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IN THE SUPERIOR COURT OF THE STATE OF WASHINGTON  
FOR THE COUNTY OF KING

WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association,  
  
Petitioner,  
  
vs.  
  
ONLINESHOES.COM INC., a Washington corporation; SHOES.COM, INC., a Delaware corporation,  
  
Respondents.

No. 17-2-02462-7 SEA

RECEIVER'S FIRST MONTHLY REPORT OF OPERATIONS AND FINANCIAL AFFAIRS PURSUANT TO RCW 7.60.100

Pursuant to RCW 7.60.100 and the Stipulated Order Appointing General Receiver entered on February 2, 2017, attached is the Receiver's First Monthly Report on the operations and financial affairs of Onlineshoes.com Inc. and Shoes.com, Inc., for the period February 2, 2017, through February 28, 2017.

Dated this 3<sup>rd</sup> day of April 2017.

SCHWABE, WILLIAMSON & WYATT, P.C.

By: /s/ Alex Poust  
Alex I. Poust, WSBA #22660  
Claire L. Rootjes, WSBA #42178  
Attorneys for Oswego Group LLC,  
General Receiver

RECEIVER'S FIRST MONTHLY REPORT OF OPERATIONS AND FINANCIAL AFFAIRS PURSUANT TO RCW 7.60.100

SCHWABE, WILLIAMSON & WYATT, P.C.  
Attorneys at Law  
U.S. Bank Centre  
1420 5th Avenue, Suite 3400  
Seattle, WA 98101-4010  
Telephone: 206.622.1711

**CERTIFICATE OF SERVICE**

The undersigned declares under penalty of perjury, under the laws of the State of Washington, that the following is true and correct:

That on the 3rd day of April, 2017, I arranged for service of the foregoing **RECEIVER'S FIRST REPORT OF OPERATIONS AND FINANCIAL AFFAIRS PURSUANT TO RCW 7.60.100** to the parties to this action as follows:

<p>Bruce W. Leaverton, Esq., WSBA #15329 <a href="mailto:leavertonb@lanepowell.com">leavertonb@lanepowell.com</a> Greg Fox, Esq., WSBA #30559 <a href="mailto:foxg@lanepowell.com">foxg@lanepowell.com</a> Lane Powell, P.C. 1420 Fifth Avenue, Suite 4100 Seattle, WA 98101-2338 Telephone: 206.223.7000 Facsimile: 206.223.7107 <i>Counsel for Wells Fargo Bank National Association</i> <i>Via email and U.S. Mail</i></p>	<p>John R. Rizzardi, Esq., WSBA #9388 <a href="mailto:jrizzardi@cairncross.com">jrizzardi@cairncross.com</a> Cairncross &amp; Hempelmann P.S. 524 Second Avenue, Suite 500 Seattle, WA 98104-2323 Telephone: 206.587.0700 Facsimile: 206.587.2308 <i>Counsel for Onlineshoes.com, Inc. and Shoes.com, Inc.</i> <i>Via email and U.S. Mail</i></p>
<p>George S. Treperinas, Esq., WSBA #15434 <a href="mailto:gtreperinas@karrtuttle.com">gtreperinas@karrtuttle.com</a> Karr Tuttle Campbell 701 Fifth Avenue, Suite 3300 Seattle, WA 98104 Telephone: 206.223.1313 Facsimile: 206.682.7100 <i>Counsel for Caleres Investments Co., An interested party</i> <i>Via email and U.S. Mail</i></p>	<p>Lorne W. Segal, Esq. <a href="mailto:lorne.segal@gowlingwlg.com">lorne.segal@gowlingwlg.com</a> Gowling WLG (Canada) LLP 160 Elgin Street, Suite 2600 Ottawa, ON K1P 1C3 CANADA Telephone: 613.233.1781 Facsimile: 613.563.9869 <i>Counsel for Caleres Investments Co., an interested party</i> <i>Via email and U.S. Mail</i></p>
<p>Bradley R. Duncan, Esq., WSBA #36436 <a href="mailto:brad.duncan@hcmp.com">brad.duncan@hcmp.com</a> Amit D. Ranade, WSBA #34878 <a href="mailto:amit.ranade@hcmp.com">amit.ranade@hcmp.com</a> Hillis Clark Martin &amp; Peterson, P.S. 999 Third Avenue, Suite 4600 Seattle, WA 98104 Telephone: 206.623.1745 Facsimile: 206.623.7789 <i>Counsel for Secured Creditor Daniel Gerler</i> <i>Via email and U.S. Mail</i></p>	<p>Katherine A. Seabright, Esq., WSBA #48330 <a href="mailto:kseabright@riddellwilliams.com">kseabright@riddellwilliams.com</a> Riddell Williams, P.S. 1001 Fourth Avenue, Suite 4500 Seattle, WA 98154-1192 Telephone: 206.624.3600 Facsimile: 206.389.1708 <i>Counsel for Creditor Microsoft Corporation and Microsoft Licensing GP</i> <i>Via email and U.S. Mail</i></p>

