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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 EIGHTH 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 Eighth Monthly Report on the operations and financial affairs of Onlineshoes.com Inc. and Shoes.com, Inc., for the period September 1, 2017, through September 30, 2017.

Dated this 2nd day of November, 2017.

SCHWABE, WILLIAMSON & WYATT, P.C.

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

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

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 ONLINESHOES
EST. 1994

 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
Order Date February 2, 2017
Through September 30, 2017

October 31, 2017

Inverness Group, as Receiver
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) 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. Significant Events - Update
 - (i) The sale of substantially all of the tangible assets of the receivership Debtors (Shoes.com, Inc. and Onlineshoes.com Inc.), excluding books and records, A/R, and certain claims per the sale documents, was completed following competitive bidding and an auction among bidders held per the Court's orders on March 28, 2017. The sale was approved by the Court on April 3, 2017, and closed on April 21, 2017. The sale amount was \$7,050,000 (in excess of projected sale proceeds of \$4,527,000), and is subject to a maximum downward only adjustment of \$419,503 (including \$210,000 escrowed), subject to final inventory count and reconciliation. In late October, a preliminary final inventory count was submitted by the Buyer, and a review / reconciliation is pending.
 - (ii) The Receiver has made demand against open A/R debtors, and recovery, if any, is subject to reconciliation of chargebacks and other adjustments which will likely be asserted by these debtors.
 - (iii) In addition, the Receiver has not determined the potential net value to the estate of its prior claim in pending litigation in New York; An Order approving a Stipulated Discontinuance, without prejudice and with tolling to allow for re-filing of the claim by March 16, 2018, was entered in the case on June 8, 2017. Of a \$100,000 reserve held by the Defendant, \$95,000 was recovered in July, following retention of separate litigation counsel by the Receiver in June (owing to a conflict for Receiver's general counsel in this case).

Overview

1. 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.
2. 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 was completed, and the net result (\$7,050,000, subject to a maximum potential downward adjustment of \$419,503 or approx. 6%) was approved by the Court on 4/3/17, and closed and funded on 4/21/17.
3. The preliminary inventory adjustment reserve above was determined by an initial inventory count (subject to a final count upon completion of the inventory moves from the Debtors' former warehouse in Groveport, OH). The Buyer has reported in September that all final inventory moves were completed by September 29, and in late October, the Buyer submitted its full inventory count as the basis for the adjustment, subject to the Receiver's review, analysis and reconciliation to aid in the determination of the final adjustment amount. The Buyer, pursuant to the 4/3/17 order approving sale and related agreements, is required to deliver inventory reconciliation documents in a specified form to the Receiver in furtherance of the final inventory reconciliation. At this time, the Receiver has included a \$90,000 upward adjustment to the net inventory proceeds in its reporting to date (out of the \$419,503 adjustment reserve), and this placeholder is subject to change based on the final reconciliation and adjustment amount.

Overview

4. 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 the course of the budget, net (pre-add'l value of the inventory adjustment) sale proceeds and favorable cost variance in the case exceeded the net cash recovery estimate per the budget by approx. \$2.4mm (Sch B(b) page 2), after adjustment to 7/31/17, and before recovery of merchant services CC A/R, as adjusted for refunds and returns against vendor reserves.
5. A claims procedure was established in the case, and the Orders, POC instructions, and other information materials were posted to the Receiver's Creditor Information Page (<http://inverness.us/receivership-shoes-com-onlineshoes-com>) for access by creditors and other parties. The claims bar deadline for state agencies was 8/25/17 and for all other creditors, it was March 28, 2017.
6. Per the Court's June 12, 2017 Order, the Receiver made a distribution against the Wells Fargo secured claim in the amount of \$4,222,092.09, subject to adjustment and recovery of unfunded standby L/C obligation. The Receiver collected \$249,237.65 from Wells Fargo in July, following the final reconciliation of standby L/C liability and legal fees. With the recovery of the net unfunded standby L/C liability, the Wells Fargo secured claim was fully satisfied.
7. On September 29, 2017, the Court ordered payment in the amount of \$237,500 in full satisfaction of the secured claim by GEODIS Logistics, LLC, disallowing the remaining claim balance of \$590,037. The approved claim was paid and fully satisfied on October 2, 2017.
8. A pre-receivership litigation matter filed by Onlineshoes.com Inc. against Wells Fargo Merchant Services, Inc., a credit card processing provider, was pending in the NY court, and a stay was in effect through June 8, 2017. The Receiver sought and received extensions of the stay since February, 2017, and on June 8, 2017, the Court approved a stipulated discontinuance of the litigation, without prejudice or costs to either party. The Court's Order provides for tolling such that Onlineshoes.com Inc. may refile its claims through 3/30/18. The Receiver recovered a substantial portion (approx. \$95,000) in July, of the reserves balance held by the Defendant at 6/30 (\$100,000), subject to final reconciliation of returns chargebacks.
9. Reconciliation of claims filed in the case is continuing, and an extension of the Automatic Stay (to 11/30/17) was approved by the Court on 9/21/17. Various actions regarding secured claims and claims objections have been presented by the claimants and the Receiver, and are pending as of 9/30/17.

