

SUPREME COURT  
OF BRITISH COLUMBIA  
VANCOUVER REGISTRY

NOV 05 2018

ENTERED



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.

RESPONDENTS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE

JUSTICE N. SMITH

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)  
)

MONDAY, THE 5<sup>th</sup> DAY OF  
NOVEMBER, 2018

ON THE APPLICATION of Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Receiver (the "**Receiver**") of the assets, undertakings and properties of Shoeme Technologies Limited ("**Shoeme**") and Shoes.com Technologies Inc. ("**Shoes.com**") and, together with Shoeme, the "**Debtors**") coming on for hearing at Vancouver, British Columbia, on the 5<sup>th</sup> day of November, 2018; AND ON HEARING Elly Seddon, counsel for the Receiver, and those other counsel listed on Schedule "A" hereto, AND UPON READING the material filed, including the Fifth Report of the Receiver dated September 18, 2018 (the "**Fifth Report**");

**THIS COURT ORDERS THAT:**

1. The activities of the Receiver, as summarized in paragraph 3.1 of the Fifth Report, are hereby approved;
2. The Receiver's Statement of Receipts and Disbursements, as described in paragraphs 4.1 to 4.7 of the Fifth Report, are hereby approved;

3. The fees and disbursements of the Receiver and its counsel, as set out in the Final Report and in the Affidavit #1 of Magnus Verbrugge sworn on October 17, 2018, are hereby approved;

4. The Receiver is hereby authorized to distribute and pay the remaining cash in the Receiver's bank account, in an amount of approximately \$86,000, as follows:

- (a) up to \$5,000 to satisfy the Receiver's outstanding accounts for the period February 3, 2017 to its discharge;
- (b) up to \$5,000 to Borden Ladner Gervais LLP ("BLG") for its final estimated account in this matter; and
- (c) the balance, being approximately \$76,000, to Caleres Investment Company, Inc. ("Caleres"),

and to the extent the final accounts of the Receiver or BLG are less than the estimated amounts required to complete this matter, the final distribution to Caleres will be increased accordingly;

5. Upon payment of the amounts set out in paragraph 4 hereof and upon the Receiver filing a certificate in the form attached as **Schedule "B"** hereto, the Receiver shall be discharged as the Receiver of the assets, undertaking and property of the Debtors, provided that notwithstanding its discharge herein:

- (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and
- (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver, in its capacity as Receiver;

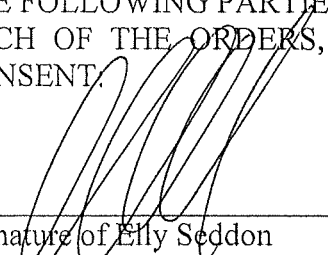
6. THIS COURT HEREBY REQUESTS the aid and recognition of any domestic or foreign court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and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

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

8. Notwithstanding any provision herein, this Order shall not affect any person to whom notice of these proceedings was not delivered as required by the *Bankruptcy and Insolvency Act* and regulations thereto, any other applicable enactment or any other Order of this Court; and

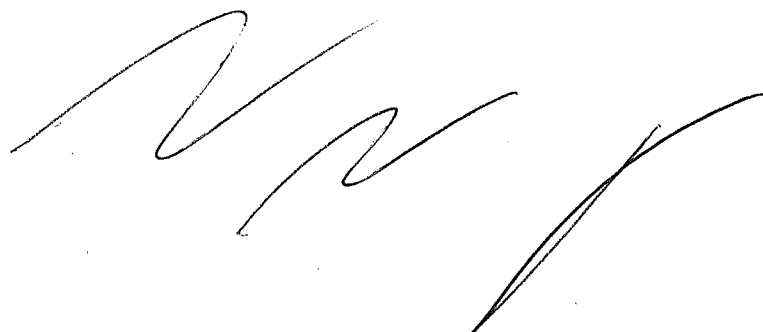
9. Endorsement of this Order by counsel appearing, other than counsel for the Receiver, is hereby dispensed with.

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

  
\_\_\_\_\_  
Signature of Elly Seddon

☐ Party ☒ Lawyer for the Receiver

BY THE COURT

  
\_\_\_\_\_  
REGISTRAR

**SCHEDULE "A"****LIST OF COUNSEL**

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

SCHEDULE "B"

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CERTIFICATE OF DISCHARGE

WHEREAS pursuant to an Order of the Honourable \_\_\_\_ Justice \_\_\_\_\_ pronounced on November \_\_\_, 2018, the ("**Discharge Order**"), Alvarez & Marsal Canada Inc. (the "**Receiver**"), in its capacity as Court-appointed Receiver of Shoeme Technologies Limited and Shoes.com Technologies Inc. was discharged as Receiver in respect of these proceedings, to be effective upon the filing with this Honourable Court of a certificate of discharge.

NOW THEREFORE: The Receiver's duties are fully satisfied and completed in accordance with the Discharge Order.

DATED at Vancouver, British Columbia this \_\_\_\_ day of \_\_\_\_\_, 2018.

**ALVAREZ & MARSAL CANADA INC.,**  
**In its capacity as Receiver of**  
**Shoeme Technologies Limited and Shoes.com Technologies Inc.,**  
**and not in its personal capacity,**

By: \_\_\_\_\_

Name:

Title:

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- and -

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

**Respondents**

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**ORDER MADE AFTER APPLICATION**

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**BORDEN LADNER GERVAIS LLP**  
1200 Waterfront Centre  
200 Burrard Street  
P.O. Box 48600  
Vancouver, British Columbia  
V7X 1T2  
Telephone: (604) 687-5744  
Attn: Elly Seddon  
Client No. 562462/000001