<p>1 Paul Jennings, Esq.  2 <a href="mailto:pjennings@bassberry.com">pjennings@bassberry.com</a>  3 Bass, Berry &amp; Sims, PLC  4 150 Third Avenue South, Suite 2800  5 Nashville, TN 37201  6 Telephone: 615.742.6200  7 Facsimile: 615.742.6293  8 <i>Counsel for Creditor GEODIS</i>  9 <i>Via email and U.S. Mail</i></p>	<p>Alan J. Wenokur, Esq., WSBA #13679  <a href="mailto:alan@wrlawgroup.com">alan@wrlawgroup.com</a>  Wenokur Riordan PLLC  600 Stewart Street, Suite 1300  Seattle, WA 98101  Telephone: 206.682.6224  <i>Counsel for Creditor GEODIS</i>  <i>Via email and U.S. Mail</i></p>
<p>6 Robert G. Hanseman, Esq.  7 <a href="mailto:rhanseman@ssdlaw.com">rhanseman@ssdlaw.com</a>  8 Sebaly Shillito + Dyer  9 1900 Kettering Tower  10 40 N. Main Street  11 Dayton, OH 45423-1013  12 Telephone: 937.222.2500  13 Facsimile:  14 <i>Counsel for Crown Credit Corp.</i>  15 <i>Via email and U.S. Mail</i></p>	<p>Tevia Jeffries, Esq.  <a href="mailto:tevia.jeffries@dentons.com">tevia.jeffries@dentons.com</a>  Dentons Canada LLP  250 Howe Street, 20<sup>th</sup> Floor  Vancouver, BC V6C 3R8  CANADA  Telephone: 604.691.6427  <i>Counsel for Deans Knight Capital Mgmt.</i>  <i>Via email and U.S. Mail</i></p>
<p>12 Mark J. Kalla  13 <a href="mailto:mkalla@lapplibra.com">mkalla@lapplibra.com</a>  14 Lapp, Libra, Thomson, Stoebner &amp; Pusch,  15 Chartered  16 120 South 6<sup>th</sup> Street, Suite 2500  17 Minneapolis, MN 55402  18 Direct: 612.343.4964  19 Facsimile: 612.338.6651  20 <i>Counsel for Red Wing Brands of America, Inc.</i>  21 <i>Via email and U.S. Mail</i></p>	<p>Todd M. Martin, Esq.  <a href="mailto:tmartin@alvarezandmarsal.com">tmartin@alvarezandmarsal.com</a>  Tom Powell, Esq.  <a href="mailto:tpowell@alvarezandmarsal.com">tpowell@alvarezandmarsal.com</a>  Alvarez &amp; Marsal Canada Inc.  Commerce Place  400 Burrard Street, Suite 1680  Vancouver, BC V6C 3A6  CANADA  Telephone: 604.638.7440  Facsimile: 604.638.7441  <i>Canadian Receiver</i>  <i>Via email and U.S. Mail</i></p>
<p>19 Magnus C. Verbrugge, Esq.  20 <a href="mailto:mverbrugge@blg.com">mverbrugge@blg.com</a>  21 Bordon Ladner Gervais LLP  22 1200 Waterfront Centre  23 200 Burrard Street  24 P. O. Box 48600  25 Vancouver, BC V7X 1T2  26 CANADA  27 Telephone: 604.640.4198  28 Facsimile: 604.622.5898  29 <i>Counsel for the Canadian Receiver</i>  30 <i>Via email and U.S. Mail</i></p>	<p>Jack Cullen, Esq., WSBA #7330  <a href="mailto:jc@foster.com">jc@foster.com</a>  Foster Pepper, PLLC  1111 Third Avenue, Suite 3000  Seattle, WA 98101  Telephone: 206.447.4689  Facsimile: 206.749.2001  <i>Counsel for Bordan Shoe Company, Inc.</i>  <i>Via email and U.S. Mail</i></p>