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; Estimated Recovery Variance Recap – Actuals to Budget
Sch B(c)	-	Statement of cash receipts and disbursements
Sch B(d-1)	-	Supplemental Schedule – Pre-Receivership A/R
Sch B(d)	-	Statement of Accrued Accounts Receivable of the Receiver (2/2/17 Forward)
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 September 30, 2017

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



Shoes.com, Inc. / Onlineshoes.com Inc.
30-Sep-17

Category (Book Value Used where noted by *)	Book Values at 2/28/17	Book Value at 3/31/17/17	Book Value at 4/30/17	Book Value at 5/31/17	Book Value at 6/30/17	Book Value at 7/31/17	Book Value at 8/31/17	Adjustments - 9/1/17 to 9/30/17	Book Value at 9/30/17	Estimated Value at 9/30/17
Assets										
Cash and Bank accounts:										
Receiver Disb Acct USB 7060	10	218,692	(4,849)	39,340	44,121	103,005	86,155	(18,636)	67,519	67,519
Receiver MMA Sale Acct USB 8887	-	1,357,069	6,590,903	6,341,175	1,989,201	2,238,529	2,238,624	92	2,238,716	2,238,716
OLS Master Dep Acct - Wells 5678	62,873	870	870	1,586	1,584	1,584	1,398	(146)	1,252	1,252
OLS Master Oper Acct - Wells 5686	6,456	122,552	36,000	-	305	55,659	-	-	-	-
OLS Manual P/R - Wells 5567	-	-	-	-	-	-	-	-	-	-
Shoes.com, Inc. Oper Acct - Wells 5592	-	-	-	-	-	-	-	-	-	-
Other Cash / Accounts	-	-	-	-	-	-	-	-	-	-
Total Cash Balance	69,339	1,699,181	6,622,923	6,382,101	2,035,210	2,398,777	2,326,177	(18,690)	2,307,487	2,307,487
Inventory: Note 1	11,062,346	11,062,346	-	-	-	-	-	-	-	-
Inventory: Note 1	417,150	347,806	-	-	-	-	-	-	-	-
Inventory: Note 1	595,929	595,929	-	-	-	-	-	-	-	-
Amazon / ASE Account Balance - Rec Interest (net of Est Fees) Note 2	-	-	28,662	28,662	54,719	-	-	-	-	-
Amazon: Post 3/28 Rec Adj per Sale Closing	-	-	(34,219)	(34,219)	(44,961)	(47,817)	-	-	-	-
Accounts Receivable Notes 3 & 4	1,426,255	1,309,081	1,308,499	1,468,439	1,497,360	1,402,360	1,402,360	-	1,402,360	-
Sale - Closing Reserve (subject to Inventory Adjustment) Note 1	-	-	419,503	419,503	419,503	419,503	419,503	-	419,503	90,000
Equipment: (Net of Accumulated Depreciation) Note 3	1,202,782	1,202,782	-	-	-	-	-	-	-	-
Goodwill / Other Intangibles IP	200,000	200,000	-	-	-	-	-	-	-	-
Prepaid Insurance and Other Expenses: *	83,000	76,083	-	-	-	-	-	-	-	-
Deposits *	51,596	48,171	48,171	53,171	53,171	45,835	45,835	-	45,835	45,835
Total Assets	15,108,397	16,541,379	8,393,539	8,317,657	4,015,002	4,218,657	4,193,875	(18,690)	4,175,185	2,443,322

