and we were assisted by our paralegal, Betty Torsky.
10. During and since the relevant time period, each of Ms. Seddon, Mr. Laity and I have practiced in the area of insolvency law.
11. During the period over which the Accounts were issued, my hourly rate ranged from \$610 to \$630. I was called to the bar in British Columbia in 1998. During and since the relevant time period, I have practiced in the Financial Services Group of BLG.
12. During the period over which the Accounts were issued, Ms. Seddon's hourly rate ranged from \$350 to \$375. Ms. Seddon was called to the bar in British Columbia in 2013. During and since the relevant time period, Ms. Seddon has practiced in the Financial Services Group of BLG.
13. During the period over which the Accounts were issued, Mr. Laity's hourly rate ranged from \$330 to \$360. Mr. Laity was called to the bar in British Columbia in 2014. During and since the relevant time period, Mr. Laity has practiced in the Financial Services Group.
14. Ms. Torsky, now retired, was a paralegal at BLG specialising in insolvency matters, with over 25 years' experience. Ms. Torsky assisted me and the other lawyers involved in this matter with various tasks in the course of this proceeding.
15. I have reviewed the Accounts and believe that they accurately reflect the work that was done in connection with this matter, and that all the time spent was reasonable and necessary. BLG assesses the hourly rates of its professionals annually, and based on this annual review, I believe that the hourly rates for each of the timekeepers and BLG professionals are in line with the Vancouver market for similar services.
16. I have also considered the delegation of work within the firm and note that when possible, the work was carried out by associates or paralegals. Based on my experience as a lawyer practicing in the area of insolvency law and familiarity with this matter, I believe the work was delegated appropriately.
17. The Receiver has reviewed the Accounts and concluded that they are reasonable and properly rendered, as reflected in the Fifth Report at paragraph 5.6

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PETITIONER

- and -

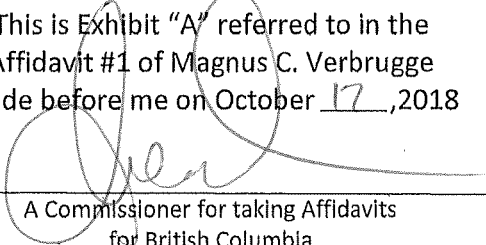
**SHOEME TECHNOLOGIES LIMITED
SHOES.COM TECHNOLOGIES INC.**

RESPONDENT

AFFIDAVIT

Borden Ladner Gervais LLP
Suite 1200 – 200 Burrard Street
Vancouver, BC V7X 1T2
Tel. No. 604-687-5744
Elly Seddon
Matter No: 562462-000002

This is Exhibit "A" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia

BLG
Borden Ladner Gervais

Borden Ladner Gervais LLP
Lawyers | Patent & Trade-mark Agents
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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

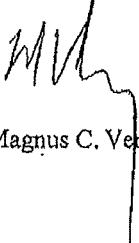
File No: 562462/000001

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

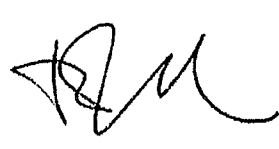
Fees	\$ 38,646.00
Disbursements and Other Charges	713.35
GST on Fees and Taxable Disbursements and Other Charges	1,962.91
PST on Fees and Taxable Disbursements and Other Charges	2,708.23
Total this Invoice	<u>\$ 44,030.49</u>

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

BORDEN LADNER GERVAIS LLP

By: 
Magnus C. Verbrugge



 5/15/2017

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

May 12, 2017
 Invoice # 697460624
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 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 Receiver's 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.

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 Re: Shoeme Technologies Limited

May 12, 2017
 Invoice # 697460624
 File No: 562462/000001
 Page 3

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.

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Alvarez & Marsal Canada Inc.
Re: Shoeme Technologies Limited

May 12, 2017
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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.

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May 12, 2017

Invoice # 697460624

File No: 562462/000001

Page 5

Alvarez & Marsal Canada Inc.
 Re: Shoeme Technologies Limited

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.