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<p>Kara C. Herschkowitz, Esq., WSBA #40569 Nordstrom, Inc. 1700 7<sup>th</sup> Avenue, Suite 700 Seattle, WA 98101-4404 Telephone: 206.303.2546 <i>Counsel for Nordstrom, Inc.</i> <i>Via U.S. Mail only</i></p>	<p>Mark D. Northrup, Esq., WSBA #16947 <a href="mailto:mark.northrup@millernash.com">mark.northrup@millernash.com</a> Miller Nash Graham &amp; Dunn 2801 Alaskan Way, Suite 300 Seattle, WA 98121 Tel.: 206.777.7536 <i>Counsel for Wal-Mart Stores, Inc.</i> <i>Via email and U.S. Mail</i></p>
<p>Karen Ruby <a href="mailto:karen.ruby@nordstrom.com">karen.ruby@nordstrom.com</a> <i>Via email only</i></p>	

  
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Feve R. Retonio, Legal Assistant

 ONLINESHOES  
EST. 1996

 SHOES.COM

Case No. 17-2-02462-7 SEA  
Superior Court - Washington



# Shoes.com, Inc. Onlineshoes.com Inc.

Inverness Group, as Receiver  
Case No. 17-2-02462-7 SEA

Receiver's Report (Initial)  
Order Date February 2, 2017  
Through February 28, 2017

March 31, 2017

Inverness Group, as Receiver

[jdavidson@inverness.us](mailto:jdavidson@inverness.us)

<http://inverness.us/receivership-shoes-com-onlineshoes-com>

# Contents

- A. Overview
- B. RCW 7.60.100 Receiver's reports:
  - a) Balance sheet;
  - b) Statement of income and expenses;
  - c) Statement of cash receipts and disbursements;
  - d) Statement of accrued accounts receivable (post-filing) of the receiver. The statement shall disclose amounts considered to be uncollectible;
  - e) A statement of accounts payable of the receiver, including professional fees. The statement shall list the name of each creditor and the amounts owing and remaining unpaid over thirty days; and
  - f) A tax disclosure statement, which shall list post-filing taxes due or tax deposits required, the name of the taxing agency, the amount due, the date due, and an explanation for any failure to make payments or deposits.
- C. Subsequent Events – In process Sale of Shoes.com, Inc. and Onlineshoes.com Inc. Assets pursuant to: a) to Court-approved Bid and Sale Procedures, 2) Solicitation of sale interest and competitive bids, 3) Auction among Qualified Bidders on 3/28/17, subject to Court approval
- D. Schedules

# Overview

1. The Receiver was appointed by the Court per the Stipulated Order Appointing General Receiver - Order entered 2/2/17 (the "Order"), following the shutdown of the Companies by ownership and management on 1/27/17. The Receiver directed the preparations for the sale of the Assets (substantially all assets of Shoes.com, Inc. and Onlineshoes.com Inc. (collectively, the "Debtors"), excluding accounts receivable) and completed the competitive sale process per the Court's Order approving sale procedures, entered on 3/8/17. The sale result is pending final approval by the Court.
2. The pre-receivership operations of the receivership Debtors were suspended, and all employees were terminated, by Debtors' management on 1/27/17, prior to the Order. Based on the analysis by the Receiver, the determination was made not to restart operations of the Debtors, but to initiate the immediate sale of the Debtor's businesses and/or assets under a competitive process to ensure best value to estate creditors.
3. The Receiver timely filed Schedules in the case, and prepared and developed its initial budget providing for estimated costs of the sale process and other administrative requirements through 5/5/17. Through 2/28/17, costs in the case have been managed within the provisions of the budget.
4. Notice to all creditors in the case was provided by the Receiver through direct mail, publication in the Seattle Journal of Commerce, and a dedicated website posted by the Receiver for access by creditors.
5. A claims procedure was established in the case, and notice of the deadline (3/28/17) for filing creditor claims was provided to all creditors; POC forms and instructions for completing the POC's were provided on the Receiver's site for access by creditors.
6. The Receiver completed the sale process (Auction among Qualified Bidders on 3/28/17), pursuant to orders entered in the case by the Court, with the proposed highest auction bid for the sale of essentially all assets of the Debtor's, Inc., excluding the Debtors' Accounts Receivable and certain other assets of the Debtors. The Receiver will continue collection efforts to complete the disposition of the Accounts Receivable, and will reflect the results of these efforts, in subsequent reporting to the Court.
7. The Orders and other information materials have been posted to the Receiver's Creditor Information Page (<http://inverness.us/receivership-shoes-com-onlineshoes-com>) for access by creditors and other parties