Schedule B(a) 9/30/17

**Balance Sheet
at September 30, 2017**



Shoes.com, Inc. / Onlineshoes.com Inc.
30-Sep-17

Category (Book Value Used where noted by *)	Book Values at 2/28/17	Book Value at 3/31/17/17	Book Value at 4/30/17	Book Value at 5/31/17	Book Value at 6/30/17	Book Value at 7/31/17	Book Value at 8/31/17	Adjustments - 9/1/17 to 9/30/17	Book Value at 9/30/17	Estimated Value at 9/30/17
Liabilities										
Accounts Payable										
A/P - Pre-Receivership (Unsecured)	16,198,921	16,198,921	16,198,921	16,198,921	16,198,921	16,198,921	16,198,921		16,198,921	Subject to Claims Reconciliation
A/P - Post-2/2/17 (Admin)	100	-	-	-	-	-	-		-	
Pre-Receivership Unfunded 401k and Other Withholds	19,360	19,360	19,360	19,360	19,360	19,360	19,360	920	20,280	20,280
Pre-Receivership Wages and Employee-Related Payables	172,698	172,698	172,698	172,698	172,698	172,698	172,698		172,698	Subject to Claims Reconciliation
Pre-Receivership Taxes Payable	2,289,701	2,289,701	2,289,701	2,289,701	2,289,701	2,289,701	2,289,701		2,289,701	Subject to Claims Reconciliation
Accrued Receiver Admin Expense + Deposits										
Accrued Receiver Fees / Expense per Notice	47,749	55,861	70,834	58,964	28,913	21,563	-		-	
Accrued Receiver Counsel Fees / Expense - Per Notice	20,818	51,904	77,094	41,356	15,521	7,437	-		-	
Advance - Opening Deposit USB 7060 (Rec Disb Acct)		10	10	10	10	10	10		10	10
Accrued Rec Litigation Counsel - NY Litigation					6,113	-	-		-	
Accrued IT / Storage - Server Access (Digital Fortress)	5,676	9,176	849	-	-	-	-		-	
Accrued Contractor Fees / Expense - Per Canada Rec	11,474	19,474	24,050	24,899	-	-	-		-	
Accrued Admin Exp - Facilities	-	93,000	112,897	40,835	40,835	40,835	40,835		40,835	40,835
Accrued Admin Exp - Utilities / Other		8,000	13,118	4	4	4	4		4	
Sale: Bid Deposits Payable		1,512,000	-	-	-	-	-		-	
SubTotal - Accrued Receivership Admin	85,717	1,749,425	298,852	166,069	91,395	69,849	40,849	-	40,849	40,845
Other Unsecured Claims per Schedules	52,762,844	52,762,844	52,762,844	52,762,844	52,762,844	52,762,844	52,762,844		52,762,844	Subject to Claims Reconciliation