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Alvarez & Marsal Canada Inc.
Re: Shoeme Technologies Limited

May 12, 2017
Invoice # 697460624
File No: 562462/000001
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	<u>612.13</u>	
Total Disbursements and Other Charges		713.35
Total Fees and Disbursements and Other Charges		<u>39,359.35</u>
GST on Fees and Taxable Disbursements and Other Charges		1,962.91
PST on Fees and Taxable Disbursements and Other Charges		<u>2,708.23</u>
TOTAL THIS INVOICE		<u>\$ 44,030.49</u>

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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
Total this Invoice	<u>\$ 44,030.49</u>

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

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Vancouver, BC V6C 3A6

May 12, 2017
Invoice # 697460624
MCV/MCV

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

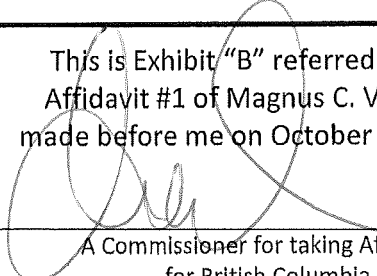
Canadian Funds Info:
The Bank of Nova Scotia
20 Queen Street West, 4th Floor
Toronto, Ontario
M5H 3R3
Bank #: 002
Bank Transit #: 47696
Account#: 800021104616
Swift Code: NOSCCATT
ABA number: 026002532

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
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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This is Exhibit "B" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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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 - B. & O.E.

BORDEN LADNER GERVAIS LLP

By:

Magnus C. Verbrugge

[Handwritten signature] 5/15/2017

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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 Lawyers | Patent & Trade-mark Agents
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Alvarez & Marsal Canada Inc.
 Re: Shoes.com Technologies Inc.

May 12, 2017
 Invoice # 697460626
 File No: 562462/000002
 Page 2

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.

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 GST/HST REGISTRATION # R869096974RT0005



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May 12, 2017

Invoice # 697460626

File No: 562462/0000002

Page 3

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

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.



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

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

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.



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

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



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May 12, 2017

Invoice # 697460626

File No: 562462/000002

Page 6

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

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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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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May 12, 2017

Invoice # 697460626

File No: 562462/000002

Page 7

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

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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GST/HST REGISTRATION # R869096974RT0005



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Alvarez & Marsal Canada Inc.
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
Total Non-Taxable Disbursements and Other Charges	98.78

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	
Total Disbursements and Other Charges	1,064.95	

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Alvarez & Marsal Canada Inc.
 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	\$ 69,756.20



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

May 12, 2017
Invoice # 697460626
MCV/MCV

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

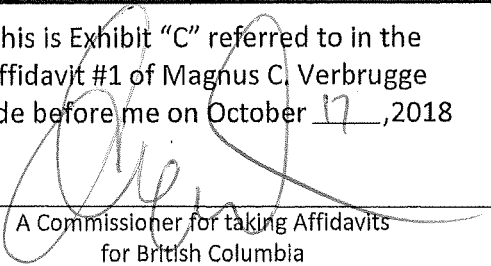
Canadian Funds Info:
The Bank of Nova Scotia
20 Queen Street West, 4th Floor
Toronto, Ontario
M5H 3R3
Bank #: 002
Bank Transit #: 47696
Account#: 800021104616
Swift Code: NOSCCATT
ABA number: 026002532

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

PAYABLE ON RECEIPT
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GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "C" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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Alvarez & Marsal Canada Inc.
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June 30, 2017

Attention: Mr. Todd Martin

Invoice # 697474591
 Page 1

Re: Shoeme Technologies Limited

File No: 562462/000001

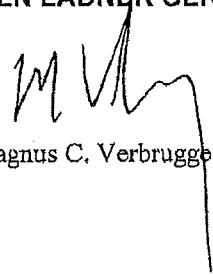
PROFESSIONAL SERVICES rendered to May 31, 2017 in connection with the above matter as described in the attached.