# RCW 7.60.100 Report Items

Schedules provided per RCW 7.60.100 (Receiver's Reports) are attached and include the following:

Sch B(a)	-	Balance sheet
Sch B(b)	-	Statement of income and expenses
Sch B(c)	-	Statement of cash receipts and disbursements
Sch B(c-1)	-	Supplemental Schedule – Variance Report (Actuals to Budget) through 2/28/17
Sch B(d)	-	Statement of accrued accounts receivable of the receiver.
Sch B(d-1)	-	Supplemental Schedule – Pre-Receivership A/R
Sch B(e)	-	Statement of accounts payable of the receiver, including professional fees. The statement shall list the name of each creditor and the amounts owing and remaining unpaid over thirty days
Sch B(f)	-	A tax disclosure statement, which shall list post filing taxes due or tax deposits required

Per Companies' Records  
Not Adjusted to Estimated Value

## Balance Sheet at February 28, 2017

Shoes.com, Inc. / Onlineshoes.com Inc.  
No. 17-2-02462-7 SEA  
Preliminary - Subject to Reconciliation



Shoes.com, Inc. / Onlineshoes.com Inc.

Category (Book Value Used where noted by *)	Description / Location	Book Value s at 2/2/17	Adjustments - 2/2/17 to 2/28/17	Book Value at 2/28/17	Estimated Value at 2/28/17
<b>Assets</b>					
<b>Cash and bank accounts:</b>					
Receiver Disb Acct USB 7060		-	10	10	10
Receiver MMA Sale Acct USB 8887		-	-	-	-
OLS Master Dep Acct - Wells 5678		659	62,214	62,873	62,873
OLS Master Oper Acct - Wells 5686		3,845	2,611	6,456	6,456
OLS Manual P/R - Wells 5567		-	-	-	-
Shoes.com, Inc. Oper Acct - Wells 5592		-	-	-	-
Other Cash / Accounts		-	-	-	-
<b>Total Cash Balance</b>		<b>4,505</b>	<b>64,835</b>	<b>69,339</b>	<b>69,339</b>
Inventory: Note 1	Groveport, OH Warehouse	11,062,346		11,062,346	
Inventory: Note 1	Amazon Locations (Multiple)	595,929	(178,779)	417,150	4,000,000
Inventory: Note 1	Red Wing Stores - 2 (Virginia)	595,929		595,929	
Accounts Receivable: Note 2		1,498,752	16,892	1,515,644	
Equipment: (Net of Accumulated Depreciation) Note 3	Note 3	1,202,782		1,202,782	1,000,000
Goodwill / Other Intangibles IP		200,000		200,000	
Prepaid Insurance and Other Expenses: *	Insurance / Other Prepays	83,000	(6,917)	76,083	
Deposits *		51,596	(3,425)	48,171	
<b>Total Assets</b>		<b>15,294,839</b>	<b>(107,394)</b>	<b>15,187,445</b>	<b>5,069,339</b>

## Balance Sheet at February 28, 2017



Shoes.com, Inc. / Onlineshoes.com Inc.