Schedule B(a) 9/30/17

**Balance Sheet
at September 30, 2017**



Shoes.com, Inc. / Onlineshoes.com Inc.
30-Sep-17

Category (Book Value Used where noted by *)	Book Values at 2/28/17	Book Value at 3/31/17/17	Book Value at 4/30/17	Book Value at 5/31/17	Book Value at 6/30/17	Book Value at 7/31/17	Book Value at 8/31/17	Adjustments - 9/1/17 to 9/30/17	Book Value at 9/30/17	Estimated Value at 9/30/17
Secured Liabilities										
Wells Fargo Bank	4,150,000	4,157,118	4,195,771	4,222,092	-	-	-	-	-	-
Wells Fargo Bank (Adjustment of standby liability and legal fees - received in July)				-	(249,328)	0	0		0	
Dan Gerler, an Individual	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000		3,000,000	Subject to Claims Reconciliation
Deans Knight Capital Management Ltd.	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000	(7,500,000)	-	Paid from Shoes.com Tech (Canadian Receivership) Estate
Cateres Investment Company, Inc.	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000		7,500,000	Subject to Claims Reconciliation
Geodis (formerly Ozburn-Hessey Logistics, LLC)	700,000	700,000	700,000	827,537	827,537	827,537	827,537	(590,037)	237,500	Book Bal Paid 10/2/17 per 9/28/17 Order
Other										
SubTotal - Secured Liabilities	22,850,000	22,857,118	22,895,771	23,049,629	18,578,209	18,827,537	18,827,537	(8,090,037)	10,737,500	
Total Liabilities	94,379,341	96,050,068	94,638,147	94,659,222	90,113,128	90,340,910	90,311,910	(8,089,117)	82,222,793	61,125
Equity	(79,270,944)	(79,508,688)	(86,244,608)	(86,341,564)	(86,098,126)	(86,122,253)	(86,118,035)	8,070,427	(78,047,608)	
Total Liabilities & Equity	15,108,397	16,541,379	8,393,539	8,317,657	4,015,002	4,218,657	4,193,875	(18,690)	4,175,185	61,125

Note 1: Inventory Adjustment per PSA, subject to final count (Escrow acct \$210,000 held separately by Bush Strout Seattle)

Note 2: ASE account balance, offset by Amazon payments for post-sale inventory liquidations (post-3/28 payments due to Buyer) - Final transfer 8/3/17 - Payment of post-3/28 Amazon receipts to Buyer per Order

Note 3: Subject to final reconciliation of charges and returns, a reserve balance of \$100,000 was held by Wells Fargo Merchant Services as of 6/30/17; an Order was entered in the previous case on 6/8/17 providing for the discontinuance of the litigation without prejudice and without costs to any party. Tolling through 3/30/18 is also provided by the Order, preserving the claim by allowing the holder of the Plaintiff's (Onlineshoes.com, Inc.) claims to prosecute a new action based on the original allegations. In July, the Receiver recovered \$95,000 of the reserves balance held at 6/30/17.

Note 4: Book balance of merchant services reserves before adjustment for returns, etc. Subject to reconciliation - estimated value - 0

Income Statement September 30, 2017

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



Shoes.com, Inc. / Onlineshoes.com Inc.
to September 30, 2017

	February 2, 2017 (Order Date) to February 28, 2017	March 1 - 31, 2017	April 1 - 30, 2017	May 1 - 31, 2017	June 1 - 30, 2017	July 1 - 31, 2017	Aug 1 - 31, 2017	Sep 1 - 30, 2017	Total - to Sep 30, 2017
Revenues / Invoicing (Incl. Interest Inc)	-	69,300	114,000	272,000	153,000	91,000	95,000	92,000	886,300
Subject to Reconciliation of Amazon Location Inv Sales									
Expenses									
Expense (Cash / Accrued)									
50000 - Expenses									
Contractor Services (Canadian Receiver / Shared - US Rec Portion (est - subject to Invoice)	11,474	24,050	6,390	-	-	-	-	-	41,914
Computer Services - Digital Fortress Co-Lo / Shared / Storage - US Rec Portion	5,676	849	5,614	-	-	-	-	-	12,139
51000 - Receivership Admin Exp									
51100 - Rec - Fees per Fee Ap *	46,350	33,113	68,438	54,450	28,913	21,563	-	9,638	262,463
51200 - Rec - Expenses per Fee Ap	1,399	-	2,396	4,514	-	-	-	-	8,310
51300 - Receivers Bond	100	-	-	-	-	-	-	-	100
51400 - Rec - Legal Fees/Exp per Fee Ap *	20,818	51,904	77,094	41,356	15,521	7,437	-	8,998	223,129
51600 - Rec - Litigation Counsel - NY Litigation Fees/Exp	-	-	-	-	6,113	-	-	-	6,113
Total 51000 - Receivership Admin Exp	68,667	85,017	147,928	100,321	50,546	28,999	-	18,636	500,113
Bank Service Charges	3,095	1,082	1,133	1,168	37	305	186	146	7,153
Facilities Leases	-	93,000	19,897	-	-	-	-	-	112,897
Utilities / Records Storage	-	8,000	5,118	-	-	333	-	-	13,451
Other - GEODIS Sale / Inventory Related Exp	-	2,400	5,441	-	-	-	-	-	7,841
Total 50000 - Expenses	88,912	214,398	191,521	101,488	50,583	29,637	186	18,782	695,509
* August Fees / Exp Billed in September per 9/6/17 Fee Notice									
Total Pre-Tax Income (Expense)	(88,912)	(214,329)	(191,408)	(101,216)	(50,430)	(29,547)	(91)	(18,690)	(694,623)