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

PAYABLE ON RECEIPT
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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

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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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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	<u>\$ 2,204.13</u>

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June 30, 2017
 Invoice # 697474591
 MCV/MCV

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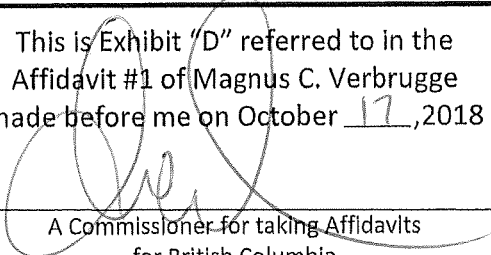
Canadian Funds Info:
 The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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
 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

This is Exhibit "D" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



Borden Ladner Gervais LLP
 Lawyers | Patent & Trade-mark Agents
 1200 Waterfront Centre
 200 Burrard St, P.O. Box 48600
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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 # 697474592
 Page 1

Re: Shoes.com Technologies Inc.

File No: 562462/000002

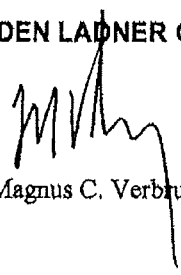
PROFESSIONAL SERVICES rendered to May 31, 2017 in connection with the above matter as described in the attached.

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



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: 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



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

Alvarez & Marsal Canada Inc.
 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
Total Taxable Disbursements and Other Charges	106.20	
Total Disbursements and Other Charges		106.20
Total Fees and Disbursements and Other Charges		8,932.20
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		\$ 9,999.78



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

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>

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



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

June 30, 2017
 Invoice # 697474592
 MCV/MCV

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

Canadian Funds Info:

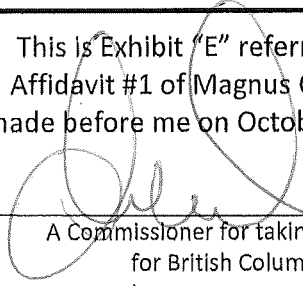
The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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

This is Exhibit "E" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



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 1200 Waterfront Centre
 200 Burrard St, P.O. Box 48600
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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 # 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>

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

BORDEN LADNER GERVAIS LLP

By:

Magnus C. Verbrugge

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



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: 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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 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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 200 Burrard St, P.O. Box 48600
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 blg.com

Alvarez & Marsal Canada Inc.
 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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 GST/HST REGISTRATION # R869096974RT0005



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Lawyers | Patent & Trade-mark Agents
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blg.com

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

September 8, 2017
Invoice # 697496588
MCV/MCV

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

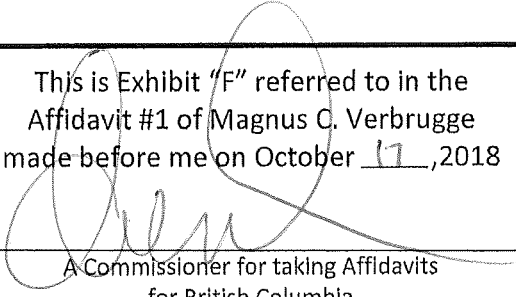
Canadian Funds Info:
The Bank of Nova Scotia
20 Queen Street West, 4th Floor
Toronto, Ontario
M5H 3R3
Bank #: 002
Bank Transit #: 47696
Account#: 800021104616
Swift Code: NOSCCATT
ABA number: 026002532

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

This is Exhibit "F" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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 604.687.1416
 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

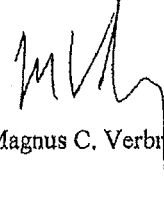
File No: 562462/000001

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	\$80.00
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Total Non-Taxable Disbursements and Other Charges	80.00
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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	153.10
---	--------

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 GST/HST REGISTRATION # R869096974RT0005



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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>\$ 2,438.20</u>

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GST/HST REGISTRATION # R869096974RT0005



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1200 Waterfront Centre
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Vancouver, BC, Canada V7X 1T2
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Alvarez & Marsal Canada Inc.
400 Burrard Street, Suite 1680
Vancouver, BC V6C 3A6