Category (Book Value Used where noted by *)	Description / Location	Book Value s at 2/2/17	Adjustments - 2/2/17 to 2/28/17	Book Value at 2/28/17	Estimated Value at 2/28/17
<b>Liabilities</b>					
<b>Accounts Payable</b>					
A/P - Pre-Receivership (Unsecured)		16,198,921		16,198,921	Subject to Claims Reconciliation
A/P - Post-2/2/17 (Admin)		-	100	100	
Pre-Receivership Wages and Employee-Related Payables	Note 4	192,058		192,058	Subject to Claims Reconciliation
Pre-Receivership Taxes Payable		2,289,701		2,289,701	Subject to Claims Reconciliation
<b>Accrued Receiver Admin Expense</b>					
Accrued Receiver Fees / Expense per Notice			47,749	47,749	
Accrued Receiver Counsel Fees / Expense - Per Notice			20,818	20,818	
Advance - Opening Deposit USB 7060 (Rec Disb Acct)			10	10	
Accrued IT / Storage - Server Access (Digital Fortress)			5,675	5,675	
Accrued Contractor Fees / Expense - Per Canada Rec			11,474	11,474	
Accrued Admin Exp - Other			-	-	
SubTotal - Accrued Receivership Admin Expenses		-	85,726	85,726	
Other Unsecured Claims per Schedules		52,762,844		52,762,844	Subject to Claims Reconciliation
<b>Secured Liabilities</b>					
Wells Fargo Bank		4,150,000	(10,173)	4,139,827	Subject to Claims Reconciliation
Dan Gerler, an Individual		3,000,000		3,000,000	Subject to Claims Reconciliation
Deans Knight Capital Management Ltd.		7,500,000		7,500,000	Subject to Claims Reconciliation
Caleres Investment Company, Inc.		7,500,000		7,500,000	Subject to Claims Reconciliation
Geodis (formerly Ozburn-Hessey Logistics, LLC)		700,000		700,000	Subject to Claims Reconciliation
Other				-	
SubTotal - Secured Liabilities		22,850,000	(10,173)	22,839,827	
<b>Total Liabilities</b>		<b>94,293,524</b>	<b>75,652</b>	<b>94,369,176</b>	
<b>Equity</b>		<b>(78,998,685)</b>	<b>(183,046)</b>	<b>(79,181,731)</b>	
<b>Total Liabilities &amp; Equity</b>		<b>15,294,839</b>	<b>(107,394)</b>	<b>15,187,445</b>	

Note 2: A/R includes CC A/R and Est. Amounts due from the sale of Amazon-location inventories (at 50% of inventory book value)

**Income Statement**  
**February 2, 2017 (Order Date)**  
**through February 28, 2017**

Shoes.com, Inc. / Onlineshoes.com Inc.  
 No. 17-2-02462-7 SEA  
 Preliminary - Subject to Reconciliation



Shoes.com, Inc. / Onlineshoes.com Inc.

February 2, 2017 (Order Date) to  
 February 28, 2017

<b>Revenues / Invoicing</b>	-
Subject to Reconciliation of Amazon Location Inv Sales	
<b>Expenses</b>	
Expense (Cash / Accrued Only)	
<b>50000 · Expenses</b>	
Contractor Services (Canadian Receiver / Shared - US Rec Portion)	11,474
Computer Services - Digital Fortress Co-Lo / Shared - US Rec Portion	5,675
<b>51000 · Receivership Admin Exp</b>	
51100 · Rec - Fees per Fee Ap	46,350
51200 · Rec - Expenses per Fee Ap	1,399
51300 · Receivers Bond	100
51400 · Rec - Legal Fees/Exp per Fee Ap	20,818
Total 51000 · Receivership Admin Exp	68,667
<b>Total 50000 - Expenses</b>	<b>85,816</b>
<b>Total Pre-Tax Income (Expense)</b>	<b>(85,816)</b>

**Cash Receipts & Disbursements  
February 2 - 28, 2017**

Shoes.com, Inc. / Onlineshoes.com Inc.  
No. 17-2-02462-7 SEA  
Preliminary - Subject to Reconciliation



Shoes.com, Inc. / Onlineshoes.com Inc.