Schedule B(b)
Income Statement 9/30/17

Income Statement September 30, 2017

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

Preliminary Liquidation Recap / Variance Reporting
to 9/30/17

	Cash Recovery per Budget	Actual Cash Recovery (Prelim to 7/31/17)	Actual Cash Recovery (Prelim to 8/31/17)	Actual Cash Recovery (Prelim to 9/30/17)	Variance +/-
Inventory	4,526,604	5,010,223	5,010,223	5,010,223	
Estimated Inv Adj (subject to Final Reconciliation and add'l recovery)		(329,503)	(329,503)	(329,503)	
Total Inventory (subj to Adj)	4,526,604	4,680,720	4,680,720	4,680,720	154,116
ASE Inv (pre-3/28)	34,000	152,000	7,841		125,841
Total Inventory (Net - est.)	4,560,604	4,832,720	4,840,561	4,840,561	279,958
IP	-	2,000,000	2,000,000	2,000,000	2,000,000
Fixed Assets	100,000	Incl.	Incl.	Incl.	(100,000)
Other Cash Receipts	16,687	31,633	35,941	36,033	19,346
Total Cash Recoveries (Excl CC A/R - Subject to Reconciliation)	4,677,291	6,864,353	6,876,502	6,876,594	2,199,303

Cash Receipts & Disbursements
September 1 - 30, 2017

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



Shoes.com, Inc. / Onlineshoes.com Inc.
 September 1 - 30, 2017

Date	Number	Name	Memo	Amount	Balance
Wells Fargo - OLS Master Deposit Acct 5678*					
Opening Balance					1,398.20
Debits	11-Sep	Wells Fargo Bank	Acct Analysis Chg per Stmt	(146.16)	
Balance					1,252.04
* Account Closed 9/30/17; Closing balance in transit to Receiver's Acct USB 7060					
Wells Fargo - OLS Master Oper Acct 5686*					
Opening Balance					
* Account Closed 8/3/17					
Receiver Disbursement-USB 7060					
Opening Balance					86,154.59
Deposits					
Debits					
	27-Sep 11060	Oswego Group LLC	Inv 026 - 029 7/29 - 8/19 7th Fee Notice 9/6/17	(9,637.50)	
	27-Sep 11061	Schwabe, Williamson & Wyatt, PC	Inv #1458939 7th Fee Notice 9/6/17	(8,998.40)	
				<u>(18,635.90)</u>	
Balance					67,518.69
Receiver Sale MMA-USB 8887					
Opening Balance					2,238,624.17
Deposits					
	30-Sep	Wells Fargo	Interest per Stmt	91.99	
				<u>91.99</u>	
Debits					
Balance					2,238,716.16
Total Cash Balance at 9/30/17					2,307,486.89