September 8, 2017
Invoice # 697496624
MCV/MCV

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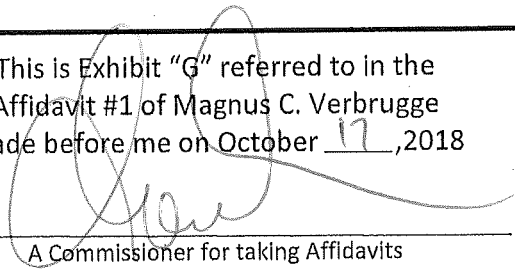
Canadian Funds Info:
The Bank of Nova Scotia
20 Queen Street West, 4th Floor
Toronto, Ontario
M5H 3R3
Bank #: 002
Bank Transit #: 47696
Account#: 800021104616
Swift Code: NOSCCATT
ABA number: 026002532

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

This is Exhibit "G" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia

BLG
Borden Ladner Gervais

Borden Ladner Gervais LLP
Lawyers | Patent & Trade-mark Agents
1200 Waterfront Centre
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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 # 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

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

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

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



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

September 8, 2017
 Invoice # 697496594
 MCV/MCV

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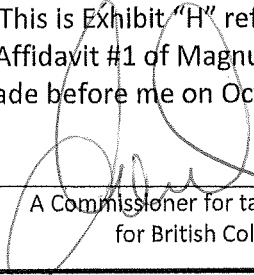
Canadian Funds Info:
 The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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
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Please email payment details to: receiptsvan@blg.com
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 GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "H" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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 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>

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
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blg.com

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

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

BLG
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Borden Ladner Gervais LLP
Lawyers | Patent & Trade-mark Agents
1200 Waterfront Centre
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Vancouver, BC, Canada V7X 1T2
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blg.com

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	\$ 4,421.76

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

September 8, 2017
 Invoice # 697496598
 MCV/MCV

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

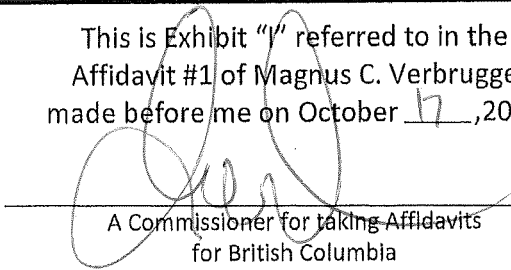
Canadian Funds Info:
 The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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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 GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "I" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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 Lawyers | Patent & Trade-mark Agents
 1200 Waterfront Centre
 200 Burrard St, P.O. Box 48600
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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
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September 14, 2017
 Invoice # 697498871
 File No: 562462/000001
 Page 2

Alvarez & Marsal Canada Inc.
 Re: Shoeme Technologies Limited

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



Borden Ladner Gervais LLP
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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	\$ 273.28

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GST/HST REGISTRATION # R869096974RT0005



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

September 14, 2017
 Invoice # 697498871
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Alternatively, payment may be wired or electronic fund transferred (EFT) to:

Canadian Funds Info:

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

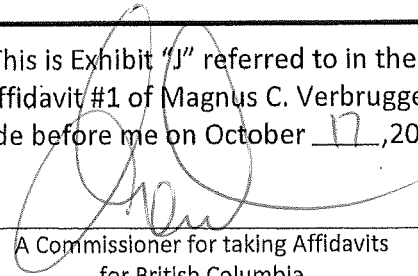
US Funds Info:

The Bank of Nova Scotia
 510 Burrard Street
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 Bank Transit #: 03020
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GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "J" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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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



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: 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 form 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>
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Alvarez & Marsal Canada Inc.
 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:

Taxable

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Copies

\$8.10 G

Total Taxable Disbursements and Other Charges

8.10

Total Disbursements and Other Charges

8.10

Total Fees and Disbursements and Other Charges

1,473.10

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

\$ 1,649.31

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

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

September 14, 2017
 Invoice # 697498876
 MCV/MCV

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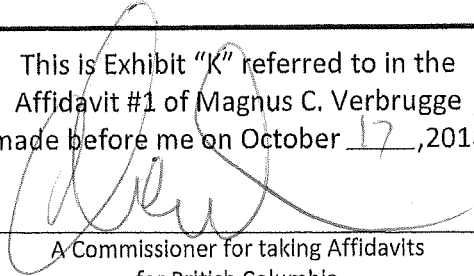
Canadian Funds Info:
 The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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
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 or fax to: 604 - 640 - 4194 Attn: Accounts Receivable
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 INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE
GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "K" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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

November 22, 2017

Attention: Mr. Todd Martin

Invoice # 697521184
 Page 1

Re: Shoes.com Technologies Inc.

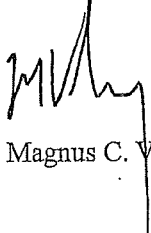
File No: 562462/000002

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

Fees	\$ 2,409.00
Disbursements and Other Charges	30.40
GST on Fees and Taxable Disbursements and Other Charges	121.98
PST on Fees and Taxable Disbursements and Other Charges	168.63
Total this Invoice	<u>\$ 2,730.01</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
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Alvarez & Marsal Canada Inc.
 Re: Shoes.com Technologies Inc.

November 22, 2017
 Invoice # 697521184
 File No: 562462/000002
 Page 2

PROFESSIONAL SERVICES RENDERED to October 31, 2017

Sep 2, 2017	Review US pleadings regarding priority dispute.
Sep 5, 2017	Various correspondence with S. Kalamaras (McDonald Hopkins), A. Poust (Schwabe) and T. Powell regarding assignment documents for Japanese trademark.
Sep 6, 2017	Correspondence regarding Japanese trademark.
Sep 7, 2017	Various correspondence.
Sep 19, 2017	Review US pleadings.
Sep 20, 2017	Correspondence with Fox Rothschild and Alvarez & Marsal regarding shareholder request for information.
Sep 22, 2017	Correspondence with S. Kalamaras (McDonald Hopkins) regarding Japanese trademark; correspondence with A. Poust regarding same.
Sep 22, 2017	Correspondence from J. Rizzardi.
Sep 25, 2017	Correspondence with T. Powell.
Sep 26, 2017	Correspondence with Receiver and counsel for Lazarus (shareholder).
Oct 2, 2017	Correspondence regarding Japanese trademark with A. Poust (US Receiver) and S. Kalamaras (Wal-Mart); review Sale Agreement regarding continuing obligations of Receiver.
Oct 2, 2017	Consider issues regarding transfer of Japanese trademarks.
Oct 10, 2017	Review US receivership pleadings.
Oct 17, 2017	Review correspondence from G. Treperinas (Caleres) regarding settlement of Gerler claims; consider same.
Oct 17, 2017	Correspondence with counsel for Caleres and T. Powell.
Oct 18, 2017	Telephone call from T. Powell; telephone call to US counsel for Caleres.

TO OUR FEES

\$ 2,409.00

DISBURSEMENTS AND OTHER CHARGES:

Taxable

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\$21.90 G
 8.50 G

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 Re: Shoes.com Technologies Inc.

November 22, 2017
 Invoice # 697521184
 File No: 562462/000002
 Page 3

Total Taxable Disbursements and Other Charges	<u>30.40</u>	
Total Disbursements and Other Charges		30.40
Total Fees and Disbursements and Other Charges		<u>2,439.40</u>
GST on Fees and Taxable Disbursements and Other Charges		121.98
PST on Fees and Taxable Disbursements and Other Charges		<u>168.63</u>
TOTAL THIS INVOICE		<u><u>\$ 2,730.01</u></u>



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Alvarez & Marsal Canada Inc.
400 Burrard Street, Suite 1680
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November 22, 2017
Invoice # 697521184
MCV/MCV

Re: Shoes.com Technologies Inc.