	Date	Number	Name	Memo	Account	Amount	Balance
<b>Wells Fargo - OLS Master Deposit Acct 5678</b>							
	<b>Opening Balance</b>						<b>659.32</b>
Deposits	02/02/2017			Amznnyms7SE6 Marketplac 170202 O9WV4Umlrvckh8K		9,292.02	
	02/02/2017			Payments Amazon.Com ID#O9WV4Umlrvckh8K		222.12	
	02/03/2017			Fiftyone Oper Borderfree Oi Onlineshoes.Com		25,161.40	
	02/03/2017			Fiftyone Oper Borderfree Sh Shoes.Com		19,064.20	
	02/03/2017			Jetcom Inc Mercht Inv 170202 135274 Onlineshoes.Com Inc,		1,650.15	
	02/06/2017			Sears Holdings M Corp Pymnt E42386		274.83	
	02/06/2017			*20170115~SE*43*0757~GE*0001*1170~lea *0001*000001		145.50	
	02/08/2017			Sears Holdings M Corp Pymnt E43701 E*0001*1174~lea*0001*000001174~		16,687.02	
	02/08/2017			eDeposit IN Branch/Store 02/08/17 05:39:20 PM 1620 4th Ave Seattle WA			
Debits	02/02/2017			Transfer to ABL Loan		(659.32)	
	02/03/2017			Transfer to ABL Loan		(9,514.14)	
	02/23/2017			Merchant Bnkcd Deposit 170222 88800000812921 Onlineshoes.Com		(109.95)	
<b>Balance</b>							<b>62,873.15</b>

<b>Wells Fargo - OLS Master Deposit Acct 5686</b>							
	<b>Opening Balance</b>						<b>3,845.28</b>
Deposits	02/02/2017			Affiliated Group ACH Ess Rols Onlineshoes.Com		705.72	
	02/02/2017			WT Fed#02885 W L Gore & Associa /Org=W. L. Gore & Associates, Inc. Srf# 2017020200156983 Trn#170202020824 Rfb# Pt2379782		5,000.00	
Debits	02/13/2017			Client Analysis Srvc Chrg 170210 Svc Chge 011		(3,095.02)	
<b>Balance</b>							<b>6,455.98</b>

<b>Receiver Disbursement-USB 7060</b>							
	<b>Opening Balance</b>						<b>.</b>
Deposits	02/27/2017			Advance from Receiver - Opening Deposit		10.00	
<b>Balance</b>							<b>10.00</b>
<b>Total Cash Balance at 2/28/17</b>							<b>69,339.13</b>

**Variance Report  
Actual to Budget Disbursements  
through 2/18/17**

Shoes.com, Inc. / Onlineshoes.com Inc.  
No. 17-2-02462-7 SEA  
Preliminary - Subject to Reconciliation



Shoes.com, Inc. / Onlineshoes.com Inc.

Cash Budget / Variance

	US\$	10-Feb	17-Feb	24-Feb	Budget 2/2/17 - 2/28/17	Actuals 2/2/17 - 2/28/17	Variance + (- )
<b>Inventory Sales - Cash Receipts Note 1</b>							
Shoes.com, Inc. / Onlineshoes.com (Ohio)	Est Liq	-	-	-	-	-	-
Amazon Location Inventories (to A/R - Affiliate)	Est Liq	-	-	-	-	-	-
Net Liquidation Costs	10%	-	-	-	-	-	-
<b>Total Inventory Sales</b>		-	-	-	-	-	-
<b>Other Dispositions Cash Receipts</b>							
A/R CC Collections - Shoes.com / Onlineshoes.com		-	-	-	-	-	-
Amazon Current Sales / Receipts		5,000	5,000	5,000	15,000	-	(15,000)
Cash Receipts - Fixed Asset Sales		-	-	-	-	-	-
Cash Receipts - IP (Parent IP - TBD)		-	-	-	-	-	-
Other Cash Receipts		16,687	-	-	16,687	78,213	61,526
<b>Total Cash Receipts</b>		<b>21,687</b>	<b>5,000</b>	<b>5,000</b>	<b>31,687</b>	<b>78,213</b>	<b>46,526</b>
<b>Total Cash Receipts</b>		<b>21,687</b>	<b>5,000</b>	<b>5,000</b>	<b>31,687</b>	<b>78,213</b>	<b>46,526</b>
<b>Cash Disbursements</b>							
<b>Pre-ReceiverShip Claims</b>							
Pre-ReceiverShip Employee Claims / Wages - Exp Reimb		-	-	-	-	-	-
Unfunded 401K and Med Ins at Shutdown (Empl Deductions -		-	-	-	-	-	-
<b>ReceiverShip Costs - 2/2 through 5/5/17</b>							
Contract Staffing (through Canada Rec / contracts)		-	-	-	-	-	-
Finance / Sale Support		7,360	6,160	5,200	18,720	-	(18,720)
Inventory Sales		-	-	-	-	-	-
IT / Systems		800	1,600	400	2,800	-	(2,800)
Maintenance / Other		-	-	-	-	-	-
<b>SubTotal - Contract Staff</b>		<b>8,160</b>	<b>7,760</b>	<b>5,600</b>	<b>21,520</b>	<b>-</b>	<b>(21,520)</b>
<b>Other Operating and Admin Costs</b>							
3pl - Interim / Inventory Control	TBD	-	-	-	-	-	-
Utilities / Bank Charges		-	-	-	-	3,205	3,205
Shared Facility / Systems Costs (Vancouver / IT)		-	-	5,000	5,000	-	(5,000)
WA Co-fo / IT Services - Dig Fortress		-	-	7,500	7,500	-	(7,500)
Leases		-	-	-	-	-	-
Warehouse / Services - Equipment Rental		-	-	15,000	15,000	-	(15,000)
Administrative Costs		-	-	-	-	-	-
Insurance - G/L		-	2,500	-	2,500	-	(2,500)
Insurance - Personal Property		-	-	-	-	-	-
<b>SubTotal - Operating and Admin Costs</b>		<b>-</b>	<b>2,500</b>	<b>27,500</b>	<b>30,000</b>	<b>3,205</b>	<b>(26,795)</b>