**Accounts Receivable
Estimated at 9/30/17**

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

Shoes.com, Inc. / Onlineshoes.com Inc.
30-Sep-17

	Customer Name	A/R at 2/2/17	Collections 2/2 - 2/28/17	Collections 3/1 - 3/31/17	Collections 4/1 - 4/30/17	Collections 5/1 - 5/31/17	Collections 6/1 - 6/30/17	Collections 7/1 - 7/31/17	Collections 8/1 - 8/31/17	Est A/R at 9/30/17	Est Uncollectible - subj to Reconciliation
1	Borderfree - Amex - 07-1057	1,604	(25,161)							(Note 1)	
	Borderfree - MC - 21-1057	(3,184)	(19,064)							(Note 1)	
3	Paypal - 08-1057 / 20-1057	141,413								141,413	141,413
4	Ebay - 09-1057	16,409								16,409	16,409
5	Klama - OLS - 08-1057	420,383								420,383	420,383
6	Klama - Shoes.com - 20-1057	279,540								279,540	279,540
7	Amazon - OLS - 05-1057	527,177	(9,292)							517,885	517,885
8	Amazon - Shoes.com - 22-1057										
9	Bluefly - 20-1057	27,689	(16,687)							11,002	11,002
10	Rakuten (buy.com) - 08-1057	1,670	(222)							1,448	1,448
11	Jet.com - 10-1057	10,708	(1,650)							9,057	9,057
12	Sears - 08-1057	2,187	(1,080)			(885)				222	222
	Balance / Reserve - Wells Fargo Merchant Services Credit Card Processing - Note 2	100,000						(95,000)	-	5,000	5,000
	Affiliate - Amazon location inventories (est)	89,389		(116,000)	(36,000)				(7,841)	(Note 3)	
	Other A/R Collections (to be Reconciled)						(305)				
	Total (subj to Reconciliation and Demand) at 9/30/17	1,614,985	(73,157)	(116,000)	(36,000)	(885)	(305)	(95,000)	(7,841)	1,402,360	1,402,360

Preliminary - Subject to Reconciliation

Note 1: Credit balances (collections exceed book A/R) were eliminated at 6/30/17

Note 2: Subject to final reconciliation of charges and returns, a reserve balance of \$100,000 was held by Wells Fargo Merchant Services as of 6/30/17; an Order was entered in the previous case on 6/8/17 providing for the discontinuance of the litigation without prejudice and with Tolling through 3/30/18 is also provided by the Order, preserving the claim by allowing the holder of the Plaintiff's (Onlineshoes.com, Inc.) claims to prosecute a new action based on the original allegations. In July, the Receiver recovered \$95,000 of the reserves balance held at 6/30/17.

Note 3: Final ASE / Amazon inventory recoveries were received in August; Amount reflects gross receipts net of payment to Buyer for post-3/28 Amazon receipts per Sale Order

Schedule B(d-1)
Supplemental Schedule
A/R at 9/30/17

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

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



Shoes.com, Inc. / Onlineshoes.com Inc.
30-Sep-17

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

** Inventory Adjustment Reserve 419,503 TBD; \$210,000 in escrow
- Sale Closing
(Subject to Final Adj / See Estimated Value on Sch B(a))

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)
Receiver Fees and Expenses
per Fee Notice through 9/30/17

-

Receiver Legal Fees and
Expenses per Fee Notice
through 9/30/17

-

A/P - Advance - Opening deposit
(USB 7060)

10

Court Bonds (Rec Bond
Premium per Order)

Accrued Rec Litigation Counsel -
NY Litigation

-

Accrued IT / Storage - Server
Access (Digital Fortress)

-

Accrued Contractor Fees /
Expense - Per Canada Rec
(Note 2)

-

Accrued Lease Exp - Groveport
(Note 1)

40,835

Accrued Utilities - Other

4

Total Admin Expense Due
9/30/17

40,849

-

Note 1: Balance of \$40,835 subject to disposition of pre-receivership lease deposit

Note 2: Final Payment of Shared contract services - Canadian Receiver Reimbursement - Paid 6/13/17

Note 3: Rec Litigation Counsel - Paid to 6/30/17; Retainer \$5,000; \$95k recovery from Deposit held by Defendant in July

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 - est. per Schedules & POC / reconciliations

Schedule B(d-f)

1 **CERTIFICATE OF SERVICE**

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

4 That on the 2nd day of November, 2017, I arranged for service of the foregoing
5 **RECEIVER'S EIGHTH REPORT OF OPERATIONS AND FINANCIAL AFFAIRS**
6 **PURSUANT TO RCW 7.60.100** to the parties to this action as follows:
7

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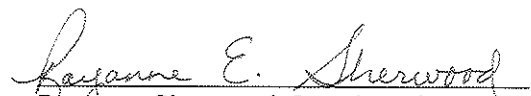
CERTIFICATE OF SERVICE - 2

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