File No: 562462/000002

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Fees	\$ 2,409.00
Disbursements and Other Charges	30.40
GST on Fees and Taxable Disbursements and Other Charges	121.98
PST on Fees and Taxable Disbursements and Other Charges	168.63
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Total this Invoice	<u>\$ 2,730.01</u>

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Alvarez & Marsal Canada Inc.
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November 22, 2017
 Invoice # 697521184
 MCV/MCV

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

Canadian Funds Info:

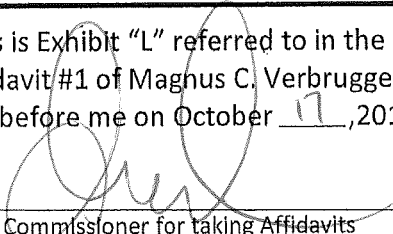
The Bank of Nova Scotia
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 Bank Transit #: 03020
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 or fax to: 604 - 640 - 4194 Attn: Accounts Receivable
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This is Exhibit "L" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



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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

~~Patent.com Technologies Inc.~~

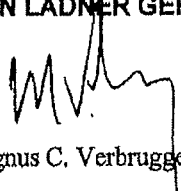
File No: 562462/000002

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>

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BORDEN LADNER GERVAIS LLP

By: 
 Magnus C. Verbrugge





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

December 31, 2017
 Invoice # 697548858
 MCV/MCV

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>

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

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



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

December 31, 2017
 Invoice # 697548858
 MCV/MCV

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

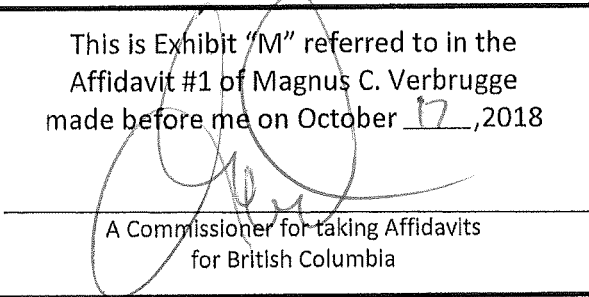
Canadian Funds Info:
 The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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
 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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 GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "M" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia



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

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>

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
 T 604.887.5744 F 604.687.1415
 blg.com

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

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

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

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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 Lawyers | Patent & Trade-mark Agents
 1200 Waterfront Centre
 200 Burrard St, P.O. Box 48600
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Alvarez & Marsal Canada Inc.
 Re: Shoes.com Technologies Inc.

February 13, 2018
 Invoice # 697554669
 File No: 562462/000002
 Page 3

DISBURSEMENTS AND OTHER CHARGES:

<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

BLG
Borden Ladner Gervais

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

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

February 13, 2018
 Invoice # 697554669
 MCV/MCV

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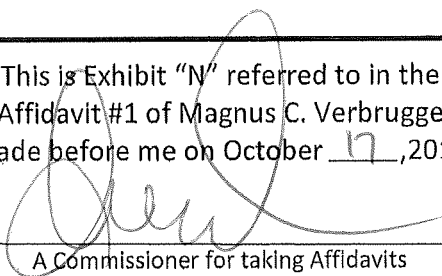
Canadian Funds Info:
 The Bank of Nova Scotia
 20 Queen Street West, 4th Floor
 Toronto, Ontario
 M5H 3R3
 Bank #: 002
 Bank Transit #: 47696
 Account#: 800021104616
 Swift Code: NOSCCATT
 ABA number: 026002532

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
 or fax to: 604 - 640 - 4194 Attn: Accounts Receivable
 Contact Ph #: 604-632-3415
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GST/HST REGISTRATION # R869096974RT0005

This is Exhibit "N" referred to in the
Affidavit #1 of Magnus C. Verbrugge
made before me on October 17, 2018



A Commissioner for taking Affidavits
for British Columbia

Borden Ladner Gervais LLP
 Summary of Statement of Account
 Shoeme Technologies Limited [562462-000001]