**Variance Report  
Actual to Budget Disbursements  
through 2/18/17**

Shoes.com, Inc. / Onlineshoes.com Inc.  
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Shoes.com, Inc. / Onlineshoes.com Inc.

Cash Budget / Variance

	US\$	10-Feb	17-Feb	24-Feb	Budget 2/2/17 - 2/28/17	Actuals 2/2/17 - 2/28/17	Variance + (- )
<b>Sale Costs (Subject to Review / Liq Costs Only incl Above)</b>							
Inv. Broker (Out of Pocket Exp Only / Transaction Fee subject to Contract Sale Process - Legal / IP Support (Subject to Sale Process Requirement))		-	-	-	-	-	-
Contract (technical staff) Support - Sale Process		-	-	-	-	-	-
<b>SubTotal - Sale Costs</b>		-	-	-	-	-	-
<b>Receivership Administrative Costs</b>							
Receiver Fees - Subject to Payment Procedure		19,825	12,200	12,200	44,225	-	(44,225)
Receiver Expenses		1,200	250	2,000	3,450	-	(3,450)
Receiver Counsel Fees		14,750	14,750	10,750	40,250	-	(40,250)
Receiver Counsel Expenses		-	-	-	-	-	-
Receiver - Bond Fee per Order		-	100	-	100	-	(100)
Other Professionals (Appraisals, etc.) per Sch Tax / Accountant		-	-	-	-	-	-
<b>SubTotal - Receiver Admin Costs</b>		<b>35,775</b>	<b>27,300</b>	<b>24,950</b>	<b>88,025</b>	<b>-</b>	<b>(88,025)</b>
<b>Total Cash Disbursements</b>		<b>43,935</b>	<b>37,560</b>	<b>58,050</b>	<b>139,545</b>	<b>3,205</b>	<b>(136,340)</b>
Secured Debt Reduction - Wells Fargo (2/2-3)					-	10,173	10,173
<b>Beginning Cash Balance - Note 4</b>		<b>56,000</b>	<b>33,752</b>	<b>1,192</b>	<b>56,000</b>	<b>4,505</b>	<b>(51,495)</b>
<b>Net Cash Change (Funding requirement)</b>		<b>(22,248)</b>	<b>(32,560)</b>	<b>(53,050)</b>	<b>(107,858)</b>	<b>64,835</b>	<b>172,693</b>
<b>Ending Cash Balance (for Claims Distribution)</b>		<b>33,752</b>	<b>1,192</b>	<b>(51,858)</b>	<b>(51,858)</b>	<b>69,339</b>	<b>121,197</b>
<b>Beginning A/R Balance - Note 2</b>		<b>1,498,752</b>	<b>1,498,752</b>	<b>1,498,752</b>	<b>1,498,752</b>	<b>1,605,033.54</b>	<b>106,281</b>
Less Uncollectible A/R (Estimated)	-100%	(1,498,752)	(1,498,752)	(1,498,752)	(1,498,752)	(1,481,860)	16,892
<b>Net Collectible A/R Balance</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>106,281.45</b>	<b>106,281</b>
Collections (Net - Estimated)		-	-	-	-	(16,892)	(16,892)
<b>Ending A/R Balance</b>		<b>1,498,752</b>	<b>1,498,752</b>	<b>1,498,752</b>	<b>1,498,752</b>	<b>1,605,034</b>	<b>106,281</b>