Bill Num	Bill Date	Fees	Disb	Taxes	Total
697460624	05/12/2017	\$38,646.00	\$713.35	\$4,671.14	\$44,030.49
697474591	6/30/2017	\$1,902.00	\$68.70	\$233.43	\$2,204.13
697496594	09/08/2017	\$712.00	\$4.50	\$85.67	\$802.17
697496624	09/08/2017	\$1,962.00	\$233.10	\$243.10	\$2,438.20
697498871	9/14/2017	\$244.00	\$0.00	\$29.28	\$273.28
		\$43,466.00	\$1,019.65	\$5,262.62	\$49,748.27

Summary of Fees of Borden Ladner Gervais LLP
 Period February 2017-September 2018
 Shoeme Technologies Limited [562462-000001]

Tkpr Name	Tkpr Offc	Base Hrs	Rate 2017	Rate 2018
Verbrugge, Magnus C.	VAN	26.00	\$610.00	\$630
Girard, Raphaël	MTL	21.00	\$270.00	
Seddon, Elly	VAN	17.10	\$350.00	\$375
Laity, Ryan M.	VAN	16.20	\$330.00	\$360
Wang, Edward J.T.	VAN	14.90	\$390.00	
Torsky, Betty A.	VAN	10.20	\$195.00	
Visser, Auke	VAN	1.80	\$210.00	
Lau, Anne B.	VAN	1.20	\$435.00	
Gratton, Eloïse	MTL	0.80	\$675.00	
Greer, Adrian	VAN	0.80	\$210.00	
Andersen, Kendall	VAN	0.70	\$560.00	
Freedman, Bradley J.	VAN	0.60	\$710.00	
Hiebert, Lisa	VAN	0.50	\$385.00	
DiGirolamo, Gloria	TOR	0.40	\$305.00	
Shivakumar, Parvathi	VAN	0.30	\$215.00	

112.50

Borden Ladner Gervais LLP
 Summary of Statement of Account
 Shoes.com Technologies Inc. [562462-000002]

Bill Num	Bill Date	Fees	Disb	Taxes	Total
697460626	05/12/2017	\$61,284.00	\$1,064.95	\$7,407.25	\$69,756.20
697474592	6/30/2017	\$8,826.00	\$106.20	\$1,067.58	\$9,999.78
697496588	09/08/2017	\$10,047.00	\$0.00	\$1,205.64	\$11,252.64
697496598	09/08/2017	\$3,948.00	\$0.00	\$473.76	\$4,421.76
697498876	9/14/2017	\$1,465.00	\$8.10	\$176.21	\$1,649.31
697521184	11/22/2017	\$2,409.00	\$30.40	\$290.61	\$2,730.01
697548858	12/31/2017	\$1,805.50	\$2.40	\$216.79	\$2,024.69
697554669	2/13/2018	\$6,196.50	\$107.93	\$748.99	\$7,053.42
		\$95,981.00	\$1,319.98	\$11,586.83	\$108,887.81

Summary of Fees of Borden Ladner Gervais LLP
 Period February 2017-September 2018
 Shoes.com Technologies Inc. [562462-000002]

Tkpr Name	Tkpr Offc	Base Hrs	Rate 2017	Rate 2018
Verbrugge, Magnus D	VAN	104.10	\$610.42	\$630
Seddon, Elly	VAN	28.00	\$359.46	\$375
Laity, Ryan M.	VAN	27.30	\$330.00	\$360
Torsky, Betty A.	VAN	10.10	\$196.78	
Wang, Edward J.T.	VAN	9.80	\$390.00	
Lau, Anne B.	VAN	4.00	\$435.00	
Freedman, Bradley J.	VAN	2.70	\$710.00	
Gilbert, Beverly J.	CAL	2.20	\$750.00	
Alavi, Sepideh	VAN	1.40	\$350.00	
Gratton, Eloïse	MTL	1.20	\$675.00	
Girard, Raphaël	MTL	1.10	\$270.00	
Trevisan, Natalie	VAN	0.70	\$165.00	
Andersen, Kendall	VAN	0.40	\$560.00	
Skelly, William	VAN	0.40	\$620.00	
DiGirolamo, Gloria	TOR	0.20	\$305.00	

193.60