Note 1: Subject to Detailed Inventory Review and Category Concentrations per Liquidation Analysis, and results of competitive process under Court-approved Sale procedures; Interim inventory sales reflect the ongoing sales to Amazon location inventories (due from affiliate)  
 Note 2: Subject to reconciliation of CC & Affiliate A/R and Liquidation Analysis  
 Note 4: Per Co Records - SC, OLS, Wells

**Schedules B(d-f)  
A/R, A/P, Tax Liabilities  
Post-Filing**

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**Schedule B(d)**

Statement of Accrued Accounts Receivable of the Receiver (2/2/17 Forward)

Name	Amount	Estimated Uncollectible Amount
None	N/A	N/A

\* Pre-filing A/R per Supplemental Schedule B(d-1)  
Subject to Adjustments / Final Reconciliation

**Schedule B(e)**

Statement of Accounts Payable of the Receiver (from 2/2/17 Forward), including professional fees

Name	Amount	Aged > 30 Days
A/P - Trade	None	None
A/P - Other	None	None
Accrued (Billed) Receiver Admin (subject to Fee Ap 2/23/17)		
Accrued Receiver Fees and Expenses through 2/28/17	47,749	-
Accrued Receiver Legal Fees and Expenses through 2/28/17	20,818	-
A/P - Advance - Opening debtsit (USB 7060)	10	
Court Bonds (Rec Bond Premium per Order)	100	
Accrued IT / Storage - Server Access (Digital Fortress)	5,675	
Accrued Contractor Fees / Expense - Per Canada Rec	11,474	
<b>Total Admin Expense Due</b>	<b>85,826</b>	<b>-</b>

Due to Canadian Receiver (Reimburse)  
Due to Canadian Receiver (Reimburse)

**Schedule B(f)**

Tax disclosure statement - list of postfiling taxes due or tax deposits

Name of Taxing Agency	Amount Due	Date Due
None	None	N/A

Pre-Receivership Property taxes / Sales taxes - per Schedules & POC / reconciliations

**Accounts Receivable  
Estimated at 2/28/17**

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ONLINESHOES  
Shoes.com, Inc. / Onlineshoes.com Inc.

	Customer Name	A/R at 1/31/17	Collections 2/2 - 2/28/17	Est A/R at 2/28/17	Est Uncollectible - subj to Reconciliation
1	Borderfree - Amex - 07-1057	26,765	(25,161)	1,604	1,604
2	Borderfree - MC - 21-1057	15,880	(19,064)	(3,184)	
3	Paypal - 08-1057 / 20-1057	141,413		141,413	141,413
4	Ebay - 09-1057	16,409		16,409	16,409
5	Klarna - OLS - 08-1057	420,383		420,383	420,383
6	Klarna - Shoes.com - 20-1057	279,540		279,540	279,540
7	Amazon - OLS - 05-1057	233,489			
8	Amazon - Shoes.com - 22-1057	302,980	(9,292)	527,177	527,177
9	Bluefly - 20-1057	44,376	(16,687)	27,689	27,689
10	Rakuten (buy.com) - 08-1057	1,892	(222)	1,670	1,670
11	Jet.com - 10-1057	12,358	(1,650)	10,708	10,708
12	Sears - 08-1057	3,266	(1,080)	2,187	2,187
	<b>Affiliate - Amazon location inventories (est)</b>	<b>89,389</b>		<b>89,389</b>	
	<b>Total (subj to Reconciliation) at 2/28/17</b>	<b>1,588,141</b>	<b>(73,157)</b>	<b>1,514,985</b>	<b>1,428,779</b>

Preliminary - Subject to Reconciliation